



**POWER MECH**

**Power Mech Projects Limited**

Corporate Identification No (CIN) - L74140TG1999PLC032156

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

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

**NOTICE OF POSTAL BALLOT**

[Notice issued to members pursuant to Section 108 and Section 110 of the Companies Act, 2013, read with rules made thereunder]

Dear Shareholders,

Notice is hereby given pursuant to and in compliance with the provisions of Sections 108, 110 and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”), Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014 (“the Rules”) read with the General Circular Nos. 14/2020 dated April 8, 2020, 17/2020 dated April 13, 2020, and 09/2023 dated September 25, 2023, issued by the Ministry of Corporate Affairs (“MCA Circulars”), the Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India (“SS-2”), Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”) (including any statutory modification or re-enactment thereof for the time being in force, and as amended from time to time), and pursuant to other applicable laws and regulations, that the resolutions appended below are proposed for approval of the shareholders of the Company through postal ballot by remote e-voting process (“e-voting”).

The Board of Directors of the Company, at their meeting held on November 10, 2025, appointed Mr. D S Rao (ACS 12394; CP no.: 14487) Practicing Company Secretary, Hyderabad as the Scrutinizer for conducting the postal ballot through the e-voting process in a fair and transparent manner.

In accordance with the provisions of the MCA Circulars and other applicable laws and regulations, the Postal Ballot Notice (“the Notice”) is being sent only by email to all its members who have registered their email addresses with the Company or depository (ies) or depository participants or Registrar & Transfer Agent and whose names appear on the Register of Members as of November 14, 2025 (“Cut-Off Date”), and members can vote only through the remote e-voting process. Accordingly, the Company is pleased to provide a remote e-voting facility to all its members to cast their votes electronically and for this purpose, the Company has engaged the services of National Securities Depository Limited (“NSDL”) as the agency to provide e-voting facility. The votes can be cast during the following e-voting period

<b>Commencement of e-voting</b>	<b>End of e-voting</b>
From 9:00 a.m. (IST) on Friday, November 21, 2025	Ends at 5.00 p.m. (IST) on Saturday, December 20, 2025

Further, the shareholders are requested to read the instructions in the notes under the section “General information and instructions relating to e-voting” in this notice to cast their vote electronically. Shareholders are requested to cast their vote through the e-voting process not later than 5 p.m. (IST) on Saturday, December 20, 2025, to be eligible for being considered, failing which it will be strictly considered that no vote has been received from the shareholder.

**SPECIAL BUSINESSES:**

**Item No.1: 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, 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 to or 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 of Rs.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.2: 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 / Associate Company or Holding Company, if any, of the Company under this Plan:**

*To consider and if thought fit, to pass, 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 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 / Associate Company or Holding Company, if any, 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 of Rs.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 / Associate Company or Holding Company, if any, 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 / Associate Company or Holding Company, if any, 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 / Associate Company or Holding Company, if any, 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.3: Approval for grant Employee Stock Options equal to or more than 1% of the issued capital of the Company to the employees under Power Mech Projects Limited -Employee Stock Option Plan -2026 (“PMPL ESOP - 2026”) / “Plan”) of the Company and Subsidiary / Associate Company or Holding Company, if any, of the Company under this Plan:**

*To consider and if thought fit, to pass 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 create, grant, offer, issue and allot from time to time, in one or more tranches, such number of employee stock options (“Options”) during any one year, equal to or exceeding 1% of the issued capital (excluding outstanding warrants and conversions) of the Company, to such identified employees as may be decided by the Nomination and Remuneration Committee/ Compensation Committee and/or the Board of Directors for the benefit of the employees (present or future) of the Company and Subsidiary / Associate Company or Holding Company, if any, of the Company, whether working in India or outside India, as may be decided by the Board and permitted under the Regulations.

**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** for the purpose of effectuating the above resolutions the Nomination and Remuneration Committee/ Compensation Committee (“Committee”) and/or the Board and/or any person as authorized by the Committee or the Board, Company Secretary of the Company be and are hereby severally authorized on behalf of the Company, to evolve, decide upon and bring in to effect the Plan and modifications, changes, variations, alterations, or revisions in the said Plan from time to time or to suspend, withdraw or revive the Plan from time to time as may be specified by any statutory authority and to do all such acts, deeds, matters and things as it may in its absolute discretion deem fit or necessary or desirable for such purpose including taking all the necessary steps for listing of the equity shares allotted on the Stock Exchanges as per the terms and conditions of the listing agreement with the concerned Stock Exchanges, as and when required and with power on behalf of the Company to settle any questions, difficulties, or doubts that may arise in this regard without requiring the Board to secure any further consent or approval of the members of the Company”.

**Item No.4: Increase the Borrowing Powers and Creation of Security:**

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

**“RESOLVED THAT** in supersession of the special resolution passed by the members in their meeting held on September 27, 2024, and pursuant to the provisions of Section 180(1)(c) and other applicable provisions, if any, of the Companies Act, 2013 and the rules made thereunder (including any statutory modification(s), amendment or re-enactment thereof for the time being in force), and subject to the approvals, consents, permissions and sanctions, if any, required from any authority, the consent of the Members be and is hereby accorded to the Board of Directors of the Company to borrow periodically from time to time for and on behalf of the Company, from any Banks and/or public financial institutions and/or any foreign financial institution(s) or foreign banks and/or any entity/entities and/or non-banking finance companies by way of long term loans, short term loans or any other instruments, etc. and/or through credit from official agencies and/ or by way of commercial borrowings from the private sector window of multilateral financial institution(s), as may be deemed appropriate by the Board of Directors for an aggregate amount not exceeding ₹7,500 Crores (Rupees Seven thousand and Five hundred crores only) excluding that monies to be borrowed together with the monies already borrowed by the Company (apart from temporary loans obtained from the Company’s bankers in the ordinary course of

business) over and above the aggregate of the paid-up share capital of the Company and its free reserves (reserves not set apart for any specific purpose).

**RESOLVED FURTHER THAT** in supersession of the special resolution passed by the members in their meeting held on September 27, 2024, and pursuant to the provisions of Section 180(1)(a) and other applicable provisions, if any, of the Companies Act, 2013, and rules made thereunder, (including any statutory modification(s), amendment or re-enactment thereof for the time being in force), and subject to the approvals, consents, permissions and sanctions, if any, required from any authority, the consent of the Company be and is hereby accorded to the Board of Directors of the Company to create charge/mortgage/hypothecate in addition to the, charge/mortgage/ hypothecation already created, in such form, manner and ranking and on such terms as the Board deems fit in the interest of the Company, on the whole or substantially the whole of the Company's any one or more of the undertakings or all of the undertakings, whether immovable and / or movable properties of the Company, both present and future and/or any other assets or properties, either tangible or intangible, of the Company as may be agreed to in favour of the bank(s), financial institution(s) or other body(ies) corporate(s), other entity(ies), firms(s), person(s)etc. in India or abroad, hereinafter referred to as the lender(s), and/or trustees to secure the borrowings availed or to be availed by the Company, by way of loans, debentures or any other securities or otherwise, in foreign currency or in Indian rupees, together with interest at the respective agreed rates from time to time, additional interest, compound interest, liquidated charges, commitment charges or costs, charges, expenses and all other monies payable by the Company including any increase as a result of devaluation / revaluation / fluctuation in the rate of exchange in respect of the said Loans, shall not, at any time exceed ₹7,500 Crores (Rupees Seven thousand and Five hundred crores only).

**“RESOLVED FURTHER THAT** for the purpose of giving effect to this Resolution, the Board and/or the Executive Committee of the Board of Directors and/or any person(s) Authorized by the Board of Directors and/or the Executive Committee be and are hereby severally authorized and empowered to enter into, sign, seal and execute and deliver such arrangements, assignments, conveyances, covenants, contracts and to finalize, settle and execute such documents/deeds/writings/papers/other instruments/ agreements as may be required and do all such acts, deeds, matters and things, as it may in its absolute discretion deem necessary, proper or desirable and to settle any question, difficulty or doubt that may arise in regard to borrowing funds by creating any mortgage/ charge as aforesaid without being required to seek any further consent or approval of the members or otherwise to the end and intent that they shall be deemed to have been given approval thereto expressly by the authority of this resolution.”

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

Date: November 10, 2025

Place: Hyderabad

**M. Raghavendra Prasad  
Company Secretary and Compliance Officer**

**NOTES:**

1. An Explanatory Statement pursuant to Section 102 and other applicable provisions of the Act read with rules made thereunder, setting out material facts concerning the resolution, is annexed hereto.
2. Members may please note that the Notice will also be available on the Company's website at <https://powermechprojects.com/announcements/>, websites of the Stock Exchanges i.e., BSE Limited and National Stock Exchange of India Limited at [www.bseindia.com](http://www.bseindia.com) and [www.nseindia.com](http://www.nseindia.com) respectively, and on the website of NSDL at <https://www.evoting.nsdl.com>
3. Members whose names appear on the Register of Members / List of Beneficial Owners as of Cut-Off Date will only be considered eligible for the purpose of e-voting. A person who becomes a member after the Cut-Off Date should treat this notice for information purposes only.
4. Members who have not registered their e-mail address against their Folio no. / DP ID-Client ID are requested to register the same to promote the green initiative and to enable the Company to provide all communications to the members through email.
5. Members holding shares in physical mode, who have not registered/updated their e-mail address, are requested to register/update the same by clicking on <https://rkarisma.kfintech.com/shareholders/> or by writing to the Company/RTA with details of folio number and attaching a self-attested copy of PAN card at [cosec@zentechnologies.com](mailto:cosec@zentechnologies.com) or to the RTA at [einward.ris@kfintech.com](mailto:einward.ris@kfintech.com). Members holding shares in dematerialized mode who have not registered their e-mail address with their Depository Participant(s) are requested to register/update their e-mail address with the Depository Participant(s) with which they maintain their demat accounts. The explanatory statement in respect of the special business in the notice, pursuant to Section 102 of the Companies Act, 2013, is annexed hereto.

6. In accordance with the provisions of the MCA Circulars, Shareholders can vote only through the remote e-voting process. Physical copies of the notice and pre-paid business reply envelopes are not being sent to shareholders for this Postal Ballot.
  7. Relevant documents referred to in this notice and the Statement shall be available for inspection by the members at the registered office of the Company on any working days from the date of circulation of this Notice upto the date of closure of e-voting i.e., December 20, 2025. Members who wish to inspect such documents are requested to send an email to [cosec@zentechnologies.com](mailto:cosec@zentechnologies.com) mentioning their name, folio no./ DP ID-Client ID and the documents they wish to inspect, with a self-attested copy of their PAN card attached to the email.
  8. Members may send their queries related to items included in this Notice to the email id [cs@powermech.net](mailto:cs@powermech.net), from their registered email address, mentioning their name, folio no./DP ID-Client ID, as applicable, mobile number, and copy of PAN card. Said queries shall be appropriately replied by the Company.
  9. The resolution, if passed by the requisite majority shall be deemed to have been passed on March 8, 2024, being the last date specified by the Company for e-voting and the resolution passed by the Members through Postal Ballot are deemed to have been passed as if the same have been passed at a general meeting of the Members.
  10. In accordance with the proviso to Regulation 40(1) of the Listing Regulations, as amended from time to time, and read with SEBI circular no. SEBI/HO/MIRSD/MIRSD\_RTAMB/P/CIR/2022/8 dated January 25, 2022, transfer of securities of the Company including transmission and transposition requests shall not be processed unless the securities are held in the dematerialized form with a depository. Accordingly, shareholders holding equity shares in physical form are urged to have their shares dematerialized so as to be able to freely transfer them, eliminate all risks associated with physical holding and participate in corporate actions.
  11. 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/>
  12. SEBI, vide its circular nos. SEBI/HO/MIRSD/MIRSD\_RTAMB/P/CIR/2021/655 dated November 03, 2021, SEBI/HO/MIRSD/MIRSD\_RTAMB/P/CIR/2021/687 dated December 14, 2021, and SEBI/HO/ MIRSD/ MIRSDPoD1/P/CIR/2023/37 dated March 16, 2023, has mandated members holding shares in physical form to submit PAN, nomination, contact details, bank account details and specimen signature in specified forms. Accordingly 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 SEBI by writing to the Company at [cs@powermech.net](mailto:cs@powermech.net) or to KFin at [einward.ris@kfintech.com](mailto:einward.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.
- 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.
13. 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 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:**

14. 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.
15. 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.

16. 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.

**THE INSTRUCTIONS FOR MEMBERS FOR REMOTE E-VOTING ARE AS UNDER:-**

The remote e-voting period begins on Friday, November 21, 2025, at 9:00 a.m. (IST) and ends on Saturday, December 20, 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., November 14, 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 November 14, 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 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 data-bbox="411 1189 1489 1442">1. For OTP based login you can click on <a href="https://eservices.nsd.com/SecureWeb/evoting/evotinglogin.jsp">https://eservices.nsd.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.</li> <li data-bbox="411 1485 1489 1771">2. Existing <b>IDeAS</b> user can visit the e-Services website of NSDL Viz. <a href="https://eservices.nsd.com">https://eservices.nsd.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 ‘<b>IDeAS</b>’ 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.</li> <li data-bbox="411 1812 1489 1906">3. If you are not registered for IDeAS e-Services, option to register is available at <a href="https://eservices.nsd.com">https://eservices.nsd.com</a>. Select “<b>Register Online for IDeAS Portal</b>” or click at <a href="https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp</a></li> <li data-bbox="411 1946 1489 2125">4. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <a href="https://www.evoting.nsd.com/">https://www.evoting.nsd.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 “<b>Login</b>” which is available under ‘<b>Shareholder/Member</b>’ 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</li> </ol>

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.

- Shareholders/Members can also download NSDL Mobile App “**NSDL Speede**” facility by scanning the QR code mentioned below for seamless voting experience.

**NSDL Mobile App is available on**

 App Store  Google Play



Individual Shareholders holding securities in demat mode with CDSL

- 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](http://www.cdslindia.com) and click on login icon & New System Myeasi Tab and then user your existing my easi username & password.
- After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers’ website directly.
- If the user is not registered for Easi/Easiest, option to register is available at CDSL website [www.cdslindia.com](http://www.cdslindia.com) and click on login & New System Myeasi Tab and then click on registration option.
- 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](http://www.cdslindia.com) home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.

Individual Shareholders (holding securities in demat mode) login through their depository participants

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

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

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

Login type	Helpdesk details
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at <a href="mailto:evoting@nsdl.com">evoting@nsdl.com</a> or call at 022 - 4886 7000

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

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

- 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.

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:

- If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
- 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.
- How to retrieve your 'initial password'?
  - 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'.
  - 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:

- 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).
- Physical User Reset Password?" (If you are holding shares in physical mode) option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
- 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.
- Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.

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

8. Now, you will have to click on "Login" button.

9. After you click on the "Login" button, Home page of e-Voting will open.

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

How to cast your vote electronically on NSDL e-Voting system?

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

## **EXPLANATORY STATEMENT**

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

**Item No.1: 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.2: 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 / Associate Company or Holding Company, if any, of the Company under this Plan:**

**Item No.3: Approval for grant Employee Stock Options equal to or more than 1% of the issued capital of the Company to the employees under Power Mech Projects Limited -Employee Stock Option Plan -2026 (“PMPL ESOP -2026”/ “Plan”) of the Company and Subsidiary / Associate Company or Holding Company, if any, 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 & 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 November 10, 2025, 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 eligible employees of the Company and Subsidiary / Associate Company or Holding Company, if any, 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 Rs. 10/- (Rupee One) each, representing 3.19% of the share capital of the Company as on September 30, 2025, 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 / Associate Company or Holding Company, if any, 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 exceptions such as death and permanent incapacity etc. as provided under the Regulations, 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. The quantum/proportion in which the Options would vest and the exact period over which the Options would vest with the employees would be determined by the Committee and stated in the grant letter.

Vesting of Options would be based on continued employment and meeting the mandatory performance conditions as specified in the grant letter. Performance conditions would be determined by the Committee from time to time.

## **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 Options will be granted at an Exercise Price as determined by the Committee, which shall in no case be lesser than the face value of Shares of the Company and not higher than the Fair Market Value of Shares of the Company as on date of Grant and shall be subject to conforming to the accounting policies specified in Regulation 15 of the 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.

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.

#### **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 30,000 (Thirty Thousand 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 / Associate Company or Holding Company, if any, 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. 1.

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. 2.

Further, as per Section 62(1)(b) and other applicable provisions, if any, of the Act read with Rules there under and the Regulations, approval of the shareholders by way of separate special resolution is also required for grant of options to employees of the subsidiary and the Company, during any one year, equal to or exceeding 1% of the issued capital (excluding outstanding warrants and conversions) of the Company at the time of grant of option 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. 3.

A copy of the Schemes is available for inspection electronically during official hours on all working days till the conclusion of voting. And the Board recommends the special resolutions set forth in item no. 1,2 & 3 for the approval of members.

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.

### **Item No.4: Borrowing Powers and Creation of Security:**

Section 180(1)(c) of the Companies Act, 2013 requires approval of the Shareholders by means of a Special Resolution, to enable the Board of Directors of the Company to borrow moneys, apart from temporary loans obtained from the Company's Bankers in the ordinary course of business, in excess of the aggregate of paid up share capital, free reserves and securities premium account of the Company. Accordingly, the approval of shareholders was obtained on September 27, 2024, for an amount upto ₹ 5,000 crores.

Considering the current order book size and to meet the increased requirements of funds in future, which may arise on account of long term fund requirements & working capital requirement, which may be availed by the Company from Financial Institutions and Banks in India or outside, increased capital expenditure or the expansion plan / program of the Company, increased scope of operations, and other financial obligations with respect to the Subsidiary Companies of the Company, the Company may require to raise further loans / borrowings from financial institutions, banks and others.

Accordingly, it is proposed to increase the present limit of borrowings from ₹ 5,000 Crores to ₹ 7,500 Crores. Further, to secure the said borrowings, which the Company may borrow from time to time, the Company may be required to create mortgages / charges / hypothecation in favour of the Lenders / Financial Institutions / Bodies Corporate / others, on all or any of its movable and immovable properties. In order to create aforesaid mortgages / charges / hypothecation, the consent of the Shareholders by means of Special Resolution is required under section 180(1)(a) of Companies Act, 2013.

Accordingly, the resolution 4 is proposed to obtain necessary consent of the members of the Company in term of the provision of Sections 180(1)(c) and 180(1)(a) of the Companies Act, 2013. And the Board recommends the special resolution set out at Item no.4 of the notice for approval by the members.

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.

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

Date: November 10, 2025

Place: Hyderabad

**M. Raghavendra Prasad  
Company Secretary and Compliance Officer**