POWER MECH
Growth Unlimited

August 26, 2026

To
Listing Department
National Stock Exchange of India Limited
Exchange Plaza, C-1, Block G,
Bandra Kurla Complex,
Bandra (E), Mumbai – 400 051
Symbol/Security ID: POWERMECH

To
Dept. of Corp. Services
BSE Limited
Phiroze Jeejeebhoy Towers
Dalal Street
Mumbai- 400001
Security Code: 539302

Dear Sir/ Madam,

Sub: Submission of Notice of 27th Annual General Meeting (AGM) of the Company

*****

Please find enclosed notice for the 27th AGM to be held on Thursday, September 17, 2026, at 09:30 a.m. (IST) through Video Conferencing (VC) / Other Audio Visual Means (OAVM).

The notice of 27th 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

Movva Raghavendra Prasad
Digitally signed by Movva Raghavendra Prasad
Date: 2026.08.26 18:32:09 +05'30'

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

Encl: as above

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
Website : www.powermechprojects.com

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 Fax: +91 40 30444400

Email id: cs@powermech.net Website: https://powermechprojects.com/

NOTICE

Notice is hereby given that the 27th Annual General Meeting (AGM) of the members of Power Mech Projects Limited ("the Company") will be held on September 17, 2026, at 9:30 a.m. (IST) through Video Conferencing ("VC") / Other Audio-Visual Means ("OAVM") to transact the following businesses:

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, 2026, 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, 2026, 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, 2026, and in this regard, pass the following resolution as an **Ordinary Resolution**:

"**RESOLVED THAT** dividend at the rate of 15% i.e. ₹1.50 (One rupee and fifty paise only) per equity share of ₹10/- (ten rupees) each for the financial year ended March 31, 2026, be and is hereby approved and declared."

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

To appoint a director in place of Mr. M. Rajiv Kumar, who retires by rotation and being eligible, offers himself 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, Mr. M. Rajiv Kumar (DIN:07336483), who retires by rotation at the annual general meeting and being eligible offers himself 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 Mrs. Vasundhara Sinha (DIN: 11566123) 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, Mrs. Vasundhara Sinha (DIN: 11566123) who was co-opted as an additional director (Non-executive and Independent) of the Company by the Board of directors on June 20, 2026, 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 having submitted a declaration confirming that she meets the criteria of independence as prescribed under Section 149(6) of the Act and Regulation 16(1)(b) of the Listing Regulations, 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, be and is hereby appointed as an Independent Director of the Company, not liable to retire by rotation, to hold office for a term of 2 (two) consecutive years commencing from June 20, 2026."

Item No.5: Approval for formulation, adoption, and implementation of "Power Mech Projects Limited -Employee Stock Option Plan -2026" ("PMPL ESOP -2026"/ "Plan") for grant of employee stock options to the employees of the Company under this Plan:

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

"**RESOLVED THAT** pursuant to Section 62(1)(b) and other applicable provisions of the Companies Act, 2013 (hereinafter referred to as the "Act") read with rules thereunder, applicable provisions of the Securities and Exchange Board of India (Share

Based Employee Benefits and Sweat Equity) Regulations, 2021 ("Regulations"), applicable provisions of the Foreign Exchange Management Act, 1999, as amended or restated and rules, circulars, notifications, regulations and guidelines issued thereunder ("FEMA"), applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, ("Listing Regulations") (including any amendments, modifications or re-enactments thereof for the time being in force), in accordance with provisions of the memorandum and articles of association of the Company, as amended, and any other applicable rules, regulations, guidelines, notifications, circulars and clarifications issued by the Securities and Exchange Board of India ("SEBI"), Stock Exchanges and/ or any other competent authority including any amendments, modifications or re-enactments thereof for the time being in force, subject to any applicable approval(s), consent(s), permission(s) and sanction(s) of any competent authority(ies) and also any condition(s) and modification(s) as may be prescribed or imposed by such authority(ies) while granting such approval(s), consent(s), permission(s) and sanction(s), the approval of the shareholders of the Company be and is hereby accorded to introduce, create, approve, adopt and implement Power Mech Projects Limited -Employee Stock Option Plan -2026' ("PMPL ESOP -2026"/ "Plan") through direct route, the salient features of which are furnished in the explanatory statement to this Notice and to authorize the Nomination and Remuneration Committee and the Board of Directors of the Company to exercise its powers, including the powers conferred by this resolution to create, issue, offer, grant and allot up to 10,00,000 (Ten Lakh) employee stock options ("Options") from time to time for the benefit of the employees (present or future) of the Company, whether working in India or outside India, as may be decided by the Nomination and Remuneration Committee/ Compensation Committee and/ or the Board of Directors as permitted under the Regulations, exercisable into equivalent number i.e. 10,00,000 (Ten Lakh) equity shares of the Company having face value of ₹10/- (Rupee Ten) each ("Equity Share(s)") under the plan, at such price or prices, on such terms and conditions as may be decided by the Nomination and Remuneration Committee/ Compensation Committee and/or the Board of Directors in accordance with the provisions of plan and in compliance of the Regulations and applicable laws.

RESOLVED FURTHER THAT the Board of Directors/ the Nomination and Remuneration Committee/ Compensation Committee be and are hereby authorized to offer, issue and allot Equity Shares upon exercise of Options from time to time in accordance with the Plan and such Equity Shares shall rank pari-passu in all respects with the then existing Equity Shares of the Company.

RESOLVED FURTHER THAT the Board of Directors/ the Nomination and Remuneration Committee/ Compensation Committee be and are hereby authorized to take requisite steps for listing of the equity shares allotted under the plan on the Stock Exchanges where the equity shares of the Company are listed in due compliance with the Regulations and other applicable laws.

RESOLVED FURTHER THAT in case of any corporate action(s) such as rights issues, bonus issues, stock splits, consolidation of shares, merger/ demerger, sale of division/undertaking etc., if any, Options will be adjusted accordingly to the Options grantees for the purpose of making a fair and reasonable adjustment to the Options granted earlier/to be granted, and the Nomination and Remuneration Committee/ Compensation Committee and/or the Board of Directors be and are hereby authorized to do all such acts, deeds, matters and things as it may deem fit in its absolute discretion and as permitted under applicable laws, so as to ensure that fair and equitable benefits under the plan are passed on to the employees of the Company and the above ceiling in terms of number of equity shares/stock options shall be deemed to be increased in proportion to the additional equity shares issued in the event of aforesaid corporate action(s).

RESOLVED FURTHER THAT in case the equity shares of the Company are either sub-divided or consolidated, then the number of equity shares to be issued by the Company and the price of acquisition payable by the Options grantees under the plan shall automatically stand reduced or augmented, as the case may be, in the same proportion as the face value per equity share shall bear to the revised face value of the equity shares of the Company after such sub-division or consolidation, without affecting any other rights or obligations of the Options grantees, and the ceiling in terms of number of shares specified above shall be deemed to be adjusted accordingly.

RESOLVED FURTHER THAT the Nomination and Remuneration Committee/ Compensation Committee ("Committee") and/or the Board and/or any person as authorized by the Board or the Committee be and are hereby severally authorized to approve the grant letter and other related documents, to grant Options to the employees of the Company (including deciding the number of Options to be granted), to allot Equity Shares upon exercise of Options by the employees/option grantee of the Company, to make any modifications/ changes/ variations/ alterations/ revisions in the plan or suspend/ withdraw/ revive the plan from time to time subject to compliance of applicable laws, unless such change is detrimental to the interest of the employees of the Company.

RESOLVED FURTHER THAT the Nomination and Remuneration Committee/ Compensation Committee and/or the Board and/ or any person as authorized by the Board, Company Secretary of the Company be and are hereby severally authorized to do all such acts, deeds, matters and things as it may, in its absolute discretion, deem necessary, expedient or proper and to settle all questions, difficulties or doubts that may arise in relation to the implementation, administration and evolution of the plan, for compliance with the Regulations and other applicable laws and to give effect to the resolution."

Item No.6: Approval for formulation, adoption and implementation of Power Mech Projects Limited -Employee Stock Option Plan -2026' ("PMPL ESOP -2026"/ "Plan") for grant of employee stock options to the employees of any Subsidiary of the Company under this Plan:

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

"**RESOLVED THAT** pursuant to Section 62(1)(b) and other applicable provisions of the Companies Act, 2013 (hereinafter referred to as the "Act") read with rules thereunder, applicable provisions of the Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 ("Regulations"), applicable provisions of the Foreign Exchange Management Act, 1999, as amended or restated and rules, circulars, notifications, regulations and guidelines issued thereunder ("FEMA"), applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, ("Listing Regulations") (including any amendments, modifications or re-enactments thereof for the time being in force), in accordance with provisions of the memorandum and articles of association of the Company, as amended, and any other applicable rules, regulations, guidelines, notifications, circulars and clarifications issued by the Securities and Exchange Board of India ("SEBI"), Stock Exchanges and/ or any other competent authority including any amendments, modifications or re-enactments thereof for the time being in force, subject to any applicable approval(s), consent(s), permission(s) and sanction(s) of any competent authority(ies) and also any condition(s) and modification(s) as may be prescribed or imposed by such authority(ies) while granting such approval(s), consent(s), permission(s) and sanction(s), the approval of the shareholders of the Company be and is hereby accorded to introduce, create, approve, adopt and implement Power Mech Projects Limited -Employee Stock Option Plan -2026' ("PMPL ESOP -2026"/ "Plan") through direct route, the salient features of which are furnished in the explanatory statement to this Notice and to authorize the Nomination and Remuneration Committee/ Compensation Committee and the Board of Directors of the Company to exercise its powers, including the powers conferred by this resolution to create, issue, offer, grant and allot up to 2,00,000 (Two Lakh) employee stock options ("Options") out of the total 10,00,000 (Ten Lakh) employee stock options ("Options") of the PMPL ESOP -2026 from time to time for the benefit of the employees (present or future) of any Subsidiary of the Company, whether working in India or outside India, as may be decided by the Nomination and Remuneration Committee/ Compensation Committee and/ or the Board of Directors as permitted under the Regulations, exercisable into equivalent number i.e., 2,00,000 (Two Lakh) equity shares of the Company having face value of ₹10/- (Rupee Ten) each ("Equity Share(s)") under the plan, at such price or prices, on such terms and conditions as may be decided by the Nomination and Remuneration Committee/ Compensation Committee and/ or the Board of Directors in accordance with the provisions of plan and in compliance of the Regulations and applicable laws.

RESOLVED FURTHER THAT the Board of Directors/ the Nomination and Remuneration Committee/ Compensation Committee be and are hereby authorized to offer, issue and allot Equity Shares upon exercise of Options from time to time in accordance with the Plan and such Equity Shares shall rank pari-passu in all respects with the then existing Equity Shares of the Company.

RESOLVED FURTHER THAT the Board of Directors/ the Nomination and Remuneration Committee/ Compensation Committee be and are hereby authorized to take requisite steps for listing of the equity shares allotted under the plan on the Stock Exchanges where the equity shares of the Company are listed in due compliance with the Regulations and other applicable laws.

RESOLVED FURTHER THAT in case of any corporate action(s) such as rights issues, bonus issues, stock splits, consolidation of shares, merger/ demerger, sale of division/undertaking etc., if any, Options will be adjusted accordingly to the Options grantees for the purpose of making a fair and reasonable adjustment to the Options granted earlier/to be granted, and the Nomination and Remuneration Committee/ Compensation Committee and/or the Board of Directors be and are hereby authorized to do all such acts, deeds, matters and things as it may deem fit in its absolute discretion and as permitted under applicable laws, so as to ensure that fair and equitable benefits under the plan are passed on to the employees of any Subsidiary of the Company and the above ceiling in terms of number of equity shares/stock options shall be deemed to be increased in proportion to the additional equity shares issued in the event of aforesaid corporate action(s).

RESOLVED FURTHER THAT in case the equity shares of the Company are either sub-divided or consolidated, then the number of equity shares to be issued by the Company and the price of acquisition payable by the Options grantees under the plan shall automatically stand reduced or augmented, as the case may be, in the same proportion as the face value per equity share shall bear to the revised face value of the equity shares of the Company after such sub-division or consolidation, without affecting any other rights or obligations of the Options grantees, and the ceiling in terms of number of shares specified above shall be deemed to be adjusted accordingly.

RESOLVED FURTHER THAT the Nomination and Remuneration Committee/ Compensation Committee ("Committee") and/or the Board and/or any person as authorized by the Board or the Committee be and are hereby severally authorized to approve the grant letter and other related documents, to grant Options to the employees of Subsidiary of the Company (including deciding the number of Options to be granted), to allot Equity Shares upon exercise of Options by the employees/option grantee of the Company, to make any modifications/ changes/ variations/ alterations/ revisions in the plan or suspend/ withdraw/ revive the plan from time to time subject to compliance of applicable laws, unless such change is detrimental to the interest of the employees of Subsidiary of the Company.

RESOLVED FURTHER THAT the Nomination and Remuneration Committee/ Compensation Committee and/or the Board and/ or any person as authorized by the Board, Company Secretary of the Company be and are hereby severally authorized to do all such acts, deeds, matters and things as it may, in its absolute discretion, deem necessary, expedient or proper and to settle all questions, difficulties or doubts that may arise in relation to the implementation, administration and evolution of the plan, for compliance with the Regulations and other applicable laws and to give effect to the resolution."

Item No.7: Ratification of remuneration payable to Cost Auditors for the financial year 2026-27:

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 lakh 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 2026-27."

Item No.8: 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), 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 2026-27 by way of consultancy fees."

Item No.9: Commission payable to Independent Directors:

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 Sections 197, 198, and other applicable provisions, if any, of the Companies Act, 2013, read with the rules made thereunder, and Regulation 17(6) 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 subject to such other approvals as may be required, the consent of the members of the Company be and is hereby accorded for the payment of remuneration by way of commission to all existing and future Independent Directors of the Company up to a maximum of ₹ 10 Lakhs per Independent Director per financial year, for a period of five (5) years commencing from the Financial Year 2025-26, provided that the total remuneration payable to all Non-Executive Directors (including Independent Directors) shall not exceed 1% of the net profits of the Company in any financial year, computed in the manner provided under Section 198 of the Companies Act, 2013

RESOLVED FURTHER THAT the Independent Directors shall, in addition to the commission payable as aforesaid, be entitled to receive sitting fees and reimbursement of expenses for attending the meetings of the Board or Committees thereof, within the maximum limits specified under the Companies Act, 2013 and the rules made thereunder, as may be determined by the Board of Directors from time to time."

By Order of the Board
For Power Mech Projects Limited

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

Date: August 8, 2026
Place: Hyderabad

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 will provide the facility for voting through remote e-voting, for participation in the 27th 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 Saturday, September 12, 2026, to Thursday, September 17, 2026 (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 2025-26 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 2025-26 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, Venture Capital and Corporate Investments Private Limited ("VCCIPL") 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 10, 2026, as the "Record Date" for the purpose of AGM and for determining entitlement of Members to dividend for the financial year ended March 31, 2026.

11. The Board has recommended the final dividend of ₹1.50 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 members after effecting valid transfers received upto the close of business hours on September 10, 2026, subject to deduction of tax at source pursuant to Finance Act, 2020. In respect of shares held in electronic form, the dividend will be payable on the basis of beneficial ownership as per the details provided as at the close of business hours on September 10, 2026, by National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited ("CDSL") for this purpose. 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 requested 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 prescribed 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 VCCIPL, 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 / VCCIPL, if not registered with the Company / VCCIPL, as mandated by the SEBI by writing to the Company at cs@powermech.net or to VCCIPL at info@vccilindia.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 VCCIPL / 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, Venture Capital and Corporate Investment Private Limited, Unit: Power Mech Projects Limited, "AURUM", Door No. 4-50/P-II/57/4F & 5F, Plot No. 57, 4th & 5th Floors, Jayabheri Enclave Phase – II, Gachibowli, Hyderabad – 500 032.

IEPF RELATED INFORMATION:

19. The unclaimed equity dividend for the year ended March 31, 2019, will be transferred in the month of November 2026, 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 to 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 2017-18 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 VCCIPL. 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 14, 2026, through email to 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:

    Mr. M. Rajiv Kumar, Director of the Company, retires by rotation at the ensuing annual general meeting and, being eligible, offers himself for re-appointment.

    The Board of directors commends the re-appointment of Mr. M. Rajiv Kumar 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 Sunday, September 13, 2026 at 9:00 a.m. (IST) and ends on Wednesday, September 16, 2026 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 10, 2026, 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 10, 2026.

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:

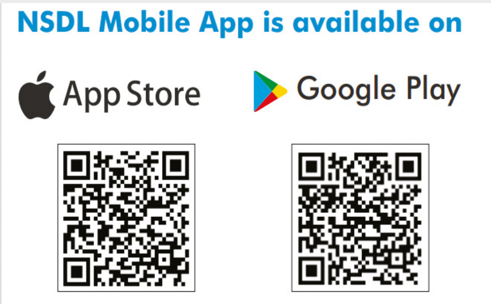
Step 1: Access to NSDL e-Voting system

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.	1. For OTP based login you can click on https://eservices.nsdl.com/SecureWeb/evoting/evotinglogin.jsp. You will have to enter your 8-digit DP ID,8-digit Client Id, PAN No., Verification code and generate OTP. Enter the OTP received on registered email id/mobile number and click on login. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or **e-Voting service provider i.e. NSDL** and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.

Type of shareholders	Login Method
	2. Existing **IDeAS** user can visit the e-Services website of NSDL Viz. https://eservices.nsdl.com either on a Personal Computer or on a mobile. On the e-Services home page click on the "**Beneficial Owner"** icon under **"Login"** which is available under **'IDeAS'** section, this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on **"Access to e-Voting"** under e-Voting services and you will be able to see e-Voting page. Click on company name or **e-Voting service provider i.e. NSDL** and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. 3. If you are not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select **"Register Online for IDeAS Portal"** or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp 4. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or **e-Voting service provider i.e. NSDL** and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. 5. Shareholders/Members can also download NSDL Mobile App "**NSDL Speede**" facility by scanning the QR code mentioned below for seamless voting experience. 
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 use 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 e-voting is in progress as per the information provided by company. On clicking the e-voting 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 & 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. 3. If the user is not registered for Easi/Easiest, option to register is available at CDSL website www.cdslindia.com and click on login & New System Myeasi Tab and then click on registration option. 4. Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the e-voting is in progress and also able to directly access the system of all e-Voting Service Providers.

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 the 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 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 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 user your existing password to login and cast your vote.

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

   c) How to retrieve your 'initial password'?

      i. If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a

.pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.

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

6. If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:

   a) Click on "Forgot User Details/Password?"(If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com.

   b) Click on the "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 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 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.

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 or call on.: 022 - 4886 7000 or send a request to Mr. Swapneel Puppala 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 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. 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 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. The Company will reply to the same 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 cs@powermech.net during the period starting from Friday, September 11, 2026 (9:00 a.m.) to Tuesday, September 15, 2026 (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 Mrs. Vasundhara Sinha (DIN: 11566123) as Independent director of the Company:

Based on the recommendation of the Nomination and Remuneration Committee, the Board co-opted Mrs. Vasundhara Sinha (DIN: 11566123) as Additional Director (Non-executive and Independent) of the Company effective from June 20, 2026, 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 Mrs. Vasundhara Sinha as Independent Director of the Company w.e.f. June 20, 2026. She has given her declaration to the Board, inter alia, that she (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. She has also given her consent to act as Director. In the opinion of the Board, Mrs. Vasundhara Sinha is a person of integrity, possesses relevant expertise/experience, and fulfills the conditions specified in the Act and the Listing Regulations for appointment as an Independent Director, and she is independent of the management.

Mrs. Vasundhara Sinha is a retired Indian Revenue Service (IRS) officer, bringing with her an illustrious career in public administration and a wealth of experience in high-level financial oversight. She possesses profound expertise across fiscal planning, strategic development, risk management, corporate governance, and regulatory compliance. Her distinguished background in tax administration, statutory enforcement, and public policy positions her exceptionally well to strengthen the Board's oversight capabilities and provide invaluable strategic and independent insights. Given her vast expertise, the Board considers her appointment as an Independent Director to be in the best interest 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 Mrs. Vasundhara Sinha and/or her 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 Mrs. Vasundhara Sinha:

Professional Overview: Ms. Vasundhara Sinha is a distinguished 1988-batch officer of the Indian Revenue Service (IRS) who retired as the Principal Chief Commissioner of Income Tax. With a robust career spanning several decades, she brings exceptional administrative, financial, and regulatory expertise to the Board.

Leadership & Administrative Experience: Throughout her extensive career, Ms. Sinha has served in various pivotal capacities across major commercial and administrative hubs, including New Delhi, Mumbai, Nagpur, Telangana, Andhra Pradesh, Odisha, and Bihar. Notably, she held the highly critical role of Director General of Income Tax (Investigation), where she successfully oversaw complex regulatory and investigative operations across three states: Telangana, Andhra Pradesh, and Odisha.

In addition to her profound command over direct taxation frameworks and corporate compliance, Ms. Sinha possesses significant cross-functional experience in international trade. Recognizing her administrative acumen, she was specially selected to serve as the Additional Director General of Foreign Trade under the Ministry of Commerce, Government of India, in New Delhi.

Academic Credentials & Executive Education: Ms. Sinha holds a postgraduate degree in Economics. She has continually advanced her professional knowledge and strategic capabilities by attending specialized courses at some of the most prestigious global and national institutions, including:

- Harvard University (Boston, USA)
- Syracuse University (Syracuse, USA)
- Indian Institute of Management (IIM), Bangalore
- NALSAR University of Law, Hyderabad

Item No.5:Approval for formulation, adoption, and implementation of "Power Mech Projects Limited -Employee Stock Option Plan -2026" ("PMPL ESOP -2026"/ "Plan") for grant of employee stock options to the employees of the Company under this Plan:

Item No.6: Approval for formulation, adoption and implementation of Power Mech Projects Limited -Employee Stock Option Plan -2026' ("PMPL ESOP -2026"/ "Plan") for grant of employee stock options to the employees of any Subsidiary of the Company under this Plan:

Employees Stock Option is a useful tool to attract, retain and motivate the best available talent and to reward them for performance. This also provides an opportunity for employees to participate in the growth of the Company, besides creating long-term wealth in their hands.

The Power Mech Projects Limited -Employee Stock Option Plan -2026' ("PMPL ESOP -2026"/ "Plan") proposed to be introduced is aimed at retaining the best talent in the Company. The opportunity to benefit from the equity upside (vis-à-vis fixed cash payouts) through the achievement of long-term business objectives further drives the high-performance culture needed in our business, which ultimately benefits shareholders.

Accordingly, based on the recommendation and approval of the Nomination and Remuneration Committee ("Committee") and the Board of the Company, the approval of members of the Company is being sought for implementation of the Plan. The salient features of the Plan in terms of Section 62(1) (b) of the Companies Act, 2013 read with Rule 12 and Regulation 6 of the SBEB Regulations are given as hereunder:

1. **Brief description of the scheme:**

   The detailed terms and conditions of the Plan were duly approved by the Committee and Board at its meetings held on August 8, 2026, subject to further approval of the shareholders of the Company.

   Under the Plan, the Company would grant up to 10,00,000 (Ten Lakh) Options in one or more tranches in the Plan to all the eligible employees of the Company and Subsidiary of the Company that would entitle the grantees (in aggregate) the right to acquire, not exceeding 10,00,000 (Ten Lakh) fully paid-up equity shares of ₹10/- (Rupee One) each, representing 3.16% of the share capital of the Company as on June 30, 2026, on a fully diluted basis, with each such Option conferring a right upon the eligible employees to apply for one equity share in the Company in accordance with the terms and conditions as may be decided under the Plan.

   The Plan provides for the grant of Options to employees of the Company and any Subsidiary of the Company, as may be permissible under the Regulations (hereinafter referred to as 'Employees') from time to time. Every grant of Options shall be governed by a vesting schedule and such other terms, as determined by the Committee at the time of each grant. After vesting, the Employees may exercise the vested Options within the pre-defined exercise period. Each Option is convertible into one Equity Share of the Company upon vesting and exercise.

   The Company will issue Equity Shares upon exercise of vested Options, subject to fulfillment of certain condition(s) including without limitation payment of exercise price and satisfaction of tax obligations.

   The Committee shall act as the compensation committee for the administration and supervision of the Plan. All questions of interpretation of the Plan shall be determined by the Committee and such determination shall be final and binding upon all persons having an interest in the Plan.

The Committee/ the Board or any other person(s) authorized by the Committee/ the Board from time to time shall take necessary administrative steps in order to implement, supervise, and administer the Plan including but not limited to the following:

(a) the quantum of the Option to be granted under the Plan per Employee;

(b) the Eligibility Criteria for Grant of Option to the Employees;

(c) the specific Exercise Period within which the Employee should Exercise the Option and that Option would lapse on failure to Exercise the Option within the Exercise Period;

(d) the specified time period within which the Employee shall Exercise the Vested Option in the event of termination or resignation of an Employee;

(e) the right of an Employee to Exercise all the Options vested in him at one time or at various points of time within the Exercise Period;

(f) the procedure for making a fair and reasonable adjustment to the number of Option and to the Exercise Price in case of corporate actions such as rights issues, bonus issues, merger, sale of division and others. In this regard following shall be taken into consideration by the Committee:

   i. the number and the price of Option shall be adjusted in a manner such that total value of the Option remains the same after the corporate action; and

   ii. the Vesting Period and the life of the Option shall be left unaltered as far as possible to protect the rights of the Option Grantees.

(g) the procedure and terms for the Grant, Vesting and Exercise of Option in case of Employees who are on long leave;

(h) the conditions under which Option vested in Employees may lapse in case of termination of employment for Misconduct;

(i) the procedure for buy-back of Options, if any, granted under the Plan, if to be undertaken at any time by the Company, and the applicable terms and conditions, including:

   (i) permissible sources of financing for buy-back;

   (ii) any minimum financial thresholds to be maintained by the Company as per its last financial statements; and

   (iii) limits upon quantum of Options that the Company may buy-back in a financial year.

(j) the procedure for funding for Exercise of Options, as permitted under the Applicable Laws; and

(k) approve forms, writings and/or agreements for use in pursuance of the Plan.

2. Total number of options to be granted:

It is proposed to grant/offer/issue up to 10,00,000 (Ten Lakh) Options in the Plan, in one or more tranches. Each Option will entitle the option holder to 1 (one) Equity Share of the Company. Accordingly, up to 10,00,000 (Ten Lakh) Equity Shares shall be allotted to the Employees under the Plan upon exercise of all options under the Plan.

Further, the Regulations require that in case of any corporate action(s) such as rights issue, bonus issue, merger, sale of division etc., a fair and reasonable adjustment needs to be made to the Options granted or to be granted. In this regard, the Committee shall adjust the Options and/or price of the Options granted or to be granted in such a manner that the total value of the Options granted or to be granted under the Plan remains the same after any such corporate action. Accordingly, if any additional Options are issued by the Company to the Options grantees for making such fair and reasonable adjustment, the aforesaid ceiling shall be deemed to be increased to the extent of such additional Options issued.

3. Identification of classes of employees entitled to participate and be beneficiaries in the scheme:

Subject to determination or selection by the Committee, Employee(s) as defined in Regulation 2(1) (i) of the Regulations as amended from time to time, shall be eligible to participate and be beneficiaries in the Plan.

4. Requirements of vesting and period of vesting:

Subject to statutory exceptions (such as death or permanent incapacity) under the Regulations, the Options granted under the Scheme shall follow a staggered vesting schedule. While the statutory minimum vesting period is one (1) year from the date of grant, the overall staggered vesting period shall span not less than Two (2) years and not more than five (5) years. Based on these parameters, the Committee will determine the exact quantum and specific vesting dates for each tranche, which will be stated in the individual grant letters.

To ensure alignment with shareholder value creation, the vesting of Options will be subject to both continued employment and the fulfilment of mandatory performance conditions or achievement of performance indicators. The Committee will establish these conditions based on measurable financial, operational, and strategic milestones aligned with the Company's long-term business objectives. While the specific threshold targets will be stated confidentially in the individual grant letters, the performance metrics will generally encompass company-level financial targets (e.g., EBITDA margins, PAT) and individual Key Result Areas (KRAs). The Committee will ensure that the performance conditions are objective, challenging, and clearly communicated to the grantee.

The Company hereby commits and articulates its intention to disclose, in its subsequent Annual Reports (for the financial year in which the vesting occurs), the detailed basis of vesting of these stock options.

5. Maximum period subject to regulation 18(1) of SBEB regulations within which the options/benefits shall be vested:

The vesting period of stock options shall not be less than a period of 1 year, and which may extend to a maximum period of 5 years, from the date of grant, as may be decided by the Committee and stated in the grant letter. The Committee may vary the maximum vesting period from time to time, as may be statutorily permissible.

6. Exercise price or pricing formula:

The Committee shall determine the Exercise Price for the Options based on a clearly defined and unambiguous pricing band. The Options will be granted at an Exercise Price ranging from a minimum of 10% to a maximum of 25% of the Market Price of the Shares on the date of grant. In no event shall the price fall below the face value of the Shares, and all pricing shall comply with the accounting policies stipulated under Regulation 15 of the SEBI (SBEB) Regulations.

The employee shall also be liable to pay the Company the amount equivalent to the value of the perquisite tax payable on the exercise of the options in accordance with the provisions of the Income Tax Act, 1961, and other applicable laws (if any) at the relevant time.

7. Exercise period/offer period and process of exercise/acceptance of offer:

Exercise period: The Exercise Period in respect of the Vested Option shall be subject to a maximum period of 2 (Two) years from the date of Vesting of respective Options.

In the event of resignation / termination / superannuation / death / permanent disability, stock options will be exercised in accordance with the terms of PMPL ESOP -2026/Plan.

Process of exercise:

- Vested stock options shall be exercisable by the grantee by making a written application to the Company expressing his / her desire to exercise such stock options in such manner and in such format as may be prescribed by the Company from time to time.
- Exercise of stock options shall be entertained only after payment of requisite exercise price and satisfaction of applicable taxes by the employee.
- Stock options if not exercised within the specified exercise period will lapse.

8. **Appraisal process for determining the eligibility of employees for the scheme:**

The appraisal process for determining the eligibility of the employee will be specified by the Committee. However, the process for determining the eligibility of the employees will be based on designation, period of service, performance-linked parameters such as work performance, past, present as well as future, seniority of the employee and such other criteria as may be determined by the Committee at its sole discretion, from time to time. The Committee may decide to extend the benefits of the Plan to new entrants or to existing eligible employees on such basis as it may deem fit, in accordance with applicable law, in the best interest of the Company.

In determining the eligibility of employees to participate in the Plan, the Committee may consider one or more of the parameters on a case-by-case basis including but not limited to tenure, performance, position and responsibilities of the employee, nature and value of the employee's service to the company, employee's present and potential contribution and such other factors as may be deemed appropriate by the Committee, at its sole discretion, from time to time.

Distribution skew: The Company is committed to fostering wealth creation for employees at all levels of the organization. Accordingly, the Options granted under this Scheme will be equitably distributed and shall not be disproportionately allocated to senior leadership. The Scheme will apply to all eligible employees, in accordance with applicable laws, across various organizational bands-ranging from Non-Managerial Staff to the Senior Management of the Company.

To ensure a broad-based distribution, the Committee shall ensure that the aggregate number of Options granted to Key Managerial Personnel (KMPs) and Senior Management Personnel (SMP)* shall not exceed 25% of the total pool, ensuring the substantial majority of the Options are distributed among the broader employee base.

Further, the maximum number of Options under Plan that may be granted to any Employee in any one year shall not exceed 10,000 (Ten Thousand) Options.

* SMP means officers of the Company, as defined in the Remuneration Policy of the Company in-line with the Listing Regulations.

9. **Maximum number of options, shares, as the case may be, to be offered and issued per employee and in aggregate, if any:**

The maximum limit for any single employee:

The maximum number of options to be issued to any single eligible employee from the Plan will be decided by the Committee. However, the maximum number of Options under Plan that may be granted to each Employee in any one year shall not exceed 10,000 (Ten Thousand) Options at the time of Grant.

The aggregate number of options available for grant under PMPL ESOP-2026 for all employees:

A maximum of 10,00,000 (Ten Lakhs) options shall be available for grant to employees of the Company under the plan and a maximum of 2,00,000 (Two Lakh) employee stock options ("Options") out of total 10,00,000 (Ten Lakh) employee stock options ("Options") under the plan shall be available to employees (present or future) of any Subsidiary of the Company. Each Option shall entitle the option holder to one fully paid-up equity share of face value of ₹10/- of the Company (as adjusted for any changes in the capital structure of the Company). Accordingly, up to 10,00,000 (Ten Lakh) equity shares of face value of ₹10/- each shall be allotted to employees under the Plan.

10. **Maximum quantum of benefits to be provided per employee under a scheme:**

The Employees will be entitled to Equity Shares of the Company on the exercise of Options as per the terms provided under the Plan. The maximum quantum of benefits provided to any eligible employee under the Plan will be the difference between the market value of the Company's equity shares on the Stock Exchanges as on the date of exercise of Options and the exercise price paid by the employee.

No benefits, other than grant of Options and issuance of equity shares upon exercise, are envisaged under the Plan.

11. **Whether the scheme is to be implemented and administered directly by the company or through a trust:**

The Plan shall be implemented directly by the Company through the Committee and/ or Board of Directors of the Company.

12. **Whether the scheme involves the new issue of shares by the company or secondary acquisition by the trust or both:**

The Plan will involve issue of new Equity Shares of the Company and will not involve any secondary acquisition.

13. **The amount of loan to be provided for implementation of the scheme by the Company to the trust, its tenure, utilization, repayment terms, etc.:**

Not Applicable.

14. **Maximum percentage of secondary acquisition (subject to limits specified under the regulations) that can be made by the trust for the purposes of the scheme:**

Not Applicable.

15. **Statement to the effect that the company shall conform to the accounting policies specified in regulation 15 and accounting standards:**

The Company will follow and comply with Indian Accounting Standard (Ind AS) 102 - share-based payment and/or any other applicable accounting standards, including the guidance note issued by the ICAI, if any, as may be prescribed by the Central Government in terms of the Act and rules made thereunder, including disclosure requirements prescribed therein in compliance with Regulation 15 of the SBEB Regulations. In addition, the Company shall disclose such details as required under the applicable laws.

16. **Method which the Company shall use to value its options:**

The Company shall follow the 'fair valuation method' for the valuation of Options as prescribed under Ind AS 102 on share-based payment or any accounting standard/ guidance note, as applicable, notified by the competent authorities from time to time.

17. **Lock-in period:**

The Equity Shares issued pursuant to the Exercise of Options shall not be subject to any lock-in period restriction except such restrictions as may apply under the applicable laws/regulatory authority from time to time.

18. **Statement with regard to Disclosure in Director's Report:**

As per applicable requirements, the Company shall make all such necessary disclosures in the Directors' Report

19. **Conditions under which option vested in employees may lapse e.g. in case of termination of employment for misconduct:**

All the vested Options as on the date of termination (due to misconduct or breach of company policies/ terms of employment from time to time) which were not exercised shall stand cancelled with effect from the date of such termination.

20. **Specified time period within which the employee shall exercise the vested options in the event of a proposed termination of employment or resignation of employee:**

All the vested Options as on the date of submission of resignation shall be exercisable by the Employee 3 months from the date of submission of resignation.

All the vested Options as on the date of termination (due to misconduct or breach of company policies/terms of employment from time to time) shall stand cancelled and will not be available for exercise.

21. **In case the Company opts for expensing of share-based employee benefits using the intrinsic value, the difference between the employee compensation cost so computed and the employee compensation cost that shall have been recognized if it had used the fair value shall be disclosed in the Directors' report and the impact of this difference on profits and on earnings per share ("EPS") of the company shall also be disclosed in the Directors' report:**

Not applicable.

22. **Terms & conditions for buyback, if any of specified securities covered under the Regulations:**

The Committee has the powers to determine the procedure and other terms and conditions for buy-back of Options granted, if the Company decides to undertake the buy-back of the Options granted at any time in compliance with applicable laws.

In terms of Section 62(1) (b) and other applicable provisions, if any, of the Act read with Rules there under and Regulation 6(1) and other applicable provisions of the Regulations, the implementation of the Plan and grant of Options to the Employees of the Company under the Plan require approval of the shareholders by way of a special resolution. Therefore, the approval of the shareholders of the Company is being sought to pass a special resolution as set out at item no.5.

Further, as per section 62(1) (b) and other applicable provisions, if any, of the Act read with Rules there under and Regulation 6(3) (c) of SBEB Regulations, approval of the shareholders by way of separate special resolution is also required for extending the benefits of the Plan to the employees of subsidiaries of the Company and grant of Options to employees of the subsidiaries of the Company under the Plan. Therefore, the approval of the shareholders of the Company is being sought to pass a special resolution as set out at item no. 6.

A copy of the draft scheme is available for inspection on the website of the Company at: https://powermechprojects.com/codes-policies/

None of the directors and key managerial personnel of the Company or their relatives are in any way, financially or otherwise, concerned or interested in the resolutions.

The Board recommends the Special Resolutions set out at Item No. 5&6 of the notice for approval by the members.

Item No.7: Ratification of remuneration payable to Cost Auditors for the financial year 2026-27:

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 20, 2026, 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 2026-27, 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 2026-27.

None of the directors, key managerial personnel of the Company or 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: Payment of remuneration to Mr. M. Rajiv Kumar (DIN: 07336483), Non- Executive Director by way of consultancy fees:

As per the provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2014, as amended from time to time, a listed entity is required to obtain the approval of members of the Company every year by way of Special Resolution for payment of remuneration to a single Non-Executive Director, if it exceeds 50% of the total remuneration payable to Non-Executive Directors of the Company.

The proposed remuneration to Mr. M. Rajiv Kumar (DIN: 07336483), Non-Executive Director for the FY 2026-27 by way of consultancy fees, which was recommended by the Nomination and Remuneration Committee and approved by both the Audit Committee and the Board, is exceeding the above said limits and in order to comply with the regulations, this resolution is being put forth before the members for their consent.

In the opinion of the Board of Directors of the Company, Mr. M. Rajiv Kumar is a person of high repute and has a rich experience of almost 4 decades in Power Sector. His in-depth knowledge of Power and Strategic guidance on business matters has helped the Company in executing and completing many prestigious projects.

The Board of Directors concurs that taking into consideration the contribution and efforts of Mr. M. Rajiv Kumar, it is desirable to remunerate him by way of paying consultancy fees as mentioned in the resolution set out at item no.8 of the notice.

Except Mr. M. Rajiv Kumar and his relatives, none of the directors, key managerial personnel of the Company or 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.8 of the notice for approval by the members.

Item No.9: Commission payable to Independent Directors:

The Members are informed that the role, responsibilities, and fiduciary duties of Independent Directors have significantly increased under the Companies Act, 2013 ("the Act"), the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), and various other regulatory frameworks. The Independent Directors devote considerable time, expertise, and guidance to the strategic and governance functions of the Company.

In view of the enhanced responsibilities and to adequately compensate them for their time and valuable contributions, the Board of Directors, based on the recommendation of the Nomination and Remuneration Committee (NRC), has proposed to pay remuneration by way of commission to the Independent Directors.

To ensure complete transparency and align with the best corporate governance practices, the parameters for the proposed commission are detailed as follows:

- **Maximum Limit per Director:** The commission payable shall not exceed **₹ 10 Lakhs** per Independent Director (present and future) per financial year.
- **Overall Statutory Limit:** The total remuneration payable to all Non-Executive Directors (including Independent Directors) shall remain strictly within the statutory limit of 1**% of the net profits** of the Company for that financial year, computed in accordance with Section 198 of the Act.
- **Validity:** The approval is sought for a period of five (5) years commencing from the Financial Year 2025-26.
- **Exclusivity:** The payment of this commission shall be in addition to the sitting fees and reimbursement of out-of-pocket expenses paid to the Independent Directors for attending Board and Committee meetings.

Except all the Independent Directors of the Company, none of the directors, key managerial personnel of the Company or 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.

By Order of the Board
For Power Mech Projects Limited

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

Date: August 8, 2026
Place: Hyderabad

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. M. Rajiv Kumar (DIN: 07336483)	Mrs. Vasundhara Sinha (DIN: 11566123)
Age	72 years	62 years
Qualification	Graduate in Electrical Engineering	IRS-Retired (Holds postgraduate degree in Economics)
Date of first appointment on the Board	November 14, 2015	June 20, 2026
Relationship between Directors inter- se	Nil	Nil
Experience/ Expertise in specific functional areas/ Brief resume of the Director	Mr. M. Rajiv Kumar spent his entire career of 38 years in BHEL and by his sheer hard work and acumen, he rose to the level of Executive Director, Eastern Region. During his career, he initiated, planned, executed and commissioned many power projects and today they stand testimony of his leadership quality and feeding power to the nation. He holds impeccable record for identifying right persons for right jobs, mentoring and motivating the entire team under him. He has strong project management skills, is exceptionally good at team building, easily adaptable and flexible towards project needs and possesses superior inter-personal & time management skills.	As mentioned in the above explanatory statement
Terms and Conditions along with details of remuneration sought to be paid	As set out in the resolution	As set out in the resolution
Last Remuneration drawn (₹ In crores)	0.46 (excluding the reimbursement of out-of-pocket expenses)	Not applicable
Name(s) of other companies in which directorships held	Nil	Nil
Listed entities from which resigned in the past three years	Nil	Not applicable
Name(s) of other Companies in which Committee Membership(s) / Chairmanship(s) held	Nil	Nil
No. of shares (as on March 31, 2026) of ₹10/- each held by		
(i) The Director	500	Nil
(ii) His/ her relatives	0	
Total	**500**	
No. of Board Meetings attended during the year	5	Not applicable