FORM NO. MGT-7

[Pursuant to sub-Section(1) of section 92 of the Companies Act, 2013 and sub-rule (1) of rule 11of the Companies (Management and Administration) Rules, 2014]

सत्यमेव जयते

Annual Return

(other than OPCs and Small Companies)

Form language ◉ English ○ Hindi

Refer the instruction kit for filing the form.

I. REGISTRATION AND OTHER DETAILS

(i) * Corporate Identification Number (CIN) of the company: U40105TN2007PLC064141 | Pre-fill

Global Location Number (GLN) of the company:

* Permanent Account Number (PAN) of the company: AACCG8823E

(ii) (a) Name of the company: GEA BGR ENERGY SYSTEM IND

(b) Registered office address

Kurios Software Park, Third Floor, Plot No. 24, 2nd Cross St
reet, Ambattur Industrial Estate, Chennai,
Ambattur
Tamil Nadu
600058

(c) *e-mail ID of the company: compliance@bgr.net.in

(d) *Telephone number with STD code: 04469250250

(e) Website:

(iii) Date of Incorporation: 28/06/2007

(iv)

Type of the Company	Category of the Company	Sub-category of the Company
Public Company	Company limited by shares	Indian Non-Government company

(v) Whether company is having share capital ◉ Yes ○ No

(vi) *Whether shares listed on recognized Stock Exchange(s) ○ Yes ◉ No

(b) CIN of the Registrar and Transfer Agent: | Pre-fill

Name of the Registrar and Transfer Agent

Registered office address of the Registrar and Transfer Agents

(vii) *Financial year From date 01/04/2022 (DD/MM/YYYY) To date 31/03/2023 (DD/MM/YYYY)

(viii) *Whether Annual general meeting (AGM) held ◉ Yes ○ No

(a) If yes, date of AGM 30/09/2023

(b) Due date of AGM 30/09/2023

(c) Whether any extension for AGM granted ○ Yes ◉ No

II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY

*Number of business activities 1

S.No	Main Activity group code	Description of Main Activity group	Business Activity Code	Description of Business Activity	% of turnover of the company
1	C	Manufacturing	C10	Electrical equipment, General Purpose and Special purpose Machinery & equipment,	96.94

III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES (INCLUDING JOINT VENTURES)

*No. of Companies for which information is to be given 0 Pre-fill All

S.No	Name of the company	CIN / FCRN	Holding/ Subsidiary/Associate/ Joint Venture	% of shares held
1				

IV. SHARE CAPITAL, DEBENTURES AND OTHER SECURITIES OF THE COMPANY

(i) *SHARE CAPITAL

(a) Equity share capital

Particulars	Authorised capital	Issued capital	Subscribed capital	Paid up capital
Total number of equity shares	6,000,000	5,050,000	5,050,000	5,050,000
Total amount of equity shares (in Rupees)	60,000,000	50,500,000	50,500,000	50,500,000

Number of classes 1

Class of Shares EQUITY	Authorised capital	Issued capital	Subscribed capital	Paid up capital
Number of equity shares	6,000,000	5,050,000	5,050,000	5,050,000
Nominal value per share (in rupees)	10	10	10	10
Total amount of equity shares (in rupees)	60,000,000	50,500,000	50,500,000	50,500,000

(b) Preference share capital

Particulars	Authorised capital	Issued capital	Subscribed capital	Paid-up capital
Total number of preference shares	0	0	0	0
Total amount of preference shares (in rupees)	0	0	0	0

Number of classes: 0

Class of shares	Authorised capital	Issued capital	Subscribed capital	Paid up capital
Number of preference shares				
Nominal value per share (in rupees)				
Total amount of preference shares (in rupees)				

(c) Unclassified share capital

Particulars	Authorised Capital
Total amount of unclassified shares	0

(d) Break-up of paid-up share capital

Class of shares	Number of shares			Total nominal amount	Total Paid-up amount	Total premium
Equity shares	Physical	DEMAT	Total			
At the beginning of the year	18,000	5,032,000	5050000	50,500,000	50,500,000	
Increase during the year	0	0	0	0	0	0
i. Pubic Issues	0	0	0	0	0	0
ii. Rights issue	0	0	0	0	0	0
iii. Bonus issue	0	0	0	0	0	0
iv. Private Placement/ Preferential allotment	0	0	0	0	0	0

v. ESOPs	0	0	0	0	0	0
vi. Sweat equity shares allotted	0	0	0	0	0	0
vii. Conversion of Preference share	0	0	0	0	0	0
viii. Conversion of Debentures	0	0	0	0	0	0
ix. GDRs/ADRs	0	0	0	0	0	0
x. Others, specify NA				0	0	
Decrease during the year	0	0	0	0	0	0
i. Buy-back of shares	0	0	0	0	0	0
ii. Shares forfeited	0	0	0	0	0	0
iii. Reduction of share capital	0	0	0	0	0	0
iv. Others, specify NA				0	0	
At the end of the year	18,000	5,032,000	5050000	50,500,000	50,500,000	
Preference shares						
At the beginning of the year	0	0	0	0	0	
Increase during the year	0	0	0	0	0	0
i. Issues of shares	0	0	0	0	0	0
ii. Re-issue of forfeited shares	0	0	0	0	0	0
iii. Others, specify NA				0	0	
Decrease during the year	0	0	0	0	0	0
i. Redemption of shares	0	0	0	0	0	0
ii. Shares forfeited	0	0	0	0	0	0
iii. Reduction of share capital	0	0	0	0	0	0
iv. Others, specify NA				0	0	
At the end of the year	0	0	0	0	0	

ISIN of the equity shares of the company

(ii) Details of stock split/consolidation during the year (for each class of shares) 0

Class of shares		(i)	(ii)	(iii)
Before split / Consolidation	Number of shares			
	Face value per share			
After split / Consolidation	Number of shares			
	Face value per share			

(iii) Details of shares/Debentures Transfers since closure date of last financial year (or in the case of the first return at any time since the incorporation of the company) *

☒ Nil

[Details being provided in a CD/Digital Media] ○ Yes ○ No ○ Not Applicable

Separate sheet attached for details of transfers ○ Yes ○ No

Note: In case list of transfer exceeds 10, option for submission as a separate sheet attachment or submission in a CD/Digital Media may be shown.

Date of the previous annual general meeting			
Date of registration of transfer (Date Month Year)			
Type of transfer		1 - Equity, 2- Preference Shares,3 - Debentures, 4 - Stock	
Number of Shares/ Debentures/ Units Transferred		Amount per Share/ Debenture/Unit (in Rs.)	
Ledger Folio of Transferor			
Transferor's Name			
	Surname	middle name	first name
Ledger Folio of Transferee			

Transferee's Name			
	Surname	middle name	first name

Date of registration of transfer (Date Month Year)	

Type of transfer		1 - Equity, 2- Preference Shares,3 - Debentures, 4 - Stock

Number of Shares/ Debentures/ Units Transferred		Amount per Share/ Debenture/Unit (in Rs.)	

Ledger Folio of Transferor	

Transferor's Name			
	Surname	middle name	first name

Ledger Folio of Transferee	

Transferee's Name			
	Surname	middle name	first name

(iv) *Debentures (Outstanding as at the end of financial year)

Particulars	**Number of units**	**Nominal value per unit**	**Total value**
Non-convertible debentures	0	0	0
Partly convertible debentures	0	0	0
Fully convertible debentures	0	0	0
Total			0

Details of debentures

Class of debentures	Outstanding as at the beginning of the year	Increase during the year	Decrease during the year	Outstanding as at the end of the year
Non-convertible debentures	0	0	0	0
Partly convertible debentures	0	0	0	0
Fully convertible debentures	0	0	0	0

(v) Securities (other than shares and debentures) 0

Type of Securities	Number of Securities	Nominal Value of each Unit	Total Nominal Value	Paid up Value of each Unit	Total Paid up Value
Total					

V. *Turnover and net worth of the company (as defined in the Companies Act, 2013)

(i) Turnover 1,033,048,308

(ii) Net worth of the Company 640,312,513

VI. (a) *SHARE HOLDING PATTERN - Promoters

S. No.	Category	Equity		Preference	
		Number of shares	Percentage	Number of shares	Percentage
1.	Individual/Hindu Undivided Family				
	(i) Indian	18,000	0.36	0	
	(ii) Non-resident Indian (NRI)	0	0	0	
	(iii) Foreign national (other than NRI)	0	0	0	
2.	Government				
	(i) Central Government	0	0	0	
	(ii) State Government	0	0	0	
	(iii) Government companies	0	0	0	
3.	Insurance companies	0	0	0	
4.	Banks	0	0	0	
5.	Financial institutions	0	0	0	

6.	Foreign institutional investors	0	0	0	
7.	Mutual funds	0	0	0	
8.	Venture capital	0	0	0	
9.	Body corporate (not mentioned above)	0	0	0	
10.	Others Mrs. Sasikala Raghupathy jointly	5,032,000	99.64	0	
	Total	5,050,000	100	0	0

Total number of shareholders (promoters) 9

(b) *SHARE HOLDING PATTERN - Public/Other than promoters

S. No.	Category	Equity		Preference	
		Number of shares	**Percentage**	**Number of shares**	**Percentage**
1.	Individual/Hindu Undivided Family				
	(i) Indian	0	0	0	
	(ii) Non-resident Indian (NRI)	0	0	0	
	(iii) Foreign national (other than NRI)	0	0	0	
2.	Government				
	(i) Central Government	0	0	0	
	(ii) State Government	0	0	0	
	(iii) Government companies	0	0	0	
3.	Insurance companies	0	0	0	
4.	Banks	0	0	0	
5.	Financial institutions	0	0	0	
6.	Foreign institutional investors	0	0	0	
7.	Mutual funds	0	0	0	
8.	Venture capital	0	0	0	
9.	Body corporate (not mentioned above)	0	0	0	
10.	Others NA	0	0	0	

	Total	0	0	0	0

Total number of shareholders (other than promoters) 0

Total number of shareholders (Promoters+Public/ Other than promoters) 9

VII. *NUMBER OF PROMOTERS, MEMBERS, DEBENTURE HOLDERS

(Details, Promoters, Members (other than promoters), Debenture holders)

Details	At the beginning of the year	At the end of the year
Promoters	9	9
Members (other than promoters)	0	0
Debenture holders	0	0

VIII. DETAILS OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

(A) *Composition of Board of Directors

Category	Number of directors at the beginning of the year		Number of directors at the end of the year		Percentage of shares held by directors as at the end of year	
	Executive	Non-executive	Executive	Non-executive	Executive	Non-executive
A. **Promoter**	2	3	2	2	0	0
B. Non-Promoter	0	0	0	1	0	0.1
(i) Non-Independent	0	0	0	1	0	0.1
(ii) Independent	0	0	0	0	0	0
C. Nominee Directors representing	0	0	0	0	0	0
(i) Banks & FIs	0	0	0	0	0	0
(ii) Investing institutions	0	0	0	0	0	0
(iii) Government	0	0	0	0	0	0
(iv) Small share holders	0	0	0	0	0	0
(v) Others	0	0	0	0	0	0
Total	2	3	2	3	0	0.1

Number of Directors and Key managerial personnel (who is not director) as on the financial year end date 5

(B) (i) *Details of directors and Key managerial personnel as on the closure of financial year

Name	DIN/PAN	Designation	Number of equity share(s) held	Date of cessation (after closure of financial year : If any)
SASIKALA RAGHUPAT	00490686	Whole-time directo	100	
SWARNAMUGI RAGHU	03494012	Director	100	
PRIYADERSHINI RAGH	03289747	Managing Director	100	
VAANI RAGHUPATHY	03496190	Director	100	
RAMANUJAM RAMESH	00176265	Additional director	5,500	

(ii) Particulars of change in director(s) and Key managerial personnel during the year

2

Name	DIN/PAN	Designation at the beginning / during the financial year	Date of appointment/ change in designation/ cessation	Nature of change (Appointment/ Change in designation/ Cessation)
ARJUN GOVIND RAGH	02700864	Director	21/06/2022	Cessation
RAMANUJAM RAMESH	00176265	Additional director	25/01/2023	Appointment

IX. MEETINGS OF MEMBERS/CLASS OF MEMBERS/BOARD/COMMITTEES OF THE BOARD OF DIRECTORS

A. MEMBERS/CLASS /REQUISITIONED/NCLT/COURT CONVENED MEETINGS

Number of meetings held 1

Type of meeting	Date of meeting	Total Number of Members entitled to attend meeting	Attendance	
			Number of members attended	% of total shareholding
Annual General Meeting	30/09/2022	9	7	99.76

B. BOARD MEETINGS

*Number of meetings held 7

S. No.	Date of meeting	Total Number of directors associated as on the date of meeting	Attendance	
			Number of directors attended	% of attendance
1	09/05/2022	5	5	100
2	14/06/2022	5	5	100
3	04/07/2022	4	4	100

S. No.	Date of meeting	Total Number of directors associated as on the date of meeting	Attendance	
			Number of directors attended	% of attendance
4	23/09/2022	4	4	100
5	22/11/2022	4	4	100
6	25/01/2023	5	5	100
7	01/03/2023	5	3	60

C. COMMITTEE MEETINGS

Number of meetings held | 0

S. No.	Type of meeting	Date of meeting	Total Number of Members as on the date of the meeting	Attendance	
				Number of members attended	% of attendance
1					

D. *ATTENDANCE OF DIRECTORS

S. No.	Name of the director	Board Meetings			Committee Meetings			Whether attended AGM held on 30/09/2023 (Y/N/NA)
		Number of Meetings which director was entitled to attend	Number of Meetings attended	% of attendance	Number of Meetings which director was entitled to attend	Number of Meetings attended	% of attendance	
1	SASIKALA RA	7	6	85.71	0	0	0	No
2	SWARNAMU(	7	7	100	0	0	0	Yes
3	PRIYADERSH	7	7	100	0	0	0	Yes
4	VAANI RAGH	7	6	85.71	0	0	0	No
5	RAMANUJAM	2	2	100	0	0	0	Yes

X. *REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

☐ Nil

Number of Managing Director, Whole-time Directors and/or Manager whose remuneration details to be entered | 2

S. No.	Name	Designation	Gross Salary	Commission	Stock Option/ Sweat equity	Others	Total Amount
1	SASIKALA RAGHU	Executive Chair	3,600,000	0	0	0	3,600,000
2	PRIYADERSHINI R	Managing Direct	4,200,000	0	0	0	4,200,000
	Total		7,800,000	0	0	0	7,800,000

Number of CEO, CFO and Company secretary whose remuneration details to be entered 0

S. No.	Name	Designation	Gross Salary	Commission	Stock Option/ Sweat equity	Others	Total Amount
1							0
	Total						

Number of other directors whose remuneration details to be entered 0

S. No.	Name	Designation	Gross Salary	Commission	Stock Option/ Sweat equity	Others	Total Amount
1							0
	Total						

XI. MATTERS RELATED TO CERTIFICATION OF COMPLIANCES AND DISCLOSURES

* A. Whether the company has made compliances and disclosures in respect of applicable provisions of the Companies Act, 2013 during the year ◉ Yes ○ No

B. If No, give reasons/observations

XII. PENALTY AND PUNISHMENT - DETAILS THEREOF

(A) DETAILS OF PENALTIES / PUNISHMENT IMPOSED ON COMPANY/DIRECTORS /OFFICERS ☒ Nil

Name of the company/ directors/ officers	Name of the court/ concerned Authority	Date of Order	Name of the Act and section under which penalised / punished	Details of penalty/ punishment	Details of appeal (if any) including present status

(B) DETAILS OF COMPOUNDING OF OFFENCES ☒ Nil

Name of the company/ directors/ officers	Name of the court/ concerned Authority	Date of Order	Name of the Act and section under which offence committed	Particulars of offence	Amount of compounding (in Rupees)

XIII. Whether complete list of shareholders, debenture holders has been enclosed as an attachment

(●) Yes ( ) No

XIV. COMPLIANCE OF SUB-SECTION (2) OF SECTION 92, IN CASE OF LISTED COMPANIES

In case of a listed company or a company having paid up share capital of Ten Crore rupees or more or turnover of Fifty Crore rupees or more, details of company secretary in whole time practice certifying the annual return in Form MGT-8.

Name: KRISHNAKUMAR GAYATHRI

Whether associate or fellow: (●) Associate ( ) Fellow

Certificate of practice number: 24903

I/We certify that:
(a) The return states the facts, as they stood on the date of the closure of the financial year aforesaid correctly and adequately.
(b) Unless otherwise expressly stated to the contrary elsewhere in this Return, the Company has complied with all the provisions of the Act during the financial year.

Declaration

I am Authorised by the Board of Directors of the company vide resolution no. .. --- dated 28/09/2023 (DD/MM/YYYY) to sign this form and declare that all the requirements of the Companies Act, 2013 and the rules made thereunder in respect of the subject matter of this form and matters incidental thereto have been compiled with. I further declare that:

1. Whatever is stated in this form and in the attachments thereto is true, correct and complete and no information material to the subject matter of this form has been suppressed or concealed and is as per the original records maintained by the company.
2. All the required attachments have been completely and legibly attached to this form.

Note: Attention is also drawn to the provisions of Section 447, section 448 and 449 of the Companies Act, 2013 which provide for punishment for fraud, punishment for false statement and punishment for false evidence respectively.

To be digitally signed by

Director: PRIYADERSHINI RAGHUPATHY Digitally signed by PRIYADERSHINI RAGHUPATHY Date: 2023.11.28 12:34:56 +05'30'

DIN of the director: 03289747

To be digitally signed by Gayathri K Digitally signed by Gayathri K Date: 2023.11.28 12:46:28 +05'30'

◯ Company Secretary

◉ Company secretary in practice

Membership number: 15955

Certificate of practice number: 24903

Attachments

1. List of share holders, debenture holders — Attach
2. Approval letter for extension of AGM; — Attach
3. Copy of MGT-8; — Attach
4. Optional Attachement(s), if any — Attach

List of attachments

Gea bgr_22-23_List of Shareholders.pdf
FORM MGT8_GEA BGR_Final Signed.pdf

Remove attachment

Modify | Check Form | Prescrutiny | Submit

This eForm has been taken on file maintained by the Registrar of Companies through electronic mode and on the basis of statement of correctness given by the company

GEA-BGR

GEA BGR ENERGY SYSTEM INDIA LIMITED

List of Equity Shareholders as on 31st March,2023

Sl. No.	DP ID/ Client ID Ledger Folio No.	Name of the Shareholder	Number of shares held	Nominal Value (In Rs)	Total Value (In Rs)	%
1	11770970/ IN300095	Mrs. Sasikala Raghupathy Jointly With Mrs. Vaani Raghupathy	50,32,000	10	5,03,20,000	99.64
2	002	Mrs. Sasikala Raghupathy	100	10	1,000	-
3	011	Ms. Swarnamugi Raghupathy	100	10	1,000	-
4	012	Mrs. Priyadershini Raghupathy	100	10	1,000	-
5	009	Mrs. Vaani Raghupathy	100	10	1,000	-
6	010	Mr. Arjun Govind Raghupathy	100	10	1,000	-
7	007	Mr. R. Ramesh Kumar	5,500	10	55,000	0.11
8	005	Mr. A. Swaminathan	6,000	10	60,000	0.12
9	006	Mr. V. R. Mahadevan	6,000	10	60,000	0.12
		TOTAL	**50,50,000**		**5,05,00,000**	**100.00**

For and on behalf of the Board

Pry - R

Priyadershini Raghupathy
Director
DIN: 03289747

Form No. MGT – 8

[Pursuant to Section 92(2) of the Companies Act, 2013 and rule 11(2) of Companies (Management and Administration) Rules, 2014]

CERTIFICATE BY A COMPANY SECRETARY IN PRACTICE

I have examined the registers, records and books and papers of GEA BGR ENERGY SYSTEM INDIA LIMITED (the Company) as required to be maintained under the Companies Act, 2013 and the rules made thereunder ("the Act")for the financial year ended on 31st March,2023.

In my opinion and to the best of the information furnished by the company and according to the examinations carried out by me and explanations furnished to me by the company and its officers, I certify that :

A. The Annual Return states the facts as at the close of the aforesaid financial year correctly and adequately.
B. During the aforesaid financial year, the Company has complied with provisions of the Act & Rules made there under, to the extent applicable to it in respect of :

1. Its status as a public limited company under the Act
2. Maintenance of registers/ records& making entries therein within the time prescribed therefor;
3. The Company has filed forms and returns with the Registrar of Companies within the prescribed time except Form DPT-3 and Form AOC-4 XBRL which were filed beyond the due dates prescribed. However, the Company has not filed any forms with the Regional Director, Central Government, the Tribunal, Court or other authorities, as the case may be;
4. Calling/convening/holding meetings of the Board of Directors and the meetings of the members of the company, through physical mode, within the due dates as stated in the annual return in respect of which meetings, proper notices were given and the proceedings, have been properly recorded in the Minute Book/ registers maintained for this purpose and the same have been signed. Further the company has not passed any circular resolutions or resolutions by postal ballot during the year under review;
5. The company was not required to close the Register of Membersduring the year under review;
6. The company has not granted any advances/ loans to its directors and/or persons or firms or companies referred in section 185 of the Act;
7. The company has entered into contracts / arrangements with related parties during the year under review and has complied with the provisions of section 188 of the Act in this regard;
8. There was no issue or allotment or transfer or transmission or buy back of securities / redemption of preference shares or debentures / alteration or reduction of share capital / conversion of shares / securities and issue of security certificates in all instances during the year under review;
9. There was no transaction necessitating the Company to keep in abeyance the rights to dividend, rights shares and bonus shares pending registration of transfer of shares in compliance with the provisions of the Act;
10. The Company has declared and paid dividend during the year under review and has complied with the provisions of the Act in this regard. The Company is not required to

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transfer any unpaid / unclaimed dividend / other amounts as applicable to the Investor Education and Protection Fund in accordance with section 125 of the Act;

11. Signing of audited financial statement as per the provisions of section 134 of the Act and report of directors is as per sub-sections(3), (4) and (5) thereof;
12. Constitution/appointment/re-appointment/retirement/filling up of casual vacancies of directors / Key Managerial Personnel and remuneration paid to them. The Directors have disclosed their interest in other firms/companies to the Board of Directors pursuant to the provisions of the Act and the Rules made thereunder.
13. Appointment / re-appointment of auditors is made as per the provisions of Section 139 of the Act and there is no such instance of casual vacancies of the auditor;
14. The company was not required to obtain any approval from the Central Government, Tribunal, Regional director, Court or such other authorities under the various provisions of the Act;
15. The Company has not accepted/renewed any depositsduring the year under review;
16. Borrowings from banks and creation / modification / satisfaction of charges in that respect, wherever applicable. During the year under review, theCompany has not borrowed any money from its directors, public financial institutions, Directors or members.
17. During the period under review, the company has not made any loans and investments or guarantees or provided securities to other bodies corporate or persons falling under the provisions of Section 186 of the Act;
18. The company has not altered the provisions of the Memorandum and/or Articles of Association.

KRISHNAKUMAR GAYATHRI
ACS NO. 15955
COP NO. 24903
Practising Company Secretary

K. Gayathri

Place: Coimbatore
Date :24/10/2023

Krishnakumar Gayathri
ACS No– 15955
Certificate of Practise No. - 24903
UDIN: A015955E001436451
PEER REVIEW NUMBER : 4805/2023