



BGR ENERGY SYSTEMS LIMITED

443 ANNA SALAI, TEYNAMPET, CHENNAI 600018 INDIA

TEL: 91 44 24301000 FAX: 91 44 24360576

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

BeSec/2016
August 10, 2016

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

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

NSE Symbol : BGRENERGY

BSE Scrip Code – 532930

Dear Sirs,

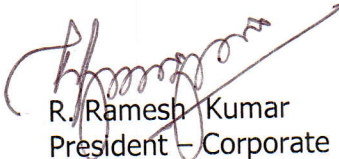
Sub : Notice of 30th Annual General Meeting of the Company

Further to our letter dated August 01, 2016 intimating the date of 30th Annual General Meeting, we are pleased to forward the Notice of the 30th Annual General Meeting of the Company to be held at 11.00 a.m. at the Registered Office of the company on Wednesday, September 14, 2016

We request you to kindly take the above documents 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, SULURPET TALUK, 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 30th 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 11.00 a.m. on Wednesday, September 14, 2016 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, 2016 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, 2016 and the report of Auditors thereon.
2. To appoint a director in the place of Mr. A.Swaminathan, who retires by rotation and being eligible offers himself for re-appointment.
3. To consider and, if deemed fit, to pass the following resolution, with or without modification, as an Ordinary Resolution:

“RESOLVED THAT pursuant to the provisions of Section 139 and all other applicable provisions of the Companies Act, 2013 read with Rule 3(7) of the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or reenactment thereof for the time being in force), the appointment of M/s. Manohar Chowdhry & Associates, Chartered Accountants, (Firm Reg. No.001997S) No.27, Subramanian Street, Abhiramapuram, Chennai 600 018 as Auditors of the Company, to hold office from the conclusion of this Annual General Meeting until the conclusion of next Annual General Meeting to be held in the year 2017, and the remuneration as determined by the Board be and is hereby ratified.”

SPECIAL BUSINESS

4. To consider and, if deemed fit, to pass the following resolution, with or without modification, as an Ordinary Resolution:

“RESOLVED that pursuant to Section 148 and other applicable provisions, if any, of the Companies Act, 2013 and rules made thereunder the remuneration of Rs.1,50,000/- plus reimbursement of out of pocket expenses payable

to Mr.A.N.Raman, Cost Accountant, as Cost Auditor to audit the cost records maintained by the Company for the Financial Year 2016-17 as approved by the Board be and is hereby ratified.”

5. To consider and, if deemed fit, to pass the following resolution, with or without modification as a Special Resolution:

“RESOLVED pursuant to the provisions of Section 180(1)(a) and other applicable provisions, if any, of the Companies Act, 2013 the consent of the Company be and is hereby accorded to the Board of Directors, including any Committee of the Board, to create charge or charges, including mortgage or mortgages on any of its immovable and /or moveable, whether tangible or otherwise, properties or assets or undertakings of the Company wheresoever situated, present and future, and the whole of one or more or all the undertakings of the Company separately or jointly all of such undertakings to or in favour of any bank(s)/financial institutions / body(ies) corporate or person(s) (“who are severally and jointly referred to as lenders”) or trustees for the lenders of the Company to secure financial assistance granted / to be granted by the lenders to the Company up to an amount in the aggregate not exceeding ₹10,000 Crores, together with interest thereon, commitment charge, costs, charges, expenses, including any increase as a result of devaluation/ revaluation/ fluctuation in the rates of foreign currencies involved and all other moneys payable by the Company to the lenders in terms of the respective facility/ loan /security agreements entered into by the Company in respect of the aforesaid financial assistances.”

“RESOLVED further that for the purpose of giving effect to the above resolutions, the Board and / or Committee of Directors be and are hereby authorized to finalise, settle and execute such documents, deeds, writings, papers and agreements as may be required and do all such acts, deeds, matters and things, as they may in their absolute discretion deem necessary, proper or desirable and to settle any question, difficulties or doubts that may arise with regard to creating mortgages or charges or other security as may be required.”

By order of the Board

Place : Chennai

Date : July 28, 2016

R. RAMESH KUMAR

President-Corporate & Secretary

Notes :

- i) **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.

- ii) 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.
- iii) 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 30th Annual General Meeting.
- iv) 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-13, Pannalal Silk Mills Compound, LBS Marg, Bhandup (W), Mumbai 400 078.
- 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) 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 2008-09, FY 2009-10, 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, 2009 at the Annual General Meeting held on September 14, 2009 will be transferred to the Investor education and protection fund of the Central Government in October 2016 in terms of the provisions of Section 205A of the Companies Act, 1956. Thereafter, no claim shall lie on these dividends from the shareholders. Hence, the shareholders who have not encashed/claimed the dividend for FY 2008-09 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 30th Annual General Meeting.

- x) The Certificate from the Auditors of the Company certifying that the Employee Stock Option Scheme ("ESOS") of the Company is being implemented in accordance with SEBI (Share Based Employee Benefits) Regulations, 2014 will be placed at the 30th Annual General Meeting and will be open for inspection.

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

xii) **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 30th 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 the 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)]:
- 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.
 - Launch internet browser by typing the following **URL: <https://www.evoting.nsdl.com/>**
 - Click on Shareholder – Login
 - 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.
 - 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.
 - Home page of e-voting opens. Click on e-Voting: Active Voting Cycles.
 - Select "EVEN" of BGR Energy Systems Limited.
 - Now you are ready for e-voting as Cast Vote page opens.
 - Cast your vote by selecting appropriate option and click on "Submit" and also "Confirm" when prompted.
 - Upon confirmation, the message "Vote cast successfully" will be displayed.
 - 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
------------------------------	---------	--------------

- (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 07, 2016 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 11, 2016 at 9.00 a.m. and ends on September 13, 2016 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 07, 2016 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 13, 2016. 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 07, 2016.
- 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 16, 2016. 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.

Item No. 4

The proposal for appointment of Mr. A.N. Raman as Cost Auditor for Financial Year 2016 -17 was recommended by the Audit Committee to the Board and the Board appointed him to be the Cost Auditor for FY 2016-17 at the meeting held on May 30, 2016. Copy of certificate dated May 03, 2016 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 Srilanka. 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.

Item No.5

As per Section 180(1)(a) of the Companies Act, 2013, the consent of the Company is required by way of a special resolution to sell, lease or otherwise dispose of the whole or substantially the whole of the undertaking of the Company. The various financial assistance (working capital/term loans and other facilities) availed/ to be availed by the Company from Banks/financial institutions and other lenders have to be secured by the mortgage and charge of the assets of the Company both present and future. The consent of the members is therefore being sought for creation of charges/mortgages in respect of financial assistance under various arrangements entered into/to be entered into by the Company with lenders for an amount not exceeding ₹10,000 Crores by way of a special resolution as set out in the notice of the meeting. The proposal is in the interest of the Company and the Board recommends the resolution for approval of members.

None of the directors and key managerial personnel of the Company and their relatives is concerned or interested in the resolution.

By order of the Board

Place : Chennai

Date : July 28, 2016

R. RAMESH KUMAR

President-Corporate & Secretary

The particulars of Director, who is proposed to be appointed / re-appointed at this Annual General Meeting, are given below, as required pursuant to Clause 36 (3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015:

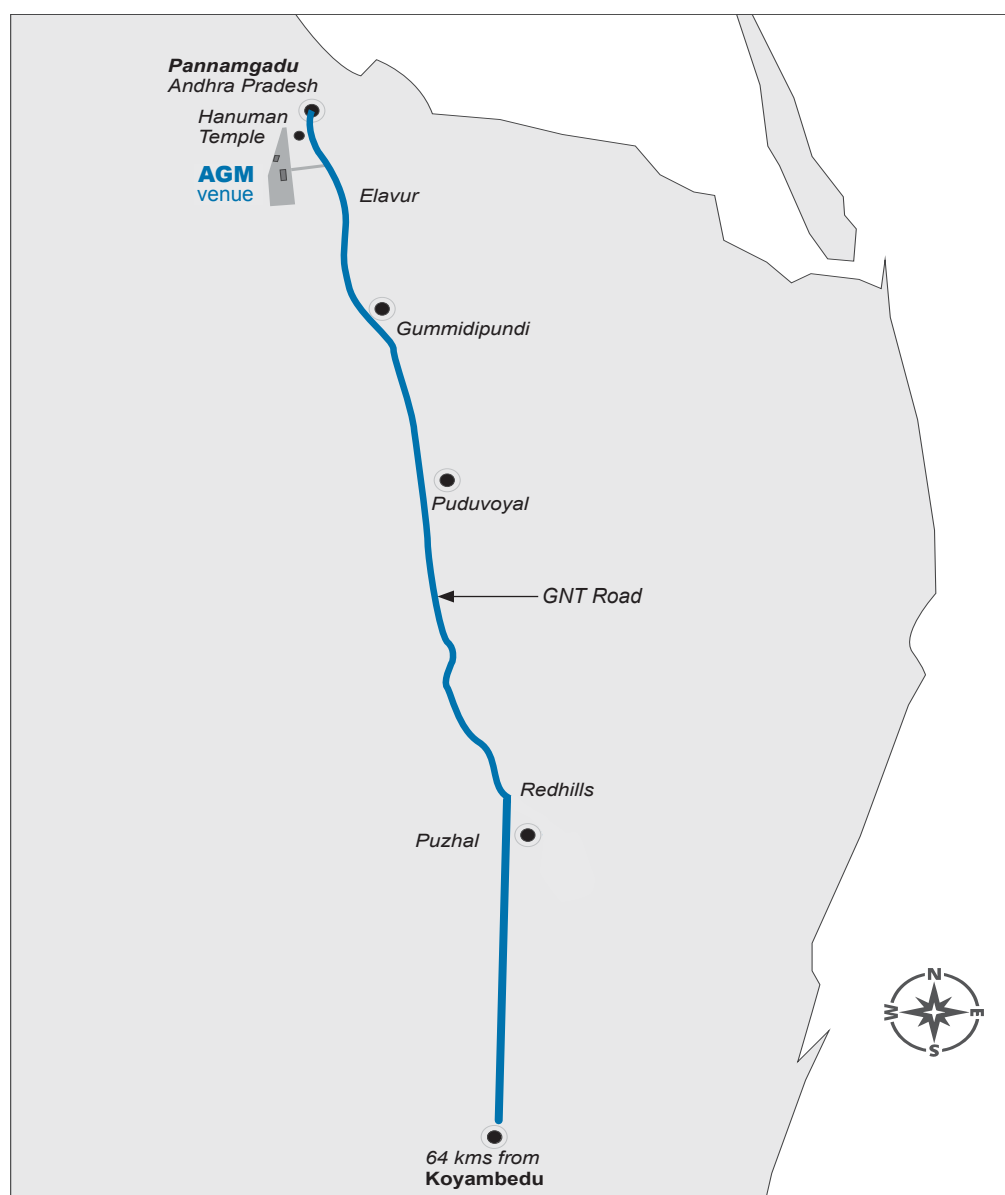
Mr. A. Swaminathan has joined the Company in May, 1997 and associated with the company for more than 18 years. Mr. Swaminathan has contributed immensely in making the Company as market leader in Balance of Plant ("BOP") segment business in India and company's strategic foray in Engineering, Procurement and Construction ("EPC") segment business and was heading the Power projects division of the Company as President & CEO before elevated as Director (Sales & Marketing) on 5th February 2010. He now holds a leadership position in the Company as Joint

Managing Director & Chief Executive Officer. Prior to joining the Company, Mr. Swaminathan served TATA Power Limited as General Manager - Projects and has more than three decades of experience in design, engineering, construction, erection, commissioning, operation and maintenance of Power projects.

Mr. A. Swaminathan holds a Bachelor's degree in Technology in Mechanical Engineering from the Indian Institute of Technology, Mumbai.

Mr. A. Swaminathan holds directorship in unlisted Companies namely Cuddalore Powergen Corporation Limited and BGR Boilers Private Limited and he is not holding directorship in any other listed Company. He holds 18100 shares in the Company and he is a member of Committee of Directors of the Company. He is not related to any other director on the Board of the Company.

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