



BGR ENERGY SYSTEMS LIMITED

443 ANNASALAI, TEYNAMPET, CHENNAI 600018 INDIA

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E-mail: compliance@bgrenergy.com Web site: www.bgrcorp.com

BeSec/2018
August 27, 2018

Listing Department
National Stock Exchange of India Limited
Exchange Plaza, Bandra Kurla Complex
Bandra (E), Mumbai – 400051

Department of Corporate Services
BSE Limited
P.J. Towers, Dalal Street
Mumbai - 400 001

NSE Symbol : BGREENERGY

BSE Scrip Code : 532930

Dear Sirs,

Sub: Notice of 32nd Annual General Meeting of the Company

Further to our letter dated August 14, 2018 intimating the date of 32nd Annual General Meeting, we are pleased to forward the Notice of the 32nd Annual General Meeting of the Company to be held at 3.00 p.m. at the Registered Office of the company on Wednesday, September 26, 2018.

We request you to kindly take the above document on record.

Thanking you,

Yours faithfully,
for BGR Energy Systems Limited

R. Ramesh Kumar
President – Corporate & Secretary

REGISTERED OFFICE:

A-5 PANNAMGADU INDUSTRIAL ESTATE, RAMAPURAM POST, SULLURPET TALLUK, NELLORE DISTRICT, ANDHRA PRADESH 524401 INDIA. TEL: 91 44 27948249

Corporate Identity Number : L40106AP1985PLC005318



BGR ENERGY SYSTEMS LIMITED

Regd. Office : A-5, Pannamgadu Industrial Estate, Ramapuram Post, Sullurpet Taluk, Nellore District.
Andhra Pradesh - 524 401, Corporate Identity No. : L40106AP1985PLC005318
Ph : 044-27948249 Email : investors@bgrenergy.com website : www.bgrcorp.com

Notice to the Members of

BGR ENERGY SYSTEMS LIMITED

Notice is hereby given that the 32nd Annual General Meeting of the Members of BGR Energy Systems Limited will be held at the Registered Office at A-5, Pannamgadu Industrial Estate, Ramapuram Post, Sullurpet Taluk, Nellore District, Andhra Pradesh – 524 401 at 3.00 p.m. on Wednesday, September 26, 2018 to transact the following business:

ORDINARY BUSINESS

1. To receive, consider and adopt:
 - (a) the audited standalone financial statements of the Company for the financial year ended March 31, 2018 and the reports of the Board of Directors and Auditors thereon.
 - (b) the audited consolidated financial statements of the Company for the financial year ended March 31, 2018 and the report of Auditors thereon.
2. To consider and, if thought fit, to pass the following resolution as an Ordinary Resolution.

“RESOLVED that Mr.V.R.Mahadevan, who retires by rotation and being eligible for re-appointment, be and is hereby appointed as a director of the company for a term up to May 31, 2019.”

SPECIAL BUSINESS

3. Appointment of Mrs. Swarnamugi R Karthik as Director – Corporate Strategy of the Company

To consider and, if thought fit, to pass the following resolution as a Special Resolution:

“RESOLVED that pursuant to the provisions of Sections 196, 197, 198 and 199 and other applicable provisions, if any, of the Companies Act, 2013, (“Act”), read with Schedule V to the Act and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, including statutory modification thereof for the time being

in force, as applicable and subject to the approval of the Central Government, if required under the Act, the Company hereby approves the appointment of Mrs.Swarnamugi R Karthik (DIN 03494012), as Director – Corporate Strategy of the Company for a period of five years with effect from February 08, 2018 on the terms and conditions set out hereunder and with authority to the Board of Directors and / or any Committee of the Board to alter and vary the terms and conditions of the said appointment in such manner as may be agreed to between the Board of Directors and Mrs.Swarnamugi R Karthik .”

“RESOLVED FURTHER that the Board of Directors of the Company (which term shall be deemed to include any Committee of the Board constituted to exercise its powers, including the powers conferred by this Resolution) be and is hereby authorised to take all such steps as may be necessary, proper and expedient to give effect to this Resolution.”

- a. Designation
Director – Corporate Strategy
- b. Period of Appointment
From February 08, 2018 to February 07, 2023
- c. Remuneration

(i)	Salary	:	₹ 2,20,000/- per month
(ii)	Allowances & Perquisites	:	₹ 5,50,000/- per month

- d. The allowances and perquisites include the following:
 - (i) House rent allowance.
 - (ii) Education allowance.
 - (iii) Fuel and car maintenance reimbursement.
 - (iv) Medical reimbursement for self and family.
 - (v) Telephone at residence and mobile phone.
 - (vi) Leave travel Allowance.

(vii) Attire reimbursement.

(viii) Driver salary reimbursement.

(ix) Other permissible allowances and reimbursements as per rules of the company.

- e. Annual Increment: As may be determined and recommended by the Nomination and Remuneration Committee and approved by the Board.

The allowances and perquisites shall be evaluated, wherever applicable, as per the Income Tax Act, 1961 and rules thereunder. In the absence of such rules, they shall be evaluated at actual cost. However, company's contribution to provident fund, gratuity fund and encashment of leave to the extent, singly or together which are not taxable, shall not be included in the computation of limits for the remuneration.

- f. Minimum Remuneration:

During the term of the appointment, where in any financial year the company has no profits or the profits are inadequate, Mrs. Swarnamugi R Karthik shall be entitled to such remuneration not exceeding the limits specified under section II of part II of Schedule V to the Companies Act, 2013, as applicable or such remuneration as may be approved by the shareholders by a special resolution and / or by the Central Government, if required. During the term of appointment payment of remuneration for a period exceeding three years from the date of appointment shall be subject to due compliance of Schedule V to the Companies Act, 2013. The remuneration and perquisites as set out hereinabove shall be further subject to the overall maximum remuneration payable to all managerial personnel of the company in accordance with the provisions of Section 196 and 197 of the Companies Act 2013.

The period of office of Mrs. Swarnamugi R Karthik shall be liable to determination by retirement of directors by rotation. If Mrs. Swarnamugi R Karthik is re-appointed as a director, immediately on retirement by rotation she shall continue to hold office of Whole Time Director and such reappointment as director shall not be deemed to constitute a break in her appointment as a Whole Time Director.

4. Ratification of Remuneration to Cost Auditor

To consider and, if thought fit, to pass the following resolution as an Ordinary Resolution:

“RESOLVED that pursuant to the provisions of Section 148 and other applicable provisions, if any, of the Companies Act, 2013 and the rules made thereunder, as amended from time to time, the remuneration of ₹ 1,50,000/- plus reimbursement of out of pocket expenses payable to Mr.A.N.Raman, Cost Auditor to audit the cost records maintained by the Company for the Financial Year 2018-19 as approved by the Board be and is hereby ratified.

By order of the Board

Place : Chennai

R. RAMESH KUMAR

Date : August 14, 2018 President – Corporate & Secretary

NOTES :

i) N.R.Doraiswami & Co, Chartered Accountants, were appointed as Statutory Auditors of the Company at the 31st Annual General Meeting held on September 27, 2017 to hold office until the conclusion of the 36th Annual General Meeting to be held in the year 2022. Pursuant to dispensation of the requirement of ratification of appointment of auditors at every Annual General Meeting by the Companies (Amendment) Act, 2017 effective May 07, 2018 the Company is not proposing an item on ratification of appointment of Auditors at this AGM.

ii) **A member entitled to attend and vote at the meeting is entitled to appoint a proxy to attend and vote in his stead. A proxy need not be a member. Proxy in order to be valid shall be deposited at the Registered Office of the company at least 48 hours before the time fixed for the commencement of the meeting.**

A person can act as a proxy on behalf of Members not exceeding fifty and holding in the aggregate not more than ten percent of the total share capital of the Company carrying voting rights. A member holding more than ten percent of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other person or a Member.

iii) The relevant statement as required under Section 102 of the Companies Act, 2013 in respect of the special business in the notice is appended herewith.

iv) All documents referred to in the above notice and statement are available for inspection at the Registered office of the Company on all working days (except Saturdays, Sundays and Public holidays) between 10.00 a.m. and 5.00 p.m. upto the date of the 32nd Annual General Meeting.

Members holding shares in physical form are requested to notify any change in their address to the Registrar and Share Transfer Agent - Link Intime India Private Limited, C 101, 247 Park, L.B.S. Marg, Vikhroli (West), Mumbai – 400083.

v) Members holding shares in electronic form should update their details with their respective depository participants. The bank particulars registered in their respective depository accounts will be used by the

Company for payment of dividend. The Company or its Registrars cannot act on any request received directly from the members holding shares in electronic form for any change of bank particulars or bank mandates. Such changes are to be advised only to the depository participant of the members.

vi) The Members may note that on account of amendment made to the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 on June 08, 2018, the Company will not be in a position to entertain the request for registration of Physical transfer of shares on or after December 05, 2018. Hence, Members holding shares in physical form, in their own interest are requested to dematerialise the shares to avail the benefit of electronic holding as well as trading. For any assistance or guidance for dematerialization, shareholders are requested to contact the Company's Registrar and Share Transfer Agent or Investors Relations Centre at the Corporate Office of the Company.

vii) Members who have not encashed the dividend warrants for the FY 2010-11, FY 2011-12, FY 2012-13 and FY 2013-14 are requested to write to the Company giving necessary and sufficient details.

viii) Dividend which remains unclaimed out of the dividend declared by the Company for the year ended March 31, 2011 at the Annual General Meeting held on September 22, 2011 will be transferred to the investor education and protection fund of the Central Government in November 2018 in terms of the provisions of Section 124 of the Companies Act, 2013. Thereafter, no claim shall lie on these dividend from the shareholders. Hence, the shareholders who have not encashed / claimed the dividend for FY 2010 - 11 are advised to claim the same immediately without any further delay.

ix) Members are requested to forward their queries on annual accounts and other sections of the annual report to the Company Secretary at least 10 days in advance for enabling the Company to furnish replies / clarifications at the 32nd Annual General Meeting.

x) Members are requested to bring their copy of the annual report to the meeting along with duly signed attendance slip.

xi) **Voting through electronic means**

In compliance with the provisions of Section 108 of the Companies Act, 2013, Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended vide Companies (Management and Administration) Amendment Rules, 2015 with effect from March 19, 2015 and as per SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company is pleased to provide to the members facility of voting by electronic means in respect of businesses to be transacted at the 32nd Annual General Meeting which includes remote e-voting (i.e. voting electronically from a place other than the venue of the general meeting) and voting at the AGM through an electronic voting or ballot or poll paper. The Company has engaged the services of National Securities Depository Limited (NSDL) for facilitating voting by electronic means.

The instructions for e-voting are as under:

A. In case a Member receives an email from NSDL [for members whose email IDs are registered with Depository Participant(s)]:

- (i) Open email and open PDF file viz.; “bgrenergy.pdf” with your Client ID or Folio No. as password. The said PDF file contains your user ID and password/PIN for e-voting. Please note that the password is an initial password.
- (ii) Launch internet browser by typing the following URL: <https://www.evoting.nsdl.com/>
- (iii) Click on Shareholder – Login
- (iv) Put user ID and password as initial password/PIN noted in step (i) above. Click Login. If you are already registered with NSDL for e-voting, you can use your existing user ID and password for casting your vote.
- (v) Password change menu appears. Change the password/PIN with new password of your choice with minimum 8 digits/characters or combination thereof. Note new password. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (vi) Home page of e-voting opens. Click on e-Voting: Active Voting Cycles.

(vii) Select “EVEN” of BGR Energy Systems Limited.

(viii) Now you are ready for e-voting as Cast Vote page opens.

(ix) Cast your vote by selecting appropriate option and click on “Submit” and also “Confirm” when prompted.

(x) Upon confirmation, the message “Vote cast successfully” will be displayed.

(xi) Once you have voted on the resolution, you will not be allowed to modify your vote.

Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF / JPG Format) of the relevant Board Resolution / Authority letter etc. together with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer through e-mail to rsaevoting@gmail.com with a copy marked to evoting@nsdl.co.in.

B. In case a Member receives physical copy of the Notice of AGM [for members whose email IDs are not registered with the Depository Participant(s) or requesting physical copy]:

(i) Initial password is provided as below/at the bottom of the Attendance Slip for the AGM:

EVEN (E Voting Event Number)	USER ID	PASSWORD / PIN
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(ii) Please follow all steps from Sl. No. (ii) to Sl. No. (xi) above, to cast your vote.

OTHER INSTRUCTIONS:

I. Persons who acquired shares and became Members of the Company after the dispatch of the Notice of the AGM but before the cut-off date of September 19, 2018 may obtain their user ID and password for e-voting by sending a request at evoting@nsdl.co.in. However, if you are already registered with NSDL for remote e-voting, then you can use your existing user ID and password for casting your vote. If you forget your password, you can reset your password by using “Forgot User Details/Password” option available on www.evoting.nsdl.com. A person who is not a member as on the cut-off date should treat this Notice for information purpose only.

- II. The remote e-voting period commences on September 23, 2018 at 9.00 a.m. and ends on September 25, 2018 at 5.00 p.m. During this period, Members of the Company holding shares either in physical form or in dematerialized form, as on the cut-off date of September 19, 2018 may cast their votes electronically. The remote e-voting module will be disabled by NSDL for voting thereafter at 5.00 p.m. on September 25, 2018. Once the vote on a resolution is cast by the Member, the Member shall not be allowed to change it subsequently.
- III. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the Downloads section of www.evoting.nsdl.com
- IV. The voting rights of shareholders shall be in proportion to their shares of the paid up equity share capital of the Company as on the cut-off date of September 19, 2018.
- V. Members attending the meeting who have not already cast their vote by remote e-voting shall alone be able to exercise their voting right at the meeting through ballot or polling paper. The Members who have cast their vote by remote e-voting prior to the meeting may also attend the meeting but shall not be entitled to cast their vote again.
- VI. CS R. Sridharan, Practising Company Secretary (Membership No.4775) of M/s. R.Sridharan & Associates, Company Secretaries, has been appointed as the Scrutinizer to scrutinize both the remote e-voting and the physical voting at the meeting in a fair and transparent manner.
- VII. The results of e-voting will be declared not later than 48 hours of conclusion of the AGM i.e. September 28, 2018. The results declared along with the scrutinizer's Report shall be placed on the Company's website www.bgrcorp.com and on the website of NSDL and the results will be communicated to BSE Limited and National Stock Exchange of India Limited. Subject to receipt of requisite number of votes, the resolutions set out in the notice shall be deemed to be passed on the date of the AGM.

STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013 AND INFORMATION UNDER SEBI(LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS)REGULATIONS, 2015.

Item No.3

Mrs.Swarnamugi R Karthik was earlier appointed by the Board of Directors on February 08, 2013 as Director – Corporate Strategy for a period of 5 years and the term of appointment expired on February 07, 2018. The Board of Directors, at its meeting held on February 07, 2018 pursuant to the recommendation of Nomination and Remuneration Committee re-appointed Mrs. Swarnamugi R Karthik as Director-Corporate Strategy for a period of 5 years with effect from February 08, 2018 on the terms and conditions set out in resolution no.3 above subject to the approval of the Members.

The re-appointment of Mrs.Swarnamugi R Karthik as Director - Corporate Strategy was made under the provisions of the Companies Act, 2013. In terms of Schedule V of the Companies Act, 2013 the appointment shall be approved by shareholders in general meeting. In the event of loss or inadequacy of profits during any financial year the Board of Directors at its discretion shall have the authority to pay remuneration up to the limits specified in Schedule V of the Companies Act, 2013 provided the shareholders approved the remuneration by way of special resolution instead of an ordinary resolution. Accordingly, the approval of shareholders is sought for his appointment and remuneration by way of special resolution and the Board of Directors recommends resolution set out at item No. 3 of the Notice for approval by the shareholders.

Except Mrs. Swarnamugi R Karthik, Mrs.Sasikala Raghupathy and Mr.Arjun Govind Raghupathy none of the directors and key managerial personnel of the Company and their relatives is interested or concerned in this resolution.

Item No.4

The proposal for appointment of Mr.A.N.Raman as Cost Auditor for Financial Year 2018-19 was recommended by the Audit Committee to the Board and the Board appointed him to be the Cost Auditor for FY 2018-19 at the meeting held on May 30, 2018. Copy of certificate dated April 19, 2018 issued by Mr.Raman regarding his eligibility for appointment as cost auditor will be available for inspection at the registered office of the Company during the office hours and shall be available at the meeting.

As per the Rule 14 of the Companies (Audit and Auditors) Rules, 2014 the appointment and remuneration payable to the cost auditors require ratification by the shareholders of the Company.

Mr.Raman is a member of Institute of Cost and Works Accountants of India, Institute of Chartered Accountants of India and Fellow member of Institute of Certified Management Accountants of Sri Lanka. He has wide

experience in the field of cost accounting, management accounting and enterprise governance. He is in practice as a Cost and Management Accountant since 1993.

The Board recommends that the appointment and remuneration be ratified by the shareholders. None of the directors and key managerial personnel or their relatives are interested in the resolution.

INFORMATION PERTAINING TO ITEM NOS.2 AND 3

DETAILS OF DIRECTORS SEEKING RE-APPOINTMENT / APPOINTMENT AT THE FORTHCOMING ANNUAL GENERAL MEETING [PURSUANT TO REGULATION 36(3) OF SEBI (LISTING OBLIGATIONS & DISCLOSURE REQUIREMENTS) REGULATIONS, 2015 & SECRETARIAL STANDARD 2]

Name of Director	Mr.V.R.Mahadevan	Mrs.Swarnamugi R Karthik
Age	59 years	36 years
Experience	He has served the Company for more than three decades in various capacities and demonstrated proven leadership in project management, engineering, sales and business management.	She joined the services of the company in 2005 and has been involved in central procurement, corporate monitoring and business strategies.
Date of appointment	June 01, 2005	February 08, 2013
Qualifications	BE	B.Tech (IT), PGD in Embedded System
Names of other entities in which the person also holds the directorships	<ol style="list-style-type: none"> 1. GEA BGR Energy System India Ltd 2. BGR Boilers Private Limited 3. Govin Engineering and Constructions Limited 4. Schmitz India Private Limited 5. Pragati Computers Limited 	<ol style="list-style-type: none"> 1. Sravana Properties Limited 2. BGR Investment Holdings Company Limited 3. BGR Estate Holdings Limited 4. GEA BGR Energy System India Ltd 5. BGR Power Limited 6. Progen Systems and Technologies Limited 7. BGR Odisha Powergen Limited 8. Accord Foundations Private Limited 9. ANI Constructions Private Limited 10. Cuddalore Powergen Corporation Limited 11. Enexio Power Cooling Solutions India Pvt Ltd

Name of Director	Mr.V.R.Mahadevan	Mrs.Swarnamugi R Karthik
Names of other entities in which the person also holds membership of Committees of Board	-	-
Shareholding in the Company as on March 31, 2018	716 Shares	-
Relationship with other Directors, Manager and other Key Managerial Personnel of the Company	-	Daughter of Mrs.Sasikala Raghupathy, Chairperson and sister of Mr.Arjun Govind Raghupathy, Deputy Managing Director & COO
Number of Meetings of Board Attended during the year	4	4

By order of the Board

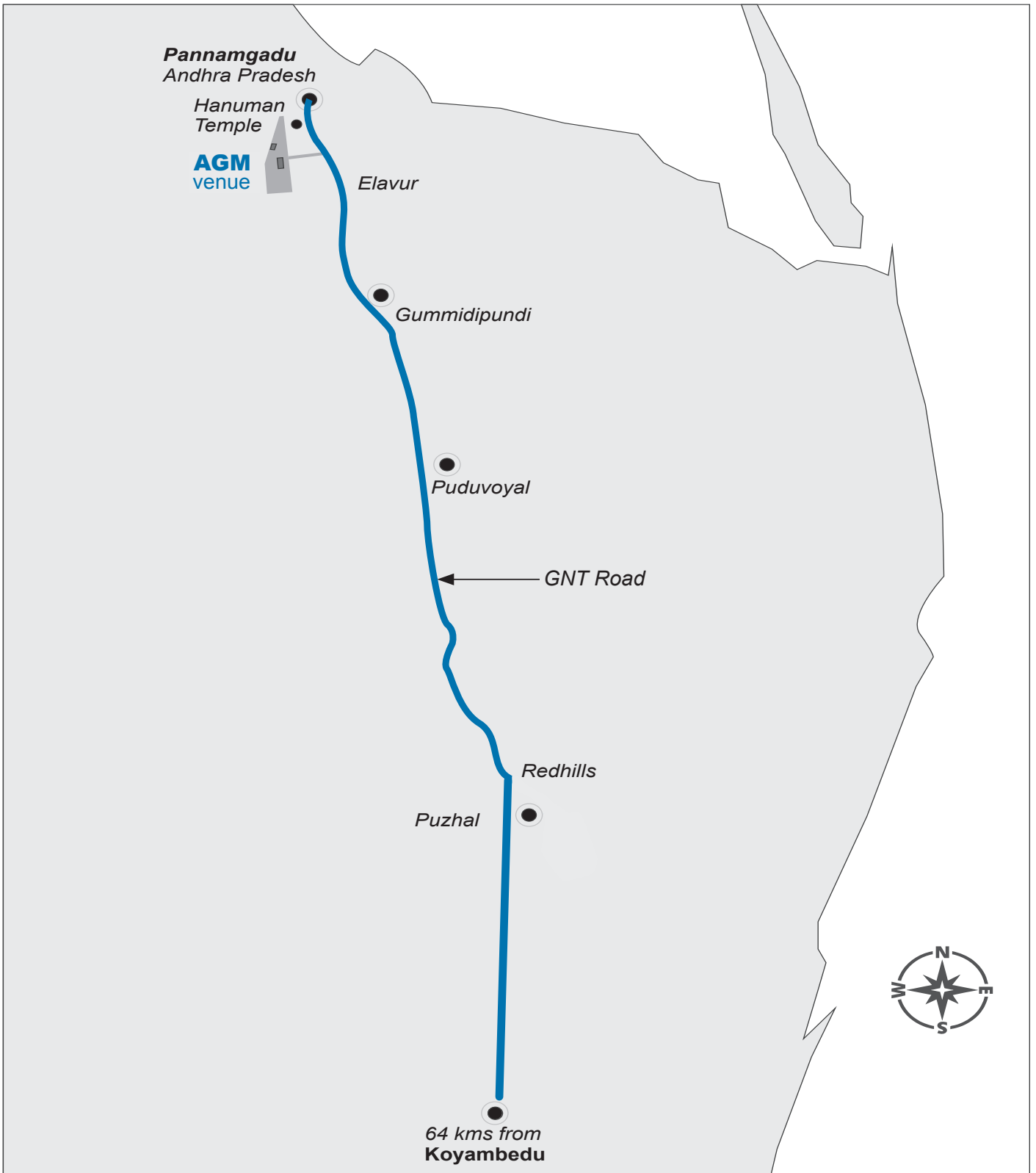
Place : Chennai

Date : August 14, 2018

R. RAMESH KUMAR

President – Corporate & Secretary

ROUTE MAP FOR AGM VENUE



AGM Venue: A-5, Pannamgadu Industrial Estate, Ramapuram Post, Sulurpet Taluk, Nellore District, Andhra Pradesh-524401
Prominent Landmark: **Hanuman Temple on GNT Road**