BGR ENERGY SYSTEMS LIMITED
443 ANNA SALAI, TEYNAMPET, CHENNAI 600018 INDIA
TEL: 91 44 24301000, 24374000, FAX: 91 44 24360576
E-mail: compliance@bgrenergy.com Web site: www.bgrcorp.

Date:12th November 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: Intimation pursuant to Regulation 30 and 44 of SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015 - Notice of Postal Ballot

Pursuant to Regulation 30 and 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations"), read with Section 108 and Section 110 of the Companies Act, 2013, and applicable circulars issued by the Ministry of Corporate Affairs ("MCA") and the Securities and Exchange Board of India ("SEBI") in this regard, we are enclosing herewith the Notice of Postal Ballot dated 26th October 2026, seeking approval of the Members on the following items of business set out in the notice through electronic means (via remote e-voting only):

S.No	Particulars of Resolution	Type of Resolution
1	Appointment of Mr. Ram Naresh Singh Tomar (DIN:08784935) as Whole-Time Director of the Company.	Special Resolution
2	Increase in the Authorised Share capital of the Company and consequent alteration to the Capital Clause of Memorandum of Association of the Company.	Ordinary Resolution
3	Approval for revision in remuneration payable to Mr. Ganesan Jeyakrishna (DIN:03208035) Director of the Company.	Special Resolution

The Postal Ballot Notice is being sent by e-mail to all the Members whose email ID are registered with the Company/Registrar & Share Transfer Agent/Depository Participants and names appear in the Register of Members/ Register of Beneficial Owners as on **Friday, 06th November 2026 ('Cut-off date').**

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The Company has engaged National Securities Depository Limited for facilitating remote e-voting to enable the Members to cast their votes electronically for voting on the resolution set out in the Notice of Postal Ballot.

The details of remote e-voting are as follows:

Particulars	**Details**
E-voting Start time and Date	Friday, 13th November 2026 (09:00 AM)
E-voting end time and Date	Saturday, 12th December 2026 (05:00 PM)

The notice will also be uploaded and made available on the website of the Company at www.bgrpcorp.com.

The result of the postal ballot will be declared within two working days from the conclusion of remote e-voting process. The result of the e-voting and the Scrutinizer's report will be submitted to the Stock exchanges as required under Listing Regulations and will also be placed on the website of the Company.

This is for your information and records.

Thanking you,

Yours truly

For BGR ENERGY SYSTEMS LIMITED

SRINIVASAN SUNDAR Digitally signed by SRINIVASAN SUNDAR Date: 2026.11.12 17:03:32 +05'30'

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

REGISTERED OFFICE
E-4 PANNAMGADU INDUSTRIAL ESTATE, RAMAPURAM POST, TADA MANDALAM, TIRUPATHI DISTRICT, ANDHRAPRADESH 524401 INDIA
TEL: 91 44 27948249, 27948549
Corporate Identity Number: L40106AP1985PLC005318

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

NOTICE OF POSTAL BALLOT

[Pursuant to Section 108 & 110 of the Companies Act, 2013 read with Rules 20 & 22 of the Companies (Management and Administration) Rules, 2014]

Dear Members,

Notice is hereby given pursuant to Section 108 read with Section 110 and other applicable provisions, if any, of the Companies Act, 2013, **("the Act")** read with Rule 20 and 22 of the Companies (Management and Administration) Rules, 2014 **("the Rules")** (including any statutory modification or re-enactment thereof for the time being in force), Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 **("SEBI Listing Regulations")**, Secretarial Standard on General Meetings issued by The Institute of Company Secretaries of India **('SS-2')**, each as amended and other applicable laws and regulations read with the General Circular Nos. 14/2020 dated 08th April, 2020 and 17/2020 dated 13th April, 2020 and subsequent circulars issued in this regard, the latest being, General Circular No. 09/2024 dated 19th September, 2024 and 03/2025 dated 22nd September 2025 issued by the Ministry of Corporate Affairs, Government of India **("MCA Circulars")**, that the Resolution appended below are proposed to be passed by the Members of BGR Energy Systems Limited **("the Company")** through postal ballot by way of remote electronic voting **("Postal Ballot").**

Further, the Company will send Postal Ballot Notice by e-mail to all its Members who have registered their e-mail addresses with the Company, Registrars and Transfer Agents or Depository/ Depository Participants and the communication of assent/ dissent of the Members will only take place through the E-voting system. This Postal Ballot is accordingly being initiated in compliance with the above MCA Circulars. Accordingly, physical copy of the Notice along with the Postal Ballot Form and pre-paid business reply envelope will not be sent to the Members.

In compliance with Regulation 44 of the SEBI LODR Regulations and pursuant to the provisions of Section 108 and Section 110 of the Act read with the Rules, the MCA Circulars and SS-2, the Company is providing only remote e-voting facility to its Members, to enable them to cast their votes electronically instead of submitting the Postal Ballot Form physically. The instructions for remote e-voting are appended to this Notice. The Notice is also available on the website of the Company www.bgrcorp.com

The Explanatory Statement pursuant to Section 102 of the Act pertaining to the said resolutions, setting out material facts and the reasons for the Resolutions, is also annexed. You are requested to peruse the proposed resolutions, along with the Explanatory Statements, and thereafter record your assent or dissent by remote e-voting facility only provided by the Company.

The Board of Directors of the Company ("the Board") has appointed, M/s. BP & Associates, Company Secretaries, Chennai (gopinath@bpca.one) as the Scrutinizer for conducting the postal ballot (e-voting) process in a fair and transparent manner in accordance with the provisions of Rule 22 of the Companies (Management and Administration) Rules, 2014.

Members who wish to cast their votes through remote e-voting are requested to carefully read the instructions provided in this Notice and follow the procedure set out in the Notes forming part of this Notice to record their assent (FOR) or dissent (AGAINST).

The remote e-voting facility shall commence at **09:00 A.M. (IST) on Friday, 13th November 2026** and shall end at **05:00 P.M. (IST) on Saturday, 12th December 2026**. The remote e-voting facility shall be disabled immediately thereafter, and no e-voting shall be permitted beyond the aforesaid date and time.

The Company has engaged the services of National Securities Depository Limited (**"NSDL"**) for the purpose of providing remote e-voting facility to its Members. After completion of scrutiny of the votes cast through remote e-voting, the Scrutinizer will submit his report to the Chairman of the Company or to any other person authorized by him.

The results of the voting conducted by Postal Ballot (through remote e-voting process) along with the Scrutinizer's Report will be made available on the website of the Company at www.bgrcorp.com and intimated to the Stock Exchanges, where the shares of the Company are listed, on or before **Tuesday 15th December, 2026**. Additionally, the results will also be uploaded on the website of NSDL at www.evotingindia.com the resolutions, if passed with the requisite majority through Postal Ballot, shall be deemed to have been passed, on the last date specified for remote e-voting i.e **Saturday, 12th December 2026.**

SPECIAL BUSINESSES

ITEM NO.1

APPOINTMENT OF MR. RAM NARESH SINGH TOMAR (DIN:08784935) AS A WHOLE-TIME DIRECTOR OF THE COMPANY.

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

"RESOLVED THAT pursuant to the provisions of Sections 152, 161, 196, 197, 198 & 203 read with Schedule V of the Companies Act, 2013 and other applicable provisions of the Companies Act, 2013, if any, and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, the Companies (Appointment and Qualification of Directors) Rules, 2014 and relevant provisions of the Articles of Association of the Company and Regulation 17(1C) and other applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('SEBI LODR Regulations'), including any statutory modification(s) or re-enactment(s) thereof for the time being in force, pursuant to the recommendation of the Nomination and Remuneration Committee and the approval of the Board of Directors at their respective meetings held on 26th October 2026, consent of the Members be and is hereby accorded for:

(a) the appointment of Mr. Ram Naresh Singh Tomar (DIN: 08784935), who was appointed as an Additional Director of the Company with effect from 26th October 2026 pursuant to Section 161 of the Act, as a Director of the Company;

(b) his appointment as Whole-time Director of the Company for a period of five (5) consecutive years with effect from 26th October 2026 up to 25th October 2031; and

(c) his appointment as Whole-time Director for the aforesaid tenure, notwithstanding that he has attained the age of seventy-one (71) years, pursuant to Section 196(3)(a) of the Companies Act, 2013;

on such terms and conditions and payment of such remuneration to Mr. Ram Naresh Singh Tomar for a period of three years from 26th October, 2026, to 25th October, 2029 as set out below;

Terms of Appointment:

a. Designation: Whole Time Director

b. Remuneration : Basic Salary: ₹ 4,16,668 /- per month

Perquisites & Reimbursements:

i. In addition to the salary, the appointee shall be entitled to other perquisites and reimbursements subject to a ceiling of ₹12,50,002/-(Rupees Twelve Lakh Fifty Thousand and Two Only) per annum. The value of perquisites shall be valued as per the Income Tax Act, 2025 and in the absence of such rules the actual cost incurred by the company in providing such perquisites;

ii. In addition to the salary and perquisites, the appointee shall be entitled for company's car in accordance with the rules of the company.

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

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

c. Performance linked Incentive (PLI): The Appointee shall be entitled to a performance linked incentive (PLI) of ₹55,00,000/- (Rupees Fifty-Five Lakhs only) and Eligible for One time Special Incentive of Rs.5,00,00,000/- (Rupees Five Crore Only) on achieving certain milestones.

RESOLVED FURTHER THAT consent of the members be and is hereby accorded for terms of remuneration payable to Mr. Ram Naresh Singh Tomar, as may be fixed by the Board from time to time on recommendation of the Nomination and Remuneration Committee, including the remuneration to be paid in the event of loss or inadequacy of profits in any financial year such that the remuneration payable to him as set out herein above from 26th October, 2026, to 25th October, 2029 for a period of 3 (three) years, on the terms and conditions, as set out in the Explanatory Statement, with liberty to the Directors / Nomination and Remuneration Committee and Board of Directors to alter and vary the terms and conditions of the said appointment in such manner as may be agreed between the Directors and Mr. Ram Naresh Singh Tomar such variation or increase in the aforesaid remuneration may be beyond the permissible limits as under the relevant provisions of Section 196, 197 and Schedule V of the Companies Act, 2013 in case of inadequacy or absence of profits, calculated in accordance with the applicable provisions of the Companies Act, 2013.

RESOLVED FURTHER THAT any one of the Directors or the Company Secretary and compliance officer/ the Chief Financial Officer 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, deeds, matters and things as may be considered necessary, proper and expedient to give effect to this Resolution and matters incidental thereto".

ITEM NO.2

INCREASE IN AUTHORISED SHARE CAPITAL AND CONSEQUENT ALTERATION TO THE CAPITAL CLAUSE OF THE MEMORANDUM OF ASSOCIATION 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 Sections 13, 61 and all other applicable provisions of the Companies Act, 2013 and rules framed thereunder (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) and the Articles of Association of the Company, approval of the members be and is hereby accorded to increase the Authorised Share Capital of the Company from Rs. 200,00,00,000/- (Rupees Two Hundred Crores only) divided into 20,00,00,000 (Twenty Crores) equity shares having face value of ₹10/- (Rupees Ten only) each to Rs. 400,00,00,000 (Rupees Four Hundred Crores only) divided into 40,00,00,000 (Forty Crores only) equity shares having face value of Rs.10/- (Rupees Ten only) by creation of additional 20,00,00,000 (Twenty Crores only) equity shares of ₹10/- (Indian Rupees Ten only) each and consequently, the existing Clause V of the Memorandum of Association of the Company be and is hereby altered and substituted by the following as new Clause V.(a):

"V. (a) The Authorised Share Capital of the Company is Rs. 400,00,00,000 *(Rupees* Four Hundred Crores *only) divided into* 40,00,00,000 *(*Forty Crores *only) equity shares having face value of Rs.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 or the Company Secretary and compliance officer 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."

ITEM NO.3

APPROVAL FOR REVISION IN REMUNERATION PAYABLE TO MR. GANESAN JEYAKRISHNA (DIN: 03208035), DIRECTOR OF THE COMPANY:

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

"RESOLVED THAT in pursuant to the provisions of Sections 196, 197, 198 and all other applicable provisions of the Companies Act, 2013 ("the Act") read with Schedule V of the Act and the Companies (Appointment and

Remuneration of Managerial Personnel) Rules, 2014, and relevant provisions of the Articles of Association of the Company and as per relevant provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") as amended, from time to time and rules made thereunder, (including any statutory modification(s) or re-enactment thereof, for the time being in force), and based on the recommendation of Nomination and Remuneration Committee ("NRC") and approval of the Board of Directors, the approval of Members be and is hereby accorded for the revision of remuneration payable to Mr. Ganesan Jeyakrishna (DIN: 03208035), Director of the Company with the effect from 01st January 2027 to 13th May 2029 on the terms and conditions set out below:

Terms of Appointment:

a. Designation: Executive Director

b. Remuneration

Basic Salary: ₹1,66,668/- per month

Perquisites & Reimbursements:

i. In addition to the salary, the appointee shall be entitled to other perquisites and reimbursements subject to a ceiling of ₹ 4,71,989/- (Rupees Four Lakh Seventy-One Thousand Nine Hundred and Eighty-Nine Only) per annum. The value of perquisites shall be valued as per the Income Tax Act, 2025 and in the absence of such rules the actual cost incurred by the company in providing such perquisites;

ii. Contribution to Provident Fund amounting to ₹20,000 and Gratuity amounting to ₹8,013 shall be included in the computation of the ceiling on remuneration, to the extent these either singly or put together are not taxable under the Income-tax Act, 2025

iii. Encashment of earned leave at the end of the tenure as per rules of the company will be included in the computation of ceiling on remuneration.

c. Performance linked Incentive (PLI): The Appointee shall be entitled to a performance linked incentive (PLI) of ₹20,00,000/- (Rupees Twenty Lakhs only).

RESOLVED FURTHER THAT pursuant to the proviso to Section II(A) of Part II of Schedule V to the Act, in the event, the Company has no profits or its profits are inadequate during the aforesaid tenure, the managerial remuneration as determined in terms of this Resolution and as set out in the Explanatory Statement annexed to this Notice shall be paid to Mr. Ganesan Jeyakrishna (DIN: 03208035), Director of the Company as the minimum remuneration for the remaining term of his office.

RESOLVED FURTHER THAT any one of the Directors or the Company Secretary and compliance officer 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, deeds, matters and things as may be considered necessary, proper and expedient to give effect to this Resolution and matters incidental thereto".

By Order of the Board of Directors
For BGR ENERGY SYSTEMS LIMITED

S. Sundar
Company Secretary & Compliance officer
Membership No: A9926
Date: 26th October 2026
Place: Chennai

Registered office
E-4, Pannamgadu Industrial Estate, Ramapuram Post, Tada Mandalam,
Tirupathi District, Andhra Pradesh – 524 401
CIN – L40106AP1985PLC005318
E-mail id: compliance@bgrenergy.com
Website address: www.bgrcorp.com

NOTES:

1. The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 ("Act") read with Rule 22 of the Companies (Management and Administration) Rules, 2014 ("Rules"), each as amended and any other related provisions of the Act (including any statutory modifications or re-enactment thereof, for the time being in force) setting out the material facts relating to the proposed resolution and the reasons thereof is annexed hereto and forms part of this Postal Ballot Notice ("Notice").

2. In terms of the Circulars, the Company is sending this Notice only in electronic form to those Members whose names appear in the Register of Members/List of Beneficial Owners as received by the Company from the Depositories, **MUFG Intime India Private Limited** (formerly known as Link Intime India Private Limited) the Company's Registrar and Transfer Agent ('RTA'), as on **Friday 06th November 2026** ('Cut-Off Date') and whose e-mail addresses are registered with the Company/RTA/ Depositories/Depository Participants and who will register their e-mail address in accordance with the process outlined in this Notice. The voting rights of the Members shall be in proportion to their share of the paid-up ordinary equity share capital of the Company as on the Cut-Off Date.

3.Only those Members whose names are appearing in the Register of Members/List of Beneficial Owners as on the Cut-Off Date shall be eligible to cast their votes through postal ballot by remote e-Voting. A person who is not a Member as on the Cut-Off Date should treat this Notice for information purposes only. Shareholders are requested to provide their assent or dissent through remote e- Voting only.

4. It is however, clarified that all members of the Company as on the Cut-off Date (including those Members who may not have received this Notice due to non-registration of their e-mail IDs with the Company Registrar and Share Transfer Agent or Depositories) shall be entitled to vote in relation to the resolutions in accordance with the process specified hereinafter in this Notice.

5. It is clarified that if a Member fails to provide or update the relevant email ID to the Company or to the DP, as the case may be, the Company will not be in default for not delivering the Notice via email. The availability of this Notice on the Company's website at www.bgrcorp.com and on the website of the Stock Exchanges shall be deemed to be the issuance of this Notice to all the Shareholders whose email IDs are not registered with the Company.

6. In accordance with the provision of Section 108 and Section 110 of the Act read with Rule 20 and 22 of the Companies (Management and Administration) Rules, 2014 and amendments thereto and Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 the Company is pleased to provide its members the facility to cast their vote by electronic means on all resolutions set forth in the Notice. The Company has engaged the services of National Securities Depository Limited ("NSDL") to provide e-voting facility to its members. The detailed procedure with respect to remote e-Voting is mentioned hereinafter in this Notice.

7. Shareholders may please note that this Notice will also be available on the Company's website at www.bgrcorp.com websites of the Stock Exchanges at www.bseindia.com and www.nseindia.com and on the website of NSDL at www.evoting.nsdl.com

8. The e-voting period shall commence from **09:00 A.M. (IST) on Friday, 13th November 2026** and shall end at **05:00 P.M. (IST) on Saturday, 12th December 2026**. Please note that the E-voting module will be disabled for voting by NSDL after the said date and time. Once the vote on a resolution is cast by Members, it cannot be changed subsequently.

9. The resolutions, if approved, shall be deemed to have been passed on the last date of e-voting i.e **12th December 2026.**

10. The Board of Directors of the Company dated **26th October, 2026** has appointed **M/s. BP & Associates, Company Secretaries** as the Scrutinizer to scrutinize the postal ballot process in a fair and transparent manner.

11. The Scrutinizer will submit his/her report to the Chairman, or any other person authorised by him, after scrutiny of the votes cast, on the result of the Postal Ballot within two working days from the conclusion of the postal ballot e-Voting. The Scrutinizer's decision on the validity of votes cast will be final.

12. The results declared along with the Scrutinizer's Report shall be placed on the Company's website at www.bgrcorp.com and on the website of NSDL at www.evoting.nsdl.com immediately after the results are declared by the Chairman or any other person so authorized by him, and the same shall be communicated to the Stock Exchanges i.e., BSE Limited ('BSE') and the National Stock Exchange of India Limited ('NSE'), where the ordinary equity shares of the Company are listed.

13. Dispatch of the Notice and the Explanatory Statement shall be announced through an advertisement published in one Regional Newspaper, widely circulated in Nellore (in vernacular language i.e., Telugu) and one English Newspaper circulated throughout India (in English Language) and shall be hosted on the Company's website at www.bgrcorp.com.The said public notice shall also mention the process for registration of email IDs by those Shareholders who have not yet registered their email IDs with the Company.

14. The vote in this Postal Ballot cannot be exercised through proxy.

15. In terms of the General Circulars Nos. 14/2020 dated April 8, 2020, 17/2020 dated April 13, 2020, 22/2020 dated June 15, 2020, 33/2020 dated September 28, 2020, 39/2020 dated December 31, 2020, 10/2021 dated June 23, 2021, 20/2021 dated December 8, 2021, 3/2022 dated May 5, 2022, 11/2022 dated December 28, 2022 and 09/2023 dated September 25, 2023, No. 09 / 2024 dated September 19, 2024 No.3/2025 dated September 22, 2025 issued by the Ministry of Corporate Affairs, Government of India and the Securities and

Exchange Board of India's Circular No. SEBI/HO/CFD/CMD2/CIR/P/2022/62 dated May 13, 2022, Circular No. SEBI/HO/CFD/PoD-2/P/CIR/2023/4 dated January 5, 2023 and Circular No. SEBI/HO/CFD/CFD-PoD-2/P/CIR/2023/167 dated October 7, 2023 and SEBI/HO/CFD/CFD-PoD-2/P/CIR/2024/133 dated October 3, 2024 ("Circulars") voting can be done only by E-voting.

16. All material documents referred to in the explanatory statement will be available for inspection only through electronic mode on all working days from the date of dispatch until the last date for receipt of votes by e-voting i.e.**, 12th December 2026.** Members may send their requests to compliance@bgrenergy.com from their registered e-mail address mentioning their names, folio numbers, DP ID and Client ID during the voting period.

VOTING THROUGH ELECTRONIC MEANS:

A. In compliance with provisions of Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014 and Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, [LODR] and the Circulars issued by MCA and SEBI, the Company is providing facility of remote e-voting/e-voting to its Members in respect of the business to be transacted through Postal Ballot. For this purpose, the Company is utilising the e-voting services provided by National Securities Depository Limited (NSDL).

B. The facility for remote e-voting shall remain open from **09:00 A.M. (IST) on Friday, 13th November 2026** and shall end at **05:00 P.M. (IST) on Saturday, 12th December 2026** During this period, the members of the Company, holding shares either in physical form or in dematerialised form, as on the cut-off date, viz. **Friday 06th November 2026**, may opt for remote e-voting. Remote e-voting shall not be allowed beyond **5.00 PM on 12th December 2026**.

C. Pursuant to SEBI Circular No. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 09.12.2020, under Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, Listed entities are required to provide remote e-voting facility to its shareholders, in respect of all shareholders' resolutions.

Currently, there are multiple e-voting service providers (ESPs) providing e-voting facility to listed entities in India. This necessitates registration on various ESPs and maintenance of multiple user IDs and passwords by the shareholders

In order to increase the efficiency of the voting process, pursuant to a public consultation, it has been decided to enable e-voting to all the Demat account holders, by way of a single login credential, through their Demat accounts/ websites of Depositories/ Depository Participants. Demat account holders would be able to cast their vote without having to register again with the ESPs, thereby, not only facilitating

seamless authentication but also enhancing ease and convenience of participating in e-voting process

Instructions for e-voting

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

Step 1: Access to NSDL e-Voting system

A) Login method for e-Voting for Individual shareholders holding securities in demat mode

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

Login method for Individual shareholders holding securities in demat mode is given below:

Type of shareholders	**Login Method**
Individual Shareholders holding securities in demat mode with NSDL.	1. For OTP based login you can click on https://eservices.nsdl.com/SecureWeb/evoting/evotinglogin.jsp. You will have to enter your 8-digit DP ID,8-digit Client Id, PAN No., Verification code and generate OTP. Enter the OTP received on registered email id/mobile number and click on login. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period. 2. Existing **IDeAS** user can visit the e-Services website of NSDL Viz. https://eservices.nsdl.com either on a Personal Computer or on a mobile. On the e-Services home page click on the "**Beneficial Owner"** icon under **"Login"** which is available under **'IDeAS'** section , this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added

services. Click on **"Access to e-Voting"** under e-Voting services and you will be able to see e-Voting page. Click on company name or **e-Voting service provider i.e. NSDL** and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period.

3. If you are not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select **"Register Online for IDeAS Portal"** or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp
4. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or **e-Voting service provider i.e. NSDL** and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period.
5. Shareholders/Members can also download NSDL Mobile App "**NSDL Speede**" facility by scanning the QR code mentioned below for seamless voting experience.

NSDL Mobile App is available on

App Store Google Play

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

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

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

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

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

B) Login Method for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode.

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

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile.
2. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section.
3. A new screen will open. You will have to enter your User ID, your Password/OTP and a

Verification Code as shown on the screen.
Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at https://eservices.nsdl.com/ with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.

4. Your User ID details are given below:

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

5. Password details for shareholders other than Individual shareholders are given below:

   a) If you are already registered for e-Voting, then you can user your existing password to login and cast your vote.

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

   c) How to retrieve your 'initial password'?

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

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

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

Step 2: Cast your vote electronically on NSDL e-Voting system

How to cast your vote electronically 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.
2. Select "EVEN" of company for which you wish to cast your vote during the remote e-Voting period.
3. Now you are ready for e-Voting as the Voting page opens.

4. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on "Submit" and also "Confirm" when prompted.
5. Upon confirmation, the message "Vote cast successfully" will be displayed.
6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
7. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

General Guidelines for shareholders

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

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

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

1. In case shares are held in physical mode please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) by email to **Compliance@bgrenergy.com.**

2. In case shares are held in demat mode, please provide DPID-CLID (16digit DPID + CLID or 16digit 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 (**compliance@bgrenergy.com**). If you are an Individual-shareholders holding securities in demat mode, you are requested to refer to the login method explained at **step 1 (A)** i.e. **Login method for e-Voting for Individual shareholders holding securities in demat mode**.

3. Alternatively shareholder/members may send a request to evoting@nsdl.com for procuring user id and password for e-voting by providing above mentioned documents.

4. In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.

EXPLANATORY STATEMENT

(Pursuant to the Provisions of Section 102 of the Companies Act, 2013)

The following statement sets out all material facts relating to the special businesses mentioned in this Notice

ITEM NO.1

APPOINTMENT OF MR. RAM NARESH SINGH TOMAR (DIN:08784935) AS A WHOLE-TIME DIRECTOR OF THE COMPANY.

Based on the recommendation of the Nomination and Remuneration Committee, the Board of Directors of the Company, at its meeting held on 26th October, 2026, appointed Mr. Ram Naresh Singh Tomar (DIN: 08784935) as an Additional Director of the Company in the category of Whole-time Director, with immediate effect, pursuant to the provisions of Section 161 of the Companies Act, 2013 and the rules made thereunder.

Pursuant to the provisions of Section 161(1) of the Act and Regulation 17(1C) of Listing Regulations, Mr. Ram Naresh Singh Tomar will hold the office of a Director only up to the date of the next annual general meeting or for a period of three months from the date of appointment, whichever is earlier. The Board, based on the recommendations of the Nomination and Remuneration Committee, subject to the approval of the Members of the Company approved appointment of Mr. Ram Naresh Singh Tomar as Additional Director, to be designated as Whole-time Director for a term of 5 (Five) years effective 26th October, 2026 up to 25th October, 2031.

Further, Pursuant to Section 196(3)(a) of the Act, a person who has attained the age of 70 years may be appointed as Whole-Time Director of the company only if such appointment is approved by the Members by passing a Special Resolution, and the explanatory statement annexed to the notice for such appointment shall indicate the justification for appointing such person. Mr. Ram Naresh Singh Tomar has attained the age of 71 years. The Board, after considering the experience, expertise, professional competence and contribution of Mr. Ram Naresh Singh Tomar, is of the opinion that his knowledge and guidance would be beneficial to the Company. The Board believes that his continued association with the Company would contribute to its strategic direction, business development and overall growth. Accordingly, the Board considers the appointment appropriate and in the best interests of the Company, notwithstanding that Mr. Ram Naresh Singh Tomar has attained the age of 71 years.

The Company has received all the statutory disclosures/ declaration from Mr. Ram Naresh Singh Tomar (DIN:08784935) including;

i. consent in writing to act as Director in Form DIR-2 pursuant to Rule 8 of Companies (Appointment & Qualification of Directors) Rules, 2014;

ii. intimation in Form DIR-8 in terms of Companies (Appointment & Qualification of Directors) Rules, 2014, to the effect that he is not disqualified under sub-section (2) of Section 164 of the Companies Act, 2013;

iii. the declaration under Section 184(1) of the Companies Act, 2013 in Form MBP-1.

iv. Declaration that he has not been debarred from holding office of a director by virtue of any order passed by SEBI/Ministry of Corporate Affairs or any such other authority.

The remuneration proposed to be paid to Mr. Ram Naresh Singh Tomar is set out below:

Terms of Appointment:

a. Designation: Whole Time Director

b. Remuneration

Basic Salary: ₹ 4,16,668 /- per month

Perquisites & Reimbursements:

i. In addition to the salary, the appointee shall be entitled to other perquisites and reimbursements subject to a ceiling of ₹12,50,002/-(Rupees Twelve Lakh Fifty Thousand and Two Only) per annum. The value of perquisites shall be valued as per the Income Tax Act, 2025 and in the absence of such rules the actual cost incurred by the company in providing such perquisites;

ii. In addition to the salary and perquisites, the appointee shall be entitled for company's car in accordance with the rules of the company.

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

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

c. Performance linked Incentive (PLI): The Appointee shall be entitled to a performance linked incentive (PLI) of ₹55,00,000/- (Rupees Fifty-Five Lakhs only) and Eligible for One time Special Incentive of Rs.5,00,00,000/- (Rupees Five Crore Only) on achieving certain milestones.

Reference to the provision of section 196, 197 and 203 of the Companies act, 2013, read with schedule V to the companies act 2013 along with the Ministry of Corporate Affairs (MCA) through its notification dated 12

September 2018 notified provisions of the Companies (Amendment) Act, 2017 (Amendment Act, 2017) and amended schedule V of Companies Act, 2013 , provides for payment of managerial remuneration by Companies, requires members approval for payment of managerial remuneration to the managerial person for period of not exceeding 3 years by way of special resolution.

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

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

Pursuant to Regulation 36(3) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard on General Meetings (SS-2), issued by the Institute of Company Secretaries of India, the information pertaining to the Director proposed to be appointed/re-appointed is given in **Annexure- 1**.

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

I. General Information

1. Nature of Industry	The Company is engaged in Engineering, Procurement and Construction (EPC), Balance of Plant (BOP) and LSTK contracting tailored to customers' stipulations and provides construction services and technology-oriented projects to the infrastructure and core sectors and manufactures high-tech equipment and systems for power, oil & gas and other process industries. The Company also provides design and engineering services for the energy and infrastructure sectors.
2. Date of Commencement of Commercial Production	Not Applicable, as the Company is already in operation.
3. In Case of new companies, expected date of commencement of activities as per projects approved by financial institution appearing in the prospects	Not Applicable

4. Financial Performance of the Company			Rs. In Lakhs
Financial Parameters	**FY 2025-26**	**FY 2024-25**	**FY 2023-24**
Total Income	42259	64044	112035
Profit/ (Loss) Before Tax	(127982)	(98105)	(67680)
Profit/ (Loss) after Tax	(127982)	(98105)	(75215)
5. Foreign investments or collaborations, if any.			Nil

II. Information about appointee:

1. Background details	Mr. Ram Naresh Singh Tomar is a professional with a core areas of expertise on Procurement & Contracts and Project Management.
2. Past Remuneration	Nil
3. Recognition or awards	Not Applicable
4. Job Profile and his suitability	BTG Business & Claims
5. Remuneration Proposed	As set out in the resolution at the Item No. 1 of the notice of Postal Ballot.
6. Comparative remuneration profile with respects to industry, size of the Company, profile of the position and person	The proposed remuneration (duly recommended by the Nomination & Remuneration committee and approved by the Board) is in the line with the industry standards.

7. Pecuniary relationship directly or indirectly, with the Company or relationship with the managerial personnel, if any	Mr. Ram Naresh Singh Tomar is a Director of the subsidiary Companies (BGR Boilers Private Limited and BGR Turbines Company Private Limited) of BGR Energy Systems Limited.

III. Other Information:

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

Except Mr. Ram Naresh Singh Tomar (DIN:08784935) being the appointee, none of the other Directors, Key Managerial Personnel or their relatives are in any way concerned or interested financially or otherwise in the resolution set out at Item No. 1 of the Notice.

Accordingly, the Board of Directors recommends passing of the resolutions as set out under Item No. 1 of the accompanying notice for approval by the members as a Special Resolution.

ITEM NO.2

INCREASE IN AUTHORISED SHARE CAPITAL AND CONSEQUENT ALTERATION TO THE CAPITAL CLAUSE OF THE MEMORANDUM OF ASSOCIATION OF THE COMPANY:

The Board of Directors, in their meeting held on 26th October 2026, approved the proposal for increase in the Authorised Equity Share Capital of the Company since the Company is planning to raise funds by way of issuing equity shares through other capital raising options that may be considered by the Board in the future, so as to ensure availability of sufficient headroom for such capital issuances.

The current Authorised Share capital is as follows:

₹ 2,00,00,00,000 (Rupees Two Hundred Crores only) comprising of 20,00,00,000 (Twenty Crores) Equity Shares of ₹ 10/- (Ten only) each.

It is now proposed to increase the Authorized Share Capital of the Company by ₹2,00,00,00,000 (Rupees Two Hundred Crores only). Subsequent to the proposed increase, the Authorised Share Capital shall be as follows:

₹ 4,00,00,00,000/- (Rupees Four Hundred Crores Only) divided into 40,00,00,000 (Forty Crores) equity shares of ₹ 10/- (Ten only) each.

As per the provisions of Sections 13, 61 and all other applicable provisions of the Companies Act, 2013, a Company can alter the Share Capital Clause of its Memorandum of Association only with the consent of the members. For an increase in Authorized Share Capital, it would be necessary to amend Clause V of the Memorandum of Association of the Company and hence propose to the shareholders to approve the amendment to the MOA by insertion of the proposed increased Authorised Share Capital as Clause V, Capital Clause of the MOA.

The copy of the altered Memorandum of Association of the Company is available for inspection only through electronic mode on all working days from the date of dispatch until the last date for receipt of votes by e-voting i.e., 04th December 2026 and is also available on the Company's website at **www.bgrcorp.com**

None of the Directors or Key Managerial Personnel of the Company or their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution set out at Item No. 2 of the Notice.

The Board considers it in the best interest of the Company and accordingly, the Board recommends the Ordinary Resolution as set out at Item No. 2 of the Notice for approval of the Members.

ITEM NO.3

APPROVAL FOR REVISION IN REMUNERATION PAYABLE TO MR. GANESAN JEYAKRISHNA (DIN: 03208035), DIRECTOR OF THE COMPANY:

The Members are informed that the Board of Directors had appointed Mr. Ganesan Jeyakrishna (DIN: 03208035) as an Additional Director of the Company in the Board meeting with effect from 14th May 2024 and appointment has been approved by the members of the company in the Annual General meeting held on 09th August, 2024.

Mr. Ganesan Jeyakrishna has been associated with the Company in the capacity of Executive Director and continues to provide valuable leadership, guidance and strategic direction to the Company. Considering his experience, responsibilities, contribution and the requirements of the Company, the NRC and the Board of Directors considered it appropriate to revise his remuneration with the effect from 01st January 2027 to 13th May, 2029.

Pursuant to the recommendation of the Nomination and Remuneration Committee ("NRC"), the Board of Directors of the Company, at its meeting held on 26th October 2026, approved the revision in remuneration payable to Mr. Ganesan Jeyakrishna (DIN: 03208035), Executive Director of the Company, as per terms and conditions given below:

a. Designation: Executive Director

b. Remuneration

Basic Salary: ₹1,66,668/- per month

Perquisites & Reimbursements:

i. In addition to the salary, the appointee shall be entitled to other perquisites and reimbursements subject to a ceiling of ₹ 4,71,989/- (Rupees Four Lakh Seventy-One Thousand Nine Hundred and Eighty-Nine Only) per annum. The value of perquisites shall be valued as per the Income Tax Act, 2025 and in the absence of such rules the actual cost incurred by the company in providing such perquisites;

ii. Contribution to Provident Fund amounting to ₹20,000 and Gratuity amounting to ₹8,013 shall be included in the computation of the ceiling on remuneration, to the extent these either singly or put together are not taxable under the Income-tax Act, 2025

iii. Encashment of earned leave at the end of the tenure as per rules of the company will be included in the computation of ceiling on remuneration.

c. Performance linked Incentive (PLI): The Appointee shall be entitled to a performance linked incentive (PLI) of ₹20,00,000/- (Rupees Twenty Lakhs only).

Further, in view of the fact that the Company has no profits or its profits are inadequate, the proposed remuneration is subject to the provisions of Section 197 read with Section 198 and Schedule V of the Companies Act, 2013. Accordingly, approval of the Members is being sought for payment of the proposed remuneration as minimum remuneration, subject to the applicable conditions and limits prescribed under Schedule V to the Act.

Pursuant to Regulation 36(3) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard on General Meetings (SS-2), issued by the Institute of Company Secretaries of India, the information pertaining to the Director in **Annexure-1**

Except Mr. Ganesan Jeyakrishna (DIN: 03208035), none of the other Directors, Key Managerial Personnel or their relatives are in any way concerned or interested financially or otherwise in the resolution set out at Item No. 3 of the Notice.

Accordingly, the Board of Directors recommends passing of the resolutions as set out under Item No. 3 of the accompanying notice for approval by the members as a Special Resolution.

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

II. General Information

1. Nature of Industry	The Company is engaged in Engineering, Procurement and Construction (EPC), Balance of Plant (BOP) and LSTK contracting tailored to customers' stipulations and provides construction services and technology-oriented projects to the infrastructure and core sectors and manufactures high-tech equipment and systems for power, oil & gas and other process industries. The Company also provides design and engineering services for the energy and infrastructure sectors.		
2.Date of Commencement of Commercial Production	Not Applicable, as the Company is already in operation.		
3.In Case of new companies, expected date of commencement of activities as per projects approved by financial institution appearing in the prospects	Not Applicable		
4.Financial Performance of the Company			Rs. In Lakhs
Financial Parameters	**FY 2025-26**	**FY 2024-25**	**FY 2023-24**
Total Income	42259	64044	112035
Profit/ (Loss) Before Tax	(127982)	(98105)	(67680)
Profit/ (Loss) after Tax	(127982)	(98105)	(75215)
5.Foreign investments or collaborations, if any.			Nil

II. Information about appointee:

1.Background details	Mr. Ganesan Jeyakrishna is a professional with a core areas of expertise on Procurement & Contracts and Project Management.
2.Past Remuneration	Nil
3.Recognition or awards	Not Applicable
4.Job Profile and his suitability	Director – Human Resource
5.Remuneration Proposed	As set out in the resolution at the Item No. 3 of the notice of Postal Ballot.
6.Comparative remuneration profile with respects to industry, size of the Company, profile of the position and person	The proposed remuneration (duly recommended by the Nomination & Remuneration committee and approved by the Board) is in the line with the industry standards.
7.Pecuniary relationship directly or indirectly, with the Company or relationship with the managerial personnel, if any	Mr. Ganesan Jeyakrishna is a Director of the subsidiary Company (Sravanaa Properties Limited) of BGR Energy Systems Limited.

III. Other Information:

1.Reasons of loss or inadequate profits	The downturn in Indian power industry and the near stagnant power demand scenario had adversely impacted market potential for EPC and BoP opportunities for thermal power projects
2.Steps taken or proposed to be taken for improvement	The Company is on a growth path and is expected to make higher profits in future.

3.Expected increase in productivity and profits in measurable terms	The Company has drawn up an Annual and Strategic Business Plan which are expected to enable the Company to achieve profits in future years

By Order of the Board of Directors
For BGR ENERGY SYSTEMS LIMITED

Sd/-
S. Sundar
Company Secretary & Compliance officer
Membership No: A9926
Date: 26th October 2026
Place: Chennai

Registered office
E-4, Pannamgadu Industrial Estate, Ramapuram Post,
Tada Mandalam, Tirupathi District, Andhra Pradesh – 524 401
CIN – L40106AP1985PLC005318
E-mail id: compliance@bgrenergy.com
Website address: www.bgrcorp.com

ANNEXURE-1 TO NOTICE OF POSTAL BALLOT

DETAILS OF DIRECTORS -(ITEM NO.1 & 3)

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

SL.NO	NATURE OF THE INFORMATION	Particulars	Particulars
1.	Name of Director	Mr. Ram Naresh Singh Tomar	Mr. Ganesan Jeyakrishna
2.	DIN	08784935	03208035
3.	Brief Profile and Nature of Expertise	Mr. Ram Naresh Singh Tomar aged about 71 years, brings over 45 years of rich industry experience to the Board. A Bachelor of Engineering (Electrical) with a postgraduate qualification in International Trade Law, he has held leadership roles across renowned organizations, including 21 years with NTPC, five years each with NGEF and Lanco Infratech, and eight years with BGR Boilers, before joining the Company in July 2020. He has successfully overseen NTPC projects and Hitachi JV affairs and has recently played a key role in supporting the Company's arbitration proceedings. His extensive expertise, strategic insight, and unwavering commitment continue to be invaluable assets to the organization.	Mr. Jeyakrishna Ganesan aged about 61 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.
4.	Date of Birth (Age)	07.12.1955 (71 years)	08.06.1965 (61 years)
5.	Nationality	Indian	Indian

6.	Date of First Appointment	26.10.2026	14.05.2024
7.	Qualification	Postgraduate qualification in International Trade Law	Post Graduate Diploma in Personnel Management & Industrial Relations
8.	Directorship of other Boards	1.BGR Turbines Company Private Limited 2.BGR Boilers Private Limited	1. Sravanaa Properties Limited
9.	Chairmanship/Membership of Board Committees of the other companies	NIL	NIL
10.	Number of meetings of the Board attended during the Financial Year 2025-26	NIL	4
11.	Listed Entities from which resigned in the past three years	NIL	NIL
12.	Shareholding in the Company (including shareholding as beneficial owner)	NIL	NIL
13.	Terms and conditions for re-appointment	Appointment as Whole-time Director for 5 years from 26.10.2026 to 25.10.2031	Existing appointment as Executive Director; revision in remuneration with effect from 01.01.2027 to 13.05.2029.
14.	Remuneration last Drawn	NA	₹ 47.01 Lakhs P.A
15.	Relationship with other Directors and Key Managerial Personnel of the Company	NA	NA