BGR ENERGY

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

Date: 11th September 2026

To

National Stock Exchange of India Limited
Listing Department
Exchange Plaza, Bandra Kurla Complex,
Bandra (E), Mumbai - 400 051

BSE Limited
Department of Corporate services
PJ Towers, Dalal Street,
Fort, Mumbai - 400 001

NSE Symbol: BGRENERGY

BSE Scrip: 532930

Respected Sir/Madam,

Subject: Outcome of Circular Resolution passed by the Board of Directors of the Company on 11th September 2026

Ref: Intimation under Regulation 30 of SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015

Pursuant to Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time, we wish to inform you that the Board of Directors of the Company, by way of a resolution passed through circulation today i.e., on Friday, 11th September 2026 has approved the proposal to amend the Articles of Association ('AOA') of the Company and recommend to the shareholders' for approving the same in the ensuing 40th Annual General Meeting of the Company scheduled to be held on 22nd September 2026 and also approved the addendum to the notice by including the above business item which shall deemed an integral part of the original Notice of the 40th Annual General Meeting together with the notes and statements contained therein.

In this regard, the brief amendments to be made to AOA of the Company is enclosed as Annexure –I

Kindly take the above information on record.

Thanking You,
Yours truly,

For BGR ENERGY SYSTEMS LIMITED

SRINIVASAN SUNDAR
Digitally signed by SRINIVASAN SUNDAR
Date: 2026.09.11 12:41:01 +05'30'

S. Sundar
Company Secretary & Compliance Officer
Membership No. A9926

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Disclosure as required under Regulation 30 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with SEBI Master Circular No. HO/49/14/14(7)2025-CFD-POD2/I/3762/2026 dated 30th January 2026 is enclosed as below.

Annexure - I

S. No	**Article No:**	**Existing Clause**	**Proposed Clause (Subject to approval of Shareholders)**
1	2(8) Definition of Raghupathy Group	"Raghupathy Group" shall mean, collectively, Mrs. Sasikala Raghupathy and BGR Investment Holdings Company Limited (CIN U65991TN1994PLC027174) and, in each case, their successors and permitted assigns. Mrs.Sasikala Raghupathy shall be the representative of the Raghupathy Group, and in her absence or inability a person specifically authorised by a resolution of the Board of Directors of BGR Investment Holdings Company Limited shall be the representative of the Raghupathy Group	"Raghupathy Group" shall mean, collectively, Mr. Arjun Govind Raghupathy, Mrs. Sasikala Raghupathy and BGR Investment Holdings Company Limited (CIN U65991TN1994PLC027174) and, in each case, their successors and permitted assigns. Mr. Arjun Govind Raghupathy shall be the representative of the Raghupathy Group, and in his absence or inability a person specifically authorised by a resolution of the Board of Directors of BGR Investment Holdings Company Limited shall be the representative of the Raghupathy Group
2	3(3) Binding effect of the representative Decision	Any decision or action of Mrs.Sasikala Raghupathy or in her absence or inability a person specifically authorised in this respect by a resolution passed by the Board of Directors of BGR Investment Holdings	Any decision or action of Mr. Arjun Govind Raghupathy or in his absence or inability a person specifically authorised in this respect by a resolution passed by the Board of Directors of BGR

S. No	Article No:	Existing Clause	Proposed Clause (Subject to approval of Shareholders)
		Company Limited shall be binding on the members of the Raghupathy Group and shall be deemed to be the decision or action of the Raghupathy Group	Investment Holdings Company Limited shall be binding on the members of the Raghupathy Group and shall be deemed to be the decision or action of the Raghupathy Group.
3	31(2)(b)	Notwithstanding any other provisions of the Articles of Association of the Company, and subject to the applicable provisions of the Act, so long as the Raghupathy Group holds in aggregate at least 25% of the issued and outstanding equity share capital of the Company, the Raghupathy Group shall be entitled to nominate and appoint one-third (1/3rd) of the total number of Directors on the Board as its nominee directors ("Raghupathy Group Nominee Directors"). Mrs.Sasikala Raghupathy shall be one of the Raghupathy Group Nominee Directors at all times and shall be a non-retiring director ("Permanent Director"). The Raghupathy Group Nominee Directors (other than Mrs.Sasikala Raghupathy) shall be liable to retire by rotation and shall hold office at the pleasure of the	Notwithstanding any other provisions of the Articles of Association of the Company, and subject to the applicable provisions of the Act, so long as the Raghupathy Group holds in aggregate at least 25% of the issued and outstanding equity share capital of the Company, the Raghupathy Group shall be entitled to nominate and appoint one-third (1/3rd) of the total number of Directors on the Board as its nominee directors ("Raghupathy Group Nominee Directors"). Mr. Arjun Govind Raghupathy shall be one of the Raghupathy Group Nominee Directors at all times and shall be a non-retiring director ("Permanent Director"). The Raghupathy Group Nominee

S. No	Article No:	Existing Clause	Proposed Clause (Subject to approval of Shareholders)
		Raghupathy Group. The Raghupathy Group shall also at any time have the right to withdraw its nomination of a Raghupathy Group Nominee Director (other than Mrs. Sasikala Raghupathy) and nominate another in his or her place. The shareholders of the Company shall exercise their voting rights in a manner that enables the Raghupathy Group to achieve the removal, replacement or appointment to the Board of the Raghupathy Group Nominee Directors in accordance with this Article 31(2)(b).	Directors (other than Mr. Arjun Govind Raghupathy) shall be liable to retire by rotation and shall hold office at the pleasure of the Raghupathy Group. The Raghupathy Group shall also at any time have the right to withdraw its nomination of a Raghupathy Group Nominee Director (other than Mr. Arjun Govind Raghupathy) and nominate another in his or her place. The shareholders of the Company shall exercise their voting rights in a manner that enables the Raghupathy Group to achieve the removal, replacement or appointment to the Board of the Raghupathy Group Nominee Directors in accordance with this Article 31(2)(b).
4	31(4)	The permanent chairman of the Board of Directors shall be Mrs. Sasikala Raghupathy, and in her absence or inability, one of the Raghupathy Group Nominee Directors specifically nominated by the Raghupathy Group to act as chairman of the Board of Directors shall be the chairman.	The permanent chairman of the Board of Directors shall be Mr. Arjun Govind Raghupathy, and in his absence or inability, such Director as may be nominated by Mr. Arjun Govind Raghupathy to act as chairman of the Board of Directors shall be the chairman.

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

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