



BGR ENERGY SYSTEMS LIMITED

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BeSec/030/14
September 27, 2014

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

FAX No.022-26598237

Dear Sirs,

Sub : Clause 35A of the Listing Agreement – Voting results.

Ref : Symbol - BGRENERGY, Series - EQ.

Pursuant to Clause 35A and other applicable provisions of the Listing Agreement, we are pleased to attach herewith the disclosure of voting results of our 28th Annual General Meeting of the Company, which was held on September 25, 2014 at 3.00 p.m.

We request you to kindly take the attached information on record.

Thanking you,

yours truly,
For BGR ENERGY SYSTEMS LIMITED

A handwritten signature in black ink, appearing to read "R. Ramesh Kumar", written over a horizontal line.

R. RAMESH KUMAR
President – Corporate & Secretary

End : a.a.

Details of Voting Results

(Pursuant to Clause 35A of the Listing Agreement)

Sl. No.	Description	Particulars		
1	Date of Annual General Meeting	September 25, 2014		
2	Book Closure Date	September 20, 2014 to September 25, 2014		
3	Total number of shareholders as on record date	1,08,868		
4	Number of shareholders present in the meeting in person or through proxy			
	Category of Shareholders	Present in person	Present through proxy	Total
	Promoter and Promoter Group	3	0	3
	Public	95	12	107
	Total	98	12	110
5	Number of shareholders attended the meeting through video conferencing			
	Category of Shareholders	Venue		
	Promoter and Promoter Group	NOT ARRANGED		
	Public			
	Total			

Agenda wise details

Sl. No.	Description of business	Resolution required (Ordinary / Special)	Mode of voting (Show of hands/Poll/Postal ballot/E-voting)	Remarks
1	Receive, consider and adopt the audited Balance Sheet as at March 31, 2014 and the Statement of Profit and Loss for the year ended on that date and the reports of the Board of Directors and Auditors thereon.	Ordinary	E-Voting and physical ballot	Resolution passed by requisite majority.



Sl. No.	Description of business	Resolution required (Ordinary / Special)	Mode of voting (Show of hands/Poll/Postal ballot/E-voting)	Remarks
2	Declaration of dividend on equity shares for the FY 2013-14.	Ordinary	E-Voting and physical ballot	Resolution passed by requisite majority.
3	Appointment of a director in the place of Mr. M. Gopalakrishna, director who retires by rotation and being eligible offers himself for re-appointment as an independent director to hold office consecutively for a term up to March 31, 2019.	Ordinary	E-Voting and physical ballot	Resolution passed by requisite majority.
4	Appointment of a director in the place of Mr. S.A.Bohra, who retires by rotation and, being eligible offers himself for re-appointment as an independent director to hold office consecutively for a term up to March 31, 2019.	Ordinary	E-Voting and physical ballot	Resolution passed by requisite majority.
5	Appointment of auditors of the company to hold office from the conclusion of this 28 th Annual General meeting until the conclusion of the next Annual General meeting and to fix their remuneration.	Ordinary	E-Voting and physical ballot	Resolution passed by requisite majority.



Sl. No.	Description of business	Resolution required (Ordinary / Special)	Mode of voting (Show of hands/Poll/Postal ballot/E-voting)	Remarks
6	Approval of variation of terms and conditions of appointment of Mr.V.R. Mahadevan, as Joint Managing Director under Section 196, 197, 203 of the Companies Act, 2013, and under Sections 198, 269 and 309 of Companies Act, 1956.	Ordinary	E-Voting and physical ballot	Resolution passed by requisite majority.
7	Appointment of Mr. A. Swaminathan, as Joint Managing Director & Chief Executive Officer under Section 196, 197 and 203 of the Companies Act, 2013, and under Sections 198, 269 and 309 of Companies Act, 1956.	Ordinary	E-Voting and physical ballot	Resolution passed by requisite majority.
8	Consent for payment of remuneration to Mrs.Priyadarshini Raghupathy.	Special	E-Voting and physical ballot	Resolution passed by requisite majority.
9	Consent to borrow money by way of loans, credits or otherwise up to Rs.10,000 crores (including public deposits but excluding temporary loans obtained from the Company's bankers in the ordinary course of business) from Banks, Financial Institutions and other sources.	Special	E-Voting and physical ballot	Resolution passed by requisite majority.



Sl. No.	Description of business	Resolution required (Ordinary / Special)	Mode of voting (Show of hands/Poll/Postal ballot/E-voting)	Remarks
10	Appointment of Mr. S.R.Tagat as an Independent Director as per Section 149, 150 and 152 of Companies Act, 2013 to hold office consecutively for a term upto March 31, 2019.	Ordinary	E-Voting and physical ballot	Resolution passed by requisite majority.
11	Appointment of Mr. M.S. Sundara Rajan as an Independent Director as per Section 149, 150 and 152 of Companies Act, 2013 to hold office consecutively for a term of five years or up to the date of conclusion of Annual General Meeting in the year 2019, whichever is earlier.	Ordinary	E-Voting and physical ballot	Resolution passed by requisite majority.
12	Appointment of Mr. Gnana Rajasekaran as an Independent Director as per Section 149, 150 and 152 of Companies Act, 2013 to hold office consecutively for a term of five years or up to the date of conclusion of Annual General Meeting in the year 2019, whichever is earlier.	Ordinary	E-Voting and physical ballot	Resolution passed by requisite majority.
13	Appointment of Mr. Heinrich Bohmer as an Independent Director as per Section 149, 150 and 152 of Companies Act, 2013 to hold office consecutively for a term upto March 31, 2019.	Ordinary	E-Voting and physical ballot	Resolution passed by requisite majority.



Sl. No.	Description of business	Resolution required (Ordinary / Special)	Mode of voting (Show of hands/ Poll/Postal ballot/E-voting)	Remarks
14	Ratification of remuneration payable to the Cost Auditor of the Company for FY 2014-2015.	Ordinary	E-Voting and physical ballot	Resolution passed by requisite majority.



Details of reporting as per clause 35A of the listing agreement based on result of voting at the 28th Annual General Meeting held on September 25, 2014.

Particulars	Promoter/Public	No of shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes - in favour	No. of Votes against	% of Votes in favour votes polled	% of Votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Resolution 1								
	Promoter and Promoter Group	54121170	54121170	100	54121170	0	100	0
	Public – Institutional holders	3707388	3109076	83.8616	1671213	1437863	53.7527	46.2473
	Public – Others	14333002	362705	2.5305	362330	375	99.8966	0.1034
	Total	72161560	57592951	79.8111	56154713	1438238	97.5027	2.4973
Resolution 2								
	Promoter and Promoter Group	54121170	54121170	100	54121170	0	100	0
	Public – Institutional holders	3707388	3109076	83.8616	3109076	0	100	0
	Public – Others	14333002	362705	2.5305	362379	326	99.9101	0.0899
	Total	72161560	57592951	79.8111	57592625	326	99.9994	0.0006
Resolution 3								
	Promoter and Promoter Group	54121170	54121170	100	54121170	0	100	0
	Public – Institutional holders	3707388	3109076	83.8616	2620222	488854	84.2765	15.7235
	Public – Others	14333002	362635	2.5300	361504	1131	99.6881	0.3119
	Total	72161560	57592881	79.8110	57102896	489985	99.1492	0.8508
Resolution 4								
	Promoter and Promoter Group	54121170	54121170	100	54121170	0	100	0
	Public – Institutional holders	3707388	3109076	83.8616	2620222	488854	84.2765	15.7235
	Public – Others	14333002	362605	2.5298	361539	1066	99.7060	0.2940
	Total	72161560	57592851	79.8109	57102931	489920	99.1493	0.8507



Particulars	Promoter/Public	No of shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes - in favour	No. of Votes against	% of Votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Resolution 5	Promoter and Promoter Group	54121170	54121170	100	54121170	0	100	0
	Public – Institutional holders	3707388	3109076	83.8616	3109076	0	100	0
	Public – Others	14333002	362680	2.5303	361439	1241	99.6578	0.3422
	Total	72161560	57592926	79.8110	57591685	1241	99.9978	0.0022
Resolution 6	Promoter and Promoter Group	54121170	54121170	100	54121170	0	100	0
	Public – Institutional holders	3109076	3109076	100	2602174	506902	83.6960	16.3040
	Public – Others	14333002	362680	2.5303	361260	1420	99.6084	0.3916
	Total	72161560	57592926	79.8110	57084604	508322	99.1173	0.8827
Resolution 7	Promoter and Promoter Group	54121170	54121170	100	54121170	0	100	0
	Public – Institutional holders	3707388	3109076	83.8616	3091028	18048	99.4195	0.5805
	Public – Others	14333002	362580	2.5296	361192	1388	99.6171	0.3829
	Total	72161560	57592826	79.8109	57573390	19436	99.9662	0.0338
Resolution 8	Promoter and Promoter Group	54121170	54121170	100	54121170	0	100	0
	Public – Institutional holders	3707388	3109076	83.8616	2947218	161858	94.7940	5.2060
	Public – Others	14333002	362678	2.5303	360815	1863	99.4863	0.5137
	Total	72161560	57592924	79.8110	57429203	163721	99.7157	0.2843
Resolution 9	Promoter and Promoter Group	54121170	54121170	100	54121170	0	100	0
	Public – Institutional holders	3707388	3109076	83.8616	2194815	914261	70.5938	29.4062
	Public – Others	14333002	362680	2.5303	359500	3180	99.1231	0.8769
	Total	72161560	57592926	79.8110	56675485	917441	98.4070	1.5930



Particulars	Promoter/Public	No of shares held	No. of votes polled	% of Votes Polled on outstanding shares (3)=[(2)/(1)]*100	No. of Votes - in favour	No. of Votes against	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Resolution 10	Promoter and Promoter Group	54121170	54121170	100	54121170	0	100	0
	Public – Institutional holders	3707388	3109076	83.8616	3109076	0	100	0
	Public – Others	14333002	362610	2.5298	361544	1066	99.7060	0.2940
	Total	72161560	57592856	79.8109	57591790	1066	99.9981	0.0019
Resolution 11	Promoter and Promoter Group	54121170	54121170	100	54121170	0	100	0
	Public – Institutional holders	3707388	3109076	83.8616	3109076	0	100	0
	Public – Others	14333002	362480	2.5289	361414	1066	99.7059	0.2941
	Total	72161560	57592726	79.8108	57591660	1066	99.9981	0.0019
Resolution 12	Promoter and Promoter Group	54121170	54121170	100	54121170	0	100	0
	Public – Institutional holders	3707388	3109076	83.8616	1671213	1437863	53.7527	46.2473
	Public – Others	14333002	362596	2.5297	360707	1889	99.4790	0.5210
	Total	72161560	57592842	79.8109	56153090	1439752	97.5001	2.4999
Resolution 13	Promoter and Promoter Group	54121170	54121170	100	54121170	0	100	0
	Public – Institutional holders	3707388	3109076	83.8616	1671213	1437863	53.7527	46.2473
	Public – Others	14333002	362610	2.5298	361634	976	99.7308	0.2692
	Total	72161560	57592856	79.8109	56154017	1438839	97.5017	2.4983
Resolution 14	Promoter and Promoter Group	54121170	54121170	100	54121170	0	100	0
	Public – Institutional holders	3707388	3109076	83.8616	3109076	0	100	0
	Public – Others	14333002	362930	2.5321	361622	1308	99.6395	0.3605
	Total	72161560	57593176	79.8114	57591868	1308	99.9977	0.0023

