

NOTICE OF THE THIRTY EIGHTH ANNUAL GENERAL MEETING

Notice is hereby given that the Thirty Eighth Annual General Meeting of the shareholders of BGR Energy Systems Limited will be held on **Friday, August 09, 2024, at 12:30 p.m. (IST)** through Video Conferencing/Other Audio-Visual Means ("VC/OVAM"), to transact the following businesses.

ORDINARY BUSINESS:

1. ADOPTION OF AUDITED STANDALONE FINANCIAL STATEMENTS

To receive, consider, approve and adopt the Audited Standalone Financial Statements of the Company for the financial year ended March 31, 2024, together with the Reports of the Board of Directors and Auditors thereon.

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

"RESOLVED THAT the Audited Standalone Financial Statements of the Company for the Financial Year ended 31st March, 2024 and the Reports of the Board of Directors and Auditors thereon, as circulated to the Members, be considered and adopted."

2. ADOPTION OF AUDITED CONSOLIDATED FINANCIAL STATEMENTS

To receive, consider, approve and adopt the Audited Consolidated Financial Statements of the Company for the financial year ended March 31, 2024, together with the Report of the Auditors thereon. To consider and, if thought fit, to pass the following Resolution as an **Ordinary Resolution**:

"RESOLVED THAT the Audited Consolidated Financial Statements of the Company for the Financial Year ended 31st March, 2024 and the Report of the Auditors thereon, as circulated to the Members, be considered and adopted."

3. APPOINTMENT OF MR. ARJUN GOVIND RAGHUPATHY (DIN: 02700864) AS DIRECTOR, LIABLE TO RETIRE BY ROTATION AND BEING ELIGIBLE, OFFERS HIMSELF FOR RE-APPOINTMENT

To appoint a Director in place of Mr. Arjun Govind Raghupathy (DIN: 02700864) who retires by rotation in terms of section 152(6) of the Companies Act, 2013 and being eligible, seeks re-appointment. To consider and, if thought fit, to pass the following Resolution as an **Ordinary Resolution**:

"RESOLVED THAT Mr. Arjun Govind Raghupathy (DIN: 02700864), who retires by rotation and being eligible for re-appointment, be re-appointed as a Director of the Company."

SPECIAL BUSINESS:

4. APPOINTMENT OF MR. SADASIVAM DEIVANAYAGAM (DIN: 07622466) AS AN INDEPENDENT DIRECTOR OF THE COMPANY:

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

"RESOLVED THAT pursuant to Section 149,150,152 and 161 of the Companies Act, 2013 read with Schedule IV of the Act and Companies (Appointment and qualification of Directors) Rule, 2014 and other applicable provision of the Companies Act, 2013 ("the Act") and Regulations 16, 17 and 25 (2A) of the Securities and Exchange Board of India (Listing Obligation and Disclosure Requirement) Regulations, 2015 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), **Mr. SADASIVAM DEIVANAYAGAM (DIN: 07622466)** who was appointed as an Additional Director in the capacity of an Non-Executive Independent Director of the Company w.e.f. May 14, 2024 on recommendation of Nomination and Remuneration Committee, by the Board and who has submitted a declaration that he meets the criteria for independence as provided in Section 149(6) of the Act, who is eligible for such appointment, who holds the office up to the date of ensuing Annual General Meeting, be and is hereby appointed as the "Non-Executive Independent Director" of the Company to hold office for a first term of 1 (one) consecutive years commencing

from May 14, 2024 till May 13, 2025 (both days inclusive), and that he shall not be liable to retire by rotation.

RESOLVED FURTHER THAT any one of the Directors or Company Secretary of the Company of the company be and is hereby authorized to sign and submit necessary forms with Registrar of Companies and to intimate to Stock exchange and also do all such acts and deeds as may be necessary in this regard.”

5. APPOINTMENT OF Mr. KRISHNAMOORTHY MEYYANATHAN (DIN: 07845698) AS AN INDEPENDENT DIRECTOR OF THE COMPANY:

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

RESOLVED THAT pursuant to Section 149,150,152 and 161 of the Companies Act, 2013 read with Schedule IV of the Act and rules Companies (Appointment and qualification of Directors) Rule, 2014 and other applicable provision of the Companies Act, 2013 (“the Act”) and Regulations 16, 17 and 25 (2A) of the Securities and Exchange Board of India (Listing Obligation and Disclosure Requirement) Regulations, 2015 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), **Mr. KRISHNAMOORTHY MEYYANATHAN (DIN: 07845698)** who was appointed as an Additional Director in the capacity of an Non-Executive Independent Director of the Company w.e.f. May 14, 2024 on recommendation of Nomination and Remuneration Committee, by the Board and who has submitted a declaration that he meets the criteria for independence as provided in Section 149(6) of the Act, who is eligible for such appointment, and who holds the office up to the date of ensuing Annual General Meeting, be and is hereby appointed as the “Non-Executive Independent Director” of the Company to hold office for a first term of 1 (one) consecutive years commencing from May 14, 2024 till May 13, 2025 (both days inclusive), and that he shall not be liable to retire by rotation.

RESOLVED FURTHER THAT any one of the Directors or Company Secretary of the Company of the company be and is hereby authorized to sign and submit necessary forms with Registrar of Companies and to intimate to Stock exchange and also do all such acts and deeds as may be necessary in this regard.”

6. APPOINTMENT OF Mr. SURILISUBBU VASUDEVAN (DIN: 10388399) AS AN INDEPENDENT DIRECTOR OF THE COMPANY:

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

RESOLVED THAT pursuant to Section 149,150,152 and 161 of the Companies Act, 2013 read with Schedule IV of the Act and rules Companies (Appointment and qualification of Directors) Rule, 2014 and other applicable provision of the Companies Act, 2013 (“the Act”) and Regulations 16, 17 and 25 (2A) of the Securities and Exchange Board of India (Listing Obligation and Disclosure Requirement) Regulations, 2015 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), **Mr. SURILISUBBU VASUDEVAN (DIN: 10388399)** who was appointed as an Additional Director in the capacity of an Non-Executive Independent Director of the Company w.e.f. May 14, 2024 on recommendation of Nomination and Remuneration Committee, by the Board and who has submitted a declaration that he meets the criteria for independence as provided in Section 149(6) of the Act, who is eligible for such appointment, and who holds the office up to the date of ensuing Annual General Meeting, be and is hereby appointed as the “Non-Executive Independent Director” of the Company to hold office for a first term of 1 (one) consecutive years commencing from May 14, 2024 till May 13, 2025 (both days inclusive), and that he shall not be liable to retire by rotation.

RESOLVED FURTHER THAT any one of the Directors or Company Secretary of the Company of the company be and is hereby authorized to sign and submit necessary forms with Registrar of Companies and to intimate to Stock exchange and also do all such acts and deeds as may be necessary in this regard.”

7. APPOINTMENT OF Mr. JEYAKRISHNA GANESAN (DIN: 03208035) AS AN EXECUTIVE DIRECTOR (EXECUTIVE-NON INDEPENDENT) OF THE COMPANY:

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

"RESOLVED THAT in accordance with the provisions of 152 and 161 read with other applicable provisions of the Companies Act, 2013 and the rules made thereunder, Regulation 17 and the other applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time and such other provisions as may be applicable in accordance with the provisions of the Articles of Association of the Company, (including any statutory modification(s) or re-enactment(s) thereto, for the time being in force, **Mr. JEYAKRISHNA GANESAN (DIN: 03208035)**, who was appointed as an Additional Director in the capacity of an Executive Non Independent Director of the Company w.e.f. May 14, 2024, by the Board of Directors of the Company pursuant to the recommendation of the Nomination and Remuneration Committee and who holds the office up to the date of ensuing Annual General Meeting be and is hereby appointed as an Executive Director, Non-Independent Director liable to retire by rotation.

RESOLVED FURTHER THAT any one of the Directors or Company Secretary of the Company be and is hereby authorized to sign and submit necessary forms with Registrar of Companies and to intimate to Stock exchange and also do all such acts and deeds as may be necessary in this regard."

8. APPROVAL FOR CONTINUATION OF APPOINTMENT OF MRS. SASIKALA RAGHUPATHY (DIN: 00490686), CHAIRPERSON, AS NON-EXECUTIVE AND NON-INDEPENDENT DIRECTOR OF THE COMPANY:

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

"RESOLVED THAT pursuant to the provisions of Section 152 of the Companies Act, 2013 ('the Act') read with Regulation 17(1D) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, ('the SEBI Listing Regulations') (including any statutory modification or re-enactment(s) thereof for the time being in force), the Articles of Association of the Company, approvals and recommendation of the Nomination and Remuneration Committee and that of the Board of Directors, consent of the Members be and is hereby accorded for continuation of appointment of MRS. SASIKALA RAGHUPATHY (DIN: 00490686), as Non-Executive Director and Chairperson (designated as Non-Executive and Non-Independent Director) of the Company whose office shall not be liable to retire by rotation.

RESOLVED FURTHER THAT the Board be and is hereby authorized to delegate all or any of the powers to any committee of directors with power to further delegate to or any other Officer(s)/ Authorized Representative(s) of the Company to do all acts, deeds and things and take all such steps as may be necessary, proper or expedient to give effect to this resolution."

9. INCREASE IN THE AUTHORIZED SHARE CAPITAL OF THE COMPANY AND CONSEQUENTIAL ALTERATION TO MEMORANDUM OF ASSOCIATION OF THE COMPANY:

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

"RESOLVED THAT pursuant to the provisions of Section 13, 61(1) and 64 and any other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Share Capital and Debentures) Rules, 2014 (including any statutory modifications or re-enactments thereof for the time being in force), and consent of the members be and is hereby accorded to increase the Authorized Share Capital of the Company **from** ₹1,00,00,00,000 (Rupees One Hundred Crore only) divided into 10,00,00,000 (Ten Crore only) equity shares having face value of ₹10/- (Rupees Ten only) each **to** ₹17,00,00,00,000 (Rupees One Thousand Seven Hundred Crore only) divided into 1,70,00,00,000 (One Hundred Seventy Crore only) equity shares having face value of ₹10/- (Rupees Ten only) each, by addition of ₹ 16,00,00,00,000 (Rupees One Thousand Six Hundred Crore only) equity shares having face value of ₹10/- (Rupees Ten only) each.

RESOLVED FURTHER THAT consequent to the increase in the Authorized Share Capital, Clause V of the Memorandum of Association of the Company, relating to Share Capital of the Company, be and is hereby altered by deleting the same and substituting in its place and stead, the following as new 5th Clause:

"V (a) The Authorized Share Capital of the Company is ₹17,00,00,00,000 (Rupees One Thousand Seven Hundred Crore only) divided into 1,70,00,00,000 (One Hundred Seventy Crore only) equity shares having face value of ₹10/- (Rupees Ten only) each, with such rights privileges and conditions attached thereto as may be determined by the Board of Directors of the Company at the time of issue of these shares, subject to the provisions of the Companies Act, 2013."

RESOLVED FURTHER THAT any one of the Directors and/or the Company Secretary of the Company, be and are hereby severally authorized to do and perform all such acts, deeds, matters and things as may be required or deemed necessary or incidental thereto including signing and filing all the e-forms and other documents with the statutory authorities, and to sign and execute all such agreements, deeds, documents and writings as may be necessary for and on behalf of the Company and to settle and finalize all issues that may arise in this regard in order to give effect to this resolution and to delegate all or any of the powers conferred herein as they may deem fit."

10. RATIFICATION AND APPROVAL OF MATERIAL RELATED PARTY TRANSACTION:

To consider and if thought fit, to pass with or without modification(s) the following resolution *as an Ordinary Resolution:*

"RESOLVED THAT pursuant to Section 188 of the Companies Act, 2013 ("Act") and other applicable provisions, if any, read with Rule 15 of the Companies (Meetings of Board and its Powers) Rules, 2014, as amended and Regulation 23 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (Listing Regulations) and the Company's policy on Related Party transaction(s), ratification and approval of the Shareholders be and is hereby accorded for the related party transaction/(s) with M/s. ARGO RAIMENT LLP (LLPIN: AAE0261), a related party within the meaning of Section 2(76) of the Act and Regulation 2(1)(zb) of the Listing Regulations, taken together during the financial year 2023-2024 amounting to Rs. 81.89 crores (Rupees Eighty one crores and Eighty Nine Lakhs being material related party transactions exceeding 10% of Annual Consolidated Turnover carried out at arm's length basis and in ordinary course of business of the Company."

"RESOLVED FURTHER THAT the Board of Directors be and is hereby authorised to delegate all or any of the powers conferred on it by or under this resolution to the Audit Committee of the Company and to do all acts and take such steps as may be considered necessary or expedient to give effect to the aforesaid resolution."

11. RATIFICATION OF COST AUDITOR'S REMUNERATION FOR FY 2024-25:

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, 2025.

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."

By Order of the Board of Directors

Place: Chennai

S. Sundar

Date :04-07-2024

Company Secretary & Compliance Officer

(Membership No. A9926)

Registered Office:

A-5, Pannamgadu Industrial Estate, Ramapuram Post, Sullurpet Taluk,
Nellore District, Andhra Pradesh – 524 401 CIN – L40106AP1985PLC005318
E-mail id: investors@bgrenergy.com. Website address: www.bgrcorp.com

NOTES TO MEMBERS

1. The Ministry of Corporate Affairs ("MCA") *inter-alia* has vide its General Circular No.09/2023 dated September 25, 2023 read with General Circular No.10/2022 dated 28th December 2022, General Circular No. 02/2021 dated 13th January 2021, General Circular No.20/2020 dated 5th May 2020, General Circular No.17/2020 dated 13th April 2020, General Circular No. 14/2020 dated 8th April 2020 (collectively referred to as "MCA Circulars") has permitted the holding of the Annual General Meeting through Video Conferencing ("VC") or through Other Audio-visual Means ("OAVM"), on or before 30th September 2024 **without the physical presence of the Members at a common venue.**
2. In compliance with the provisions of the Companies Act, 2013 ("the Act"), SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") and MCA Circulars, the 38th Annual General Meeting ("**Meeting**" or "**AGM**") of the Company is being held through VC/OAVM on Friday, August 09, 2024, at 12:30 p.m. (IST). The proceedings of the AGM are deemed to be conducted at the Registered Office of the Company situated at A-5, Pannamgadu Industrial Estate, Ramapuram Post, Sullurpet Taluk, Nellore District, Andhra Pradesh – 524 401.
3. 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 or OAVM, the requirement of physical attendance of members has been dispensed with.

Accordingly, in terms of the MCA 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 the AGM are not annexed to this notice.
4. Institutional Investors, who are Members of the Company, are encouraged to attend and vote at the AGM through VC/OAVM facility. Corporate Members/ Institutional Investors (i.e. other than Individuals, HUFs, NRIs etc.) who are intending to appoint their authorized representatives pursuant to sections 112 and 113 of the Act, as the case may be, to attend the AGM through VC / OAVM or to vote through remote e-voting are requested to send a certified copy of the Board Resolution to the Scrutinizer by e-mail at rsaevoting@gmail.com with a copy marked to evoting@nsdl.co.in and investors@bgrenergy.com **not later than 48 hours before the scheduled time of the commencement of the Meeting.** Corporate Members/Institutional Shareholders (i.e. other than Individuals, HUFs, NRIs etc.) can also upload their Board Resolution/Power of Attorney/Authority Letter etc. by clicking on the "Upload Board Resolution/ Authority Letter" displayed under the "e-voting" tab in their login.
5. The attendance of the Members attending the AGM through VC/OAVM will be counted for the purpose of reckoning the quorum under section 103 of the Act.
6. As per the provisions of Clause 3.A.II. of the General Circular No. 20/ 2020 dated May 5, 2020, the matters of Special Business as appearing from Item No. 4 to 11 of the accompanying Notice, is considered to be unavoidable by the Board and hence, forming part of this Notice.

7. The Explanatory Statement according to section 102 of the Act setting out material facts concerning the business under Item No. 4 to item 11 of the Notice is annexed hereto. The relevant details, pursuant to Regulation 36(3) of the Listing Regulations and SS-2 Secretarial Standard on General Meeting issued by the Institute of Company Secretaries of India, in respect of a Director seeking re-appointment at the AGM are provided as an annexure to the Notice. Requisite declarations have been received from a Director for seeking re-appointment.
8. **The Members can join the AGM in the VC/OAVM mode by following the procedure mentioned in the Notice 30 minutes before the scheduled time of commencement of the Meeting and shall be kept open throughout the AGM.** Pursuant to Regulation 44(6) of Listing Regulations, the Company is also providing a live webcast of the proceedings of the AGM. The Members will be able to view the proceedings on National Securities Depository Limited's ('NSDL') e-voting website at www.evoting.nsdl.com. The facility of participation at the AGM through VC/OAVM will be made available to at least 1,000 Members on a first come first served basis as per the MCA Circulars. This will not include large shareholders (shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, Auditors etc. who are allowed to attend the AGM, without restriction on account of a first come first served basis.
9. In compliance with the aforesaid MCA Circulars and Circular Nos. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated May 12, 2020, SEBI/HO/CFD/CMD2/CIR/P/2021/11 dated January 15, 2021, SEBI/HO/CFD/CMD2/CIR/P/2022/62 dated May 13, 2022 and SEBI/HO/CFD/PoD-2/P/CIR/2023/4 dated January 5, 2023 and SEBI/HO/CFD/CFD-PoD-2/P/CIR/20231767 dated 7th October 2023 issued by SEBI, the Notice convening the AGM and Annual Report are being sent only through electronic mode to those Members whose e-mail addresses are registered with the Company/Depositories.
10. The Notice convening the AGM and Annual Report have been uploaded on the website of the Company at www.bgrcorp.com and may also be accessed from the relevant section of the websites of the Stock Exchanges i.e. BSE Limited and National Stock Exchange of India Limited www.bseindia.com and www.nseindia.com. The same are also available on the website of NSDL at www.evoting.nsdl.com
11. In terms of Regulation 40(1) of the Listing Regulations, as amended, securities of listed companies can be transferred only in dematerialized form with effect from April 1, 2019, except in case of request received for transmission or transposition of securities. Further, SEBI had fixed March 31, 2021, as the cut-off date for the re-lodgement of transfer deeds and the shares that are re-lodged for transfer shall be issued only in dematerialized mode. The requests for effecting transfer/transmission/transposition of securities shall not be processed unless the securities are held in the dematerialized form. Transfers of equity shares in electronic form are effected through the Depositories with no involvement of the Company. Members holding shares in physical form are requested to consider converting their holdings to dematerialized form. Members can contact the Company's Registrar and Transfer Agent, Link Intime India Private Limited ("**Registrar**" or "**RTA**" or "**Link Intime**") at rnt.helpdesk@linkintime.co.in for assistance in this regard.
12. Members are requested to intimate changes, if any, about their name, postal address, e-mail address, telephone/ mobile numbers, PAN, power of attorney registration, bank mandate details, etc. to their Depository Participant ("DP") in case the shares are held in electronic form and to the RTA in case the shares are held in physical form, in prescribed **Form No. ISR-1**, quoting their folio number and enclosing the self-attested supporting document. Further, Members may note that SEBI has mandated the submission of PAN by every participant in the securities market.
13. As per the provisions of section 72 of the Act, the facility for making a nomination is available for the Members in respect of the shares held by them. Members who have not yet registered their nominations are requested to register the same by submitting **Form No. SH-13**. If a Member desires to cancel the earlier nomination and record a fresh nomination, he may submit the same in **Form No. SH-14**. Members who are either not desiring to register for Nomination or would want to opt-out, are requested to fill out and submit **Form No. ISR- 3**. The said forms can be downloaded from the RTA's website at <https://www.linkintime.co.in>. Members are requested to submit the said form to their DP in case the shares are held in electronic form and to the RTA in case the shares are held in physical form, quoting their folio no.

14. The format of the Register of Members prescribed by the MCA under the Act requires the Company/ RTA to record additional details of Members, including their PAN details, e-mail address, bank details for payment of dividends, etc. **Form No. ISR-1** for capturing additional details is available on the Company's website. Members holding shares in physical form are requested to submit the filled-in **Form No. ISR-1** to the RTA in physical mode.
15. Members holding shares in electronic form are requested to submit the details to their respective DP only and not to the Company or RTA. Members holding shares in physical form, in identical order of names, in more than one folio are requested to send to the Company or RTA, the details of such folios together with the share certificates and self- attested copies of the PAN card of the holders for consolidating their holdings in one folio. A consolidated share certificate will be issued to such Members after making the requisite changes. The consolidation will be processed in demat form.
16. During the AGM, Members may access the electronic copy of the Register of Directors and Key Managerial Personnel and their shareholding maintained under section 170 of the Act and the Register of Contracts and Arrangements in which Directors are interested maintained under section 189 of the Act. Members desiring inspection of statutory registers and other relevant documents may send their request in writing to the Company at investors@bgrenergy.com **latest by Thursday, August 8, 2024 (upto 5:00 p.m.)**
17. To prevent fraudulent transactions, Members are advised to exercise due diligence and notify the Company of any change in address or demise of any Member as soon as possible. Members are also advised to not leave their demat account(s) dormant for long. Periodic statement of holdings should be obtained from the concerned DP and holdings should be verified from time to time.
18. To support the 'Green Initiative', Members who have not yet registered their e-mail address are requested to register the same with their DP in case the shares are held by them in electronic form and with the Company in case the shares are held by them in physical form.
19. **Process for those shareholders whose e-mail address are not registered with the Depositories/the Company for procuring User ID and Password and registration of e-mail address for e-voting for the resolutions set out in this Notice:**
 - a. In case shares are held in physical form, please provide folio no., name of member, 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) to the Company's e-mail address at investors@bgrenergy.com.
 - b. In case shares are held in demat mode, please provide DPID-Client ID (16-digit DPID + Client ID or 16-digit beneficiary ID), name, client master or copy of Consolidated Account Statement, PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) to the Company's e-mail address at investors@bgrenergy.com.
 - c. The individual shareholders holding securities in demat mode are requested to follow steps mentioned below in Para 29 under Step 1 (A) i.e. "Login method for remote e-voting and joining the virtual meeting for individual shareholders holding securities in demat mode".
 - d. Alternatively, Members may send a request to NSDL at evoting@nsdl.co.in for procuring User ID and Password for e-voting by providing above mentioned documents.
 - e. In terms of the SEBI circular dated December 9, 2020, on the 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 DPs. Shareholders are required to update their mobile number and e-mail address correctly in their demat account to access the e-voting facility.
20. **Registration of e-mail address permanently with Company/DP:** Members are requested to register the same with their concerned DPs, in respect of electronic holding and with RTA, in respect of physical holding, by submitting the **Form No. ISR-1**, duly filled and signed by the holders. Further, those Members who have already registered their e-mail address are requested to keep their e-mail address validated/updated with their DPs/Link Intime to enable servicing of notices/documents/Annual Reports and other communications electronically to their e-mail address in the future.
21. According to the provisions of section 108 of the Act read with Rule 20 of the Companies

(Management and Administration) Rules, 2014 (as amended) and Regulation 44 of Listing Regulations (as amended), and the MCA Circulars, the Company is providing the 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 NSDL for facilitating voting through electronic means, as the authorized agency. The facility of casting votes by a member using a remote e-voting system as well as e-voting during the AGM will be provided by NSDL.

22. Members of the Company holding shares either in physical form or in electronic form as of the cut-off date of **Friday, August 02, 2024 (cut-off date not earlier than 7 days before the AGM)**, may cast their vote by **remote e-voting. The remote e-voting period commences on Tuesday, August, 06, 2024 at 9:00 a.m. (IST) and ends on Thursday, August 08, 2024, at 5:00 p.m. (IST)**. The remote e-voting module shall be disabled by NSDL for voting thereafter. Once the vote on a resolution is cast by the Member, the Member shall not be allowed to change it subsequently. The voting rights of the Members (for voting through remote e-voting before the AGM and e-voting during the AGM) shall be in proportion to their share of the paid-up equity share capital of the Company as of the **cut-off date of Friday, August 02, 2024**. Subject to receipt of the requisite number of votes, the Resolutions passed by remote e-voting are deemed to have been passed as if they have been passed at the AGM i.e., **Friday, August 09, 2024**. The Notice of the AGM indicating the instructions for the remote e-voting process can be downloaded from the NSDL's website www.evoting.nsdl.com or the Company's website www.bgrcorp.com.
23. The Register of Members and the Share Transfer Books of the company shall remain closed from Saturday, 3rd August, 2024 to Friday, 9th August, 2024 (both days inclusive) for the Annual General Meeting.
24. Members will be provided with the facility for voting through an electronic voting system during the VC proceedings at the AGM and Members participating at the AGM, who have not already cast their vote by remote e-voting, will be eligible to exercise their right to vote during such proceedings of the AGM. Members who have cast their vote by remote e-voting prior to the AGM will also be eligible to participate at the AGM but shall not be entitled to cast their vote again on such resolutions for which the member has already cast the vote through remote e-voting.
25. A person whose name is recorded in the Register of Members or the Register of Beneficial Owners maintained by the Depositories as on the cut-off date i.e. **Friday, August 02, 2024**, shall be entitled to avail the facility of remote e-voting before the AGM as well as e-voting during the AGM. Any person holding shares in physical form and non-individual shareholders, who acquire shares of the Company and becomes a Member of the Company after the dispatch of this Notice and holding shares as on the cut-off date, i.e. **Friday, August 02, 2024**, may obtain the User ID and Password by sending a request along with the requisite documents as mentioned in para 18 above, at evoting@nsdl.co.in. However, if you are already registered with NSDL for remote e-voting, then you can use your existing User ID and Password for casting your vote. If you forgot your password, you can reset your password by using "Forgot User Details/Password" or "Physical User Reset Password" option available on www.evoting.nsdl.com or contact at 022 - 4886 7000 and 022 - 2499 7000. In the case of individual shareholders holding securities in demat mode and who acquires shares of the Company and becomes a Member of the Company after sending of the Notice and holding shares as of the cut-off date i.e. **Friday, August 02, 2024**, may follow steps mentioned in Para 31 below under Step 1 (A) i.e. "Login method for remote e-voting and joining the virtual meeting for individual shareholders holding securities in demat mode".
26. The Chairman shall, at the AGM, at the end of discussion on the resolutions on which voting is to be held, allow voting, by use of e-voting system for all those Members who are present during the AGM through VC/OAVM but have not cast their votes by availing the remote e-voting facility. The e-voting module during the AGM shall be disabled by NSDL for voting 15 minutes after the conclusion of the Meeting.
27. M/s. Mohan Kumar & Associates, Practicing Company Secretaries has been appointed as the Scrutinizer by the Board for providing a facility to the Members of the Company to scrutinize the remote e-voting process before the AGM as well as remote e-voting during the AGM fairly and transparently.
28. The Scrutinizer will submit their report to the Chairperson or any other person authorized by the

Chairperson after the completion of the scrutiny of the e-voting (votes cast during the AGM and votes cast through remote e-voting), not later than 2 working days from the conclusion of the AGM. The result declared along with the Scrutinizer's Report shall be communicated to the stock exchanges on which the Company's shares are listed, NSDL, and RTA, and will also be displayed on the Company's website at www.bgcorp.com.

29. Members are encouraged to submit their questions in advance concerning the financial statements or any other matter to be placed at the AGM, from their registered e-mail address, mentioning their name, DP ID and Client ID number/folio number, and mobile number, to reach the Company's e-mail address at investors@bgrenergy.com before **5.00 p.m. (IST) on Monday, August 05, 2024**. Queries that remain unanswered at the AGM will be appropriately responded to by the Company at the earliest, post the conclusion of the AGM.

30. Members who would like to express their views/ask questions as a speaker at the Meeting may pre-register themselves by sending a request from their registered e-mail address mentioning their name, DP ID and Client ID/ folio number, PAN, and mobile number at investors@bgrenergy.com **between Friday, August 02, 2024 (9:00 a.m. IST) and Tuesday, August 06, 2024 (5:00 p.m. IST)**. Only those Members who have pre-registered themselves as a speaker on the dedicated e-mail address investors@bgrenergy.com will be allowed to express their views/ask questions during the AGM. When a pre-registered speaker is invited to speak at the meeting but he/she does not respond, the next speaker will be invited to speak. Accordingly, all speakers are requested to get connected to a device with a video/camera along with good internet speed. The Company reserves the right to restrict the number of questions and number of speakers, as appropriate, for smooth conduct of the AGM.

31. **THE INSTRUCTIONS FOR MEMBERS FOR REMOTE E-VOTING, VOTING DURING THE MEETING, AND JOINING THE ANNUAL GENERAL MEETING ARE AS UNDER:**

The remote e-voting period begins on Tuesday, August 06, 2024, at 9:00 a.m. (IST) and ends on Thursday, August 08, 2024, at 5:00 p.m. (IST). 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, August 02, 2024** 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 of the cut-off date, **Friday, August 02, 2024**.

How to vote electronically using the NSDL e-voting system? The way to vote electronically on the 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 the virtual meeting for individual shareholders holding securities in demat mode



In terms of the 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 e-mail address 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
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<p>Individual shareholders holding securities in demat mode with NSDL.</p>	<p>1. If you are already registered for NSDL IDeAS facility, please visit the e-services website of NSDL. Open web browser by typing the following URL: https://eservices.nsdl.com/ either on a personal computer or on a mobile. Once the home page of e-services is launched, click on the "Beneficial Owner" icon under "Login" which is available under "IDeAS" section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-voting services. Click on "Access to e-voting" under e-voting services and you will be able to see e-voting page. Click on options available against company name or e-voting service provider - NSDL and you will be re-directed to NSDL e-voting website for casting your vote during the remote e-voting period or joining virtual meeting</p>
	<p>2. If the user is 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</p>
	<p>3. 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 held with NSDL), Password/OTP and a Verifi 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 options available against company name or e-voting service provider</p>

Type of Shareholders	Login Method
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	<p>4. Shareholders/Members can also download NSDL Mobile App "NSDL Speede" facility by scanning the QR code mentioned below for seamless voting experience.</p> <p>NSDL Mobile App is available on</p> <p>AppStore Google Play</p>  
<p>Individual shareholders holding securities in demat mode with CDSL</p>	<ol style="list-style-type: none"> Existing users who have opted for Easi/Easiest, they can login through their User ID and Password. Option will be made available to reach e-voting page without any further authentication. The URL for users to login to Easi/Easiest are https://web.cdslindia.com/myeasinew/home/login or www.cdslindia.com and click on New System Myeasi. After successful login of Easi/Easiest the user will be also able to see the E-Voting Menu. The Menu will have links of e-voting service provider i.e. NSDL. Click on NSDL to cast your vote. 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. Alternatively, the user can directly access e-voting page by providing Demat Account Number and PAN No. from a link in www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered mobile & e-mail as recorded in the demat account. After successful authentication, user will be provided links for the respective ESP i.e. NSDL where the e-voting is in progress.
<p>Individual shareholders (holding securities in demat mode) login through their Depository Participants</p>	<p>You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-voting facility. Once logged-in, you will be able to see e-voting option. Once you 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 options available against company name or e-voting service provider-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.</p>
<p>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.</p>	
<p>Helpdesk for individual shareholders holding securities in demat mode for any technical issues related to login through Depositories i.e. NSDL and CDSL:</p>	
<p>Individual shareholders holding securities in demat mode with NSDL</p>	<p>Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or contact at 022 - 4886 7000 and 022 - 2499 7000</p>
<p>Individual shareholders holding securities in demat mode with CDSL</p>	<p>Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at 1800 22 55 33</p>

(B) Login Method 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	Your User ID is:
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*****.
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*****.
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 123901 then user ID is 123901001***

5. Password details for shareholders other than individual shareholders are given below:
 - a. If you are already registered for e-voting, then you can use 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 e-mail address is registered in your demat account or with the company, your 'initial password' is communicated to you on your e-mail address. Trace the e-mail sent to you from NSDL from your mailbox. Open the e-mail 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 e-mail address is not registered, please follow steps mentioned below in **process for those shareholders whose e-mail address 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.co.in 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 125942**" of company (BGR Energy Systems Limited) 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 General 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

- a) Institutional Investors, who are Members of the Company, are encouraged to attend and vote at the AGM through VC/OAVM facility. Corporate Members/ Institutional Investors (i.e. other than individuals, HUF's, NRI's etc.) who are intending to appoint their authorized representatives pursuant to sections 112 and 113 of the Act, as the case may be, to attend the AGM through VC / OAVM or to vote through remote e-voting are requested to send a certified copy of the Board Resolution to the Scrutinizer by e-mail at rsaevoting@gmail.com with a copy marked to evoting@nsdl.co.in and investors@bgreenergy.com, **not later than 48 hours before the scheduled time of the commencement of the Meeting.** Corporate Members/ Institutional Shareholders (i.e. other than Individuals, HUF's, NRI's 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.
 - b) 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.
 - c) 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 and 022 - 2499 7000 or send a request at evoting@nsdl.co.in.
30. **THE INSTRUCTIONS FOR MEMBERS FOR E-VOTING ON THE DAY OF THE AGM ARE AS UNDER:**
- a. The procedure for e-voting on the day of the AGM is same as the instructions mentioned above for remote e-voting.
 - b. 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.
 - c. 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.
 - d. 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.

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

- i. 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 General Meeting**" menu against company name. You are requested to click on VC/ OAVM link placed under Join General 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.
- ii. Members are encouraged to join the Meeting through laptops for better experience.
- iii. Further, speakers will be required to allow camera and use internet with a good speed to avoid any disturbance during the meeting.
- iv. 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 networks. It is therefore recommended to use stable Wi-Fi or LAN connection to mitigate any kind of aforesaid glitches.

By Order of the Board of Directors

For BGR Energy Systems Limited

S. Sundar

Company Secretary & Compliance Officer

(Membership No. A9926)

Place: Chennai

Date :04-07-2024

Registered Office:

A-5, Pannamgadu Industrial Estate, Ramapuram Post, Sullurpet Taluk,
Nellore District, Andhra Pradesh – 524 401 CIN – L40106AP1985PLC005318
E-mail id: investors@bgrenergy.com. Website address: www.bgrcorp.com

BRIEF PARTICULARS & EXPERIENCE IN SPECIFIC FUNCTIONAL AREA OF THE DIRECTORS WHO ARE PROPOSED TO BE APPOINTED/ RE-APPOINTED AS REQUIRED UNDER REGULATION 36(3) OF SEBI (LODR) REGULATIONS, 2015 AND CLAUSE 1.2.5 OF SECRETARIAL STANDARD ON GENERAL MEETINGS

1. Mr. ARJUN GOVIND RAGHUPATHY (FOR ITEM NO.03)

Mr ARJUN GOVIND RAGHUPATHY, is a Graduate in Mechanical Engineering from Anna University, Chennai. Prior to his appointment as Deputy Managing Director & COO in BGR Energy Systems Limited, he was the Managing Director of GEABGR Energy systems Limited and was responsible for business development, sales, contracts, delivery, client interaction, financial management and human resources

2. Mr. SADASIVAM DEIVANAYAGAM (FOR ITEM NO.04)

Mr. SADASIVAM DEIVANAYAGAM (DIN: 07622466) aged 63 years, holds B. Com degree from Madras University, Chennai. He is a Chartered Accountant, Company Secretary & Cost Accountant and holds membership in ICAI, ICSI, ICAI & CMA, IMA, USA.

He has handled Finance, Accounts, Taxations, Consolidation of Multi-company's financials, all kind of Company Secretarial Activities, corporate governance, Compliance, reverse merger and amalgamation, Sick company revival, MIS, Strategic and Business Plan, leadership, working Capital Management (Inventories, Customers, Suppliers, Bank and Payroll), Cash Flow Management, Internal audits and Treasury operation and Arranging both long term and short term finance, Fund raising, financing of new projects and finalization of year end accounts.

3. Mr. KRISHNAMOORTHY MEYYANATHAN (FOR ITEM NO.05)

Mr. KRISHNAMOORTHY MEYYANATHAN (DIN: 07845698) aged 72 years holds degree B.G.L. from Madurai Kamarajar University. He is a Company Secretary, a Fellow Member of the Institute of Company Secretaries of India, New Delhi.

He is one of the senior Practicing Company Secretaries in Chennai carrying on the practice for the past 14 years after about 30 years of experience in employment in reputed State Government Public Sector Undertakings (Tamilnadu Cements Corporation Ltd, TAPCO, AAVIN) in various capacities and retired as Senior Company Secretary (DGM cadre) in January 2010. His experience during employment and practice is in various fields such as Secretarial, Accounts, finance and banking, administration, budgeting and control, inventory control, general administration and management.

4. Mr. SURILISUBBU VASUDEVAN (FOR ITEM NO.06)

Mr. SURILISUBBU VASUDEVAN (DIN: 10388399) is a Fellow Member of the Institute of company secretaries of India, holds a Post Graduate degree in Commerce and is a Chartered Financial Analyst (CFA). He also holds a L.L.B. Degree and a Post Graduate in Law - M.L (International Law and Constitution) from The Department of Legal Studies, University of Madras. He is currently pursuing a PhD (Corporate Restructuring — Mergers and Acquisitions) from Vels University, Chennai.

He has an Overall Managerial Experience spread over three Decades with the first fourteen years being spent in core accounting and MIS in the Middle management Cadre, 25 years post qualification experience in leading textile Mills and Garment manufacturing Units, Steel and power Plants, and service industries, IT infrastructure companies with focus on end to end Finance and Accounts and Secretarial management. He has also handled activities relating to imports and exports & Understanding of all aspects governing operational and production activities and up to date knowledge on regulations/ guidelines and statutory compliances in the industry. He further explored Sourcing of Finance from Banks and institutions right from identification of banks to disbursement including preparation of proposals, project reports, Appraisal reports, loan

documentation, follow up for disbursement and submission of periodical returns to banks, IPO Management, Venture capital and Private Equity, Debt Restructuring, DRT/SARFAESI/ Dealing with senior Advocates for conducting cases in High Court/NCLT.

5. Mr. JEYAKRISHNA GANESAN (FOR ITEM NO.07)

Mr. JEYAKRISHNA GANESAN (DIN: 03208035) aged about 59 years, Graduated in Business Administration from Madurai Kamaraj University in the year 1985; has a Post Graduate Diploma in Personnel Management & Industrial Relations from Annamalai University in the year 1987. He was working in Manali Petrochemicals Ltd & SPIC Electric Power Corporation Ltd, both SPIC group for 11 years and was holding various positions. Mr. Jeyakrishna Ganesan is a HR Professional having more than 3 decades of experience; He is with BGR for the last 20+ years. Currently he is holding the position of President -HR.

6. Mrs. SASIKALA RAGHUPATHY (FOR ITEM NO.08)

Mrs. Sasikala Raghupathy (DIN: 00490686), wife of founder, Mr. B.G. Raghupathy, is the Chairperson. She has been associated with the company since inception and has been a Director on the Board. She is also a Director on the Board of many group companies.

OTHER DETAILS

Name of Director	Mr. ARJUN GOVIND RAGHUPATHY	Mrs. SASIKALA RAGHUPATHY	Mr. JEYAKRISHNA GANESAN
Director Identification Number (DIN)	02700864	00490686	03208035
Type of Directorship/Designation	Managing Director	Non-Executive - Non Independent Director, Chairperson related to Promoter	Executive - Non Independent Director
Date of Birth	26/12/1989	14/05/1956	08/06/1965
Age	34 years	68 years	59 years
Date of First Appointment on the Board	11/11/2016	20/08/1985	14/05/2024
Qualification	B.E.	Graduate	Graduated in Business Administration from Madurai Kamaraj University & Post Graduate Diploma in Personnel Management & Industrial Relations from Annamalai University
Details of remuneration sought to be paid	No increase proposed	Except, Sitting Fee for attending the Board and/or Committee Meetings, which may be paid as approved by the NRC or the Board of Directors, no	Not Applicable

		other remuneration is payable	
Last Remuneration Drawn	Rs. 18.46 lakhs	Not Applicable	Not Applicable
Relationship with other directors and KMP	Son of Mrs. Sasikala Raghupathy, Chairperson of the Board.	Mother of Mr. Arjun Govind Raghupathy, Managing Director of the Company	
Directorship in Companies	<ol style="list-style-type: none"> 1. BGR TURBINES COMPANY (P) LTD 2. BGR INVESTMENT HOLDINGS COMPANY LTD 3. SASIKALA ESTATE (P) LTD 4. ARJUN GOVIN ESTATE (P) LTD 5. SRAVANAA PROPERTIES LTD 6. MENMAI ESTATE (P) LTD 7. MEGA FUNDS INDIA LTD 8. VAANI ESTATES (P) LTD 9. PRAGATI COMPUTERS LTD 10. NANNILAM PROPERTY (P) LTD 11. BGR BOILERS (P) LTD 12. BGR AQUAATECH INDIA LTD 	<ol style="list-style-type: none"> 1. BGR POWER MACHINES LTD 2. VAANI ESTATE DEVELOPERS (P) LTD 3. ARJUN GOVIN ESTATE (P) LTD 4. MENMAI ESTATE (P) LTD 5. SASIKALA ESTATE (P) LTD 6. BGR ESTATE HOLDINGS LTD 7. BGR INVESTMENT HOLDINGS COMPANY LTD 8. ANI CONSTRUCTIONS (P) LTD 9. BGR TURBINES COMPANY (P) LTD 10. MEGA FUNDS INDIA LTD 	No Directorship in other companies
Listed entities from which the Director resigned in the past 3 years*	NIL	NIL	NIL
Chairman/ Member in the Committee of the Boards of Other Public Companies	NIL	NIL	NIL
No of Shares held in Company	4,320 Equity Shares of Rs.10/- each	NIL	NIL
Number of meetings of the Board attended during the year	5	4	Not Applicable
Terms and Conditions	Mr. Arjun Govind Raghupathy shall be re-appointed as Director liable to retire by rotation.	Mrs. Sasikala Raghupathy shall be re-appointed as Director not liable to retire by rotation.	Mr. Jeyakrishna Ganesan shall be appointed as Executive Director liable to retire by rotation.

***Excl*Excludes BGR Energy Systems Limited**

Name of Director	Mr. SADASIVAM DEIVANAYAGAM	Mr. KRISHNAMOORTH MEYYANATHAN	Mr. SURILISUBBU VASUDEVAN
Director Identification Number (DIN)	07622466	07845698	10388399
Type of Directorship/Designation	Non-Executive Independent Director	Non-Executive Independent Director	Non-Executive Independent Director
Date of Birth	28/08/1961	15/01/1952	31/05/1956
Age	63 years	72 years	68 years
Date of First Appointment on the Board	14/05/2024	14/05/2024	14/05/2024
Qualification	B. Com degree from Madras University, Chennai, holds membership in ICAI, ICSI & ICMAI	B.G.L. from Madurai Kamarajar University and FCS	Post Graduate degree in Commerce, CFA, L.L.B. Degree, Post Graduate in Law - M.L (International Law and Constitution) from The Department of Legal Studies, University of Madras and FCS
Details of remuneration sought to be paid	Except, Sitting Fee for attending the Board and/or Committee Meetings, which may be paid as approved by the NRC or the Board of Directors, no other remuneration is payable	Except, Sitting Fee for attending the Board and/or Committee Meetings, which may be paid as approved by the NRC or the Board of Directors, no other remuneration is payable	Except, Sitting Fee for attending the Board and/or Committee Meetings, which may be paid as approved by the NRC or the Board of Directors, no other remuneration is payable
Last Remuneration Drawn	Not Applicable	Not Applicable	Not Applicable
Relationship with other directors and KMP	NIL	NIL	NIL
Directorship in Companies	1. KSUBRA GLOBAL SERVICES (P) LTD	1. MONOTECH SYSTEMS LTD 2. OLYMPIC CARDS LTD	ABS MARINE SERVICES LTD
Listed entities from which the Director resigned in the past 3 years	NIL	NIL	NIL
Chairman/ Member in the Committee of the Boards of Other Public Companies	NIL	Chairman of Audit Committee in CHENNAI MEENAKSHI MULTISPECIALITY HOSPITAL LIMITED & OLYMPIC CARDS LTD.	NIL

		Member of Stakeholders Relationship Committee in M/s. OLYMPIC CARDS LTD.	
No of Shares held in Company	NIL	NIL	NIL
Number of meetings of the Board attended during the year	Not Applicable	Not Applicable	Not Applicable
Terms and conditions	Mr. Sadasivam Deivanayagam shall be appointed as Director (Non-Executive Independent), not liable to retire by rotation.	Mr. Krishnamoorthi Meyyanathan shall be appointed as Director (Non-Executive Independent), not liable to retire by rotation.	Mr. Surilissubbu Vasudevan shall be appointed as Director (Non-Executive Independent), not liable to retire by rotation.

***Excludes BGR Energy Systems Limited**

EXPLANATORY STATEMENT FOR ITEM.NO.4 TO ITEM 11 OF THE NOTICE

As required by section 102 of the Act, the following explanatory statement sets out all material facts relating to the special business mentioned under Item No.4 to Item No. 11 of the accompanying Notice.

ITEM NO. 04: APPOINTMENT OF MR. SADASIVAM DEIVANAYAGAM (DIN: 07622466) AS AN INDEPENDENT DIRECTOR OF THE COMPANY:

Based on the recommendation of the Nomination and Remuneration Committee ('NRC'), the Board of Directors of the Company had appointed of Mr. Sadasivam Deivanayagam (DIN: 07622466) as an Additional Director (Non-Executive Independent) of the Company, w.e.f. May 14, 2024, pursuant to the provisions of Section 149 and 161 of the Companies Act, 2013 (the "Act") read with the Companies (Appointment and Qualifications of Directors) Rules, 2014 and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the "SEBI Listing Regulations"). As per the provisions contained under Section 161 of the Companies Act 2013, Mr. Sadasivam Deivanayagam holds office as an Additional Director (Independent) of the Company up to the date of this Annual General Meeting ("AGM").

Accordingly, the Company has received a notice from a member proposing the candidature of Mr. Sadasivam Deivanayagam, for the office of Director in terms of Section 160 of the Act.

Brief Profile of Mr. Sadasivam Deivanayagam is mentioned above under the head "BRIEF PARTICULARS & EXPERIENCE IN SPECIFIC FUNCTIONAL AREA OF THE DIRECTORS WHO ARE PROPOSED TO BE APPOINTED/ RE-APPOINTED AS REQUIRED UNDER REGULATION 36(3) OF SEBI (LODR) REGULATIONS, 2015 AND CLAUSE 1.2.5 OF SECRETARIAL STANDARD ON GENERAL MEETINGS"

Mr. Sadasivam Deivanayagam has given his consent in form DIR-2 to act as Director in terms of Section 152(5) of the Act and declaration in form DIR-8 that he is not disqualified from being appointed as a Director in terms of Section 164(2) of the Act. The Company has also received a declaration from Mr. Sadasivam Deivanayagam stating that he meets the criteria of independence as prescribed under Section 149(6) of the Act and Regulation 16(1)(b) of the SEBI Listing Regulations. He does not hold any equity shares by himself or on beneficial basis for any other person in the Company as on the date of this Notice. Also, in compliance with the SEBI Order dated June 14, 2018, to the Stock Exchanges and further SEBI Circular No. LIST/COMP/14/2018-19 dated June 20, 2018, this is to confirm that Mr. Sadasivam Deivanayagam has not been debarred from holding the office of director by virtue of any SEBI order or any other such authority.

In the opinion of the Board of Directors, Mr. Sadasivam Deivanayagam fulfils the conditions specified in the Act read with the rules made thereunder and the SEBI Listing Regulations, for his appointment as an Independent Director of the Company and is independent of the Management. All relevant documents in respect of the said item i.e., appointment of Mr. Sadasivam Deivanayagam as an Independent Director are open for inspection by the Members at the Registered Office of the Company between 10.00 a.m. to 12.00 noon, on all working days (except Saturdays, Sundays and Public Holidays), up to the date of the AGM (i.e., August 9, 2024) as well as at the website of the Company.

Mr. Sadasivam Deivanayagam is interested in the resolution set out in Item No. 4 of the Notice with regard to his appointment as a director (non-executive independent) The relatives of Mr. Sadasivam Deivanayagam may be deemed to be interested in the aforesaid resolution to the extent of their shareholding, if any, in the Company. Save and except the above, none of the other Directors and Key Managerial Personnel of the Company and their relatives is in anyway concerned or interested, financially or otherwise, in the resolution set out at Item No. 4 of the Notice.

Accordingly, the Board recommends the Special Resolution as set out in item no. 4 of the accompanying Notice for the appointment of Mr. Sadasivam Deivanayagam as an Independent Director (Non-Executive) to hold office for a period of one year from May 14, 2024 till May 13, 2024 on such terms as stated therein for approval of the Members of the Company. All relevant documents and papers relating to Item No. 4 and referred to in this Notice and Explanatory Statement, shall be open for inspection by the Members of the Company. Members can request inspection of such documents by sending an e-mail to investors@bgrenergy.com.

ITEM NO. 05: APPOINTMENT OF Mr. KRISHNAMOORTHY MEYYANATHAN (DIN: 07845698) AS AN INDEPENDENT DIRECTOR OF THE COMPANY:

Based on the recommendation of the Nomination and Remuneration Committee ('NRC'), the Board of Directors of the Company had appointed of Mr. Krishnamoorthi Meyyanathan (DIN: 07845698) as an Additional Director (Non-Executive Independent) of the Company, w.e.f. May 14, 2024, pursuant to the provisions of Section 149 and 161 of the Companies Act, 2013 (the "Act") read with the Companies (Appointment and Qualifications of Directors) Rules, 2014 and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the "SEBI Listing Regulations"). As per the provisions contained under Section 161 of the Companies Act 2013, Mr. Krishnamoorthi Meyyanathan holds office as an Additional Director (Independent) of the Company up to the date of this Annual General Meeting ("AGM").

Brief Profile of Mr. Krishnamoorthi Meyyanathan is mentioned above under the head "BRIEF PARTICULARS & EXPERIENCE IN SPECIFIC FUNCTIONAL AREA OF THE DIRECTORS WHO ARE PROPOSED TO BE APPOINTED/ RE-APPOINTED AS REQUIRED UNDER REGULATION 36(3) OF SEBI (LODR) REGULATIONS, 2015 AND CLAUSE 1.2.5 OF SECRETARIAL STANDARD ON GENERAL MEETINGS"

Mr. Krishnamoorthi Meyyanathan has given his consent in form DIR-2 to act as Director in terms of Section 152(5) of the Act and declaration in form DIR-8 that he is not disqualified from being appointed as a Director in terms of Section 164(2) of the Act. The Company has also received a declaration from Mr. Krishnamoorthi Meyyanathan stating that he meets the criteria of independence as prescribed under Section 149(6) of the Act and Regulation 16(1)(b) of the SEBI Listing Regulations. He does not hold any equity shares by himself or on beneficial basis for any other person in the Company as on the date of this Notice. Also, in compliance with the SEBI Order dated June 14, 2018, to the Stock Exchanges and further SEBI Circular No. LIST/COMP/14/2018-19 dated June 20, 2018, this is to confirm that Mr. Krishnamoorthi Meyyanathan has not been debarred from holding the office of director by virtue of any SEBI order or any other such authority.

In the opinion of the Board of Directors, Mr. Krishnamoorthi Meyyanathan fulfils the conditions specified in the Act read with the rules made thereunder and the SEBI Listing Regulations, for his appointment as an Independent Director of the Company and is independent of the Management. All relevant documents in respect of the said item i.e., appointment of Mr. Krishnamoorthi Meyyanathan as an Independent Director are open for inspection by the Members at the Registered Office of the Company between 10.00 a.m. to 12.00 noon, on all working days (except Saturdays, Sundays and Public Holidays), up to the date of the AGM (i.e., August 9, 2024) as well as at the website of the Company.

Mr. Krishnamoorthi Meyyanathan is interested in the resolution set out in Item No. 5 of the Notice with regard to his appointment as a director (non-executive independent) The relatives of Mr. Mr. Krishnamoorthi Meyyanathan may be deemed to be interested in the aforesaid resolution to the extent of their shareholding, if any, in the Company. Save and except the above, none of the other Directors and Key Managerial Personnel of the Company and their relatives is in anyway concerned or interested, financially or otherwise, in the resolution set out at Item No. 5 of the Notice.

Accordingly, the Board recommends the Special Resolution as set out in item no. 5 of the accompanying Notice for the appointment of Mr. Krishnamoorthi Meyyanathan as an Independent Director (Non-Executive) to hold office for a period of one year from May 14, 2024 till May 13, 2024 on such terms as stated therein for approval of the Members of the Company. All relevant documents and papers relating to Item No. 5 and referred to in this Notice and Explanatory Statement, shall be open for inspection by the Members of the Company. Members can request inspection of such documents by sending an e-mail to investors@bgrenergy.com.

ITEM NO. 06: APPOINTMENT OF Mr. SURILISUBBU VASUDEVAN (DIN: 10388399) AS AN INDEPENDENT DIRECTOR OF THE COMPANY:

Based on the recommendation of the Nomination and Remuneration Committee ('NRC'), the Board of Directors of the Company had appointed of Mr. Surilishubbu Vasudevan (DIN: 10388399) as an Additional Director (Non-Executive Independent) of the Company, w.e.f. May 14, 2024, pursuant to the provisions of Section 149 and 161 of the Companies Act, 2013 (the "Act") read with the Companies (Appointment and Qualifications of Directors) Rules, 2014 and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the "SEBI Listing Regulations"). As per the provisions contained under Section 161 of the Companies Act 2013, Mr. Surilishubbu Vasudevan holds office as an Additional Director (Independent) of the Company up to the date of this Annual General Meeting ("AGM").

Accordingly, the Company has received a notice from a member proposing the candidature of Mr. Surilishubbu Vasudevan, for the office of Director in terms of Section 160 of the Act.

Brief Profile of Mr. Surilishubbu Vasudevan is mentioned above under the head "BRIEF PARTICULARS & EXPERIENCE IN SPECIFIC FUNCTIONAL AREA OF THE DIRECTORS WHO ARE PROPOSED TO BE APPOINTED/ RE-APPOINTED AS REQUIRED UNDER REGULATION 36(3) OF SEBI (LODR) REGULATIONS, 2015 AND CLAUSE 1.2.5 OF SECRETARIAL STANDARD ON GENERAL MEETINGS"

Mr. Surilishubbu Vasudevan has given his consent in form DIR-2 to act as Director in terms of Section 152(5) of the Act and declaration in form DIR-8 that he is not disqualified from being appointed as a Director in terms of Section 164(2) of the Act. The Company has also received a declaration from Mr. Surilishubbu Vasudevan stating that he meets the criteria of independence as prescribed under Section 149(6) of the Act and Regulation 16(1)(b) of the SEBI Listing Regulations. He does not hold any equity shares by himself or on beneficial basis for any other person in the Company as on the date of this Notice. Also, in compliance with the SEBI Order dated June 14, 2018, to the Stock Exchanges and further SEBI Circular No. LIST/COMP/14/2018-19 dated June 20, 2018, this is to confirm that Mr. Surilishubbu Vasudevan has not been debarred from holding the office of director by

virtue of any SEBI order or any other such authority.

In the opinion of the Board of Directors, Mr. Surilishubbu Vasudevan fulfils the conditions specified in the Act read with the rules made thereunder and the SEBI Listing Regulations, for his appointment as an Independent Director of the Company and is independent of the Management. All relevant documents in respect of the said item i.e., appointment of Mr. Surilishubbu Vasudevan as an Independent Director are open for inspection by the Members at the Registered Office of the Company between 10.00 a.m. to 12.00 noon, on all working days (except Saturdays, Sundays and Public Holidays), up to the date of the AGM (i.e., August 9, 2024) as well as at the website of the Company.

Mr. Surilishubbu Vasudevan is interested in the resolution set out in Item No. 6 of the Notice with regard to his appointment as a director (non-executive independent) The relatives of Mr. Surilishubbu Vasudevan may be deemed to be interested in the aforesaid resolution to the extent of their shareholding, if any, in the Company. Save and except the above, none of the other Directors and Key Managerial Personnel of the Company and their relatives is in anyway concerned or interested, financially or otherwise, in the resolution set out at Item No. 6 of the Notice.

Accordingly, the Board recommends the Special Resolution as set out in item no. 6 of the accompanying Notice for the appointment of Mr. Surilishubbu Vasudevan as an Independent Director (Non-Executive) to hold office for a period of one year from May 14, 2024 till May 13, 2024 on such terms as stated therein for approval of the Members of the Company.

All relevant documents and papers relating to Item No. 6 and referred to in this Notice and Explanatory Statement, shall be open for inspection by the Members of the Company. Members can request inspection of such documents by sending an e-mail to investors@bgrenergy.com.

ITEM NO. 07: APPOINTMENT OF Mr. JEYAKRISHNA GANESAN (DIN: 03208035) AS AN EXECUTIVE DIRECTOR (EXECUTIVE-NON INDEPENDENT) OF THE COMPANY:

Based on the recommendation of the Nomination and Remuneration Committee ('NRC'), the Board of Directors of the Company had appointed of Mr. Jeyakrishna Ganesan (DIN: 03208035) as an Additional Director (Executive Non Independent) of the Company, w.e.f. May 14, 2024, pursuant to the provisions of Section 149 and 161 of the Companies Act, 2013 (the "Act") read with the Companies (Appointment and Qualifications of Directors) Rules, 2014 and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the "SEBI Listing Regulations"). As per the provisions contained under Section 161 of the Companies Act 2013, Mr. Jeyakrishna Ganesan holds office as an Additional Director (Executive Non Independent) of the Company up to the date of this Annual General Meeting ("AGM").

Brief Profile of Mr. Jeyakrishna Ganesan is mentioned above under the head "BRIEF PARTICULARS & EXPERIENCE IN SPECIFIC FUNCTIONAL AREA OF THE DIRECTORS WHO ARE PROPOSED TO BE APPOINTED/ RE-APPOINTED AS REQUIRED UNDER REGULATION 36(3) OF SEBI (LODR) REGULATIONS, 2015 AND CLAUSE 1.2.5 OF SECRETARIAL STANDARD ON GENERAL MEETINGS"

Mr. Jeyakrishna Ganesan has given his consent in form DIR-2 to act as Director in terms of Section 152(5) of the Act and declaration in form DIR-8 that he is not disqualified from being appointed as a Director in terms of Section 164(2) of the Act. He does not hold any equity shares by himself or on beneficial basis for any other person in the Company as on the date of this Notice. Also, in compliance with the SEBI Order dated June 14, 2018, to the Stock Exchanges and further SEBI Circular No. LIST/COMP/14/2018-19 dated June 20, 2018, this is to confirm that Mr. Jeyakrishna Ganesan has not been debarred from holding the office of director by virtue of any SEBI order or any other such authority.

In the opinion of the Board of Directors, Mr. Jeyakrishna Ganesan fulfils the conditions specified in the Act read with the rules made thereunder and the SEBI Listing Regulations, for his appointment as an Executive Director of the Company. All relevant documents in respect of the said item i.e.,

appointment of Mr. Jeyakrishna Ganesan as an Executive Director are open for inspection by the Members at the Registered Office of the Company between 10.00 a.m. to 12.00 noon, on all working days (except Saturdays, Sundays and Public Holidays), up to the date of the AGM (i.e., August 9, 2024) as well as at the website of the Company.

Mr. Jeyakrishna Ganesan is interested in the resolution set out in Item No. 7 of the Notice with regard to his appointment as a director (Executive Non independent) The relatives of Mr. Jeyakrishna Ganesan may be deemed to be interested in the aforesaid resolution to the extent of their shareholding, if any, in the Company. Save and except the above, none of the other Directors and Key Managerial Personnel of the Company and their relatives is in anyway concerned or interested, financially or otherwise, in the resolution set out at Item No. 7 of the Notice.

Accordingly, the Board recommends the Special Resolution as set out in item no. 7 of the accompanying Notice for the appointment of Mr. Jeyakrishna Ganesan as an Executive Non Independent Director on such terms as stated therein for approval of the Members of the Company. All relevant documents and papers relating to Item No. 7 and referred to in this Notice and Explanatory Statement, shall be open for inspection by the Members of the Company. Members can request inspection of such documents by sending an e-mail to investors@bgrenergy.com.

ITEM NO. 08: APPROVAL FOR CONTINUATION OF APPOINTMENT OF MRS. SASIKALA RAGHUPATHY (DIN: 00490686), CHAIRPERSON, AS NON-EXECUTIVE AND NON-INDEPENDENT DIRECTOR OF THE COMPANY:

JUSTIFICATION FOR APPOINTMENT UNDER REG 17(1D) OF SEBI (LODR)

The Members may note that pursuant to SEBI's amendment dated July 15, 2023, applicable with effect from April 1, 2024 read with Regulation 17(1D) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the continuation of a Director serving on the Board of Directors of a listed entity shall be subject to the approval by the Members at a general meeting at least once in every five (5) years from the date of their appointment or reappointment, as the case may be.

Further, the continuation of director serving on the Board of Directors of a listed entity as on March 31, 2024, without the approval of the Members for a period of last five (5) years or more shall be subject to the approval of Members in the first general meeting to be held after March 31, 2024.

Therefore, MRS. SASIKALA RAGHUPATHY (DIN: 00490686) can continue as Director and chairperson of the Company w.e.f. April 01, 2024 only if Members approve continuation of her appointment as Director of the Company.

MRS. SASIKALA RAGHUPATHY (DIN: 00490686) has been associated with the Company since inception as a Director on the Board. Pursuant to the provisions of the Articles of Association of the Company, MRS. SASIKALA RAGHUPATHY (DIN: 00490686) has been nominated by BGR INVESTEMENT COMPANY HOLDINGS LIMITED as a Director on the Board of Directors of the Company, not liable to retire by rotation.

Members may note that MRS. SASIKALA RAGHUPATHY (DIN: 00490686), has played a pivotal role as the Board Member of Company.

The Board believes that her continuation and guidance on the Board will significantly contribute to Company's growth and long-term value creation.

In view of the above and after careful consideration of her performance over the past years and on recommendation of the Nomination and Remuneration Committee, the Board recommends the continuation of MRS. SASIKALA RAGHUPATHY (DIN: 00490686) as Non-Executive and Non-Independent Director w.e.f. March 31, 2024, not be liable to retire by rotation by way of Ordinary Resolution as set out in Item no 8 of this Notice.

Save and except Mrs. Sasikala Raghupathy and her relatives, none of the Directors or Key Managerial Personnel of the Company and their relatives are, in any way, concerned or interested, financially or otherwise, in the said resolution.

ITEM NO. 09: INCREASE IN THE AUTHORIZED SHARE CAPITAL OF THE COMPANY AND CONSEQUENTIAL ALTERATION TO MEMORANDUM OF ASSOCIATION OF THE COMPANY

At present, the Authorised Share Capital of the Company is ₹1,00,00,00,000 (Rupees One Hundred Crore only) divided into 10,00,00,000 (Ten Crore only) equity shares of ₹10/- (Rupees Ten only) each, out of which the issued, subscribed and paid-up equity share capital of the Company is ₹72,16,15,600 (Rupees Seventy Two crore Sixteen Lakhs and Fifteen Thousand Six Hundred Only) divided into 7,21,61,560 (Seven Crore Twenty one Lakhs Sixty One Thousand Five Hundred and Sixty only) equity shares of ₹10/- (Rupees Ten only) each.

Members may note that the Company's business is capital intensive, and for future expansion of the business and other capex / opex requirements, from time to time, the Company may raise the funds by way of issuing equity shares or by convertible debt instruments/ any other securities.

The Board of Directors, at its meeting held on July 04, 2024, approved increase in the Authorised Share Capital of the Company from ₹1,00,00,00,000 (Rupees One Hundred Crore only) divided into 10,00,00,000 (Ten Crore only) equity shares having face value of ₹10/- (Rupees Ten only) each to ₹17,00,00,00,000 (Rupees One Thousand Seven Hundred Crore only) divided into 1,70,00,00,000 (One Hundred Seventy Crore only) equity shares having face value of ₹10/- (Rupees Ten only), subject to approval of the members. Further, in view of increasing the Authorised Share Capital, it is also necessary to amend Clause V of the Memorandum of Association relating to the Authorised Share Capital of the Company.

A copy of the Memorandum of Association of the Company along with the proposed amendment is available for inspection by the members at the Registered Office of the Company between 11:00 AM and 5:00 PM on all working days between Monday to Friday from the date of dispatch of the AGM Notice till August 09, 2024. As per the provisions of Sections 13 & 61 of the Companies Act, 2013, approval of the shareholders is required to be accorded for alteration in the Memorandum of Association and for increasing the Authorised Share Capital of the Company by way of passing an Ordinary Resolution.

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

The Board of Directors, therefore, recommends the resolution as set out in Item No. 09 of the Notice for approval of members of the Company by way of an Ordinary Resolution.

ITEM NO. 10: RATIFICATION AND APPROVAL OF MATERIAL RELATED PARTY TRANSACTION:

In the backdrop of losses in the previous and current financial year and considering the critical need to shore up liquidity position of the Company and to discharge of statutory liabilities and payments to banks in due time, the Company borrowed moneys from M/s. ARGO RAIMENT LLP, a related party within the meaning of Section 2(76) of the Act and Regulation 2(1)(zb) of the Listing Regulations.

Regulation 23(4) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, amended effective 01st April, 2022 requires that all material related party transaction shall require prior approval of the shareholders through resolution and no related party shall vote to approve such resolutions whether the entity is a related party to the particular transaction or not.

A transaction with a related party shall be considered material if the transactions(s) to be entered into individually or taken together with previous transactions during a financial year, exceeds rupees one thousand crore or 10% of the annual consolidated turnover of the Company as per last audited financial statements, whichever is lower.

The Company has sought unsecured loans amounting to Rs 76.95 Crores from the said related party. However, the value of aggregate transactions with M/s. ARGO RAIMENT LLP after considering the interest components i.e. rate of interest of 9.75% p.a payable monthly amounted to Rs. 81.89 crores has exceeded the threshold limit of 10% of the annual consolidated turnover of the Company (Rs. 80.62 crores) and thus a material related party transaction. Hence, ratification of the shareholders is being sought for the said material Related Party Transaction(s) entered into by your Company.

Further, all related party transactions are undertaken after obtaining prior approval of the Audit Committee. The Audit Committee of the Company currently comprises majority of independent directors. All related party transactions have been approved by the Audit Committee after satisfying itself that the related party transactions are at arm's length and in the ordinary course of business. The Audit Committee of the Company reviews on a quarterly basis, the details of all related party transactions entered into by the Company during the previous quarter, pursuant to its approvals.

The Audit Committee and Board of Directors in their meeting held on 10th November 2023 had already considered and approved the related party transactions. As per the recommendations of the Audit Committee, the transactions with ARGO RAIMENT LLP is in ordinary course of business and at arm's length price and beneficial to the Company. Hence, these transactions are in the best interest of the Company and its shareholders.

The details as required under Regulation 23(4) of the Listing Regulations read with SEBI Circular bearing reference no. SEBI/HO/CFD/CMD1/CIR/P/2021/662 dated November 22, 2021 ("SEBI Circular") are set forth below:

TRANSACTIONS BETWEEN THE COMPANY AND RELATED PARTY:

S. No.	Particulars	Details
1.	Name of the related party and its relationship with the listed entity or its subsidiary, including nature of its concern or interest (financial or otherwise)	ARGO RAIMENT LLP
2.	Name of Director(s) or Key Managerial Personnel who is related, if any	Mr. Arjun Govind Raghupathy, Managing Director
3.	Type, tenure, material terms and particulars of the proposed transactions	Ratification of shareholders is being sought for unsecured loan(s) in one or more tranches
4.	Value of the transaction	The monetary value of transactions – Actual principal amount – Rs. 76.95 crores Total Amount of unsecured loan including rate of interest: Rs. 81.898 crores
5.	The percentage of the listed entity's annual consolidated turnover, for the immediately preceding financial year, that is	10.15%

	represented by the value of the transaction (and for a RPT involving a subsidiary, such percentage calculated on the basis of the subsidiary's annual turnover on a standalone basis shall be additionally provided)	
6.	Details of the transaction relating to any loans, inter-corporate deposits, advances or investments made or given by the listed entity or its subsidiary	Not Applicable
7.	Justification as to why the RPT is in the interest of the listed entity	The Material RPTs mentioned in the Resolution with ARGO RAIMENT is in ordinary course of business and at arm's length price. The material RPTs being of operational and critical nature, play a significant role in the Company's business. The transactions were undertaken with a view to ensure continuity of existing operations, achieving synergies and economies of scale, reducing operational and working capital requirements costs, etc.
8.	Any valuation or other external report relied upon by the listed entity in relation to the transactions	Not Applicable
9.	Any other information that may be relevant	All relevant / important information forms part of this Statement setting out material facts pursuant to Section 102(1) of the Companies Act, 2013.

All the Promoters and members of Promoter Group will be deemed to be interested in this resolution, hence shall not vote for this item. No other directors or Key Managerial Personnel and their relative is concerned or interested, financially or otherwise, in the resolution.

The Board of Directors recommends passing of the resolution as set out at item no. 10 of this Notice as an Ordinary Resolution.

ITEM NO. 11 : RATIFICATION OF COST AUDITOR'S REMUNERATION FOR FY 2024-25

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, 2025, 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. Accordingly, the consent of the Members is sought for passing an Ordinary Resolution as set out in Item No.11 of the Notice.

The Board recommends ratification of remuneration of Cost Auditors, as set out in Resolution No. 11 of the Notice for approval by the Members as an Ordinary Resolution.

None of the Director, Key Managerial Personnel, or their respective relatives are, in any way, concerned or interested, financially or otherwise, in the said Resolution.

**By Order of the Board of Directors
For BGR Energy Systems Limited**

Place: Chennai

Date :04-07-2024

S.Sundar

Company Secretary & Compliance Officer

(Membership No. A9926)

Registered Office:

A-5, Pannamgadu Industrial Estate, Ramapuram Post, Sullurpet Taluk,
Nellore District, Andhra Pradesh – 524 401 CIN – L40106AP1985PLC005318
E-mail id: investors@bgreenergy.com. Website address: www.bgrcorp.com

