



BGR ENERGY SYSTEMS LIMITED

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BeSec/030/13
March 4, 2013

The Manager, Listing Department
National Stock Exchange of India Limited
Exchange Plaza, Bandra Kurla Complex
Bandra (E)
Mumbai - 400 051.

FAX No. 022 – 26598237/38

Dear Sir,

Sub : Abstract under Section 302 of the Companies Act, 1956

Ref : NSE Symbol : BGRENERGY

The abstract under Section 302 of the Companies Act, 1956 in connection with the appointment of Ms. Swarnamugi Karthik, Director – Corporate Strategy, sent to the shareholders of the company is forwarded to you for your information and records.

Thanking you,

Yours truly,
for BGR Energy Systems Limited

A handwritten signature in blue ink, appearing to read "R. Ramesh Kumar".

R. Ramesh Kumar
President – Corporate & Secretary

REGISTERED OFFICE :

A-5 PANNAMGADU INDUSTRIAL ESTATE, RAMAPURAM POST, SULURPET TALUK, NELLORE DISTRICT, ANDHRA PRADESH 524401 INDIA
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BGR ENERGY SYSTEMS LIMITED

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To the Members of
BGR Energy Systems Limited

**ABSTRACT OF THE TERMS AND CONDITIONS OF APPOINTMENT OF MS. SWARNAMUGI KARTHIK,
DIRECTOR – CORPORATE STRATEGY OF THE COMPANY PURSUANT TO SECTION 302 OF THE COMPANIES ACT, 1956.**

The Board of Directors at its meeting held on February 08, 2013 appointed Ms. Swarnamugi Karthik, as whole time director of the Company and designated Ms. Swarnamugi Karthik as Director – Corporate Strategy for a period of 5 (five) years commencing from February 08, 2013. The appointment is subject to approval of the members at a General Meeting of the Company. In compliance with the provisions of Section 302 of the Companies Act, 1956, an abstract of terms of appointment is set out below:

1. Period of appointment : 5 (Five) years effective from February 08, 2013
2. Role and Responsibility : Subject to the superintendence, guidance and control of the Board of Directors and Chairman, Ms. Swarnamugi Karthik will be responsible to formulate strategies and for creating environment to enable operational excellence, productivity, strategic planning and achievement of corporate goals. Ms. Swarnamugi Karthik shall also perform such other functions and duties as shall, from time to time, be entrusted to her by the Board and / or Chairman.
3. Details of remuneration :

Sl. No.	Description	Amount (₹)
1.	Salary	2,00,000 per month
2.	Allowances & Perquisites	5,00,000 per month
3.	Annual Ex-gratia / bonus	As per the rules of the Company
4.	Other benefits	Entitled to casual leave, privilege leave and sick leave, company's contribution to provident fund, gratuity, leave encashment, use of the Company's car and other benefits as per rules of the Company

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 reimbursement as per rules of the company

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, the 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.

Minimum Remuneration :

Notwithstanding anything herein above stated, where in any financial year during the tenure of Ms. Swarnamugi Karthik, the Company incurs loss or its profits are inadequate, the Company shall pay to Ms. Swarnamugi Karthik the above remuneration by way of salary and perquisites as minimum remuneration, subject however to the limits specified under Section II, Part II of Schedule XIII to the Companies Act, 1956.

The aggregate remuneration inclusive of salary, ex-gratia/bonus, allowances, perquisites and other benefits taken together in respect of Ms. Swarnamugi Karthik, shall always be subject to the overall ceiling laid down in Sections 198, 269 and 309 and other applicable provisions of the Companies Act, 1956.

Memorandum of Interest

None of the directors except Ms. Swarnamugi Karthik, Mr. B.G. Raghupathy and Mrs. Sasikala Raghupathy is interested or concerned in her appointment and remuneration payable to her as a whole time Director.

By order of the Board

Place : Chennai
Date : February 08, 2013

R. RAMESH KUMAR
President – Corporate & Secretary