



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/2017
September 28, 2017

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 – 400001

NSE Symbol: BGRENERGY

BSE Scrip Code: 532930

Dear Sirs,

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

The 31st Annual General Meeting of the Company was held at 3.00 p.m. on September 27, 2017 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 24, 2017 (9.00 a.m.) to September 26, 2017 (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 27, 2017, which is the date of 31st Annual General Meeting of the Company.

A handwritten signature in black ink, appearing to be 'A. S.', is written over a horizontal line.

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

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.

BGR ENERGY SYSTEMS LIMITED
(REMOTE E-VOTING AND POLL)
DATE OF AGM :27-SEP-2017
DETAILS OF VOTING RESULTS

Date of the AGM	September 27, 2017
Total number of shareholders on record date	88953
No. of Shareholders present in the meeting either in person or through proxy:	53
Promoters and Promoter Group:	3
Public :	50
No. of Shareholders attended the meeting through Video Conferencing:	
Promoters and Promoter Group:	NOT APPLICABLE FOR THIS AGM
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, Report of Auditors and Board of Directors for the year ended March 31, 2017 and Audited Consolidated Financial Statements for the year ended March 31, 2017.
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	3457586	2662587	77.0071	2662587	0	100.00000	0.00000
	Poll		0	0.0000	0	0	0.00000	0.00000
Public - Non Institutions	E-Voting	563255	561979	99.7735	560848	1131	99.79870	0.20130
	Poll		1276	0.2265	1276	0	100.00000	0.00000
TOTAL	TOTAL	58142011	57347012	98.6327	57345881	1131	99.99800	0.00200



Resolution No. 2	Appointment of Mrs.Swarnamugi Karthik as Director, who retires by rotation and being eligible offers herself for re-appointment.	
Resolution Required : (Ordinary / Special)	Ordinary 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 Poll	54121170	54121170	100.0000	54121170	0	100.00000	0.00000
Public - Institutions	E-Voting Poll	3457586	2662587	77.0071	2310947	351640	86.79330	13.20670
Public - Non Institutions	E-Voting Poll	563305	562029	99.7735	363984	198045	64.76250	35.23750
TOTAL	TOTAL	58142061	57347062	98.6327	56797377	549685	99.04150	0.95850

Resolution No. 3	Appointment of Statutory Auditors of the Company.	
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 Poll	54121170	54121170	100.0000	54121170	0	100.00000	0.00000
Public - Institutions	E-Voting Poll	3457586	2662587	77.0071	2658220	4367	99.83600	0.16400
Public - Non Institutions	E-Voting Poll	563305	562029	99.7735	556728	5301	99.05680	0.94320
TOTAL	TOTAL	58142061	57347062	98.6327	57337394	9668	99.98310	0.01690



Resolution No. 4	Appointment of Mr.Arjun Govind Raghupathy as a Director of the Company liable to retire by rotation.	
Resolution Required : (Ordinary / Special)	Ordinary 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 Poll	54121170	54121170 0	100.0000 0.0000	54121170 0	0 0	100.0000 0.0000	0.00000 0.00000
Public - Institutions	E-Voting Poll	3457586	2662587 0	77.0071 0.0000	2662587 0	0 0	100.0000 0.0000	0.00000 0.00000
Public - Non Institutions	E-Voting Poll	563185	561909 1276	99.7734 0.2266	362897 1276	199012 0	64.58290 100.0000	35.41710 0.00000
TOTAL	TOTAL	58141941	57346942	98.6327	57147930	199012	99.65300	0.34700

Resolution No. 5	Appointment of Mr.Arjun Govind Raghupathy as Deputy Managing Director & Chief	
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 Poll	54121170	54121170 0	100.0000 0.0000	54121170 0	0 0	100.0000 0.0000	0.00000 0.00000
Public - Institutions	E-Voting Poll	3457586	2662587 0	77.0071 0.0000	2662587 0	0 0	100.0000 0.0000	0.00000 0.00000
Public - Non Institutions	E-Voting Poll	562705	561429 1276	99.7732 0.2268	554563 1276	6866 0	98.77700 100.0000	1.22300 0.00000
TOTAL	TOTAL	58141461	57346462	98.6326	57339596	6866	99.98800	0.01200



Resolution No. 6	Re-appointment of Mr. V.R.Mahadevan as Joint Managing Director of the Company.
Resolution Required : (Ordinary / Special)	Special Resolution
Whether promoter / promoter group are interested in the resolution ?	NO

CATEGORY	Mode of Voting	No. of	No. of	% of Votes	No. of	% of Votes	% of Votes
Promoter & Promoter Group	E-Voting	54121170	54121170	100.0000	54121170	0	100.00000
	Poll	0	0	0.0000	0	0	0.00000
Public - Institutions	E-Voting	3457586	2662587	77.0071	2662587	0	100.00000
	Poll	0	0	0.0000	0	0	0.00000
Public - Non Institutions	E-Voting	562905	561629	99.7733	554972	6657	98.81470
	Poll	1276	1276	0.2267	1276	0	100.00000
TOTAL		58141661	57346662	98.6327	57340005	6657	99.98840

Resolution No. 7	Ratification of remuneration payable to the Cost Auditor of the Company for the FY 2017-18.
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	0.0000	0	0	0.00000	0.00000
Public - Institutions	E-Voting	3457586	2662587	77.0071	2662587	0	100.00000	0.00000
	Poll	0	0	0.0000	0	0	0.00000	0.00000
Public - Non Institutions	E-Voting	563305	562029	99.7735	561218	811	99.85570	0.14430
	Poll	1276	1276	0.2268	1276	0	100.00000	0.00000
TOTAL		58142061	57347062	98.6327	57346251	811	99.99860	0.00140

All the aforesaid resolutions have been passed with requisite majority.

For BGR Energy Systems Limited



Ramesh Kumar
R Ramesh Kumar
 Company Secretary

Consolidated Scrutinizer's Report

28th September, 2017

The Chairperson

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

Ref: 31st Annual General Meeting of the members of BGR Energy Systems Limited

Madam,

The Board of Directors of **BGR Energy Systems Limited** vide resolution dated 11th August, 2017 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 24, 2017 (9.00 AM) (IST) to Tuesday, September 26, 2017 (5.00 PM) (IST) and to conduct the Polling process relating to the 31st Annual General Meeting of the members of the Company, held on Wednesday, 27th September, 2017 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, 20th September, 2017 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. The votes casted in the remote e-voting which were incomplete and defective have been treated as invalid and kept separately.
4. 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 Ms. A Deepika, 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].

31st AGM – CONSOLIDATED SCRUTINIZER'S REPORT - BGR ENERGY SYSTEMS LIMITED





5. The consolidated result (Remote E-voting and Poll) of the said Resolutions voted are as under:

Item No. 1 - Adoption of Audited Standalone and Consolidated Financial Statements, Reports of Auditors and Directors for the year ended March 31, 2017 (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
135	57344605	8	1276	57345881	99.9980

(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	1131	0	0	1131	0.0020

(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
2	794999	0	0	794999

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 dated August 11, 2017 is passed with requisite majority.





Item No. 2 – Re-appointment of Mrs. Swarnamugi Karthik (DIN: 03494012) 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
124	56796101	8	1276	56797377	99.0415

(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
16	549685	0	0	549685	0.9585

(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
2	794999	0	0	794999

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 dated August 11, 2017 is passed with requisite majority.





Item No. 3 – Appointment of N.R.Doraisami & Co., Chartered Accountants (Firm Reg. No:000771S) as Statutory Auditors (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
134	57336118	8	1276	57337394	99.9831

(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
6	9668	0	0	9668	0.0169

(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
2	794999	0	0	794999

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. 3 as set out in the Notice of the AGM dated August 11, 2017 is passed with requisite majority.





Item No. 4 – Appointment of Mr. Arjun Govind Raghupathy (DIN:02700864) as Director of the Company (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
130	57146654	8	1276	57147930	99.6530

(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
9	199012	0	0	199012	0.3470

(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
2	794999	0	0	794999

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 dated August 11, 2017 is passed with requisite majority.





Item No. 5 – Appointment of Mr. Arjun Govind Raghupathy (DIN:02700864) as Deputy Managing Director & Chief Operating Officer 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
132	57338320	8	1276	57339596	99.9880

(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
7	6866	0	0	6866	0.0120

(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
2	794999	0	0	794999

RESULT:

As the number of votes cast in favour of the resolution was three times more than the number of votes cast against, we report that the Special Resolution with regard to Item no. 5 as set out in the Notice of the AGM dated August 11, 2017 is passed with requisite majority.





Item No. 6 – Appointment of Mr. V.R.Mahadevan (DIN: 00174667) as Joint Managing Director 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
130	57338729	8	1276	57340005	99.9884

(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
9	6657	0	0	6657	0.0116

Note: One member had partially abstained from voting through remote e-voting.

(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
2	794999	0	0	794999

RESULT:

As the number of votes cast in favour of the resolution was three times more than the number of votes cast against, we report that the Special Resolution with regard to Item no. 6 as set out in the Notice of the AGM dated August 11, 2017 is passed with requisite majority.





Item No. 7 – Ratification of Remuneration to Mr. A.N.Raman, Cost Auditor (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
135	57344975	8	1276	57346251	99.9986

(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	811	0	0	811	0.0014

(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
2	794999	0	0	794999

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. 7 as set out in the Notice of the AGM dated August 11, 2017 is passed with requisite majority.






6. 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.

7. 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

