BGR ENERGY SYSTEMS LIMITED
443 ANNA SALAI, TEYNAMPET, CHENNAI 600018 INDIA
TEL: 91 44 24364422/24320390
E-mail: compliance@bgrenergy.com Web site: www.bgrcorp.com

NOTICE OF THE 40th ANNUAL GENERAL MEETING

Notice is hereby given that the 40th Annual General Meeting ("Meeting" or "AGM") of the Members of **BGR ENERGY SYSTEMS LIMITED** will be held on **Tuesday 22nd September 2026, at 11:30 AM** through Video Conferencing ("VC") or Other Audio-Visual Means ("OAVM") to transact the following businesses:

ORDINARY BUSINESSES:

ITEM NO.1: ADOPTION OF AUDITED FINANCIAL STATEMENTS ALONG WITH THE REPORTS OF THE BOARD OF DIRECTORS AND OF THE AUDITORS THEREON:

*To consider and if thought fit, to pass the following resolution as an **Ordinary Resolution**:*

"**RESOLVED THAT** the Audited Standalone and Consolidated Financial Statements of the Company for the financial year ended March 31, 2026, together with the Reports of the Board of Directors and of the Auditors thereon be and are hereby received, considered, and adopted".

ITEM NO.2: RE-APPOINTMENT OF MR. ARJUN GOVIND RAGHUPATHY (DIN: 02700864), A DIRECTOR LIABLE TO RETIRE BY ROTATION:

*To consider and if thought fit, to pass the following resolution as an **Ordinary Resolution**:*

"**RESOLVED THAT** pursuant to the provisions of Section 152 and other applicable provisions, if any, of the Companies Act, 2013 and the Rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force), Mr. Arjun Govind Raghupathy (DIN: 02700864) Director (Executive) of the Company, who retires by rotation and being eligible for re-appointment, be and is hereby re-appointed as a Director of the Company, liable to retire by rotation".

SPECIAL BUSINESSES:

ITEM NO.3 RATIFICATION OF COST AUDITOR'S REMUNERATION FOR FY 2026-2027:

*To consider and, if thought fit, to pass the following Resolution as an **Ordinary Resolution:***

"**RESOLVED THAT** pursuant to the provisions of section 148 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014, (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), the Company hereby ratifies the remuneration of Rs.1,50,000/- (Rupees One Lakh Fifty Thousand only) plus applicable taxes and reimbursement of out-of-pocket expenses, payable to M/s. JV Associates, Cost and Management Accountants (Firm Registration No. 100212), who are appointed by the Board of Directors of the Company as Cost Auditors, to conduct the audit of the cost records maintained by the Company for the financial year ending March 31, 2027.

RESOLVED FURTHER THAT the Board of Directors of the Company (including any Committee thereof) be and is hereby authorized to do all acts and take all such steps as may be necessary, proper, or expedient to give effect to this resolution".

ITEM NO:4 SHIFTING OF REGISTERED OFFICE FROM ONE STATE TO ANOTHER STATE

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

"RESOLVED THAT pursuant to the provisions of Section 12, 13 and other applicable provisions, if any, of the Companies Act, 2013 ("the Act") read with Companies (Incorporation) Rules, 2014 ("Rules"), Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") (including any statutory modification(s) or re-enactment thereof for the time being in force) and subject to the approval Regional Director, and such other approvals, permissions and sanctions as may be required under the provisions of the Act or under any other law for the time being in force, the consent of the Members of the Company be and is hereby accorded for shifting the Registered Office of the Company from the state of "Andhra Pradesh" to the state of " Tamil Nadu"

RESOLVED FURTHER THAT upon shifting of the registered office becoming effective, the existing Clause-II of the Memorandum of Association of the Company be altered and substituted with the following clause:

'II. The Registered Office of the Company will be situated in the State of Tamil Nadu.'

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to finalize the address of the Registered Office of the Company in the State of Tamil Nadu

RESOLVED FURTHER THAT any one of the Directors or Company Secretary of the Company be and are hereby severally authorized to make necessary application to the Central Government, Regional Director, Registrar of Companies and other regulatory authorities in this matter, to appear before them, to make any modifications, changes, variations, alterations or revisions stipulated by the concerned authorities while according approval or consent, and to do all such acts, deeds, matters and things as may be necessary/ incidental / ancillary to give effect to this resolution including execution / signing / filing of necessary forms / documents / affidavits / indemnity / undertakings / declarations as may be required, from time to time.

RESOLVED FURTHER THAT the Board of Directors of the Company be and are hereby authorized to engage counsels / consultants / executives / advisors to represent the Company and appear on its behalf before the Central Government, Regional Director, Registrar of Companies, and other regulatory authorities in this matter and obtain the necessary directions and/or Order(s) upon confirmation by the concerned Regulatory Authority and do all such acts, deeds, matters and things as may be necessary to give effect to the above resolution including but not limited to signing, certification and filing of the e-Forms with the Registrar of Companies.

ITEM NO:5 RE-APPOINTMENT OF MR. ARJUN GOVIND RAGHUPATHY (DIN:02700864) AS MANAGING DIRECTOR OF THE COMPANY FOR A FURTHER TERM OF FIVE (5) YEARS

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

RESOLVED THAT pursuant to Section 196, 197 and 203 read with Schedule V of the Companies Act, 2013, and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modifications, amendments or re-enactments thereto for the time being in force) and the relevant provisions of the Articles of Association of the Company and pursuant to Regulation 17(6)(e) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, Pursuant to the recommendation of the Nomination and Remuneration committee and the Board of Directors at their respective meetings held on 29th July 2026, consent of the shareholders of the company be and is hereby accorded for re-appointment of Mr Arjun Govind Raghupathy (DIN:02700864) as Managing Director for a term of five years from 11th November 2026 to 10th November 2031 on terms and conditions and payment of such remuneration to Mr. Arjun Govind Raghupathy for a period of three years from 11th November 2026 to 10th November 2029 as set out below

Terms of Appointment:

a. Designation: Managing Director

b. Remuneration

Basic Salary: ₹ 4,50,000/- per month

Perquisites & Reimbursements:

i. In addition to the salary, the appointee shall be entitled to a rent-free furnished accommodation and other perquisites and reimbursements subject to a ceiling of ₹.20,00,000/- per annum. The value of perquisites shall be valued as per the Income Tax Act, 2025 and in the absence of such rules the actual cost incurred by the company in providing such perquisites;

ii. In addition to the salary and perquisites, the appointee shall be entitled to bonus/ex-gratia and use of chauffer driven company's car in accordance with the rules of the company.

iii. Contribution to provident fund and gratuity would not be included in the computation of ceiling on remuneration to the extent these either singly or put together are not taxable under the Income-tax Act, 2025

iv. Encashment of earned leave at the end of the tenure as per rules of the company shall not be included in the computation of ceiling on remuneration.

v. Provision of car for use on company's business, telephone and other communication facilities at residence would not be considered as perquisites.

c. Performance linked Incentive (PLI): The Appointee shall be entitled to a performance linked incentive (PLI) of ₹1,00,00,000/- (Rupees One Crore only) per annum.

d. Long term variable Bonus: ₹ 50,00,000/- per annum, cumulatively payable at the end of three years.

RESOLVED FURTHER THAT consent of the members be and is hereby accorded for terms of remuneration payable to Mr. Arjun Govind Raghupathy, as may be fixed by the Board from time to time on recommendation of the Nomination and Remuneration Committee, including the remuneration to be paid in the event of loss or inadequacy of profits in any financial year such that the remuneration payable to him as set out herein above from 11th November 2026 to 10th November 2029 for a period of 3 (three) years, on the terms and conditions, as set out in the Explanatory Statement, with liberty to the Directors / Nomination and Remuneration Committee and Board of Directors to alter and vary the terms and conditions of the said appointment in such manner as may be agreed between the Directors and Mr. Arjun Govind Raghupathy such variation or increase in the aforesaid remuneration may be beyond the permissible limits as under the relevant provisions of Section 196, 197 and Schedule V of the Companies Act, 2013 in case of in adequacy or absence of profits, calculated in accordance with the applicable provisions of the Companies Act, 2013.

RESOLVED FURTHER THAT any one of the Directors of the Company or Company Secretary be and is hereby authorized to take such steps as may be necessary for obtaining approvals, statutory or otherwise, in relation to the above and to settle all matters arising out of and incidental thereto and sign and execute all applications, documents and writings that may be required, on behalf of the Company and generally to do all acts, deeds and things that may be necessary, proper, expedient or incidental for the purpose of giving effect to the aforesaid resolution".

ITEM NO:6 APPROVAL FOR RAISING UNSECURED LOANS FROM MANAGING DIRECTOR, OTHER PROMOTER & PROMOTER GROUP

*To consider and, if thought fit, to pass the following Resolution as an **Ordinary Resolution:***

"**RESOLVED THAT** pursuant to the provisions of Section 188 and other applicable provisions of the Companies Act, 2013, read with the Rules made thereunder, and in accordance with Regulation 2(1)(zc) and Regulation 23 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI LODR") and subject to such other approvals, consents, permissions and sanctions as may be required, the approval of the Members of the Company be and is hereby accorded for availing unsecured loan(s) from Mr. Arjun Govind Raghupathy (DIN:02700864) Managing Director of the Company and from other Promoters and Promoter Groups (hereinafter referred to as Lenders) not exceeding Rs. 1,50,00,00,000/- (Rupees One Hundred and Fifty Crore only) consistent with the existing borrowing powers of the Company under Section 180(1)(c) of the Companies Act, 2013, in one or more tranches upon such terms and conditions as set forth by the lenders to the Company in the loan agreement(s), security document(s) and /or any other financing documents by whatever name called (hereinafter referred to as the "Financing Documents") or as may be stipulated by the Lenders or as deemed appropriate by the Board

RESOLVED FURTHER THAT in accordance with Regulation 23 of SEBI LODR, all Related Parties shall abstain from voting on this Resolution, irrespective of whether such Related Party has a direct or indirect interest in the transaction.

RESOLVED FURTHER THAT the Board of Directors of the Company (including any Committee thereof) or Company Secretary of the Company be and is hereby authorised to finalise, vary or modify the terms and conditions of the aforesaid loan(s), execute such agreements, documents and writings, and do all such acts, deeds, matters and things as may be deemed necessary, expedient or desirable to give effect to this Resolution."

By the Order of the Board

FOR BGR ENERGY SYSTEMS LIMITED

S. SUNDAR
COMPANY SECRETARY & COMPLIANCE OFFICER
Membership No: A9926

Date: 29th July 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
Website: https://www.bgrcorp.com.

NOTES

1. The Ministry of Corporate Affairs ("MCA") inter-alia vide its General Circular Nos. 14/2020 dated April 08, 2020 and 17/2020 dated April 13, 2020, followed by General Circular Nos. 20/2020 dated May 05, 2020, and 09/2023 dated September 25, 2023, 09/2024 dated September 19, 2024 subsequent circulars issued in this regard, the latest being 03/2025 dated September 22, 2025 read with Circular No. SEBI/HO/CFD/CFD-PoD-2/P/CIR/2024/133 dated October 3, 2024 issued by SEBI read with the circulars issued earlier on the subject (collectively referred to as ("Circulars") has permitted the holding of the AGM through VC/OAVM, without the physical presence of the Members at a common venue. In compliance with the provisions of the Companies Act, 2013 ("the Act"), SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"). In compliance with the provisions of the Companies Act, 2013 ('the Act'), the SEBI LODR and MCA Circulars, the 40th AGM of the Company is being held through VC/ OAVM on Tuesday, September 22, 2026 at 11:30 AM. The deemed venue for the AGM will be the Registered office of the Company.

2. Pursuant to the provisions of the Act, a member entitled to attend and vote at the AGM is entitled to appoint a proxy to attend and vote on his/her behalf and the proxy need not be a member of the company. since this AGM is being held pursuant to the MCA circulars through VC/OAVM the requirement of physical attendance of members has been dispensed with. accordingly, in terms of the MCA circulars and the SEBI circulars, the facility for appointment of proxies by the members will not be available for this AGM and hence the proxy form, attendance slip and route map of AGM are not annexed to this notice.

3. As per the provisions of clause 3.A.II. of the General Circular No. 20/2020 dated May 5, 2020, issued by the MCA, the matters of Special Business as appearing at Item Nos. 3 to 6 of the accompanying Notice, are considered to be unavoidable by the Board and hence, form part of this Notice.

4. Only registered Members of the Company may attend and vote at the AGM through VC/OAVM facility.

5. In case of joint holders, the Member whose name appears as the first holder in the order of names as per the Register of Members of the Company as on the cut- off date will be entitled to vote at the AGM.

6. Members attending the AGM through VC/OAVM shall be counted for the purpose of reckoning the quorum under Section 103 of the Act.

7. The Members can join the AGM in the VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the AGM through VC/OAVM will be made available for 1000 members on first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the AGM without restriction on account of first come first served basis.

8. Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) the Secret arial Standard on General Meetings (SS-2) issued by the ICSI and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 (as amended), and the Circulars issued by the Ministry of Corporate Affairs from time to time the Company is providing facility of remote e-Voting to its Members in respect of the business to be transacted at the AGM. For this purpose, the Company has entered into an agreement with National Securities Depository Limited (NSDL) for facilitating voting through electronic means, as the authorized agency. The facility of casting votes by a member using remote e-Voting system as well as e-voting on the date of the AGM will be provided by NSDL.

9. In line with the Ministry of Corporate Affairs (MCA) Circular No. 17/2020 dated April 13, 2020, the Notice calling the AGM has been uploaded on the website of the Company at www.bgrcorp.com. The Notice can also be accessed from the websites of the Stock Exchanges i.e. BSE Limited and National Stock Exchange of India Limited at www.bseindia.com and www.nseindia.com respectively and the

10. AGM Notice is also available on the website of NSDL (agency for providing the Remote e-Voting facility) i.e. www.evoting.nsdl.com.

11. AGM has been convened through VC/OAVM in compliance with applicable provisions of the Companies Act, 2013 read with MCA Circular issued from time to time.

12. The Board of Directors has appointed M/s. BP & Associates, Company Secretaries, as the Scrutinizer to scrutinize the remote e-voting process, in a fair and transparent manner.

13. The Register of Directors and Key Managerial Personnel of the Company and their shareholding maintained under Section 170 of the Act, the Register of Contracts and Arrangements in which Directors are interested maintained under Section 189 of the Act and all other documents referred to in the Notice will be available for inspection during business hours in the electronic mode from the date of circulation of this Notice up to the date of AGM. Members seeking to inspect such documents can send the e-mail to investors@bgrenergy.com

14. Members are requested to intimate changes, if any, pertaining to their name, postal address, email address, telephone/mobile numbers, PAN, mandates, nomination, power of attorney, bank details, bank account number, MICR code, IFSC, etc.: (a) For shares held in electronic form: to their DPs. (b) Shares held in physical form: The following details documents should be sent to the Company's RTA latest by August 09, 2025. (i) Form ISR-1 along with supporting documents. The said form is available on the website of the RTA https://web.in.mpms.mufg.com/KYC-downloads.html (ii) Cancelled cheque in original, bearing the name of the Member or first holder, in case shares are held jointly. (iii) Bank attested legible copy of the first page of the Bank Passbook/Bank Statement bearing the names of the account holders, address, same bank account number and type as on the cheque leaf and full address of the bank branch. (iv) Self-attested copy of the PAN Card of all the holders; and (v) Self-attested copy of any document (such as Aadhaar Card, Driving License, Election Identity Card, Passport) in support of the address of the first holder as registered with the Company. To mitigate unintended challenges on account of freezing of folios, SEBI vide its Circular No. SEBI/HO/ MIRSD/POD1/P/ CIR/2023/181 dated November 17, 2023, has done away with the provision regarding freezing of folios not having PAN, KYC, and Nomination details.

15. SEBI vide its notification dated January 24, 2022 has amended Regulation 40 of the SEBI LODR and has mandated that all requests for transfer of securities including transmission and transposition requests shall be processed only in dematerialised form. In view of the same and to eliminate all risks associated with physical shares and avail various benefits of dematerialization, Members are advised to dematerialize the shares held by them in physical form. Members can contact the Company or the Company's RTA, for assistance in this regard.

16. SEBI has mandated submission of PAN by every participant in the securities market. members holding shares in electronic form are, therefore, requested to submit their PAN details to their depository participants. members holding shares in physical form are requested to submit their PAN details to the company's RTA.

17. Members holding shares in physical form, in identical order of names, in more than one folio are requested to send to the Company's RTA, the details of such folios together with the share certificates along with the requisite KYC documents for consolidating their holdings in one folio. Requests for consolidation of share certificates shall be processed in dematerialized form.

18. As per the provisions of Section 72 of the Act and SEBI Circular, the facility for making nomination is available for the Members in respect of the shares held by them. Members who have not yet registered their nomination are requested to register the same by submitting Form No. SH-13. If a member desires to opt out or cancel the earlier nomination and record a fresh nomination, he/ she may submit the same in ISR-3 or SH-14 as the case may be. The said forms can be downloaded from RTA website at https://web.in.mpms.mufg.com/KYC-downloads.html Members are requested to submit the said details to their Depository Participants in case the shares are held by them in dematerialized form and to the Company's RTA in case the shares are held by them in physical form, quoting their folio number.

19. SEBI vide Circular Nos. SEBI/HO/OIAE/OIAE_IAD-1/P/ CIR/2023/131 dated July 31, 2023, and SEBI/HO/OIAE/ OIAE_IAD-1/P/CIR/2023/135 dated August 4, 2023, read with Master Circular No. SEBI/HO/ OIAE/OIAE_IAD1/P/ CIR/2023/145 dated July 31, 2023 (updated as on August 11, 2023), has established a common Online Dispute Resolution Portal ("ODR Portal") for resolution of disputes arising in the Indian Securities Market. Pursuant to abovementioned circulars, post exhausting the option to resolve their grievances with the RTA/ Company directly and through existing SCORES platform, the investors can initiate dispute resolution through the ODR Portal at https://smartodr.in/login.

20. The Members whose unclaimed dividends and/or shares have been transferred to IEPF, may contact the Company or RTA and submit the required documents for issue of Entitlement Letter. The Members can attach the Entitlement Letter and other required documents and file the Form IEPF-5 form for claiming the dividend and/ or shares via www.iepf.gov.in.

21. To support the 'Green Initiative', Members who have not yet registered their email addresses are requested to register the same with their DPs in case the shares are held by them in electronic form and with the Company's RTA in case the shares are held by them in physical form.

22. The Company has made arrangement with the RTA and NSDL for registration of email addresses in terms of the MCA Circulars for Members who wish to receive the Annual Report along with the AGM Notice electronically and to cast the vote

electronically. Eligible Members whose email addresses are not registered with the Company/DPs are to register the same with the RTA on or before August 31,2026 pursuant to which, any Member may receive on the email address provided by the Member the Notice of this AGM along with the Annual Report 2025-26 and the procedure for remote e-voting along with the login ID and password for remote e-voting.

THE INSTRUCTIONS FOR MEMBERS FOR REMOTE E-VOTING AND JOINING GENERAL MEETING ARE AS UNDER:-

The remote e-voting period begins on Friday, 18th September 2026 at 9.00 A.M. and ends on Monday, 21th September 2026 at 5:00 P.M. The remote e-voting module shall be disabled by NSDL for voting thereafter. The Members, whose names appear in the Register of Members / Beneficial Owners as on the record date (cut-off date) i.e. Friday, 11th September 2026 may cast their vote electronically. The voting right of shareholders shall be in proportion to their share in the paid-up equity share capital of the Company as on the cut-off date, being Friday, 11th September 2026.

How do I vote electronically using NSDL e-Voting system?

The way to vote electronically on NSDL e-Voting system consists of "Two Steps" which are mentioned below:

Step 1: Access to NSDL e-Voting system

A) Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode

In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.
Login method for Individual shareholders holding securities in demat mode is given below:

Type of shareholders	**Login Method**
Individual Shareholders holding	1. For OTP based login you can click on https://eservices.nsdl.com/SecureWeb/evoting/evotinglogin.jsp. You will have to enter your 8-digit DP ID,8-digit Client Id, PAN No.,

securities in demat mode with NSDL.	Verification code and generate OTP. Enter the OTP received on registered email id/mobile number and click on login. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or **e-Voting service provider i.e. NSDL** and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. 2. Existing **IDeAS** user can visit the e-Services website of NSDL Viz. https://eservices.nsdl.com either on a Personal Computer or on a mobile. On the e-Services home page click on the "**Beneficial Owner"** icon under **"Login"** which is available under **'IDeAS'** section , this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on **"Access to e-Voting"** under e-Voting services and you will be able to see e-Voting page. Click on company name or **e-Voting service provider i.e. NSDL** and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. 3. If you are not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select **"Register Online for IDeAS Portal"** or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp 4. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or **e-Voting service provider i.e. NSDL** and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.

	5. Shareholders/Members can also download NSDL Mobile App "**NSDL Speede**" facility by scanning the QR code mentioned below for seamless voting experience. 
Individual Shareholders holding securities in demat mode with CDSL	1. Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login Easi /Easiest are requested to visit CDSL website www.cdslindia.com and click on login icon & New System Myeasi Tab and then user your existing my easi username & password. 2. After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly. 3. If the user is not registered for Easi/Easiest, option to register is available at CDSL website www.cdslindia.com and click on login & New System Myeasi Tab and then click on registration option. 4. Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in

	progress and also able to directly access the system of all e-Voting Service Providers.
Individual Shareholders (holding securities in demat mode) login through their depository participants	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. upon logging in, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.

Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. NSDL and CDSL.

Login type	**Helpdesk details**
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.com or call at 022 - 4886 7000
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at toll free no. 1800-21-09911

B) Login Method for e-Voting and joining virtual meeting for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode.

How to Log-in to NSDL e-Voting website?

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile.
2. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section.
3. A new screen will open. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen.
   Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at https://eservices.nsdl.com/ with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.
4. Your User ID details are given below :

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID For example if your DP ID is IN300*** and Client ID is 12****** then your user ID is IN300***12******.
b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID For example if your Beneficiary ID is 12************** then your user ID is 12**************
c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the company For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001***

5. Password details for shareholders other than Individual shareholders are given below:
   a) If you are already registered for e-Voting, then you can user your existing password to login and cast your vote.

b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.

c) How to retrieve your 'initial password'?

(i) If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.

(ii) If your email ID is not registered, please follow steps mentioned below in **process for those shareholders whose email ids are not registered.**

6. If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:
   a) Click on "**Forgot User Details/Password**?"(If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com.
   b) **Physical User Reset Password**?" (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.
   c) If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.com mentioning your demat account number/folio number, your PAN, your name and your registered address etc.
   d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.

7. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.
8. Now, you will have to click on "Login" button.
9. After you click on the "Login" button, Home page of e-Voting will open.

Step 2: Cast your vote electronically and join General Meeting on NSDL e-Voting system.

How to cast your vote electronically and join General Meeting on NSDL e-Voting system?

1. After successful login at Step 1, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle and General Meeting is in active status.

2. Select "EVEN" of company for which you wish to cast your vote during the remote e-Voting period and casting your vote during the General Meeting. For joining virtual meeting, you need to click on "VC/OAVM" link placed under "Join Meeting".
3. Now you are ready for e-Voting as the Voting page opens.
4. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on "Submit" and also "Confirm" when prompted.
5. Upon confirmation, the message "Vote cast successfully" will be displayed.

6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
7. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

General Guidelines for shareholders

1. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to secretarial@bpca.one with a copy marked to evoting@nsdl.com. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) can also upload their Board Resolution / Power of Attorney / Authority Letter etc. by clicking on "Upload Board Resolution / Authority Letter" displayed under "e-Voting" tab in their login.
2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the "Forgot User Details/Password?" or

"Physical User Reset Password?" option available on www.evoting.nsdl.com to reset the password.

3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of www.evoting.nsdl.com or call on.: 022 - 4886 7000 or send a request to evoting@nsdl.com

Process for those shareholders whose email ids are not registered with the depositories for procuring user id and password and registration of e mail ids for e-voting for the resolutions set out in this notice:

1. In case shares are held in physical mode please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) by email to investors@bgrenergy.com.
2. In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self-attested scanned copy of PAN card), AADHAR (selfattested scanned copy of Aadhar Card) to investors@bgrenergy.com. If you are an Individual-shareholders holding securities in demat mode, you are requested to refer to the login method explained at **step 1 (A**) i.e. Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode.
3. Alternatively shareholder/members may send a request to evoting@nsdl.com for procuring user id and password for e-voting by providing above mentioned documents.
4. In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.

THE INSTRUCTIONS FOR MEMBERS FOR e-VOTING ON THE DAY OF THE AGM ARE AS UNDER:-

1. The procedure for e-Voting on the day of the AGM is same as the instructions mentioned above for remote e-voting.

2. Only those Members/ shareholders, who will be present in the AGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system in the AGM.
3. Members who have voted through Remote e-Voting will be eligible to attend the AGM. However, they will not be eligible to vote at the AGM.
4. The details of the person who may be contacted for any grievances connected with the facility for e-Voting on the day of the AGM shall be the same person mentioned for Remote e-voting.

INSTRUCTIONS FOR MEMBERS FOR ATTENDING THE AGM THROUGH VC/OAVM ARE AS UNDER:

1. Member will be provided with a facility to attend the AGM through VC/OAVM through the NSDL e-Voting system. Members may access by following the steps mentioned above for Access to NSDL e-Voting system. After successful login, you can see link of "VC/OAVM" placed under "Join meeting" menu against company name. You are requested to click on VC/OAVM link placed under Join Meeting menu. The link for VC/OAVM will be available in Shareholder/Member login where the EVEN of Company will be displayed. Please note that the members who do not have the User ID and Password for e-Voting or have forgotten the User ID and Password may retrieve the same by following the remote e-Voting instructions mentioned in the notice to avoid last minute rush.

2. Members are encouraged to join the Meeting through Laptops for better experience.

3. Further Members will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.

4. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.

5. Shareholders who would like to express their views/have questions may send their questions in advance mentioning their name demat account number/folio number, email id, mobile number at investors@bgrenergy.com. The same will be replied by the company suitably.

6. Members who would like to express their views/ ask questions as a Speaker at the AGM may preregister themselves by sending a request from their registered email

ID mentioning their names, DP ID and Client ID/ folio number, PAN and mobile number to sundar.srinivasan@bgrenergy.com on or before Friday, September 18, 2026 (5:00 p.m. IST). Only those Members who have pre-registered themselves as Speakers will be allowed to express their views/ask questions during the AGM. The Company reserves the right to restrict the number of speakers depending on the availability of time for the AGM.

7. The Scrutinizer shall, immediately after the completion of the scrutiny of the e-voting (votes cast during the AGM and votes cast through remote e-voting), within 2 working days from the conclusion of the AGM, submit a consolidated Scrutinizer's report of the total votes cast in favour and against the Resolution(s), invalid votes, if any, and whether the Resolution(s)has/have carried or not, to the Chairman or a person authorized by him in writing.

8. The result declared along with the Scrutinizer's Report shall be placed on the Company's website www.bgrcorp.com and on the website of NSDL www.evoting.nsdl.com after the result is declared.

9. The Company shall simultaneously forward the results to BSE Limited and National Stock Exchange of India Ltd., where the securities of the Company are listed.

10. Subject to the receipt of requisite number of votes, the Resolutions shall be deemed to be passed on the date of the Meeting i.e. September 22, 2026.

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

As required under Section 102 of the Companies Act, 2013 ("Act"), the following explanatory statement sets out all material facts relating to the business mentioned under Item Nos. 3 to 6 of the accompanying Notice.

ITEM NO.3 RATIFICATION OF COST AUDITOR'S REMUNERATION FOR FY 2026-2027

As per the provisions of section 148 of the Act read with the Companies (Cost Records and Audit) Rules, 2014, as amended from time to time, the Company is required to have an audit of its cost records conducted by a cost accountant in practice for products covered under the Companies (Cost Records and Audit) Rules, 2014. The Board, based on the recommendation of the Audit Committee, has approved the appointment of M/s. JV Associates, Cost & Management Accountants (Firm Registration No.100212), as the Cost Auditors to conduct the audit of the cost records of the Company, for the financial year ending March 31, 2027, at a remuneration of Rs.1,50,000/- (Rupees One Lakh Fifty Thousand only) plus applicable taxes and reimbursement of reasonable out-of-pocket expenses.

In accordance with section 148(3) of the Act, read with the Companies (Audit and Auditors) Rules, 2014, the remuneration payable to the Cost Auditors, as recommended by the Audit Committee and approved by the Board of Directors, is required to be ratified by the Members of the Company.

The Board recommends passing of this Ordinary Resolution as set out in Item No. 3 of this Notice for your approval. None of the Directors, Key Managerial Personnel, or their relatives, are in any way, concerned or interested, financially or otherwise, in the proposed Ordinary Resolution as set out in Resolution No. 3 of this Notice.

ITEM NO:4 SHIFTING OF REGISTERED OFFICE FROM ONE STATE TO ANOTHER STATE

The Registered Office of the Company is currently situated at Nellore Andhra Pradesh. The corporate office of the Company at present is situated in Chennai, Tamil Nadu. For the purpose of business and administrative convenience, the Board of Directors of the Company at its meeting held on 29th July, 2026 has approved and recommended to the members the Company the proposal of shifting of the registered office of the Company from Nellore, State of Andhra Pradesh (Registrar of Companies (ROC) Vijayawada) to Chennai, State of Tamil Nadu (Registrar of Companies (ROC) Chennai).

The shifting of the Registered Office as aforesaid would, in no way, be detrimental to the interest of any member of the public, employees, shareholders and associates of the Company in any manner. The Jurisdiction of Registrar of Companies will be changed with the proposed change in the Registered Office of the Company. The Board of Directors in their meeting held on 29th July 2026 have approved the shifting of the Registered Office from and alteration of Clause II of the Memorandum of Association of the Company, subject to the approval of Shareholders, Regional Director and other requisite approvals.

In terms of Section 12, 13 and other applicable provisions of the Act read with Rules made thereunder, such shifting of Registered Office from one state to another and consequent alteration of the Memorandum of Association ("MOA") requires the approval of the Members of the Company by way of Special Resolution and the approval of Regional Director.

The copy of the altered Memorandum of Association of the Company is available for inspection at the corporate office of the Company during business hours on all working days up to the date of the Meeting and is also available on the Company's website at https://www.bgrcorp.com/index.php

The Board of Directors recommends the resolution set forth in Notice for the approval of the Members by way of a Special Resolution in the best interest of the Company.

None of the Directors, Key Managerial Personnel of the Company, or their relatives is in any way, concerned or interested, financially or otherwise in this resolution, except as Members to the extent of their shareholding in the Company.

ITEM NO: 5 RE-APPOINTMENT OF MR. ARJUN GOVIND RAGHUPATHY (DIN: 02700864) AS MANAGING DIRECTOR OF THE COMPANY FOR A FURTHER TERM OF FIVE (5) YEARS

The members of the Company at their 36th Annual General meeting of the Company have re-appointed Mr Arjun Govind Raghupathy (DIN:02700864) as a Managing Director for a term of five years commencing from 11th November 2021 to 10th November 2026.

Based on the recommendation of Nomination and Remuneration Committee, the Board of Directors of the Company at its Meeting held on 29th July 2026 subject to the approval of the members, re-appointed Mr. Arjun Govind Raghupathy as the Managing Director of the Company for a further period of 5 years with effect from 11th November 2026 on the terms and conditions including remuneration as recommended by the Nomination and Remuneration Committee and approved by the Board for a period of three years (11th November 2026 to 10th November 2029), as mentioned in the resolution and here above.

Reference to the provision of section 196, 197 and 203 of the Companies act, 2013, read with schedule V to the companies act 2013 along with the Ministry of Corporate Affairs (MCA) through its notification dated 12 September 2018 notified provisions of the Companies (Amendment) Act, 2017 (Amendment Act, 2017) and amended schedule V of Companies Act, 2013 , provides for payment of managerial remuneration by Companies, requires members approval for payment of managerial remuneration to the managerial person for period of not exceeding 3 years by way of special resolution.

Hence the Board recommends the resolution for member approval by way of special resolution, provided that such variation or increase in remuneration may be beyond the specified limit as specified under the relevant provisions of Section 196, 197 and Schedule V to the Companies Act, 2013

The proposal as set out in the Notice is placed for consideration and approval of the shareholders as Special Resolution

Statement of Particulars (Pursuant to Schedule-V of the Companies Act, 2013) is given below:

I. General Information

1. Nature of Industry	The Company is engaged in Engineering, Procurement and Construction (EPC), Balance of Plant (BOP) and LSTK contracting tailored to customers' stipulations and provides construction services and technology-oriented projects to the

	infrastructure and core sectors and manufactures high-tech equipment and systems for power, oil & gas and other process industries. The Company also provides design and engineering services for the energy and infrastructure sectors.		
2. Date of Commencement of Commercial Production	Not Applicable, as the Company is already in operation.		
3. In Case of new companies, expected date of commencement of activities as per projects approved by financial institution appearing in the prospects	Not Applicable		
4. Financial Performance of the Company Rs. In Lakhs			
Financial Parameters	**FY 2024-25**	**FY 2023-2024**	**FY 2022-2023**
Total Income	64044	112035	85756
Profit/ (Loss) Before Tax	(98105)	(67680)	(63519)
Profit/ (Loss) after Tax	(98105)	(75215)	(47854)
5. Foreign investments or collaborations, if any.	Nil		

II. Information about appointee:

1. Background details	Mr Arjun Govind Raghupathy, is a Graduate in Mechanical Engineering from Anna University, Chennai. Prior to his appointment as Managing Director in BGR Energy Systems Limited, he was the

	Managing Director of GEA BGR Energy systems Limited and was responsible for business development, sales, contracts, delivery, client interaction, financial management and human resources.
2. Past Remuneration	Salary for the year ended 31st March 2026 was Rs. ₹ 4,50,000/- per month and perquisites as mentioned Item no; 5 in the relevant resolutions.
3. Recognition or awards	Not Applicable
4. Job Profile and his suitability	The Nomination and Remuneration Committee and the Board reviewed the performance of Mr Arjun Govind Raghupathy during his terms of appointment and having due regard to his leadership and contribution since November, 2016 he was found suitable for re-appointment as Managing Director for a further term of five years
5. Remuneration Proposed	As set out in the resolution at the Item No. 5 of the notice of 40th Annual General meeting
6. Comparative remuneration profile with respects to industry, size of the Company, profile of the position and person	The proposed remuneration (duly recommended by the Nomination & Remuneration committee and approved by the Board) is in the line with the industry standards.
7. Pecuniary relationship directly or indirectly, with the Company or relationship with the managerial personnel, if any	1. Mr Arjun Govind Raghupathy is related to Mrs Sasikala Raghupathy, Chairperson/Promoter. 2. Apart from the above, he is not related to any other directors of the Company.

III. Other Information:

1. Reasons of loss or inadequate profits	The downturn in Indian power industry and the near stagnant power demand scenario had adversely impacted market potential for EPC and BoP opportunities for thermal power projects
2. Steps taken or proposed to be taken for improvement	The Company is on a growth path and is expected to make higher profits in future.
3. Expected increase in productivity and profits in measurable terms	The Company has drawn up an Annual and Strategic Business Plan which are expected to enable the Company to achieve profits in future years

Your directors recommend the Special Resolution as set out in Item No.5 of the accompanying Notice for the approval for the members in the best interest of the Company.

Expect Mr. Arjun Govind Raghupathy being the appointee, his mother Mrs. Sasikala Raghupathy, and other members of the Promoter's of the Company to the extent of their respective shareholding or involvement in the resolution, none of the Directors, Key Managerial Personnel of the Company or their relatives are, in any manner, concerned or interested, financially or otherwise, in the said resolution.

ITEM NO:6 APPROVAL FOR RAISING UNSECURED LOANS, FROM MANAGING DIRECTOR, OTHER PROMOTER & PROMOTER GROUP

The Company proposes to avail unsecured loans from Mr. Arjun Govind Raghupathy, Managing Director of the Company, and such other persons forming part of the Promoter and Promoter Group of the Company (hereinafter collectively referred to as the "Lenders"), from time to time, for meeting the Company's funding requirements.

The proposed unsecured loans shall be utilised towards meeting the Company's working capital requirements, capital expenditure, operational expenditure, funding requirements in respect of projects proposed to be undertaken by the Company, business expansion plans and other general corporate purposes.

Mr. Arjun Govind Raghupathy, Managing Director of the Company, is a Related Party of the Company within the meaning of Section 2(76) of the Companies Act, 2013 and Regulation 2(1)(zb) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI LODR Regulations").
In compliance with Regulation 23 of the SEBI LODR, all Related Parties shall abstain from voting on the Resolution.

The Board recommends the passing of this resolution as an ordinary Resolution and seeks the approval of the members for the same. None of the Directors, Key Managerial Personnel, or their relatives are in any way concerned or interested in the resolution, except Mr. Arjun Govind Raghupathy Managing Director (DIN:02700864) and Promoter and Promoter groups to the extent of any shareholding interest they may have in the Company.

The mandatory disclosures required to be made to the Members, in accordance with Rule 15 Companies (Meeting of Board and its Power) Rules, 2014 and SEBI Master Circular No. SEBI/HO/CFD/Pod2/CIR/P/0155 dated November 11, 2024, read with SEBI Circular No.: NSE/CML/2025/39 dated October 14, 2025, read with Master circular No.: HO/49/14/14(7)2025-CFDPOD2/I/3762/2026 dated January 30 2026 and the SEBI-mandated Industry Standards on "Minimum Information to be provided to the Audit Committee and Members for Approval of Related Party Transactions" dated June 26, 2025 (as notified vide SEBI Circular No. SEBI/HO/CFD/CFD-PoD- 2/P/CIR/2025/93) are set out below:

A (1)

Basic Details of the Related Party

S.No	Particulars of the Information	Information provided to the Management
1	Name of the Related Party	Mr. Arjun Govind Raghupathy Managing Director and Promoter of the company.
2	Country of incorporation of the related party	NA
3	Nature of business of the related party.	NA

A(2)

Relationship and ownership of the related party

S.No	Particulars of the Information	Information Provided by the Management
1	Relationship between the listed entity/subsidiary (in case of transaction involving the subsidiary) and the related party – including nature of its concern (financial or otherwise) and the following:	Mr. Arjun Govind Raghupathy is the Managing Director and Promoter of the company.
	• Shareholding of the listed entity/ subsidiary (in case of transaction involving the subsidiary), whether direct or indirect, in the related party.	NA.
	• Where the related party is a partnership firm or a sole proprietorship concern or a body corporate without share capital, then capital contribution, if any, made by the listed entity/ subsidiary (in case of transaction involving the subsidiary).	NA
	• Shareholding of the related party, whether direct or indirect, in the listed entity/ subsidiary (in case of transaction involving the subsidiary). Explanation: Indirect shareholding shall mean shareholding held through any person, over which the listed entity/Subsidiary/ related party has control. While calculating indirect shareholding, shareholding held by relatives shall also be considered.	Mr. Arjun Govind Raghupathy is holding 2200 Shares of BGR Energy System Limited.

A (3)

Details of Previous Transaction with the Related Party

S.No	Particulars of the Information	Information Provided by the Management
1	Total amount of all the transactions undertaken by the listed entity or subsidiary with the related party during the last financial year.	Nil

2	Total amount of all the transactions undertaken by the listed entity or subsidiary with the related party in the current financial year up to the quarter immediately preceding the quarter in which the approval is sought	The Company has Borrowed ₹ 25 Crores from Mr. Arjun Govind Raghupathy Managing Director and Promoter of the Company. (Board Approval Taken on 29th July, 2026)
3	Any default, if any, made by a related party concerning any obligation undertaken by it under a transaction or arrangement entered into with the listed entity or its subsidiary during the last financial year.	None

A (4)

Details of Previous Transaction with the Related Party (₹ in Crores)

S.No	Particulars of the Information	Information Provided by the Management
1	Amount of the proposed transactions being placed for approval in the meeting of the Audit Committee/ shareholders.	₹ 150 Crores
2	Whether the proposed transactions taken together with the transactions undertaken with the related party during the current financial year would render the proposed transaction a material RPT?	Yes
3	Value of the proposed transactions as a percentage of the listed entity's annual consolidated turnover for the immediately preceding financial year	50.05% (Based on Audited Annual Consolidated turnover FY 25-26)
4	Value of the proposed transactions as a percentage of subsidiary's annual standalone turnover for the immediately preceding financial year (in case of a transaction involving the subsidiary and where the listed entity is not a party to the transaction)	NA
5	Value of the proposed transactions as a percentage of the related party's annual consolidated turnover (if consolidated turnover is not available, calculation to be made on standalone turnover of related party) for the immediately preceding financial year, if available.	NA

6	Financial performance of the related party for the immediately preceding financial year:	NA

A (5)

Basic Details of Proposed Transaction

S.No	Particulars of the Information	Information Provided by the Management
1	Specific type of the proposed transaction (e.g. sale of goods/services, purchase of goods/services, giving loan, borrowing etc.)	Unsecured Borrowings of ₹ 150 crores from the Managing Director and Promoter group.
2	Details of each type of the proposed transaction	Same as above
3	Tenure of the proposed transaction (tenure in number of years or months to be specified)	As per the terms of the Agreement.
4	Whether omnibus approval is being sought?	Yes
5	Value of the proposed transaction during a financial year. If the proposed transaction will be executed over more than one financial year, provide estimated break-up financial year-wise.	Not Applicable
6	Justification as to why the RPTs proposed to be entered into are in the interest of the listed entity	The proposed RPT is in best interest of the company. The Borrowings will be utilized for Working Capital requirements, business expansion and general corporate purposes.
7	Details of the promoter(s)/ director(s) / key managerial personnel (KMPs) of the listed entity who have interest in the transaction, whether directly or indirectly. The details shall be provided, where the shareholding or contribution or % sharing ratio of the promoter(s) or director(s) or KMP in the related party is more than 2%. Explanation: Indirect interest shall mean interest held through any person over which an individual has control including interest held through relatives	Mr. Arjun Govind Raghupathy is the Managing Director of the company and promoter of the company.

B (5) Disclosure only in case of transactions relating to borrowings by the listed entity or its subsidiary

S. No.	Particulars of the information	Information provided by the management
1.	Material covenants of the proposed transaction	Loan is unsecured in nature with rate of interest as stipulated in the Loan agreement.
2.	Interest rate (in terms of numerical value or base rate and applicable spread)	As stipulated in the Loan agreement
3.	Cost of borrowing Note: This shall include all costs associated with the borrowing	No additional charges, except Interest rate
4.	Maturity / due date	Repayable on Demand
5.	Repayment schedule & terms	Flexible repayment based on Company's cash flows
6.	Whether secured or unsecured	Unsecured
7.	If secured, the nature of security & security coverage ratio	NA
8.	The purpose for which the funds will be utilized by the listed entity / subsidiary	Working Capital requirements, business expansion and general corporate purposes

C (4)

Disclosure only in case of transactions relating to borrowings by the listed entity or its subsidiary

S. No.	Particulars of the information	Information provided by the management
1.	Debt to Equity Ratio of the listed entity or its subsidiary based on last audited financial statements Note: This shall not be applicable to listed banks/NBFC/insurance companies/housing finance companies.	(1.74)
	a. Before transaction	(1.74)
	b. After transaction	Not ascertainable for the FY 2026-27
2.	Debt Service Coverage Ratio of the listed entity or its subsidiary based on last audited financial statements Note: This shall not be applicable to listed banks/NBFC/insurance companies/ housing finance companies.	NA
	a. Before transaction	(0.69)
	b. After transaction	Not ascertainable for the FY 2026-27

ANNEXURE-1 TO NOTICE OF AGM

DETAILS OF DIRECTORS -(ITEM NO.2 & 5)

[In pursuance of Regulation 36(3) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard on General Meetings (SS-2)

SL.NO	NATURE OF THE INFORMATION	Particulars
1.	Name of Director	Mr. Arjun Govind Raghupathy
2.	DIN	02700864
3.	Brief Profile and Nature of Expertise	Mr Arjun is an engineering graduate from Anna University. He has been a Director from 2016. He has expertise and in-depth knowledge in business operations, client interaction and business management and he is responsible for achieving business targets and long-term viability, profitability and growth of the Company.
4.	Date of Birth (Age)	26/12/1989 (36 Years)
5.	Nationality	Indian
6.	Date of First Appointment	11/11/2016
7.	Qualification	Mr Arjun Govind Raghupathy, is a Graduate in Mechanical Engineering from Anna University
8.	Directorship of other Boards	1. BGR Estate Holdings Limited 2. Ani Constructions Private Limited 3. Pragati Computers Limited 4. BGR Aquaatech India Limited 5. Nannilam Property Private Limited 6. BGR Boilers Private Limited 7. Vaani Estates Private Limited 8. Mega Funds India Limited 9. Menmai Estate Private Limited 10. Sravanaa Properties Limited 11. BGR Turbines Company Private Limited 12. Sasikala Estate Private Limited 13. BGR Investment Holdings Company Limited

9.	Chairmanship/Membership of Board Committees of the other companies	NIL
10.	Number of meetings of the Board attended during the Financial Year 2025-26	4
11.	Listed Entities from which resigned in the past three years	NIL
12.	Shareholding in the Company (including shareholding as beneficial owner)	2220 Shares
13.	Terms and conditions for re-appointment	As mentioned in the Explanatory Statement
14.	Remuneration	Rs. 10,41,715 /- P.A
15.	Relationship with other Directors and Key Managerial Personnel of the Company	Mr Arjun and Mrs Sasikala Raghupathy are related inter se

For and on behalf of the Board

S. SUNDAR
COMPANY SECRETARY & COMPLIANCE OFFICER
Membership No: A9926

Date:29th July 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
Website: https://www.bgrcorp.com.