



BGR ENERGY SYSTEMS LIMITED
443 ANNA SALAI, TEYNAMPET, CHENNAI 60018 INDIA
TEL: 91 44 24301000, 24374000, FAX: 91 44 24360576
E-mail: compliance@bgrenergy.com Web site: www.bgrcorp.com

11th April 2025

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: BGREENERGY

BSE Scrip: 532930

Respected Sir/Madam,

Subject: Postal Ballot Notice-Disclosure under regulation 30 read with Schedule III of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("the Listing Regulations")

Please find enclosed herewith a copy of the Postal Ballot Notice ("Notice") dated 29th March 2025 pursuant to the Regulation 30 of the SEBI LODR, which is being sent to the members of the Company for seeking their approval by remote e-voting process ("e-voting") for the following items, by way of Special resolution(s):

Sl.No	Particulars
1	Appointment of Ms. Narmadha Dinakaran (Din: 01777888) as an Independent Director of the Company for A Term of 5 Years.
2	Approval for Re-Appointment of Mr. Krishnamoorthi Meyyanathan, (Din: 07845698) as a Non-Executive Independent Director of The Company for A Term of 5 Years. (Second Term)
3	Approval for Re-Appointment of Mr. Surilisubbu Vasudevan, (Din:10388399) as a Non-Executive Independent Director of The Company for A Term of 5 Years (Second Term).

Notice through electronic mode will be sent to those members whose e-mail addresses are registered with the Company/Depositories and whose names are recorded in the Register of Members of the Company or in the Register of Beneficial Owners maintained by the Depositories as on Friday, 4th April 2025 (Cut-off date), seeking their approval as set out in the Notice.



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The remote e-voting will commence from Saturday, 12th April 2025 (9:00 a.m. IST) and shall end on Sunday, 11th May 2025 (5:00 p.m. IST). The resolution if passed by the requisite majority, shall be deemed to have been passed on 11th May 2025 i.e. last day of the e-voting period. The results of the postal ballot will be announced on or before Tuesday, 13th May 2025.

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

This is for your information and records.

Thanking you,
Yours truly

For BGR ENERGY SYSTEMS LIMITED

S. Sundar
Company Secretary & Compliance Officer



BGR ENERGY SYSTEMS LIMITED

443 ANNA SALAI, TEYNAMPET, CHENNAI 600018 INDIA

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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 of Postal Ballot (**'Notice'**) is hereby given pursuant to the provisions of Section 108 and 110 and other applicable provisions if any, of the Companies Act, 2013 (**"the Act"**) read with Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014 (**"the Rules"**) and Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (**"SEBI LODR Regulations"**), Secretarial Standard issued by Institute of Company Secretaries of India on General Meetings (**"SS-2"**), (including any statutory modifications, clarifications, substitutions or re-enactment thereof for the time being in force) and in accordance with the guidelines prescribed by the Ministry of Corporate Affairs (**"MCA"**) for conducting postal ballot process through e-voting vide General Circulars Nos. 14/2020 dated April 08, 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 and 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 issued by Securities and Exchange Board of India (**"SEBI"**) (hereinafter collectively referred to as **"the Circulars"**), that the resolutions appended below is proposed by the Board of Directors of the Company 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

REGISTERED OFFICE:

A-5 PANNAMGADU INDUSTRIAL ESTATE, RAMAPURAM POST, SULURPET TALUK, NELLORE DISTRICT, ANDHRA PRADESH 524401 INDIA. TEL: 91 44 27948249

Corporate Identity Number: L40106AP1985PLC005318

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 in Practice, Chennai** (prabhakar@bpcorpadvisors.com) 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 desiring to exercise their vote through the remote e-voting process are requested to carefully read the instructions indicated in this Notice and record their assent (FOR) or dissent (AGAINST) by following the procedure as stated in the Notes forming part of the Notice for casting of votes by remote e-voting from **09:00 AM (IST) on Saturday, 12th April 2025 to 05:00 PM (IST) on Sunday, 11th May 2025** Remote e-Voting will be blocked immediately thereafter and no e-voting will be allowed beyond the said 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 **13th May 2025**. 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 **11th, May 2025**

SPECIAL BUSINESSES**Item No.1****APPOINTMENT OF MS. NARMADHA DINAKARAN (DIN: 01777888) AS AN INDEPENDENT DIRECTOR OF THE COMPANY FOR A TERM OF 5 YEARS.**

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), **Ms. Narmadha Dinakaran (DIN: 01777888)** who was appointed as an Additional, Non-executive Independent Director by the Board of Directors ("the Board") based on the recommendation of the Nomination and Remuneration Committee with effect from 29th March 2025 pursuant to provisions of section 161(1) of the Act and Articles of Association of the Company and in respect of whom the Company has received a notice in writing under Section 160 of the Act from a member proposing her candidature for the office of a director, be and is hereby appointed as an Independent Director (Non-Executive) of the Company, not liable to retire by rotation, to hold office for a first term of five consecutive years up to 28th March 2030.

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.

Item No.2:**APPROVAL FOR RE-APPOINTMENT OF MR. KRISHNAMOORTHY MEYYANATHAN, (DIN: 07845698) AS A NON-EXECUTIVE INDEPENDENT DIRECTOR OF THE COMPANY FOR A TERM OF 5 YEARS. (SECOND TERM)**

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

"RESOLVED THAT, pursuant to the provisions of section 149, 150 and 152 read with Schedule IV and other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) rules, 2014, (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), Regulation 17 and any other applicable regulation of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('SEBI Listing Regulations'), as amended from time to time, Mr. Krishnamoorthi Meyyanathan (DIN: 07845698) who was appointed as an Independent Director of the Company for a term of 1 (one) year commencing from 14th May, 2024 to 13th May,2025 (both day of inclusive) and who being

eligible for re-appointment as an Independent Director has given his consent along with a declaration that he meets the criteria for independence under Section 149(6) of the Companies Act and the rules framed thereunder and Regulation 16(1)(b) of the SEBI Listing Regulations and based on the recommendation of the Nomination & Remuneration Committee and the Board of Directors of the Company, be and is hereby re-appointed as an Independent Director of the Company, not liable to retire by rotation, to hold office for a second term of 5 (five) consecutive years effective from **14th May, 2025 to 13th May, 2030.**

RESOLVED FURTHER THAT pursuant to Regulation 17(1A) of the SEBI Listing Regulations, approval of the Members of the Company be and is hereby also granted for continuation of Directorship of Mr. Krishnamoorthi Meyyanathan (DIN: 07845698) as an independent director notwithstanding that he will attain the age of 75 years on 15th January 2027.

RESOLVED FURTHER THAT the Board of Directors of the Company or any Key Managerial Personnel of the Company for the time being are hereby severally authorised to do all acts, deeds, matters or things and take such steps as may be necessary, expedient or desirable to give effect to this Resolution."

Item No.3:

APPROVAL FOR RE-APPOINTMENT OF MR. SURILISUBBU VASUDEVAN, (DIN:10388399) AS A NON-EXECUTIVE INDEPENDENT DIRECTOR OF THE COMPANY FOR A TERM OF 5 YEARS (SECOND TERM).

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

"RESOLVED THAT, pursuant to the provisions of section 149, 150 and 152 read with Schedule IV and other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) rules, 2014, (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), Regulation 17 and any other applicable regulation of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('SEBI Listing Regulations'), as amended from time to time, Mr. Surilishubbu Vasudevan, (DIN:10388399) who was appointed as an Independent Director of the Company for a term of 1 (one) year commencing from 14th May, 2024 to 13th May, 2025 (both day of inclusive) and who being eligible for re-appointment as an Independent Director has given his consent along with a declaration that he meets the criteria for independence under Section 149(6) of the Companies Act and the rules framed thereunder and Regulation 16(1)(b) of the SEBI Listing Regulations and based on the recommendation of the Nomination & Remuneration Committee and the Board of Directors of the Company, be and is hereby re-appointed as an Independent Director of the Company, not liable to retire by rotation, to hold office for a second term of 5 (five) consecutive years effective **from 14th May, 2025 to 13th May, 2030.**

RESOLVED FURTHER THAT the Board of Directors of the Company or any Key Managerial Personnel of the Company for the time being are hereby severally authorised to do all acts, deeds, matters or things and take such steps as may be necessary, expedient or desirable to give effect to this Resolution.”

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



S.Sundar
Company Secretary & Compliance officer
(Membership No. A9926)

Date: 29th March 2025
Place: Nellore

Registered office
A-5, Pannamgadu Industrial Estate, Ramapuram Post,
Sullurpet Taluk, Nellore 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, 04th April 2025** ('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 nonregistration 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.nsd.com
8. The e-voting period shall commence from **Saturday, 12th April 2025** 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 **11th, May 2025**
10. The Board of Directors of the Company dated **29th March 2025** has appointed **M/s. BP & Associates, Company Secretaries in Practice** 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., Telgu) 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 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., **11th May 2025** 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 evoting/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 AM (IST) on Saturday, 12th April 2025 to 05:00 PM (IST) on Sunday, 11th May 2025**. 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, 04th April 2025**, may opt for remote e-voting. Remote e-voting shall not be allowed beyond 5.00 PM on **Sunday 11th May 2025**.
- 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.	<ol style="list-style-type: none"> 1. 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. 2. 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/IdeasDirectReq.jsp 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 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.

4. 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



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-

	<p>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.</p>
<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. 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.</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.

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 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 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. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.

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 **prabhakar@bpcorpadvisors.com** 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 Mr.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 (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self attested scanned copy of PAN card), AADHAR (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 MS. NARMADHA DINAKARAN (DIN: 01777888) AS AN INDEPENDENT DIRECTOR OF THE COMPANY FOR A TERM OF 5 YEARS.**

The Nomination and Remuneration Committee (NRC), after evaluating and considering the skills, experience and knowledge that would be available to the Board of Directors and pursuant to the provisions of the Companies Act, 2013 ("the Act") read with the Articles of Association of the Company, recommended to the Board of Directors for the appointment of **Ms. Narmadha Dinakaran (DIN: 01777888)**, as an Additional Non-Executive Independent Director of the Company. Pursuant to the recommendations of the NRC, the Board of Directors at its meeting held on 29th March 2025, appointed Ms. Narmadha Dinakaran (DIN: 01777888) with effect from 29th March 2025 as an Additional Non-Executive Independent Director of the Company. The Board of Directors also approved that the tenure of office of Ms. Narmadha Dinakaran (DIN: 01777888) as an Independent Director will be for a term of five consecutive years from 29th March 2025 till 28th March 2030 (both days inclusive), subject to the approval of members of the Company.

Ms. Narmadha Dinakaran (DIN: 01777888) is qualified to be appointed as a Director in terms of Section 164 of the Act and has given her consent to act as a Director in Form DIR-2. The Company has also received a declaration from Ms. Narmadha Dinakaran (DIN: 01777888) that she meets the criteria of independence as prescribed, both, under Section 149(6) of the Act and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") and she is not debarred from holding the office of director by virtue of any order passed by the Securities and Exchange Board of India / Ministry of Corporate Affairs or any such statutory authority. The Company has also received a notice under Section 160 of the Act from a member proposing the candidature of Ms. Narmadha Dinakaran (DIN: 01777888) for the office of Independent Director of the Company.

Brief Profile of Mr. Krishnamoorthi Meyyanathan - as required Under Regulation 36(3) Of SEBI (LODR) Regulations, 2015 And Secretarial Standard on General Meetings -Refer Annexure 1.

Accordingly, the Board recommends the Special Resolution as set out in Item No. 1 of the accompanying Postal ballot Notice for the appointment of Ms. Narmadha Dinakaran as an Independent Director (Non-Executive) to hold office for a period of five years from 29th March 2025 till 28th March 2030 (both days inclusive) on such terms as stated therein for approval of the Members of 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. 1 of the Postal Ballot Notice.

ITEM NO: 2**APPROVAL FOR RE-APPOINTMENT OF MR. KRISHNAMOORTHY MEYYANATHAN, (DIN: 07845698) AS A NON-EXECUTIVE INDEPENDENT DIRECTOR OF THE COMPANY FOR A TERM OF 5 YEARS (SECOND TERM).**

Mr. **KRISHNAMOORTHY MEYYANATHAN** [DIN: **07845698**] was appointed as an Independent Director on the Board for the first term of 1 [one] year commencing from 14th May 2024 to 13th May 2025. Pursuant to the recommendation of the Nomination & Remuneration Committee in this regard, the Board of Directors at their meeting held on 12th February 2025, re-appointed Mr. Krishnamoorthi Meyyanathan [DIN: 07845698] as Independent Director, subject to the approval of shareholders, for the second term of 5 [five] consecutive years with effect from 14th May, 2025 until 13th May, 2030 [both days inclusive]. The Company has received a notice from a member in pursuance of Section 160(1) of the Act signifying his intention to propose the Re-appointment of Mr. Krishnamoorthi Meyyanathan [DIN: 07845698] as an Independent Director of the Company. He has given his consent to act as an Independent Director and a declaration to the effect that she meets the criteria of Independence as provided in Section 149(6) 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 and 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.

Brief Profile of Mr. Krishnamoorthi Meyyanathan - as required Under Regulation 36(3) Of SEBI (LODR) Regulations, 2015 And Secretarial Standard on General Meetings -Refer Annexure 1.

Mr. Krishnamoorthi Meyyanathan is interested in the resolution set out in Item No. 2 of the postal Ballot Notice with regard to his re-appointment as a director (non-executive independent) The relatives of Mr. Krishnamoorthi Meyyanathan may be deemed to be interested in the aforesaid resolution to the extent of their shareholding, if any, in the Company.

Accordingly, the Board recommends the Special Resolution as set out in item no. 2 of the accompanying Notice for the re-appointment of Mr. Krishnamoorthi Meyyanathan as an Independent Director (Non-Executive) to hold office for a period of five years from 14th May 2025 till 13th May 2030 on such terms as stated therein for approval of the Members of the Company.

Provided additionally, in the event that Mr. Krishnamoorthi Meyyanathan is reappointed for a second term of 5 years through the resolution outlined in Item no. 2 of this postal Ballot Notice, he will reach the age of seventy-five (75) on 15th January 2027. According to Regulation 17(1A) Notice of Postal Ballot Notice, 13 of the SEBI Listing Regulations, it will be necessary to pass a Special Resolution to extend his directorships despite he is attaining the age of seventy-

five years. During a meeting convened on 12th February 2025, the Board of Directors unanimously resolved to continue Mr. Krishnamoorthi Meyyanathan 's directorships due to his significant contributions to the Company's business.

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. 2 of the Postal Ballot Notice.

ITEM NO.3

APPROVAL FOR RE-APPOINTMENT OF MR. SURILISUBBU VASUDEVAN, (DIN: 10388399) AS A NON-EXECUTIVE INDEPENDENT DIRECTOR OF THE COMPANY FOR A TERM OF 5 YEARS (SECOND TERM)

Mr. Surilisubbu Vasudevan, (Din: 10388399) was appointed as an Independent Director on the Board for the first term of 1 [one] consecutive years commencing from 14th May 2024 to 13th May 2025. Pursuant to the recommendation of the Nomination & Remuneration Committee in this regard, the Board of Directors at their meeting held on 12th February 2025, re-appointed Mr. Surilisubbu Vasudevan, (Din: 10388399) as Independent Director, subject to the approval of shareholders, for the second term of 5 [five] consecutive years with effect from 14th May, 2025 until 13th May, 2030 [both days inclusive]. The Company has received a notice from a member in pursuance of Section 160(1) of the Act signifying his intention to propose the Re-appointment of Mr. Surilisubbu Vasudevan, (Din: 10388399) as Independent Director of the Company. He has given his consent to act as an Independent Director and a declaration to the effect that she meets the criteria of Independence as provided in Section 149(6) 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 and this is to confirm that Mr. Surilisubbu Vasudevan has not been debarred from holding the office of director by virtue of any SEBI order or any other such authority.

Brief Profile of Mr. Surilisubbu Vasudevan - as required Under Regulation 36(3) Of SEBI (LODR) Regulations, 2015 And Secretarial Standard on General Meetings -Refer Annexure 1.

Mr. Surilisubbu Vasudevan is interested in the resolution set out in Item No. 3 of the postal Ballot Notice with regard to his re-appointment as a director (non-executive independent) The relatives of Mr. Surilisubbu Vasudevan may be deemed to be interested in the aforesaid resolution to the extent of their shareholding, if any, in the Company.

Accordingly, the Board recommends the Special Resolution as set out in Item No. 3 of the accompanying Postal ballot Notice for the re-appointment of Mr. Surilisubbu Vasudevan as an Independent Director (Non-Executive) to hold office for a period of five years from 14th May 2025 till 13th May 2030 on such terms as stated therein for approval of the Members of 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. 3 of the Postal Ballot Notice.

All relevant documents and papers relating to Item No. 1-3 and referred to in this Postal Ballot 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 compliance@bgrenergy.com.

Annexure-1

PARTICULARS AND ADDITIONAL INFORMATION OF THE DIRECTORS SEEKING APPOINTMENT AND REAPPOINTMENT PURSUANT TO REGULATION 36(3) OF THE LISTING REGULATION AND IN TERMS OF SECRETARIAL STANDARDS ON THE GENERAL MEETINGS (SS-2):

ITEM no. 1 to 3:

Name of Director	Ms. Narmadha Dinakaran	Mr.Krishnamoorthi Meyyanathan	Mr. Surilissubbu Vasudevan
Nationality	Indian	Indian	Indian
Category and Designation	Independent Director	Independent Director	Independent Director
Director Identification Number	01777888	07845698	10388399
Date of Birth	26/10/1984	15/01/1952	31/05/1956
Age	41 years	73 years	68 years
Date of First Appointment on the Board	29/03/2025 (Subject to Shareholders' approval)	14/05/2024	14/05/2024
Educational Qualification	Post Graduate Degree in Corporate Secretary ship and ACS.	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
Experience, Skill & Expertise	7+ years of experience as Independent Director at a company engaged in the business of manufacturing of Automobile Components and ancillaries. In addition, more than 4 years of experience as a Company secretary in employment. Her experience during employment is in various field such as secretarial, risk management, and intellectual property	Senior Practicing Company Secretaries in Chennai carrying on the practice for the more than 14 years after about 30 years of experience in employment in reputed State Government Public Sector Undertakings (Tamil Nadu 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.	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.
Directorships held in other listed companies and excluding foreign companies as of the date of this Notice.	NIL	1. Chennai Meenakshi Multispeciality Hospital Limited 2.Monotech Systems Limited	1. ABS Marine Services Limited
Memberships/ Chairmanships of Committees across companies	Member of Committee: 1. Audit Committee	Chairperson of Committee: 1.Audit Committee 2.Nomination Remuneration committee 3.Stakeholder Relationship Committee	Member of Committee:: 1.Audit Committee 2.Nomination Remuneration committee 3.Corporate Social Responsibility Committee
Relationship with other Directors, Manager and other Key Managerial Personnel of the Company	NIL	NIL	NIL
Shareholding (%) in the Company, including shareholding as a beneficial owner.	NIL	NIL	NIL
Remuneration last drawn (FY 24-25)	NA	Sitting fees: Rs. 4,50,000	Sitting fees: Rs. 3,60,000
Terms and Conditions of appointment	Ms. Narmadha Dinakaran 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. Surilisubbu Vasudevan shall be appointed as Director (Non-Executive Independent), not liable to retire by rotation.
Number of Board Meeting attended for the year 2024-2025.	NA	7/7	7/7
Name of the listed entities from which the director has resigned in the past three years	NIL	1.Olympic Cards Limited	NIL