



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
September 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 – 400001

NSE Symbol: BGREENERGY

BSE Scrip Code: 532930

Dear Sirs,

Sub: Voting Results under Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015,

The 32nd Annual General Meeting of the Company was held at 3.00 p.m. on September 26, 2018 at the registered office of the Company. Pursuant to the provisions of the Companies Act, 2013 and the rules made thereunder and the provisions of Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the opportunity was given to all the shareholders of the Company to exercise their right to vote on all the resolutions set out in the Notice of AGM through remote e-voting during the period commencing from September 23, 2018 (9.00 a.m.) to September 25, 2018 (5.00 p.m.) as well as at the AGM Venue through physical ballot.

All the resolutions contained in the Notice of the aforesaid AGM were approved by the requisite majority of shareholders through remote e-voting and physical ballot and accordingly all the resolutions were declared to be passed on September 26, 2018, which is the date of 32nd Annual General Meeting of the Company.

The voting results in the prescribed format along with the consolidated scrutinizer's report are enclosed.

We request you to kindly take the same on record.

Thanking you,

Yours truly,
for BGR Energy Systems Limited

R. Ramesh Kumar
President – Corporate & Secretary
Encl : a.a.

REGISTERED OFFICE:

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

Corporate Identity Number : L40106AP1985PLC005318

BGR ENERGY SYSTEMS LIMITED
(REMOTE E-VOTING AND POLL)
DATE OF AGM : 26-SEP-2018
DETAILS OF VOTING RESULTS

Date of the AGM	September 26, 2018
Total number of shareholders on record date	85717
No. of Shareholders present in the meeting either in person or through proxy:	102
Promoters and Promoter Group:	3
Public :	99
No. of Shareholders attended the meeting through Video Conferencing:	NOT APPLICABLE FOR THIS AGM
Promoters and Promoter Group:	
Public :	

Agenda-wise disclosure

The mode of voting for all resolutions was through remote e-Voting and at AGM through Ballot Papers

Resolution No. 1	Adoption of Audited Standalone Financial Statements, Reports of Auditors and Board of Directors for the year ended March 31, 2018 and Audited Consolidated Financial Statements for the year ended March 31, 2018.
Resolution Required : (Ordinary / Special)	Ordinary Resolution
Whether promoter / promoter group are interested in the resolution ?	NO

CATEGORY	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]*100	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter & Promoter Group	E-Voting	54121170	54121170	100.0000	54121170	0	100.00000	0.00000
	Poll		0	0.0000	0	0	0.00000	0.00000
Public - Institutions	E-Voting	6401032	2673745	41.7705	2673745	0	100.00000	0.00000
	Poll		0	0.0000	0	0	0.00000	0.00000
Public - Non Institutions	E-Voting	11639358	345538	2.9687	345438	100	99.97106	0.02894
	Poll		11431	0.0982	11431	0	100.00000	0.00000
TOTAL	TOTAL	72161560	57151884	79.1999	57151784	100	99.99983	0.00017



Resolution No. 2	Appointment of Mr.V.R.Mahadevan as Director for a term upto May 31, 2019, who retires by rotation and being eligible offers himself for re-appointment.
Resolution Required : (Ordinary / Special)	Ordinary Resolution
Whether promoter / promoter group are interested in the resolution ?	NO

CATEGORY	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]*100	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter & Promoter Group	E-Voting	54121170	54121170	100.0000	54121170	0	100.00000	0.00000
	Poll		0	0.0000	0	0	0.00000	0.00000
Public - Institutions	E-Voting	6401032	2673745	41.7705	2552703	121042	95.4729	4.5271
	Poll		0	0.0000	0	0	0.0000	0.0000
Public - Non Institutions	E-Voting	11639358	345068	2.9647	344561	507	99.8531	0.1469
	Poll		11431	0.0982	11431	0	100.00000	0.00000
TOTAL	TOTAL	72161560	57151414	79.1992	57029865	121549	99.78732	0.21268

Resolution No. 3	Appointment of Mrs.Swarnamugi R Karthik as Director – Corporate Strategy of the Company.
Resolution Required : (Ordinary / Special)	Special Resolution
Whether promoter / promoter group are interested in the resolution ?	YES

CATEGORY	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]*100	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter & Promoter Group	E-Voting	54121170	54121170	100.0000	54121170	0	100.00000	0.00000
	Poll		0	0.0000	0	0	0.00000	0.00000
Public - Institutions	E-Voting	6401032	2673745	41.7705	2673745	0	100.00000	0.00000
	Poll		0	0.0000	0	0	0.00000	0.00000
Public - Non Institutions	E-Voting	11639358	345538	2.9687	345349	189	99.9453	0.0547
	Poll		11431	0.0982	11431	0	100.00000	0.00000
TOTAL		72161560	57151884	79.1999	57151695	189	99.99967	0.00033



Resolution No. 4	Ratification of remuneration payable to the Cost Auditor of the Company for the FY 2018-19.
Resolution Required : (Ordinary / Special)	Ordinary Resolution
Whether promoter / promoter group are interested in the resolution ?	NO

CATEGORY	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]*100	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter & Promoter Group	E-Voting	54121170	54121170	100.0000	54121170	0	100.00000	0.00000
	Poll		0	0.0000	0	0	0.00000	0.00000
Public - Institutions	E-Voting	6401032	2673745	41.7705	2673745	0	100.00000	0.00000
	Poll		0	0.0000	0	0	0.00000	0.00000
Public - Non Institutions	E-Voting	11639358	345538	2.9687	345438	100	99.9711	0.0289
	Poll		11431	0.0982	11431	0	100.00000	0.00000
TOTAL	TOTAL	72161560	57151884	79.1999	57151784	100	99.99983	0.00017



Consolidated Scrutinizer's Report

27th September, 2018

The Chairperson
BGR Energy Systems Limited,
A-5, Pannamgadu Industrial Estate,
Ramapuram Post, Sullurpet (T),
Nellore Dist,
Andhra Pradesh - 524 401

Ref: 32nd Annual General Meeting of the members of BGR Energy Systems Limited

Madam,

The Board of Directors of **BGR Energy Systems Limited** vide resolution dated 14th August, 2018 pursuant to Section 108 and 109 of the Companies Act, 2013 read with Rule 20 (as amended) and 21 of the Companies (Management and Administration) Rules, 2014 have appointed us viz. R.Sridharan & Associates, Company Secretaries, as the Scrutinizer to conduct the remote e-voting process held between Sunday, September 23, 2018 (9.00 AM) (IST) to Tuesday, September 25, 2018 (5.00 PM) (IST) and to conduct the Polling process relating to the 32nd Annual General Meeting of the members of the Company, held on Wednesday, 26th September, 2018 at 3.00 p.m.at A-5, Pannamgadu Industrial Estate, Ramapuram Post, Sullurpet Taluk, Nellore District, Andhra Pradesh - 524 401. The shareholders of the Company as on the "cut off" date i.e. Wednesday, 19th September, 2018 were entitled to vote as set out in the notice of the AGM.

We now submit our consolidated Report as under:

1. After the announcement of the poll by the Chairperson, one ballot box kept for polling was locked in our presence with due identification mark placed by us.
2. After the time fixed for closing of the poll, the locked ballot box was subsequently opened in our presence and poll papers were diligently scrutinized. The poll papers were reconciled with the records maintained by the Company / Registrar and Share Transfer Agents of the Company and the authorizations / proxies lodged with the Company.
3. We have scrutinized and reviewed the voting at the conclusion of AGM. Subsequently, we have unblocked the votes cast through remote e-voting in the presence of Mr. K Satheesh and Mr. N Naveenraj, who are the witnesses and not in the employment of the company. The votes tendered therein in respect of the remote e-voting system are based on the data downloaded from the Official website of the National Securities Depository Limited [NSDL].
4. The consolidated result (Remote E-voting and Poll) of the said Resolutions voted are as under:

32ND AGM – CONSOLIDATED SCRUTINIZER'S REPORT - BGR ENERGY SYSTEMS LIMITED





Item No. 1 - Adoption of Audited Standalone and Consolidated Financial Statements, Reports of Auditors and Directors for the year ended March 31, 2018 (Ordinary Resolution)

(i) Votes in **favour** of the resolution:

Number of members voted in Remote E- Voting	Number of votes cast (Shares) - Remote E-Voting	Number of members/ Proxies voted by Poll	Number of votes cast (Shares) - Poll	Total Number of votes cast through Remote E-Voting and Poll	% of total number of valid votes cast
87	57140353	11	11431	57151784	99.9998

(ii) Votes **against** the resolution:

Number of members voted in Remote E- Voting	Number of votes cast (Shares) - Remote E-Voting	Number of members/ Proxies voted by Poll	Number of votes cast (Shares) - Poll	Total Number of votes cast through Remote E-Voting and Poll	% of total number of valid votes cast
1	100	0	0	100	0.0002

(iii) **Invalid** Votes:

Number of members voted in Remote E- Voting	Number of votes cast (Shares) - Remote E- Voting	Number of members/Proxies voted by Poll	Number of votes cast (Shares) - Poll	Total Number of votes cast through Remote E- Voting and Poll
NIL	NIL	NIL	NIL	NIL

RESULT:

As the number of votes cast in favour of the resolution was more than the number of votes cast against, we report that the Ordinary Resolution with regard to Item no. 1 as set out in the Notice of the AGM is passed with requisite majority.



Item No. 2 – Re-appointment of Mr. V R Mahadevan (DIN: 00174667) director retires by Rotation (Ordinary Resolution)

(i) Votes in **favour** of the resolution:

Number of members voted in Remote E- Voting	Number of votes cast (Shares) - Remote E-Voting	Number of members/ Proxies voted by Poll	Number of votes cast (Shares) - Poll	Total Number of votes cast through Remote E-Voting and Poll	% of total number of valid votes cast
80	570184834	11	11431	57029865	99.7873

(ii) Votes **against** the resolution:

Number of members voted in Remote E- Voting	Number of votes cast (Shares) - Remote E-Voting	Number of members/ Proxies voted by Poll	Number of votes cast (Shares) - Poll	Total Number of votes cast through Remote E-Voting and Poll	% of total number of valid votes cast
5	121549	0	0	121549	0.2127

(iii) **Invalid** Votes:

Number of members voted in Remote E- Voting	Number of votes cast (Shares) - Remote E-Voting	Number of members/Proxies voted by Poll	Number of votes cast (Shares) - Poll	Total Number of votes cast through Remote E- Voting and Poll
NIL	NIL	NIL	NIL	NIL

RESULT:

As the number of votes cast in favour of the resolution was more than the number of votes cast against, we report that the Ordinary Resolution with regard to Item no. 2 as set out in the Notice of the AGM is passed with requisite majority.





Item No. 3 – Appointment of Mrs. Swarnamugi R Karthik (DIN: 03494012) as Director - Corporate Strategy of the Company (Special Resolution)

(i) Votes in **favour** of the resolution:

Number of members voted in Remote E- Voting	Number of votes cast (Shares) - Remote E-Voting	Number of members/ Proxies voted by Poll	Number of votes cast (Shares) - Poll	Total Number of votes cast through Remote E-Voting and Poll	% of total number of valid votes cast
84	57140264	11	11431	57151695	99.9997

(ii) Votes **against** the resolution:

Number of members voted in Remote E- Voting	Number of votes cast (Shares) - Remote E-Voting	Number of members/ Proxies voted by Poll	Number of votes cast (Shares) - Poll	Total Number of votes cast through Remote E-Voting and Poll	% of total number of valid votes cast
4	189	0	0	189	0.0003

(iii) **Invalid** Votes:

Number of members voted in Remote E- Voting	Number of votes cast (Shares) - Remote E-Voting	Number of members/Proxies voted by Poll	Number of votes cast (Shares) - Poll	Total Number of votes cast through Remote E- Voting and Poll
NIL	NIL	NIL	NIL	NIL

RESULT:

As the number of votes cast in favour of the resolution was more than three times the number of votes cast against, we report that the Special Resolution with regard to Item no. 3 as set out in the Notice of the AGM is passed with requisite majority.





Item No. 4 – Ratification of Remuneration to Mr. A.N.Raman, Cost Auditor for the financial year 2018-19 (Ordinary Resolution)

(i) Votes in **favour** of the resolution:

Number of members voted in Remote E- Voting	Number of votes cast (Shares) - Remote E-Voting	Number of members/ Proxies voted by Poll	Number of votes cast (Shares) - Poll	Total Number of votes cast through Remote E-Voting and Poll	% of total number of valid votes cast
87	57140353	11	11431	57151784	99.9998

(ii) Votes **against** the resolution:

Number of members voted in Remote E- Voting	Number of votes cast (Shares) - Remote E-Voting	Number of members/ Proxies voted by Poll	Number of votes cast (Shares) - Poll	Total Number of votes cast through Remote E-Voting and Poll	% of total number of valid votes cast
1	100	0	0	100	0.0002

(iii) **Invalid** Votes:

Number of members voted in Remote E- Voting	Number of votes cast (Shares) - Remote E- Voting	Number of members/Proxies voted by Poll	Number of votes cast (Shares) - Poll	Total Number of votes cast through Remote E- Voting and Poll
NIL	NIL	NIL	NIL	NIL

RESULT:

As the number of votes cast in favour of the resolution was more than the number of votes cast against, we report that the Ordinary Resolution with regard to Item no. 4 as set out in the Notice of the AGM is passed with requisite majority.






5. A Compact Disc (CD) containing a list of equity shareholders who voted "**FOR**", "**AGAINST**" and those whose votes were declared invalid for each resolution is enclosed.

6. The electronic data relating to remote e-voting, poll papers and all other relevant records is under our safe custody and will be handed over to the Company Secretary for preserving safely after the Chairperson considers, approves and signs the minutes of the Annual General Meeting.

**Thanking you,
Yours faithfully,**

**For R. Sridharan & Associates
Company Secretaries**


CS R. Sridharan
CP No. 3239
FCS No. 4775

