Addendum to the Notice of 40th Annual General Meeting of the Company

Addendum to the Notice dated 29th July 2026, convening 40th Annual General Meeting of BGR Energy Systems Limited (the "Company") scheduled to be held on Tuesday, 22nd September 2026, at 11:30 AM (IST) through Video Conferencing ("VC") /Other Audio Visual Means ("OAVM"").

To
All the Members of
BGR Energy Systems Limited

SPECIAL BUSINESS

ITEM NO:7 TO APPROVE THE AMENDMENT IN THE ARTICLES OF ASSOCIATION OF THE COMPANY

*To consider and, if thought fit, to pass the following Resolution as a **Special Resolution***

"RESOLVED THAT pursuant to the provisions of Sections 5 and 14 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Incorporation) Rules, 2014 and the Companies (Management and Administration) Rules, 2014, including any statutory modification or re-enactment thereof for the time being in force, the applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, and the provisions of Article 72 of the Articles of Association of the Company, the prior written consent of the Raghupathy Group to the proposed alterations having been obtained and conveyed to the Board of Directors of the Company, and subject to such other approvals, consents, permissions and sanctions as may be necessary, the consent of the Members be and is hereby accorded to the alteration of the Articles of Association ('AoA) of the Company as explained in the explanatory statement annexed thereto and available on the website of the company www.bgrenergy.com for perusal of members.

RESOLVED FURTHER THAT the Board of Directors of the Company and the Company Secretary be and are hereby severally authorized to do all such acts, deeds, matters and things and to take all such steps as may be necessary, proper or expedient to give effect to this resolution and to take necessary actions on behalf of the Company in this regard."

By the Order of the Board
FOR BGR ENERGY SYSTEMS LIMITED

Sd/-
S. SUNDAR
COMPANY SECRETARY & COMPLIANCE OFFICER
MEMBERSHIP NO: A9926

Date: 11th September 2026
Place: Chennai

Regd. Office:
E-4, Pannamgadu Industrial Estate, Ramapuram Post,
Tada Mandalam, Tada, Nellore District, Andhra Pradesh India 524401
Email Id: investors@bgrenergy.com
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BGR ENERGY SYSTEMS LIMITED
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Note:

1. Statement pursuant to Section 102(1) of the Act, in respect of the special business proposed above to be transacted at the ensuing 40th AGM, is annexed hereto and forms part of the Notice.

2. All other agenda items except as mentioned in this Addendum, along with explanatory statement of the AGM Notice dated 29th July 2026, shall remain unchanged from those previously notified.

3. It may be noted that apart from above there are no other modifications to the AGM Notice and this Addendum should be read in continuation of and in conjunction with the AGM Notice.

4. This addendum to the Notice of 40th AGM is available on the website of the Company www.bgrenergy.com and website of the Bombay Stock Exchanges at and www.bseindia.com and National Stock Exchange of India Limited www.nseindia.com.

5. All the processes, notes and instructions relating to attending 40th AGM through VC/OAVM and e-voting set out for and applicable for the ensuing 40th AGM shall mutatis-mutandis apply to attending AGM through VC/OAVM and e-voting for the resolution proposed in this Addendum to the Notice of AGM.

REGISTERED OFFICE:
E-4 PANNAMGADU INDUSTRIAL ESTATE, RAMAPURAM POST, TADA MANDALAM, TIRUPATHI DISTRICT, ANDHRA PRADESH 524401 INDIA.
Corporate Identity Number: L40106AP1985PLC005318

EXPLANATORY STATEMENT PURUSANT TO SECTION 102 OF THE COMPANIES ACT, 2013

ITEM NO:7 TO APPROVE THE AMENDMENT IN THE ARTICLES OF ASSOCIATION OF THE COMPANY

The Members are informed that the existing Articles of Association ("Articles") of the Company contain certain provisions relating to the rights and representation of the Raghupathy Group, appointment and tenure of the Managing Director, including certain provisions specifically referring to Mrs. Sasikala Raghupathy.

In view of the proposed re-alignment of the rights, representation and governance arrangements relating to the Raghupathy Group and consequential changes in the management and governance aspects of the Company, it is considered appropriate to amend certain provisions of the Articles. This entails alerting, amending and adding the clauses of articles of association as stated below:

S. No	Article No:	Existing Clause	Proposed Clause
1	2(8) Definition of Raghupathy Group	"Raghupathy Group" shall mean, collectively, Mrs. Sasikala Raghupathy and BGR Investment Holdings Company Limited (CIN U65991TN1994PLC027174) and, in each case, their successors and permitted assigns. Mrs.Sasikala Raghupathy shall be the representative of the Raghupathy Group, and in her absence or inability a person specifically authorised by a resolution of the Board of Directors of BGR Investment Holdings	"Raghupathy Group" shall mean, collectively, Mr. Arjun Govind Raghupathy, Mrs. Sasikala Raghupathy and BGR Investment Holdings Company Limited (CIN U65991TN1994PLC027174) and, in each case, their successors and permitted assigns. Mr. Arjun Govind Raghupathy shall be the representative of the Raghupathy Group, and in his absence or inability a person specifically authorised by a resolution of the

S. No	Article No:	Existing Clause	Proposed Clause
		Company Limited shall be the representative of the Raghupathy Group	Board of Directors of BGR Investment Holdings Company Limited shall be the representative of the Raghupathy Group
2	3(3) Binding effect of the representative Decision	Any decision or action of Mrs.Sasikala Raghupathy or in her absence or inability a person specifically authorised in this respect by a resolution passed by the Board of Directors of BGR Investment Holdings Company Limited shall be binding on the members of the Raghupathy Group and shall be deemed to be the decision or action of the Raghupathy Group	Any decision or action of Mr. Arjun Govind Raghupathy or in his absence or inability a person specifically authorised in this respect by a resolution passed by the Board of Directors of BGR Investment Holdings Company Limited shall be binding on the members of the Raghupathy Group and shall be deemed to be the decision or action of the Raghupathy Group
3	31(2)(b)	Notwithstanding any other provisions of the Articles of Association of the Company, and subject to the applicable provisions of the Act, so long as the Raghupathy Group holds in aggregate at least 25% of the issued and outstanding equity share capital of the Company, the Raghupathy Group shall be entitled to nominate and appoint one-third (1/3rd) of the total number of Directors on the Board as its nominee directors ("Raghupathy Group Nominee Directors"). Mrs.Sasikala Raghupathy	Notwithstanding any other provisions of the Articles of Association of the Company, and subject to the applicable provisions of the Act, so long as the Raghupathy Group holds in aggregate at least 25% of the issued and outstanding equity share capital of the Company, the Raghupathy Group shall be entitled to nominate and appoint one-third (1/3rd) of the total number of Directors on the Board as its

S. No	Article No:	Existing Clause	Proposed Clause
		shall be one of the Raghupathy Group Nominee Directors at all times and shall be a non-retiring director ("Permanent Director"). The Raghupathy Group Nominee Directors (other than Mrs.Sasikala Raghupathy) shall be liable to retire by rotation and shall hold office at the pleasure of the Raghupathy Group. The Raghupathy Group shall also at any time have the right to withdraw its nomination of a Raghupathy Group Nominee Director (other than Mrs. Sasikala Raghupathy) and nominate another in his or her place. The shareholders of the Company shall exercise their voting rights in a manner that enables the Raghupathy Group to achieve the removal, replacement or appointment to the Board of the Raghupathy Group Nominee Directors in accordance with this Article 31(2)(b).	nominee directors ("Raghupathy Group Nominee Directors"). Mr. Arjun Govind Raghupathy shall be one of the Raghupathy Group Nominee Directors at all times and shall be a non-retiring director ("Permanent Director"). The Raghupathy Group Nominee Directors (other than Mr. Arjun Govind Raghupathy) shall be liable to retire by rotation and shall hold office at the pleasure of the Raghupathy Group. The Raghupathy Group shall also at any time have the right to withdraw its nomination of a Raghupathy Group Nominee Director (other than Mr. Arjun Govind Raghupathy) and nominate another in his or her place. The shareholders of the Company shall exercise their voting rights in a manner that enables the Raghupathy Group to achieve the removal, replacement or appointment to the Board of the Raghupathy Group Nominee Directors in accordance with this Article 31(2)(b).

S. No	Article No:	Existing Clause	Proposed Clause
4	31(4)	The permanent chairman of the Board of Directors shall be Mrs. Sasikala Raghupathy, and in her absence or inability, one of the Raghupathy Group Nominee Directors specifically nominated by the Raghupathy Group to act as chairman of the Board of Directors shall be the chairman.	The permanent chairman of the Board of Directors shall be Mr. Arjun Govind Raghupathy, and in his absence or inability, such Director as may be nominated by Mr. Arjun Govind Raghupathy to act as chairman of the Board of Directors shall be the chairman.
5	40 Resolution by Circulation	Provided however any such resolution shall be valid and acted upon only if Mrs. Sasikala Raghupathy or in her absence or inability, any other Raghupathy Group Nominee Director authorised by BGR Investment Holdings Company Limited in this regard shall have signed such resolution.	Provided however any such resolution shall be valid and acted upon only if Mr. Arjun Govind Raghupathy or in his absence or inability, any other Raghupathy Group Nominee Director authorised by BGR Investment Holdings Company Limited in this regard shall have signed such resolution.
6	42	Notwithstanding anything to the contrary contained in these Articles, so long as the Raghupathy Group holds in aggregate at least 25% of the issued and outstanding equity share capital of the Company, no decision on any of the matters set forth below shall be taken nor shall any resolution be passed, whether at a meeting of the Board or at a General Meeting, if approval of such resolution or transaction is required from the Members at a General Meeting, except with the prior approval of	Notwithstanding anything to the contrary contained in these Articles, so long as the Raghupathy Group holds in aggregate at least 25% of the issued and outstanding equity share capital of the Company, no decision on any of the matters set forth below shall be taken nor shall any resolution be passed, whether at a meeting of the Board or at a General Meeting, if approval of such resolution or transaction is required from the

S. No	Article No:	Existing Clause	Proposed Clause
		Mrs.Sasikala Raghupathy, or the prior approval of any person specifically authorised by a resolution passed by BGR Investment Holdings Company Limited in this regard.	Members at a General Meeting, except with the prior approval of Mr. Arjun Govind Raghupathy, or the prior approval of any person specifically authorised by a resolution passed by BGR Investment Holdings Company Limited in this regard.
7	44	The first Managing Director shall be Mr. B. G. Raghupathy. The Raghupathy Group shall be entitled to nominate the Managing Director/Managing Director(s) so long as the Raghupathy Group holds in aggregate at least 25%of the issued and outstanding equity share capital of the Company, upon the terms and conditions and remuneration as the Board of Directors may determine. [*Removed and deleted*]	The Board may from time to time appoint 1 (one) or more directors to be managing directors or whole time directors for such terms and at such remuneration (whether by way of salary or commission or participation in profits or partly in 1 (one) way and partly in another) as it may think fit in accordance with the Act. But his appointment shall be subject to determination ipso facto if he ceases from any case to be a director of the Company or General Meeting resolves that his tenure of office of managing director whole time director be determined subject to applicable law. [*New insertion*]

Accordingly, the Board of Directors of the Company, through circular resolution passed on 11th September 2026, after considering the relevant matters and having obtained the prior written consent of the Raghupathy Group to the proposed alterations, approved and recommended the alteration of the Articles of Association of the Company, subject to the approval of the Members by way of a Special Resolution and such other approvals, consents, permissions and sanctions as may be necessary.

The proposed alterations are intended to align the Articles with the revised rights, representation and decision-making mechanisms applicable to the Raghupathy Group and the management of the Company.

The proposed alterations are not intended to adversely affect the rights of any Member of the Company, except to the extent expressly provided in the amended Articles and approved by the Members. The amendments are also subject to the provisions of the Companies Act, 2013, the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and other applicable laws.

The Board accordingly recommends the Special Resolution set out at Item No. 7 of the accompanying Notice for approval of the Members.

A copy of the existing Articles of Association and the proposed amended Articles of Association shall be available for inspection by the Members at the Registered Office of the Company during business hours on all working days up to the date of the AGM and shall also be available for inspection electronically in accordance with the applicable provisions.

None of the Directors, Key Managerial Personnel of the Company or their respective relatives, except to the extent of their respective interest, if any, in the Raghupathy Group and/or their directorship/interest in the entities forming part of the Raghupathy Group, is concerned or interested, financially or otherwise, in the proposed Resolution.

The proposed resolution requires approval of the Members by way of a Special Resolution pursuant to Sections 5 and 14 and other applicable provisions of the Companies Act, 2013.