

August 30, 2025

To  
Listing Department  
**BSE Limited**  
Phiroze Jeejeebhoy Towers  
Dalal Street, Mumbai- 400001  
Through: BSE Listing Centre  
Security Code: 533339

To  
Listing Department  
**National Stock Exchange of India Limited**  
Exchange Plaza, C-1, Block G,  
Bandra Kurla Complex,  
Bandra (E), Mumbai – 400 051  
Through: NEAPS- Symbol: ZENTEC

Dear Sir/ Madam,

**Sub: Submission of Notice of 26<sup>th</sup> Annual General Meeting (AGM) of the Company**

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Please find enclosed notice for the 26<sup>th</sup> AGM to be held on Monday, September 22, 2025, at 10.00 a.m. (IST) through Video Conferencing (VC) / Other Audio Visual Means (OAVM).

The notice of 26<sup>th</sup> AGM is also made available on the website of the Company at:  
<https://powermechprojects.com/announcements/>

Kindly take the same on record and acknowledge the receipt.

Yours faithfully,  
**For Power Mech Projects Limited**



M. Raghavendra Prasad  
Company Secretary and Compliance officer  
M. No.: A41798

Encl: as above

## POWER MECH PROJECTS LIMITED

AN ISO 14001:2015, ISO 9001:2015 & ISO 45001:2018 CERTIFIED COMPANY

**Regd. & Corporate Office :**  
Plot No. 77, Jubilee Enclave, Opp. Hitex,  
Madhapur, Hyderabad-500081  
Telangana, India  
CIN : L74140TG1999PLC032156

Phone : 040-30444444  
Fax : 040-30444400  
E-mail : [info@powermech.net](mailto:info@powermech.net)  
Website : [www.powermechprojects.com](http://www.powermechprojects.com)



JAS-ANZ



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## Power Mech Projects Limited

Corporate Identification No (CIN) - L74140TG1999PLC032156

Regd. Office: Plot No.77, Jubilee Enclave, Opp:Hitex, Madhapur., Hyderabad, Telangana, India, 500081.

Tel.: +91 40 30444444 Email id: [cs@powermech.net](mailto:cs@powermech.net) Website: <https://powermechprojects.com/>

### NOTICE

Notice is hereby given that the 26th Annual General Meeting (AGM) of the members of Power Mech Projects Limited ("the Company") will be held on September 22, 2025, at 10:00 a.m. (IST) through Video Conferencing ("VC") / Other Audio-Visual Means ("OAVM") to transact the following business(s):

#### Ordinary Business:

##### Item No.1: Adoption of financial statements:

To receive, consider, approve and adopt the audited standalone and consolidated financial statements of the Company for the financial year ended March 31, 2025, and the Reports of the Board and Auditors thereon and in this regard, pass the following resolution as **Ordinary Resolution**.

**"RESOLVED THAT** pursuant to Section 134 and other applicable provisions of the Companies Act, 2013, and rules made thereunder the audited standalone and consolidated financial statements of the Company for the year ended March 31, 2025, and the reports of the Board of Directors and auditors thereon be and are hereby received, considered, approved and adopted."

##### Item No.2: Declaration of dividend on the equity shares:

To declare Dividend on equity shares for the financial year ended March 31, 2025, and in this regard, pass the following resolution as an **Ordinary Resolution**:

**"RESOLVED THAT** dividend at the rate of 12.5% i.e. ₹1.25 (One rupee and twenty-five paise only) per equity share of ₹10/- (ten rupee) each for the financial year ended March 31, 2025, be and is hereby approved and declared."

##### Item No.3: Re-appointment of a director:

To appoint a director in place of Mrs. Sajja Lakshmi, who retires by rotation and being eligible, offers herself for re-appointment and in this regard, pass the following resolution as an **Ordinary Resolution**:

**"RESOLVED THAT** pursuant to the provisions of Section 152 of the Companies Act, 2013, Mrs. Sajja Lakshmi (DIN:00068991), who retires by rotation at the annual general meeting and being eligible offers herself for re-appointment, be and is hereby re-appointed as a Director of the Company, liable to retire by rotation."

#### Special Business:

##### Item No.4: Appointment of Mr. Bontha Prasada Rao (DIN: 01705080) as independent director of the Company:

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

**"RESOLVED THAT** pursuant to the provisions of Sections 149, 152 and other applicable provisions, if any, of the Companies Act, 2013 ("the Act") and the Rules made thereunder, read with Schedule IV of the Act and Regulation 17, 25 and other applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("the Listing Regulations") (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and pursuant to the recommendation of Nomination and Remuneration Committee of the Board, Mr. Bontha Prasada Rao (DIN: 01705080) who was appointed by the Board of directors as an additional director (Non-executive and Independent) of the Company at its meeting held on August 8, 2025, and who holds office up to the date of this annual general meeting of the Company in terms of Section 161(1) of the Act and Article 44 of the Articles of Association of the Company and who meets the criteria for independence as provided in Section 149(6) of the Act and rules made thereunder and Regulation 16(1)(b) of the listing regulations and who has submitted a declaration to that effect and who is eligible for appointment as an independent director of the Company and in respect of whom the Company has received a notice in writing from a member under Section 160(1) of the Act proposing her candidature for the office of Director of the Company, be and is hereby appointed as an independent director of the Company, not liable to retire by rotation, for a term of 3 (three) consecutive years commencing from August 8, 2025."

##### Item No.5: Appointment of Mr. Sajja Rohit (DIN: 02622634) as Director and Whole-Time Director:

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

**"RESOLVED THAT** pursuant to the provisions of Sections 149, 152 and other applicable provisions of the Companies Act, 2013 ("the Act") read with the Rules framed thereunder, and applicable of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("the Listing Regulations") (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and Articles of Association of the Company, and based on the recommendation(s) of the Nomination and Remuneration Committee, approval of Audit Committee and that of the Board, Mr. Sajja Rohit (DIN: 02622634) who was appointed as an Additional Director with effect from August 8, 2025, be and is hereby appointed as a Director of the Company and that he shall be liable to retire by rotation."

**RESOLVED FURTHER THAT** pursuant to the provisions of Sections 196, 197, 198, and 203 read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013 and Rules made thereunder, pursuant to Regulation 17(6)(e) and

applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), and based on the recommendation(s) of the Nomination and Remuneration Committee, approval of Audit Committee and that of the Board, Mr. Sajja Rohit (DIN: 02622634) as the Whole-time Director, designated as "President (Business Development & Operation)" of the Company, for a term of five (5) years commencing from August 8, 2025, on the remuneration as set out below:

A.	Aggregate Salary	Not exceeding ₹20,00,000/- per month as may be decided by the Board on the recommendation of Nomination and Remuneration Committee from time to time
B.	Benefits of Employment	As per the policy of the Company for that level/designation
C.	Commission	@ 2% on the net profits of the Company for each/every financial year

"RESOLVED FURTHER THAT notwithstanding anything herein stated above, where in any financial year during the tenure of Mr. Sajja Rohit (DIN: 02622634) as Whole-time Director of the Company, the Company incurs a loss or its profits are inadequate, the Company shall pay the above remuneration to Mr. Sajja Rohit as minimum remuneration subject to the requisite approvals or the limits specified under Section II of Part II of Schedule V to the Companies Act, 2013, or such other limits as may be prescribed by the Central Government from time to time as minimum remuneration."

"RESOLVED FURTHER THAT Board of Directors or Company Secretary of the Company be and are hereby severally authorized to do and perform all such acts, deeds, matters or things as may be considered necessary, appropriate, expedient, or desirable to give effect to above resolution."

**Item No.6: Re-appointment of Mr. Sajja Kishore Babu (DIN: 00971313) as Managing Director:**

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

"RESOLVED THAT pursuant to the provisions of Sections 196, 197, 198, 203 and any other applicable provisions of the Companies Act, 2013, and the Rules made thereunder read with Schedule V of the Companies Act, 2013, Regulation 17(6)(e) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, and other applicable rules, regulations (including any statutory modification(s) or re-enactment thereof for the time being in force), and subject to such other approvals and consents as may be required and pursuant to recommendations of Nomination and Remuneration Committee, approval of Audit Committee and that of the Board, the consent and approval of the Company be and is hereby accorded to the re-appointment of Mr. Sajja Kishore Babu (DIN: 00971313) as Managing Director of the Company for a further period of five (5) years with effect from April 1, 2026, whose office is not

liable to retire by rotation, on the remuneration, perquisites, benefits and other allowances to him as mentioned below:

A.	Aggregate Salary	₹18,00,000/- per month (w.e.f April 1, 2026) which may be revised upto ₹22,50,000 per month as may be decided by the Board from time to time
B.	Benefits of Employment	As per the policy of the Company for that level/designation
C.	Commission	Upto 5% on the net profits of the Company for each/every financial year
D.	Overall managerial remuneration	The overall managerial remuneration shall not exceed 5 % of the net profits computed under Section 198 of the Companies Act, 2013.

RESOLVED FURTHER THAT notwithstanding anything herein stated above, where in any financial year during the tenure of Mr. Sajja Kishore Babu (DIN: 00971313) as Chairman and Director in the whole-time employment in the Company, the Company has no profits or its profits are inadequate, the Company shall pay to him the above remuneration by way of salary, perquisites and other allowances as minimum remuneration subject to the requisite approvals or the limits specified under Section II of Part II of Schedule V to the Companies Act, 2013 or such other limits as may be prescribed by the Central Government from time to time as minimum remuneration.

RESOLVED FURTHER THAT the Board of Directors be and are hereby authorised to take such steps and do all such acts, deeds, matters and things as may be considered necessary, proper and expedient to give effect to this resolution."

**Item No.7: Ratification of remuneration payable to Cost Auditors for the financial year 2025-26:**

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

"RESOLVED THAT pursuant to the provisions of Section 148 of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), the Company hereby ratifies the remuneration of ₹1,25,000/- (rupees one twenty-five thousand only) plus out of pocket expenses and applicable taxes thereon, payable to M/s. M P R & Associates., Cost Accountants (Firm Reg No: 000413) Hyderabad, who have been appointed by the Board of Directors on the recommendation of the Audit Committee of Directors as the Cost Auditors of the Company to conduct the audit of cost records being maintained by the Company in respect of the Company's products for the financial year 2025-26."

**Item No.8: Appointment of and remuneration payable to Secretarial Auditors:**

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



**"RESOLVED THAT** pursuant to Regulation 24A, 36 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, read with the provisions of Section 204(1) of the Companies Act, 2013 and Rule 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and other applicable provisions, if any, of the Companies Act, 2013, (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), and based on the recommendation(s) of the Audit Committee and approval of the Board, the approval of members be and is hereby accorded for the appointment of Mr. D. S. Rao, Practicing Company Secretary, (COP: 14487 and Peer review certificate no.: 1817/2022) as Secretarial Auditor to carry out secretarial audit for the Company for a period of 5 (Five) consecutive years from FY 2025-26 with the remuneration of ₹3,00,000/- (excluding out-of-pocket expenses and applicable taxes) which may be revised by the Board in consultation with the Secretarial Auditor and as mutually agreed from time to time."

**Item No.9: Related Party Transactions with subsidiaries of the Company:**

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

**"RESOLVED THAT** pursuant to Section 188 of the Companies Act, 2013, and rules made thereunder ("the Act"), the provisions of Regulations 2(1)(zc), 23 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and the Company's policy on the related party transactions, and subject to such approval(s), consent(s), permission(s) as may be necessary from time to time and basis the approval and recommendation of the Audit Committee and the Board of Directors of the Company, the consent and approval of the members of the Company be and is hereby accorded to the Company to enter/continue to enter into Material Related Party Transaction(s)/Contract(s)/Arrangement(s)/Agreement(s) (whether by way of an individual transaction or transaction taken together or series of transactions or otherwise) with identified subsidiaries of the Company for a period of 3 (three) years from the financial year 2025-26 on such material terms and conditions as detailed in the explanatory statement to this Resolution and as may be mutually agreed between related parties and the Company, such that the maximum value of the Related Party Transactions with such parties, in aggregate, does not exceed value as specified in the explanatory statement to this resolution, provided that the said transaction(s)/

Contract(s)/ Arrangement(s)/ Agreement(s) shall be carried out in the ordinary course of business and at arm's length basis.

**RESOLVED FURTHER THAT** the Board of Directors of the Company be and is hereby authorised to do all such acts, deeds, matters and things as it may deem fit at its absolute discretion and to take all such steps as may be required in this connection including finalizing and executing necessary documents, contract(s), scheme(s), agreement(s) and such other documents as may be required, seeking all necessary approvals to give effect to this resolution, for and on behalf of the Company and settling all such issues, questions, difficulties or doubts whatsoever that may arise and to take all such decisions from powers herein conferred to, without being required to seek further consent or approval of the Members and that the Members shall be deemed to have given their approval thereto expressly by the authority of this resolution.

**RESOLVED FURTHER THAT** the Board of the Directors of the Company, be and is hereby authorised to delegate all or any of the powers herein conferred, to any Director(s) or Chief Financial Officer, Company Secretary or any other Officer(s) / Authorised Representative(s) of the Company, to do all such acts and take such steps, as may be considered necessary or expedient, to give effect to the aforesaid resolution(s) and all actions taken by the Board or any person so authorized by the Board, in connection with any matter referred to or contemplated in any of the foregoing resolutions, be and are hereby approved, ratified and confirmed in all respects."

**Item No.10: Payment of remuneration to Mr. M. Rajiv Kumar (DIN: 07336483), Non-Executive Director by way of consultancy fees:**

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

**"RESOLVED THAT** pursuant to the provisions of Section 197, 198 and any other applicable provisions of the Companies Act, 2013, and the Rules made thereunder and Regulation 17(6) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, and other applicable rules, regulations (including any statutory modification(s) or re-enactment thereof for the time being in force), and pursuant to recommendations of Nomination and Remuneration Committee, the consent of the members be and is hereby accorded to pay an amount of ₹3,80,000/- per month (excluding GST) and reimbursement of out of pocket expenses towards remuneration to Mr. M. Rajiv Kumar (DIN: 07336483), Non-Executive Director for the FY 2025-26 by way of consultancy fees.

By Order of the Board  
For **Power Mech Projects Limited**

Date: August 8, 2025  
Place: Hyderabad

**M. Raghavendra Prasad**  
Company Secretary and Compliance Officer  
M. no.: A41798

**NOTES:**

1. The explanatory statement in respect of the special business in the notice, pursuant to Section 102 of the Companies Act, 2013, is annexed hereto.
2. The Ministry of Corporate Affairs ("MCA") has vide its general circular dated May 5, 2020 read with general circulars dated May 5, 2022 April 8, 2020, December 28, 2022, September 25, 2023, and September 19, 2024 (collectively referred to as "MCA Circulars") permitted the holding of the Annual General Meeting ("AGM") through VC/OAVM, without the physical presence of the Members at a common venue. The Securities and Exchange Board of India ("SEBI") also vide its Circular No. SEBI/HO/CFD/CFD-PoD-2/P/CIR/2024/133 dated October 3, 2024 ("SEBI Circular") has provided certain relaxations from compliance with certain provisions of the Listing Regulations. In compliance with these Circulars, provisions of the Act and the Listing Regulations, the 26th AGM of the Company is being conducted through VC/OAVM facility, without the physical presence of Members at a common venue. Accordingly, the deemed venue for the 26th AGM shall be the Registered Office of the Company and since the AGM will be held through VC / OAVM, the route map is not annexed in this notice.
3. National Securities Depository Limited (NSDL) will provide the facility for voting through remote e-voting, for participation in the 26th AGM through VC/OAVM and e-voting during the AGM.
4. Pursuant to MCA and SEBI Circulars the facility to appoint proxy to attend and cast vote for the members is not available for this AGM. However, the Body Corporates are entitled to appoint authorised representatives to attend the AGM through VC/OAVM and participate there at and cast their votes through e-voting.
5. The register of members and share transfer books will remain closed from Tuesday, September 16, 2025, to Monday, September 22, 2025 (both days inclusive) in connection with the AGM and Dividend.
6. The Members can join the AGM in the VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the meeting by following the procedure mentioned in the notice. The facility of participation in the AGM through VC/OAVM will be made available for 2,000 members on first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), promoters, institutional investors, directors, key managerial personnel, the Chairpersons of the audit committee, Nomination and remuneration committee and stakeholders relationship committee, Auditors etc. who are allowed to attend the AGM without restriction on account of first come first served basis.
7. In compliance with the MCA and SEBI Circulars notice of the AGM along with the Annual Report 2024-25 is being

sent only through electronic mode to those members whose email addresses are registered with the Company/ Depositories. Members may note that the notice and Annual Report 2024-25 will also be available on the Company's website at <https://powermechprojects.com/annual-reports/> and websites of the Stock Exchanges i.e., BSE Limited and National Stock Exchange of India Limited.

8. As per Regulation 40 of the Listing Regulations, as amended, securities of listed companies can be transferred only in dematerialized form with effect from April 1, 2019, except in case of request received for transmission or transposition of securities. In view of this and to eliminate all risks associated with physical shares and for ease of portfolio management, members holding shares in physical form are requested to consider converting their holdings to dematerialized form. Members can contact the Company or Company's Registrars and Transfer Agents, Kfin for assistance in this regard.
9. The register of directors and key managerial personnel and their shareholding, maintained under Section 170 of the Act, and the register of contracts or arrangements in which the directors are interested, maintained under Section 189 of the Act, will be available electronically for inspection by the members during the AGM.

**DIVIDEND RELATED INFORMATION:**

10. The Company has fixed September 15, 2025, as the "Record Date" for the purpose of AGM and for determining entitlement of Members to dividend for the financial year ended March 31, 2025.
11. The Board has recommended the final dividend of ₹1.25/- per equity share of ₹ 10/- each if declared at the meeting, will be paid to those members whose names appear in the Company's register of member, subject to deduction of tax at source pursuant to Finance Act, 2020. The dividend on equity shares, if declared at the meeting, will be credited/ dispatched within one month from the date of this meeting.
12. Members are request to note that, pursuant to Finance Act, 2020, dividend income will be taxable in the hands of the members of the Company w.e.f. April 1, 2020, and the Company is required to deduct tax at source ("TDS") on dividend to be paid to the members at rates prescribe in the Income Tax Act, 1961. No tax will be deducted on payment of dividend to the resident individual shareholders if the total dividend paid does not exceed ₹ 10,000/-
13. Dividend in case of Non-KYC compliant Folios:

Shareholders are requested to note that pursuant to the SEBI circular dated November 03, 2021 (subsequently amended by circulars dated December 14, 2021, March 16, 2023 and November 17, 2023) mandated that the security holders (holding securities in physical form),

whose folio(s) were not updated with the KYC details (any of the details viz., PAN; Choice of Nomination; Contact Details; Mobile Number; Bank Account Details and signature, if any) shall be eligible for any payment including dividend, interest or redemption in respect of such folios, only through electronic mode with effect from April 01, 2024.

Shareholders are requested to update the KYC details by submitting the relevant ISR forms duly filled in along with self-attested supporting proofs. The forms can be downloaded from the website of the RTA.

14. Members whose shareholding is in electronic mode are requested to notify any change in address or bank account details to their respective depository participant(s) (DP). Members whose shareholding is in physical mode are requested to opt for the Electronic Clearing System (ECS) mode to receive dividend on time and to promote green initiative, members who have not registered their email addresses are requested to register the same with their Depository Participants, in case the shares are held by them in electronic form and with KFin, in case the shares are held by them in physical form.
15. Members holding shares in physical mode are:
  - a. required to submit their Permanent Account Number (PAN) and bank account details to the Company / KFin, if not registered with the Company / KFin, as mandated by the SEBI by writing to the Company at [cs@powermech.net](mailto:cs@powermech.net) or to KFin at [inward.ris@kfintech.com](mailto:inward.ris@kfintech.com) along with the details of folio no., self-attested copy of PAN card, bank details (Bank account number, Bank and Branch Name and address, IFSC, MICR details) and cancelled cheque.
  - b. advised to register nomination in respect of their shareholding in the Company.
16. Members holding shares in electronic mode are:
  - a. requested to submit their PAN and bank account details to their respective Depository Participants ("DPs") with whom they are maintaining their demat accounts.
  - b. advised to contact their respective DPs for registering nomination.
17. Non-Resident Indian members are requested to inform KFin / respective DPs, immediately for:
  - a. Change in their residential status on return to India for permanent settlement.
  - b. Particulars of their bank account maintained in India with complete name, branch, account type, account number and address of the bank with pin code number, if not furnished earlier.
18. Members are requested to address all correspondence, including on dividends, to the Registrar and Share Transfer Agents, KFin Technologies Limited, Unit: Power Mech Projects Limited, Selenium Tower B, Plot 31-32, Gachibowli, Financial District, Nanakramguda, Hyderabad 500032.

#### IEPF RELATED INFORMATION:

19. The unclaimed equity dividend for the year ended March 31, 2018, will be transferred in the month of November, 2025, to the "Investor Education and Protection Fund (IEPF)" on expiry of 7 years from the date of transfer to the Unpaid Dividend Account, pursuant to Section 124 of the Companies Act, 2013 (Section 205A of the Companies Act, 1956). Members who have not encashed their dividend warrants for the said financial year or subsequent year(s) are requested to send the same to the Company or its Registrars and Share Transfer Agents ("RTA") for issue of fresh demand drafts.
20. Pursuant provisions of Section 124(6) of the Act read with Rule 6 of the Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Amended Rules, 2017 ("the IEPF Rules"), all shares in respect of which dividend has not been paid or claimed for seven consecutive years or more (relevant shares) upto and including the financial year 2016-17 were transferred by the Company in the name of IEPF from time to time as prescribed by the Act and rules made thereunder and the statement containing such details as may be prescribed is placed on Company's website: <https://powermechprojects.com/unpaid-unclaimed-dividend/>

#### VOTING RESULTS:

21. The Board of Directors has appointed Mr. D. S. Rao, Practicing Company Secretary as the 'Scrutinizer' to scrutinize the remote e-voting process and voting during the AGM in a fair and transparent manner.
22. The Scrutinizer will submit his report to the Chairman of the Company or to any other person authorized by him after completion of scrutiny of the e-voting (votes cast during the AGM and votes cast through remote e-voting). The result declared along with the Scrutinizer's report shall be communicated to the stock exchanges, RTA, and will also be displayed on the Company's website, <https://powermechprojects.com/>

#### OTHER INFORMATION:

23. Members can avail the facility of nomination in respect of securities held by them in physical form pursuant to the provision of Section 72 of the Act. Members desiring to avail this facility may send their nomination in the prescribed form duly filled-in to KFin. Members holding shares in electronic mode may contact their respective Depository Participant (DP) for availing this facility.

24. Members holding shares in identical order of names in more than one folio are requested to write to the Company's Registrars and Share Transfer Agents enclosing their share certificates to enable consolidation of their shareholdings in one folio. A consolidated share certificate will be issued to such members after making requisite changes.
25. Pursuant to the directions/notifications of Securities and Exchange Board of India (SEBI) and Depositories, the demat account holders can operate their accounts if they had already provided Income Tax Permanent Account Number (PAN) either at the time of opening of the account or subsequently. In case they have not furnished the Income Tax Permanent Account Number to the Depository Participants, such demat account holders are requested to contact their DPs with a photocopy of the PAN Card (with original PAN Card for verification), so that the frozen demat accounts would be available for operation and further consequences of non-compliance with the aforesaid directives would be obviated. SEBI, vide Circular ref.no. MRD/Dop/Cir-05/2009 dated May 20, 2009 made it mandatory to have PAN particulars for registration of physical share transfer requests. Based on the directive contained in the said circulars, all share transfer requests are therefore to be accompanied with PAN details.
26. The Company is in compliance with the SEBI circular no. SEBI/HO/OIAE/OIAE\_IAD-1/P/CIR/2023/145 dated August 11, 2023, read with other relevant circulars regarding Online Dispute Resolution ("ODR") and the web-link for the same is made available on the website of the Company at <https://powermechprojects.com/investor-relations/>
27. Members seeking any information with regard to the accounts or any matter to be placed at the AGM, are requested to write to the Company on or before September 18, 2025, through email to [cs@powermech.net](mailto:cs@powermech.net). The same will be replied by the Company suitably.
28. Members at 25th AGM held on September 27, 2024, approved the appointment of M/s. Brahmayya & Co, Chartered Accountants (Firm Registration No. 000513S), as Statutory Auditors of the Company to hold office for a period of five years from the conclusion of 25th AGM till the conclusion of the 30th AGM.
29. Additional information pursuant to Regulation 26(4) and 36(3) of the Listing Regulations and Secretarial Standards on general meetings in respect of the Directors seeking appointment/re-appointment at the annual general meeting is furnished in Annexure - A and forms part of the notice. The Directors have furnished the requisite consent / declaration for their appointment / re-appointment.
30. Retirement of Directors by rotation:
- Mrs. Sajja Lakshmi, Director of the Company, retires by rotation at the ensuing annual general meeting and, being eligible, offers herself for re-appointment.
- The Board of directors commends the re-appointment of Mrs. Sajja Lakshmi as a Director, liable to retire by rotation.

#### **THE INSTRUCTIONS FOR MEMBERS FOR REMOTE E-VOTING AND JOINING GENERAL MEETING ARE AS UNDER:-**

The remote e-voting period begins on Friday, September 19, 2025 at 9:00 a.m. (IST) and ends on Sunday, September 21, 2025 at 05:00 p.m. (IST). The remote e-voting module shall be disabled by NSDL for voting thereafter. The members, whose names appear in the Register of members / beneficial owners as on the record date (cut-off date) i.e., September 15, 2025, may cast their vote electronically. The voting right of shareholders shall be in proportion to their share in the paid-up equity share capital of the Company as on the cut-off date, being September 15, 2025

#### **How do I vote electronically using NSDL e-Voting system?**

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 and joining virtual meeting 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"> <li>For OTP based login you can click on <a href="https://eservices.nsdl.com/SecureWeb/evoting/evotinglogin.jsp">https://eservices.nsdl.com/SecureWeb/evoting/evotinglogin.jsp</a>. 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 <b>e-Voting service provider i.e. NSDL</b> and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting.</li> <li>Existing <b>IDeAS</b> user can visit the e-Services website of NSDL Viz. <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a> either on a Personal Computer or on a mobile. On the e-Services home page click on the <b>"Beneficial Owner"</b> icon under <b>"Login"</b> 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 <b>"Access to e-Voting"</b> under e-Voting services and you will be able to see e-Voting page. Click on company name or <b>e-Voting service provider i.e. NSDL</b> and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting.</li> <li>If you are not registered for IDeAS e-Services, option to register is available at <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a>. Select <b>"Register Online for IDeAS Portal"</b> or click at <a href="https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp</a></li> <li>Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <a href="https://www.evoting.nsdl.com/">https://www.evoting.nsdl.com/</a> 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 <b>e-Voting service provider i.e. NSDL</b> and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting.</li> <li>Shareholders/Members can also download NSDL Mobile App <b>"NSDL Speede"</b> facility by scanning the QR code mentioned below for seamless voting experience.</li> </ol>
Individual Shareholders holding securities in demat mode with CDSL	<ol style="list-style-type: none"> <li>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 <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login icon &amp; New System Myeasi Tab and then user your existing my easi username &amp; password.</li> <li>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 or joining virtual meeting &amp; voting during the meeting. 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.</li> <li>If the user is not registered for Easi/Easiest, option to register is available at CDSL website <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login &amp; New System Myeasi Tab and then click on registration option.</li> <li>the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on <a href="http://www.cdslindia.com">www.cdslindia.com</a> home page. The system will authenticate the user by sending OTP on registered Mobile &amp; 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.</li> </ol>

Type of shareholders	Login Method
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 or joining virtual meeting & voting during the meeting.

**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 <a href="mailto:evoting@nsdl.com">evoting@nsdl.com</a> 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 <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or contact at toll free no. 1800-21-09911

**B) Login Method for e-Voting and joining virtual meeting 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. 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](http://www.evoting.nsdl.com).
  - b) Physical User Reset Password? (If you are holding shares in physical mode) option available on [www.evoting.nsdl.com](http://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](mailto: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 and join General Meeting on NSDL e-Voting system.**

#### **How to cast your vote electronically and join General Meeting on NSDL e-Voting system?**

1. After successful login at Step 1, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle and General Meeting is in active status.
2. Select "EVEN" of company for which you wish to cast your vote during the remote e-Voting period and casting your vote during the General Meeting. For joining virtual meeting, you need to click on "VC/OAVM" link placed under "Join Meeting".
3. Now you are ready for e-Voting as the Voting page opens.
4. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on "Submit" and also "Confirm" when prompted.
5. Upon confirmation, the message "Vote cast successfully" will be displayed.
6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
7. Once you confirm your vote on the resolution, you will not be allowed to modify your vote

#### **General Guidelines for shareholders**

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 [rao\\_ds7@yahoo.co.in](mailto:rao_ds7@yahoo.co.in) with a copy marked to [evoting@nsdl.com](mailto: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](http://www.evoting.nsdl.com) to reset the password.
3. 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](http://www.evoting.nsdl.com) or call on.: 022 - 4886 7000 or send a request to Mr. Swapneel Puppala at [evoting@nsdl.com](mailto: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 [cs@powermech.net](mailto:cs@powermech.net)
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 [cs@powermech.net](mailto:cs@powermech.net). 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 and joining virtual meeting for Individual shareholders holding securities in demat mode.
3. Alternatively shareholder/members may send a request to [evoting@nsdl.com](mailto: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.

**THE INSTRUCTIONS FOR MEMBERS FOR e-VOTING ON THE DAY OF THE EGM/AGM ARE AS UNDER:-**

1. The procedure for e-Voting on the day of the EGM/AGM is same as the instructions mentioned above for remote e-voting.
2. Only those Members/ shareholders, who will be present in the EGM/AGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system in the EGM/AGM.
3. Members who have voted through Remote e-Voting will be eligible to attend the EGM/AGM. However, they will not be eligible to vote at the EGM/AGM.

4. The details of the person who may be contacted for any grievances connected with the facility for e-Voting on the day of the EGM/AGM shall be the same person mentioned for Remote e-voting.

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

1. Member will be provided with a facility to attend the EGM/AGM through VC/OAVM through the NSDL e-Voting system. Members may access by following the steps mentioned above for **Access to NSDL e-Voting system**. After successful login, you can see link of "VC/OAVM" placed under "Join meeting" menu against company name. You are requested to click on VC/OAVM link placed under Join Meeting menu. The link for VC/OAVM will be available in Shareholder/Member login where the EVEN of Company will be displayed. Please note that the members who do not have the User ID and Password for e-Voting or have forgotten the User ID and Password may retrieve the same by following the remote e-Voting instructions mentioned in the notice to avoid last minute rush.
2. Members are encouraged to join the Meeting through Laptops for better experience.
3. Further Members will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
4. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
5. Shareholders who would like to express their views/ have questions may send their questions in advance mentioning their name demat account number/folio number, email id, mobile number at [cs@powermech.net](mailto:cs@powermech.net). The same will be replied by the company suitably.
6. Shareholders, who would like to express their views or ask questions during the e-AGM will have to register themselves as a speaker by sending a mail mentioning their name, folio no./client id DP id to [cs@powermech.net](mailto:cs@powermech.net) during the period starting from Tuesday, September 16, 2025 (9:00 a.m.) to Thursday, September 18, 2025 (5:00 p.m.). Only those members who have registered themselves as a speaker will be allowed to express their views/ ask questions during the e-AGM. The Company reserves the right to restrict the number of speakers depending on the availability of time for the e-AGM. Only questions of the members holding shares as on the cut-off date will be considered.

## Explanatory Statement

(Pursuant to Section 102 of the Companies Act, 2013 read with the Rules made thereunder.)

### Item No.4: Appointment of Mr. Bontha Prasada Rao (DIN: 01705080) as Independent director of the Company:

Based on the recommendation of the Nomination and Remuneration Committee, the Board in its meeting held on August 8, 2025, appointed Mr. Bontha Prasada Rao (DIN: 01705080) as Additional Director (Non-executive and Independent) of the Company, subject to the approval of the shareholders. In this regard, the Company has received a notice in writing from a member, pursuant to the provisions of Section 160 of the Companies Act, 2013.

Pursuant to the Regulation 17(1C), 25 of the Listing Regulations, the approval of Members is sought for the appointment of Mr. Bontha Prasada Rao as Independent Director of the Company w.e.f. August 8, 2025. Mr. Bontha Prasada Rao has given his declaration to the Board, inter alia, that he (i) meets the criteria of independence as provided under Section 149(6) of the Act and Regulation 16(1)(b) of the SEBI Listing Regulations, (ii) is not restrained from acting as a Director by virtue of any Order passed by SEBI or any such authority and (iii) is eligible to be appointed as a Director in terms of Section 164 of the Act. He has also given his consent to act as Director. In the opinion of the Board, Also, the Company has received requisite declarations from Mr. Bontha Prasada Rao is a person of integrity, possesses relevant expertise / experience and fulfills the conditions specified in the Act and the Listing Regulations for appointment as Independent Director and he is independent of the management.

He comes with leadership experience, and expertise across Planning & Development, Strategy, Risk Management, among others. He is well poised to add significant value and strength to the Board and his prior experience enables him to provide the Board with valuable insights. Given his experience and expertise and in the interest of the Company, the Board Considered to have him on the Board of the Company. The details as required under Regulation 36 of the Listing Regulations and pursuant to Secretarial Standards on general meetings is furnished in Annexure-A to this notice.

The terms and conditions of appointment of the independent directors of the Company is open for inspection by the Members in electronic form during the Annual General Meeting and can be viewed on the Company's website at <https://powermechprojects.com/codes-policies/>

Except for Mr. Bontha Prasada Rao and/or his relatives, no other Director, Key Managerial Personnel or their respective relatives are, in any way, concerned or interested, financially or otherwise, in the said Resolution.

The Board recommends the Special Resolution set out at Item No. 4 of the notice for approval by the members.

### Brief profile of Mr. Bontha Prasada Rao:

Mr. B. Prasada Rao, aged 71 years, is a Mechanical Engineering graduate from Jawaharlal Nehru Technological University,

Kakinada, and holds a Postgraduate degree in Industrial Engineering from NITIE, Mumbai. He served as the Chairman and Managing Director of Bharat Heavy Electricals Limited (BHEL) from 2009 to 2015. Over a distinguished career spanning more than 37 years at BHEL, Mr. Rao held several key positions and gained extensive experience across strategic and operational areas in all major business segments of the company.

He served two terms as a member of the Studies Group of the World Energy Council. Mr. Rao was also the Chairman of the CII Public Sector Enterprises Council and is a Fellow of both the Institution of Engineers (India) and the Indian National Academy of Engineering. He has received several prestigious awards and recognitions, both institutional and individual, for his contributions to the industry.

Following his retirement from BHEL, Mr. Rao served as the Managing Director of Steag Energy Services India, a wholly owned subsidiary of Steag Energy Services, Germany, and as an Independent Director at Central Depository Services Limited (CDSL). He currently holds directorships in five companies.

In addition, he is actively involved in the following committees constituted by the Government of India:

- i) Committee to monitor the development of Advanced Supercritical Technology for Thermal Power Generation, constituted by the Principal Scientific Adviser to the Government of India.
- ii) Committee to evaluate and recommend R&D projects under the Clean Coal Technology Mission and to oversee the development projects of the Department of Science & Technology.

### Item No.5: Appointment of Mr. Sajja Rohit (DIN: 02622634) as a Director and Whole-Time Director:

Mr. Sajja Rohit, President (Business Development) of the Company, has been associated with the Company for a long time and is involved in the strategic affairs and corporate planning of the Company, having developed a good understanding of the various verticals of the Company's business. Mr. Sajja Rohit brings with him over 14 years of rich and diverse experience in strategic business development, operations management, and corporate planning. An MBA graduate from the prestigious University of Oxford, with a Master's in Engineering Management from the University of Southern California and a B.Tech in Mechanical Engineering from VIT, he has been instrumental in driving the Company's business growth over the years. His leadership has led to significant advancements in operational efficiency, successful execution of large-scale projects, and the formulation of robust strategies for the Company's foray into new sectors, including renewable energy and mining. He has implemented many processes and made the systems impeccable, significantly contributing to the development and growth of the business.

The Board of Directors, at its meeting held on August 8, 2025, upon the recommendation of the Nomination and Remuneration Committee, undertook a comprehensive

review of the Executive Management structure with a strong emphasis on succession planning, leadership continuity, and the Company's ambitious growth and diversification plans in both existing and emerging business verticals.

After detailed deliberations, the Board unanimously approved the appointment of Mr. Sajja Rohit, with additional responsibilities and an expanded scope of work, as an Additional Director and thereafter as the Whole-time Director, designated as "President (Business Development & Operation)", liable to retire by rotation, for a period of 5 (Five) years effective from August 8, 2025, subject to the approval of the shareholders by way of a Special Resolution.

Considering his outstanding track record, proven leadership capabilities, and significant contributions to the growth of the Company, the Board believes that elevating Mr. Sajja Rohit to the Board as whole-time Director will further strengthen the Company's leadership team. The remuneration proposed is commensurate with his expanded role, responsibilities, and in line with industry benchmarks for executives of similar caliber in comparable companies. The Board firmly believes that his induction into the Board will further strengthen the leadership team, enhance value creation for all stakeholders, and steer the Company towards sustainable growth in the years ahead.

The terms of employment and remuneration of Mr. Sajja Rohit may be varied from time to time by the Company based on his performance evaluation, and in accordance with the Company's Remuneration Policy, The Companies Act 2013 and other applicable/ relevant policies and not exceeding such limits as may be prescribed in such policies / Acts/ rules and Regulations.

Mr. Sajja Rohit is not disqualified from being appointed as a director in terms of Section 164 of the Act and has given consent to act as an Whole-time Director of the Company and requisite notice, pursuant to Section 160 of the Act has been received from a member of the Company proposing his candidature for appointment as Whole-time Director of the Company.

Mr. Sajja Rohit is one of the Promotes of the Company hence, the Audit Committee reviewed and approved the proposed appointment in compliance with the Listing Regulations and the Companies Act, 2013.

The details as required under Regulation 36 of the Listing Regulations and pursuant to Secretarial Standards on general meetings is furnished in Annexure-A to this notice.

Except Mr. Sajja Rohit, Mr. Sajja Kishore Babu and Ms. Sajja Lakshmi and their relatives, none of the directors, key managerial personnel of the Company and their relatives are in any way deemed to be interested or concerned in this Resolution.

The Board recommends the Special Resolution set out at Item No. 5 of the notice for approval by the members.

### **Item No.6: Re-appointment of Mr. Sajja Kishore Babu as Managing Director:**

Mr. Kishore Babu Sajja was re-appointed as Managing Director by the members of the Company in their 22nd Annual General Meeting held on September 30, 2021, for a period of five (5) years effective from April 1, 2021, as such the tenure of this re-appointment to going to expire on March 31, 2026. The Board of Directors at its meeting held on May 22, 2025, based on the recommendation of the Nomination and Remuneration Committee and prior approval of the Audit Committee, re-appointed him as the Managing Director w.e.f April 1, 2026, subject to the approval of the members at the remuneration as stated in resolution no.6.

Mr. Sajja Kishore Babu, the founder promoter of the Company has been instrumental in spearheading the growth of the Company and playing a key role at every stage and phase of development and decision making. His huge efforts and unblemished decisions have placed the Company on the growth trajectory over the years. His Vision, experience, guidance and dynamism shall take the Company to new high in the coming years.

He has several years of experience in the power sector including construction and O & M. He is a first-generation entrepreneur, responsible for the Company's growth and business development since inception. He has been instrumental in completion of major projects including sub-critical units in scheduled time.

Considering his rich experience of three and a half decades, increasing responsibility due to increase in business activities of the Company and the relentless efforts and time being dedicated by him in contributing to the success of the organisation, it is proposed that Mr. Sajja Kishore Babu be re-appointed as Managing Director for another term of 5 Years w.e.f. April 1, 2026. Pursuant to the provisions of Sections 196, 197, 198, Schedule V and other applicable provisions of the Act, Regulation 17 and other applicable Regulations of the Listing Regulations, the terms of appointment and remuneration as set out in the resolution are now being placed before the members for their approval by way of a Special Resolution.

The details as required under Regulation 36 of the Listing Regulations and pursuant to Secretarial Standards on general meetings is furnished in Annexure-A to this notice.

Except Mr. Sajja Kishore Babu, Mrs. Sajja Lakshmi, Mr. Sajja Rohit and their relatives, none of the directors, key managerial personnel of the Company and their relatives are in any way deemed to be interested or concerned in this Resolution.

The Board recommends the Special Resolution set out at Item No. 6 of the notice for approval by the members.

**Item No.7: Ratification of remuneration payable to Cost Auditors for the financial year 2025-26:**

Pursuant to Section 148 of the Act read with the Companies (Cost Records and Audit) Rules, 2014, as amended from time to time, the Company is required to have the audit of its cost records by a cost accountant in practice.

The Board, on the recommendation of the Audit Committee, at its meeting held on May 22, 2025, approved the appointment and remuneration payable to the cost auditors, M/s. MPR & Associates., Cost Accountants (Firm Reg. No: 000413), Hyderabad, to conduct the audit of the cost records of the Company for the financial year 2025-26, with a remuneration of ₹1,25,000/- (rupees one twenty-five thousand only) plus out of pocket expenses and applicable taxes thereon

M/s. M P R & Associates., Cost Accountants (Firm Reg. No: 000413), Hyderabad, have furnished a certificate regarding their eligibility for appointment as Cost Auditors of the Company. They have vast experience in the field of cost audit.

In accordance with the provisions of Section 148 of the Act read with Rule 14 of the Companies (Audit and Auditors) Rules, 2014, the remuneration payable to the Cost Auditors as approved by the Audit Committee and the Board of directors, needs to be ratified by the members of the Company. Accordingly, consent

of the members is sought for ratification of the remuneration payable to the Cost Auditors for the financial year 2025-26.

None of the directors, key managerial personnel of the Company and their relatives are in any way deemed to be interested or concerned in this Resolution.

The Board recommends the Ordinary Resolution set out at Item No. 7 of the notice for approval by the members.

**Item No.8: Appointment of and remuneration payable to Secretarial Auditors:**

The Board of Directors, at its meeting held on May 22, 2025, has recommended the appointment of Mr. D.S. Rao, Practicing Company Secretary (COP: 14487 and Peer review certificate no.: 1817/2022) as the Secretarial Auditor of the Company, in accordance with the provisions of Section 204 of the Companies Act, 2013, and Regulation 24A of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, for a term of 5 (Five) consecutive years starting from FY 2025-26, subject to approval by the members at this Annual General Meeting. The details required to be disclosed under provisions of Regulation 36(5) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 are as under:

Proposed Secretarial Auditor	The Board recommended the appointment of Mr. D.S.Rao, Practicing Company Secretary
Basis of Recommendation	Mr. D.S.Rao, is an individual Practitioner, primarily engaged in providing Secretarial Audit, Governance, Compliance Management and other Assurance services. He has experience of handling the secretarial audits of listed and large unlisted companies.  The Board believes that his experience of conducting Secretarial Audit of listed companies and large companies and knowledge of the legal and regulatory framework will be invaluable to the Company in ensuring continued adherence to compliance requirements under the Companies Act, 2013, the Securities and Exchange Board of India Act, 1992 and other applicable laws.  The recommendation for the appointment of Mr. D.S.Rao as Secretarial Auditor is based on his past track record and capabilities in delivering quality secretarial audit services to other companies of similar size and complexity.
Credentials of Proposed Secretarial Auditor	He holds Certificate of Practice No.:14487 and Peer review certificate no.: 1817/2022 issued by the Peer Review Board of the Institute of Company Secretaries of India.
Term of Appointment	5 (Five) consecutive years from FY 2025-26
Proposed Fees	₹3,00,000/- (excluding out-of-pocket expenses and applicable taxes) which may be revised by the Board in consultation with the Secretarial Auditor and as mutually agreed from time to time

None of the directors, key managerial personnel of the Company and their relatives are in any way deemed to be interested or concerned in this Resolution.

The Board recommends the Ordinary Resolution set out at Item No. 8 of the notice for approval by the members.

**Item No.9: Related Party Transactions with subsidiaries of the Company:**

Power Mech Projects Limited, being a widely recognized provider of ETC and construction services, participates in Back-to-Back contracting works with its Group companies, LLPs and others, where the Company becomes a related party under the Companies Act, 2013, read with Ind AS 24 (as amended from time to time).

During the normal course of its operations, the Company undertakes a wide range of complex, large-scale projects that require highly specialized expertise, robust technical capabilities, and significant operational resources. To ensure efficient execution of such projects and to maximize value creation, the Company provides its specialized services, technical know-how, and operational support to its subsidiaries, joint ventures, and other group entities.

These transactions enable the Company to optimize resource utilization across the Group, generate additional revenue streams, and strengthen its position in securing and executing large contracts. By leveraging its expertise across the Group, the Company is able to enhance overall operational efficiencies, reduce costs, and contribute to the long-term growth and profitability of the Company.

In view of the Company's business model and ongoing strategic growth plans, the Audit Committee and the Board of Directors of the Company, after careful consideration, have reviewed and approved the proposal to enter into Related Party Transactions with subsidiaries as mentioned below for the period commencing from FY 2025-26 for a duration of three (3) years, subject to the approval of shareholders:

Name of Subsidiary	Particulars of Transactions	Maximum value of transaction over the proposed period
Kalyaneswari Tasra Mining Private Limited	Civil Contracting works	₹ 1500 Crores
	Corporate Guarantee/ Loans/ Investments	₹ 400 Crores
	Other transactions	₹ 100 Crores
KBP Mining Private Limited	Civil Contracting works	₹ 300 Crores
	Corporate Guarantee/ Loans/ Investments	₹ 100 Crores
	Other transactions	₹ 100 Crores

Details of the proposed RPTs between the Company and its Subsidiaries, including the information required to be disclosed in the Explanatory Statement pursuant to the SEBI Circular No. SEBI/HO/CFD/CMD1/CIR/P/2021/662 dated November 22, 2021, are as follows:

S. No	Description	Details of proposed RPTs between the Company and identified Subsidiaries
1.	All the relevant information as per the SEBI circular mentioned above was provided to the Audit Committee at its meeting held on May 22, 2025, for the approval of these proposed RPTs.	
a.	Name of the Related Party and its relationship with the Company or its subsidiary, including nature of its concern or interest (financial or otherwise).	Kalyaneswari Tasra Mining Private Limited, One of the subsidiaries of the Company with with 74% shareholding KBP Mining Private Limited, One of the subsidiaries of the Company with with 74% shareholding
b.	Nature of transactions, material terms and particulars of the proposed RPTs.	a) Civil Contracting works b) Corporate Guarantee/ Loans/ Investments c) Others
c.	Tenure of the proposed transaction	For a period of 3 (three) years commencing from FY 2025-26
d.	Value of the proposed Transactions	As Mentioned in the above Explanatory Statement
e.	Percentage of the Company's annual consolidated turnover, for the immediately preceding financial year, that is represented by the value of the proposed RPTs.	38.21% 9.55%
2.	Justification for the proposed RPTs.	All related transactions are project-specific, based on the orders secured by the Company.
3.	Details of proposed RPTs relating to any loans, inter-corporate deposits, advances or investments made or given by the Company or its subsidiary.	As per the initial agreements between the Company and the respective Subsidiaries.
4.	Arm's length pricing and a statement that the valuation or other external report, if any, relied upon by the listed entity in relation to the proposed transaction will be made available through registered email address of the shareholder.	Arm's length pricing; combination of cost-plus markup and market benchmarking Valuation or other external report – Not applicable
5.	Name of the Director or Key Managerial Personnel ('KMP') who is related, if any, and the nature of their relationship.	Nil
6.	Any other information that may be relevant.	All relevant information is mentioned in the Explanatory Statement setting out material facts, pursuant to Section 102(1) of the Act, forming part of this Notice.



None of the directors, key managerial personnel of the Company and their relatives are in any way deemed to be interested or concerned in this Resolution.

The Board recommends the Ordinary Resolution set out at Item No.9 of the notice for approval by the members.

**Item No. 10: Payment of remuneration to Mr. M. Rajiv Kumar (DIN: 07336483), Non- Executive Director by way of consultancy fees:**

As per the provisions of Regulation 17(6) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), as amended from time to time, a listed entity is required to obtain the approval of its shareholders by way of a Special Resolution each year in case the remuneration payable to a single Non-Executive Director exceeds fifty percent (50%) of the total annual remuneration payable to all Non-Executive Directors of the Company.

For the Financial Year 2025-26, it is proposed to pay remuneration by way of consultancy fees to Mr. M. Rajiv Kumar (DIN: 07336483), Non-Executive Director, in excess of the said limit, as recommended by the Nomination and Remuneration Committee and duly approved by the Audit Committee and the Board of Directors.

Mr. M. Rajiv Kumar is a highly reputed professional with nearly four decades of experience in the Power Sector. His extensive expertise, strategic acumen, and deep understanding of the industry have immensely contributed to the Company's growth. Under his guidance, the Company has successfully executed and delivered several prestigious and large-scale projects.

In view of his valuable contribution to the business of the Company and the continuing need for his strategic guidance, the Board, based on the recommendations of Nomination and Remuneration Committee, considered the proposed remuneration commensurate with the services rendered, and in the best interest of the Company and its stakeholders.

Accordingly, the approval of the members is sought for payment of such remuneration to Mr. M. Rajiv Kumar for FY 2025-26, as set out in the resolution under this Item, by way of a Special Resolution.

Except Mr. M. Rajiv Kumar and his relatives, none of the directors, key managerial personnel of the Company and their relatives are in any way deemed to be interested or concerned in this Resolution.

The Board recommends the Special Resolution set out at Item No.10 of the notice for approval by the members.

By Order of the Board  
For **Power Mech Projects Limited**

Date: August 8, 2025

Place: Hyderabad

**M. Raghavendra Prasad**  
Company Secretary and Compliance Officer  
M. no.: A41798

# Annexure- A

## Details of Directors seeking appointment /re-appointment at the forthcoming Annual General Meeting

(Pursuant to Regulation 36(3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Clause 1.2.5 of the Secretarial Standard-2)

Name of the Director	Mr. Sajja Lakshmi (DIN: 00068991)	Mr. Bontha Prasada Rao (DIN: 01705080)	Mr. Sajja Rohit (DIN: 02622634)	Mr. Sajja Kishore Babu (DIN: 00971313)
Age	60 years	71 years	35 years	62 years
Qualification	B. Sc	Postgraduate degree in Industrial Engineering from NITIE, Mumbai	MBA from the University of Oxford & Master's degree in Engineering Management from the University of Southern California	B. Tech
Date of first appointment on the Board	22-07-1999	08-08-2025	08-08-2025	22-07-1999
Relationship between Directors inter se [(As per Section 2(77) of the Companies Act, 2013 and Rule 4 of Companies (Specification of Definition Rules, 2014)]	Mrs. Sajja Lakshmi is spouse of Mr. Sajja Kishore Babu, Chairman and Managing Director of the Company, and mother of Mr. Sajja Rohit, Whole-time Director of the Company.	Nil	Mr. Sajja Rohit is son of Mr. Sajja Kishore Babu Sajja, Chairman and Managing Director of the Company, and of Mrs. Sajja Lakshmi, Director of the Company.	Mr. Sajja Kishore Babu is father of Mr. Sajja Rohit, Whole-time Director of the Company and spouse of Mrs. Sajja Lakshmi, Director of the Company
Experience/ Expertise in specific functional areas/ Brief resume of the Director	She holds place in HR management of the company & also Chairperson of CSR committee of the company.	As mentioned in the above explanatory statement	As mentioned in the above explanatory statement	As mentioned in the above explanatory statement
Terms and Conditions along with details of remuneration sought to be paid	Retires by rotation and being eligible offers herself for re-appointment.	As set out in the resolution	As set out in the resolution	As set out in the resolution
Last Remuneration drawn (₹ In crores)	Nil	Not applicable	Not applicable	22.51
Name(s) of other companies in which directorships held	1. Power Mech Industri Private Limited 2. Bombay Avenue Developers Private Limited	1. Steel Infra Solutions Company Limited 2. Titagarh Rail Systems Limited 3. Havells India Limited 4. Poonawalla Fincorp Limited 5. Tata Boeing Aerospace Limited	1. Power Mech Infra Private Limited 2. PMTS Private Limited 3. PM Green Private Limited 4. Bombay Avenue Private Limited 5. Zetexa Global Private Limited 6. Suryatna Projects Private Limited	1. Power Mech Industri private Limited 2. Power Mech Environmental Protection Private Limited
Listed entities from which resigned in the past three years	Nil	Nil	Nil	Nil
Name(s) of other Companies in which Committee Membership(s) / Chairmanship(s) held	Nil	Nil	1. Poonawalla Fincorp Limited 2. Titagarh Rail Systems Limited 3. Havells India Limited	Nil
No. of shares (as on March 31, 2025) of ₹10/- each held by				
(i) The Director	15,13,068		15,91,826	75,90,884
(ii) His/ her relatives	1,53,07,726	Nil	1,56,64,578	92,01,424
<b>Total</b>	<b>1,68,20,794</b>	Not applicable	<b>1,72,56,404</b>	<b>1,67,92,308</b>
No. of Board Meetings attended during the year	5	Not applicable	Not applicable	5