



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.com

29th March, 2025

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

Dear Sir/Madam,

Sub.: Intimation under Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

Pursuant to Regulation 30 read with Schedule III, Part A, Para A of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, we wish to inform that based on the recommendation of the Nomination and Remuneration Committee, the Board of Directors of the Company in their meeting held today (29th March, 2025) has taken note and approved the following decisions:

1.Appointment of Ms. Narmadha Dinakaran (DIN.01777888) as an Additional Directors (Non-Executive- Independent) of the Company with effect from 29th March, 2025, subject to the approval of the shareholders of the Company.

2.Approval for the Withdrawal of Re-appointment of Mr. Sadasivam Deivanayagam (DIN: 07622466) as an Independent Director for Second term.

The Board approved the withdrawal of Re-appointment of Mr. Sadasivam Deivanayagam (DIN: 07622466) as Independent Director for Second term previously approved in the Board meeting held on 12th February, 2025, for seeking shareholders' approval for his reappointment had been revoked due to his decision to resign from the Board and all Committees of the Company.

REGISTERED OFFICE:

A-5 PANNAMGADU INDUSTRIAL ESTATE, RAMAPURAM POST, SULURPET TALUK, NELLORE DISTRICT, ANDHRA PRADESH 524401
INDIA.

TEL: 91 44 27948249, 27948549

Corporate Identity Number: L40106AP1985PLC005318



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3. Re-appointment of the following directors subject to the approval of the shareholders, which shall be sought separately:

- i. Mr. Krishnamoorthi Meyyanathan (DIN: 07845698) as a Director (Category: Non-Executive, Independent Director) of the Company.
- ii. Mr. Surilishubbu Vasudevan (DIN: 10388399) as a Director (Category: Non-Executive, Independent Director) of the Company.

We hereby confirm that the aforesaid Independent directors satisfy the criteria of independence prescribed under the Companies Act, 2013 and SEBI Listing Regulations. In accordance with the circular dated June 20, 2018, issued by the Stock Exchanges, it is confirmed that the directors are not debarred from holding the office of Director by virtue of any order of Securities and Exchange Board of India (SEBI) or any other such authority.

The details under Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 read along with SEBI Circular No. SEBI/HO/CFD/CFD-PoD-1/P/CIR/2023/123 dated July 13, 2023 read with SEBI/HO/CFD/PoD2/CIR/P/0155 dated November 11, 2024 are given as **Annexure 'A'**.

4.Reconstitution of following Committees of the Company

Pursuant to Regulation 30 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, we wish to inform you that the Board of Directors of the Company, through resolution passed today on 29th March, 2025, has approved the reconstitution of the Audit Committee, Nomination and Remuneration Committee (NRC) and the Stakeholder Relationship Committee effective from 29th March, 2025.

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The composition of the reconstituted committee(s), effective from 29th March, 2025, is as follows:

Audit committee			
SL.NO	Name of Committee Members	Position	Category
1	Krishnamoorthi Meyyanathan	Chairperson	Independent Director
2	Surilisubbu Vasudevan	Member	Independent Director
3	Narmadha Dhinakaran	Member	Independent Director
4	Arjun Govind Raghupathy	Member	Executive Director

Nomination Remuneration committee			
SL.NO	Name of Committee Members	Position	Category
1	Krishnamoorthi Meyyanathan	Chairperson	Independent Director
2	Surilisubbu Vasudevan	Member	Independent Director
3	Sasikala Raghupathy	Member	Non-Executive Director

Stakeholder Relationship committee			
SL.NO	Name of Committee Members	Position	Category
1	Krishnamoorthi Meyyanathan	Chairperson	Independent Director
2	Arjun Govind Raghupathy	Member	Executive Director
3	Ganesan Jeyakrishna	Member	Executive Director

Further, the Board has also consented for Postal Ballot to be conducted in accordance with the provisions of Section 110 of the Companies Act, 2013 read with the Companies (Management and Administration), Rules, 2014 for below mentioned resolutions for approval of the Members of the Company.

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Item No.	Description of Resolution(s)
1.	Special Resolution: Appointment of Ms. Narmadha Dinakaran (DIN: 01777888) as an Independent Director of The Company for a period of 5 years with effect from 29 th March, 2025 to 28 th March, 2030.
2	Special Resolution: Re-appointment of Mr. Krishnamoorthi Meyyanathan, (DIN: 07845698) as a Non-Executive Independent Director of the Company for a Second term of 5 years with effect from 14 th May, 2025 to 13 th May, 2030.
3	Special Resolution: Re-appointment of Mr. Krishnamoorthi Meyyanathan, (DIN: 07845698) as a Non-Executive Independent Director of the Company for a Second term of 5 years with effect from 14 th May, 2025 to 13 th May, 2030.

5. Resignation of Mr. Sadasivam Deivanayagam (DIN: 07622466) as an Independent Director of the Company:

Pursuant to Regulation 30 of SEBI Listing Regulations, we wish to inform you that Mr. Sadasivam Deivanayagam (DIN: 07622466), has tendered his resignation as the Independent Director of the Company, with effect from the close of business hours on 29th March, 2025, for reasons as mentioned in the resignation letter. Consequently, he shall also cease to be a Member of the Audit Committee, Nomination and Remuneration Committee & Stakeholder Relationship Committee of the Company with effect from the close of business hours on 29th March 2025.

The Board of Directors of the Company place on record its appreciation for the valuable contribution and guidance provided by Mr. Sadasivam Deivanayagam (DIN: 07622466) during his association with the Company as an Independent Director.

The information in regard to the abovementioned change in the Board composition in terms of Regulation 30 read with Para A(7B) of Part A of Schedule III of the SEBI Listing Regulations is enclosed in **Annexure B**.

The letter of resignation received from Mr. Sadasivam Deivanayagam (DIN: 07622466), is enclosed in **Annexure C**.

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This intimation is also available on the Company's website at www.bgrcorp.com

The board of directors meeting commenced at 04.00 P.M. and concluded at 05.15 P.M.

Kindly take the above information on record and acknowledge.

Thanking You,

Yours truly,
For BGR Energy Systems Limited

S Sundar
Company Secretary & Compliance Officer

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Annexure-A

Details under Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 read along with SEBI Circular No. SEBI/HO/CFD/CFD-PoD-1/P/CIR/2023/123 dated July 13, 2023 read with SEBI/HO/CFD/PoD2/CIR/P/0155 dated November 11, 2024

1. Ms. Narmadha Dhinakaran

Sl. No.	Particulars	Details
1.	Name of the Director	Ms. Narmadha Dhinakaran
2.	Reason for change viz. appointment, re-appointment, resignation, removal, death or otherwise;	Appointment
3.	Date of Appointment/Re-Appointment	She is appointed w.e.f 29 th March 2025 for period of five years
4.	Brief profile (in case of appointment);	<p>Ms. Narmadha Dhinakaran (DIN: 01777888) aged 40 years, holds B. Com degree from Bharathidasan University, Chennai. She is a Company Secretary & and holds membership in ICSI.</p> <p>She has overall seven years of experience as an independent director and she has a more than four years of experience as company Secretary in employment.</p> <p>She is expertise in handling secretarial activities, Risk Management and intellectual Property and other legal documentation activities.</p>
5.	Disclosure of relationships between directors	Ms. Narmadha Dhinakaran is not related to any Director or Key Managerial Personnel (KMP) of the Company.

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2. Mr. KRISHNAMOORTHY MEYYANATHAN

Sl. No.	Particulars	Details
1.	Name of the Director	Mr. Krishnamoorthi Meyyanathan
2.	Reason for change viz. appointment, re-appointment, resignation, removal, death or otherwise;	Re-Appointment
3.	Date of Re-Appointment	Re-appointment for a period of from 14 th May, 2025 to 13 th May, 2030.
4.	Brief profile (in case of appointment);	<p>Mr. Krishnamoorthi Meyyanathan (DIN: 07845698) aged 72 years holds degree B.G.L. from Madurai Kamarajar University. He is a Company Secretary, a Fellow Member of the Institute of Company Secretaries of India, New Delhi.</p> <p>He is one of the senior Practicing Company Secretaries in Chennai carrying on the practice for the past 14 years after about 30 years of experience in employment in reputed State Government Public Sector Undertakings (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.</p>
5.	Disclosure of relationships between directors	Mr. Krishnamoorthi Meyyanathan is not related to any Director or Key Managerial Personnel (KMP) of the Company.

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3. Mr. SURILISUBBU VASUDEVAN

Sl. No.	Particulars	Details
1.	Name of the Director	Mr. Surilisubbu Vasudevan
2.	Reason for change viz. appointment, re-appointment, resignation, removal, death or otherwise;	Re-Appointment
3.	Date of Re-Appointment	Re-appointment for a period from 14 th May, 2025 to 13 th May, 2030.
4.	Brief profile (in case of appointment);	<p>Mr. Surilisubbu Vasudevan (DIN: 10388399) is a Fellow Member of the Institute of company secretaries of India, holds a Post Graduate degree in Commerce and is a Chartered Financial Analyst (CFA). He also holds a L.L.B. Degree and a Post Graduate in Law - M.L (International Law and Constitution) from The Department of Legal Studies, University of Madras. He is currently pursuing a PhD (Corporate Restructuring — Mergers and Acquisitions) from Vels University, Chennai.</p> <p>He has an Overall Managerial Experience spread over three Decades with the first fourteen years being spent in core accounting and MIS in the Middle management Cadre, 25 years post qualification experience in leading textile Mills and Garment manufacturing Units, Steel and power Plants, and service industries, IT infrastructure companies with focus on end to end Finance and Accounts and Secretarial management. He has also handled activities relating to imports and exports & Understanding of all aspects</p>

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		governing operational and production activities and up to date knowledge on regulations/ guidelines and statutory compliances in the industry. He further explored Sourcing of Finance from Banks and institutions right from identification of banks to disbursement including preparation of proposals, project reports, Appraisal reports, loan documentation, follow up for disbursement and submission of periodical returns to banks, IPO Management, Venture capital and Private Equity, Debt Restructuring, DRT/SARFAESI/ Dealing with senior Advocates for conducting cases in High Court/NCLT.
5.	Disclosure of relationships between directors	Mr. Surilisubbu Vasudevan is not related to any Director or Key Managerial Personnel (KMP) of the Company.

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Annexure B

Information as required under Regulation 30 - Part A of Para A of Schedule III of SEBI
(Listing Obligations and Disclosure Requirements) Regulations 2015

Sl.No	Particulars	Description
1.	Reason for Change	Resignation of Mr. Sadasivam Deivanayagam (DIN: 07622466), as Non-Executive Independent Director for reasons as mentioned in the resignation letter.
2	Date of appointment/cessation & term of appointment	Close of Business hours on 29 th March 2025
3	Brief Profile	Not Applicable
4	Disclosure of relationships between directors	Not Applicable
5	Letter of Resignation along with detailed reason for resignation	Annexure 2 enclosed
6	Names of listed entities in which the resigning director holds directorships, indicating the category of directorship and membership of board committees, if any.	Nil
7	The independent director shall, along with the detailed reasons, also provide a confirmation that there is no other material reasons other than those provided	Mr. Sadasivam Deivanayagam (DIN: 07622466) confirmed that there are no material reasons for his resignation other than those mentioned in his resignation

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From:

29.03.2025

SADASIVAM DEIVANAYAGAM,
Mad. Parkam,
Chennai - 600 091

To:

Managing Director,
BGR Energy Ltd,
Teyampet, Chennai - 18,

Dear Sir,

sub: Independent Director - Resign

I wish to inform you that I am not willing to continue my position of Independent Directorship due to my personal reason.

I wish and thank you and your company for co-operation extend to me during my tenure.

Thanking you,

Yours faithfully,

S. Sadasivam

Date: 29.03.2025