



# POWER MECH

Date: December 26, 2015

To,  
Dept of Corporate Services,  
BSE Limited,  
PJ Towers, Dalal Street,  
Fort, Mumbai – 400001  
Fax: +91 – 22- 22722037/39/41  
+91 22 22723121/3719/1557

To,  
National Stock Exchange of India Limited,  
Exchange Plaza, Bandra Kurla Complex,  
Bandra (E), Mumbai - 400051

**Sub: Intimation of Postal Ballot**

**Ref: Power Mech Projects Limited BSE Scrip Code: 539302 NSE Symbol: POWERMECH**

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This is to inform you that pursuant to Section 110 of the Companies Act, 2013, (Act) read with Rule 22 of Companies (Management and Administration) Rules, 2014, Clause 35B of the Listing Agreement and Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Board of Directors of the Company has recommended taking approval of the members for paying remuneration to Non Executive Directors not exceeding 1% of the net profits through Postal Ballot including voting by electronic means.

The Company has engaged the services of Karvy Computershare Private Limited for the purpose of providing remote e-voting facility to all its Members. Mr. D Srinivasa Rao, Practicing Company Secretary has been appointed as the Scrutinizer for conducting the Postal Ballot Process

In this connection, we attach herewith the following

- 1) Postal Ballot Notice along with the explanatory statement
- 2) Postal Ballot Form

Kindly note that the Notice is sent to all the shareholders holding shares in physical form or in dematerialized form, as on the cut-off date, i.e. December 12, 2015

The result of the voting by Postal Ballot will be announced on Saturday, January 30, 2016 at the Registered Office of the Company

This is for your information and for dissemination to the general public at large.

Thanking you

For Power Mech Projects Limited

Mohit Gurjar

Company Secretary



## POWER MECH PROJECTS LIMITED

AN ISO 9001, ISO 14001 & OHSAS 18001 CERTIFIED COMPANY

**Regd. & Corporate Office :**  
Plot No. 77, Jubilee Enclave, Opp. Hitex,  
Madhapur, Hyderabad-500081  
Telangana, India  
CIN : U74140TG1999PLC032156

Phone : 040-30444444  
Fax : 040-30444400  
E-mail : info@powermech.net  
Website : www.powermechprojects.in



JAS-ANZ

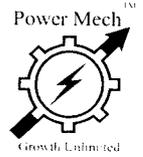


M4570910IN



# POWER MECH PROJECTS LIMITED

Reg Off : Plot No. 77, Jubilee Enclave, Opp Hitex, Madhapur, Hyderabad - 500081  
Telangana, India Telephone: 040 30444418 Fax: 040 - 30444444 Email : cs@powermech.net  
Website: www.powermechprojects.com CIN: U74140TG1999PLC032156



## POSTAL BALLOT NOTICE

Dear Member (s)

Notice is hereby given pursuant to Section 110 of the Companies Act, 2013, (Act) read with Rule 22 of Companies (Management and Administration) Rules, 2014, to transact the following business by the members of Power Mech Projects Limited by passing Ordinary Resolution through Postal Ballot.

The Members' consideration and approval is sought for the Ordinary Resolution annexed hereto. The Statement to be annexed to Notice under Section 102 (1) of the Act setting out the material facts and reasons for the resolutions is also appended herewith and is being sent to the Members along with a Postal Ballot Form for consideration. Mr. D Srinivasa Rao, Practicing Company Secretary, (M.No: A12394 & CP No: 14487) has been appointed by the Board of Directors of your Company as the Scrutinizer to scrutinize the Postal Ballot process in a fair and transparent manner.

Members are requested to carefully read the instructions printed on the Postal Ballot Form and the Notice and return the completed Form in the enclosed self-addressed postage pre-paid envelope (if posted in India), so as to reach the Scrutinizer on or before 5:00 PM on Wednesday, January 27, 2016, the last date for receipt of the completed Postal Ballot Forms. The postage on the enclosed self-addressed postage pre-paid envelope shall be borne and paid by the Company.

### E-Voting Option

We are pleased to offer e-voting facility also as an alternate for our Members, which would enable them to cast votes electronically, instead of through physical postal ballot form. E-voting is optional. Please carefully read and follow the instructions on e-voting printed in this notice.

The Scrutinizer will submit the report to the Chairman of the Company, upon completion of scrutiny of postal ballots in a fair and transparent manner and the result of the postal ballot will be announced by the Chairman or any one of the Directors or the Company Secretary on Saturday, January 30, 2016 at the Registered Office of the Company at Plot No 77, Jubilee Enclave, Opp Hitex Arcade, Madhapur, Hyderabad - 500081, Telangana. The result of the postal ballot will be posted on the Company's website link: <http://www.powermechprojects.com/investors.html> besides communicating the same to the National Stock Exchange of India Limited and BSE Ltd. The result of the postal ballot shall also be announced through newspaper advertisement.

### Special Business:

#### 1. Payment of Remuneration to Non Executive Directors

**RESOLVED THAT** pursuant to the provisions of Sections 197, 198 and all other applicable provisions of the Companies Act, 2013 and applicable rules framed there under, pursuant to the provisions of Clause 49 of the Listing Agreement, Regulation 17 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, pursuant to the recommendation of Nomination & Remuneration Committee and Articles of Association of the Company, the Board be and is hereby authorized to pay remuneration in addition to sitting fees and reimbursement of expenses for attending the meetings of the Board of Directors or Committees thereof, an amount, by way of commission or fees, either by way of a monthly payment or at a specified percentage of the net profits of the Company or partly by one way and partly by the other, to any one or more or all of the existing Non-Executive Directors or Non-Executive Directors to be appointed in future, as the Board of Directors may from time to time, determine, and that such remuneration shall not exceed 1% of the net profits of the Company in any financial year (computed in the manner provided in Section 198 of the Companies Act, 2013 or any statutory modification(s) or re-enactment thereof.

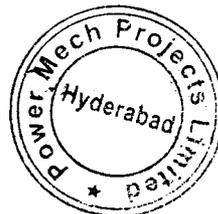
**RESOLVED FURTHER THAT** the Board of Directors of the Company (including any Committee thereof) or the Company Secretary of the Company, be and is hereby authorized to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution."

By order of the Board  
For Power Mech Projects Limited

Mohit Gurjar  
Company Secretary

Place : Hyderabad

Date : 12.12.2015

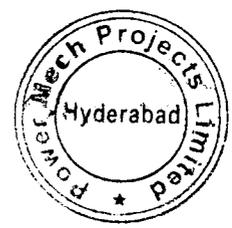


## NOTES:

1. An explanatory statement as required under Section 102 of the Companies Act, 2013 (Act) and other applicable provisions of the Companies Act, 2013 in respect of the business specified above is annexed hereto.
2. In terms of Section 110 of the Companies Act, 2013 read with Rule 22 of Companies (Management and Administration) Rules, 2014, the business set out in the notice above is sought to be passed by postal ballot.
3. The Board has appointed Mr. D Srinivasa Rao Practicing Company Secretary. (M.No: A12394 & CP No: 14487) as the Scrutinizer for conducting the postal ballot voting process in accordance with the law and in a fair and transparent manner.
4. The shareholders are requested to carefully read the instructions printed in the attached postal ballot form. The postal ballot form, duly completed and signed should be returned in the enclosed self-addressed postage prepaid envelope directly to the Scrutinizer so as to reach the Scrutinizer on or before 5:00 PM on Wednesday, January 27, 2016. Any postal ballot form received after this date and time shall be treated as if the reply from the shareholders had not been received.
5. The shareholders are requested to exercise their voting rights by using the attached postal ballot form. Shareholders who do not receive the postal ballot form may apply to the Registrars and Transfer Agents, Karvy Computershare Pvt. Ltd. Karvy Selenium Tower B, Plot No 31 & 32, Gachibowli, Financial District, Nanakramguda, Serilingampally, Hyderabad 500 032 and obtain a duplicate thereof.
6. As per Section 110 of the Act read with Rule 22 of the Companies (Management and Administration) Rules, 2014, Notice of postal ballot may be served on the members through electronic means. This notice is being sent by e-mail to such members who have registered their e-mail IDs with depositories and through post to such members who have not registered their e-mail IDs. Members who receive postal ballot notice by e-mail but wish to vote through physical mode may download the form from <https://evoting.karvy.com> or from the Company's website link <http://www.powermechprojects.com/investors.html>  
Members can opt for only one mode of voting, i.e., either by physical ballot or remote e-voting. In case Members cast their votes through both the modes, voting done by remote e-voting shall prevail and votes cast through physical postal ballot forms will be treated as invalid. The instructions for electronic voting are provided hereunder.
7. The ordinary resolution mentioned above shall be declared as passed, if the number of votes cast in favour of the resolution exceeds the votes, if any, cast against the said resolution.
8. The Scrutinizer will submit the report to the Chairman, after completion of the scrutiny and the results of the postal ballot will be announced by the Chairman or any one of the Directors or the Company Secretary of the Company on Saturday, January 30, 2016 at the Regd. Office of the Company. The results along with the Report will be posted on the website link of the Company <http://www.powermechprojects.com/investors.html>. The date of declaration of Postal Ballot results will be taken to be the date of passing the resolution.
9. The results of the postal ballot will be published in one English Newspaper with nationwide circulation and in one Telugu Newspaper for the information of members, and will also be informed to National Stock Exchange of India Limited and BSE Ltd.
10. In compliance with Clause 35B of the Listing Agreement, Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, and Sections 108 and 110 and other applicable provisions of the Act, read with the Companies (Management and Administration) Rules, 2014, the Company is pleased to provide remote e-voting facility to all its members, to enable them to cast their votes electronically instead of dispatching the Ballot Form by post. The Company has engaged the services of Karvy Computershare Private Limited for the purpose of providing remote e-voting facility to all its Members. Please note that the remote e-voting is an alternate mode to cast votes and is optional.
11. The Notice is being sent to all the Shareholders, whose names appear in the Company's Register of Members as at the close of business hours on December 12, 2015 and voting rights shall be reckoned on the paid up value of the shares registered in the name of the members as on the said date
12. Please see the instructions for voting by postal ballot (including e-voting) which have been printed herein.
13. In case of e-voting on the website: <https://evoting.karvy.com>, voting will commence on and from 9.00 a.m. on Monday, December 28, 2015 and end at 5.00 p.m. on Wednesday, January 27, 2016.

### Procedure for remote e-voting

- I. The Company has engaged the services of M/s. Karvy Computershare Private Limited ('Karvy') for facilitating remote e-voting to enable the Shareholders to cast their vote electronically.
  - A. **Members who received the notice through e-mail from Karvy:**
    1. Launch internet browser by typing the following URL: <https://evoting.karvy.com>.
    2. Enter the login credentials (i.e., User ID and password mentioned in your email/sent separately). The Event No. + Folio No. or DP ID-Client ID will be your User ID. However, if you are already registered with Karvy for e-voting, you can use your existing User ID and password for casting your vote. If required, please contact toll free number 1800 3454 001 for your existing password.



User Id:	For Members holding shares in Demat form:
	a. For NSDL: 8 character DP ID followed by 8 digit Client ID
	b. For CDSL: 16 digit Beneficiary ID/Client ID
	For Members holding shares in Physical form:
	Event No.(EVENT) followed by Folio No. registered with the Company.
Password	Your unique password is sent separately/provided in the email forwarding the electronic notice.

3. After entering these details appropriately, Click on "LOGIN".
4. You will now reach password Change Menu wherein you are required to mandatorily change your password. The new password shall comprise of minimum 8 characters with at least one upper case (A-Z), one lower case (a-z), one numeric value (0-9) and a special character (@,#,\$, etc.). The system will prompt you to change your password and update your contact details like mobile number, email ID, etc. on first login. You may also enter a secret question and answer of your choice to retrieve your password in case you forget it. It is strongly recommended that you do not share your password with any other person and that you take utmost care to keep your password confidential.
5. After changing password, you need to login again with the new credentials.
6. On successful login, the system will prompt you to select the "EVENT" i.e. Power Mech Projects Limited
7. On the voting page, enter the number of shares (which represents the number of votes) as on the cut-off date under "FOR/AGAINST" or alternatively, you may partially enter any number in "FOR" and partially in "AGAINST" but the total number in "FOR/AGAINST" taken together should not exceed your total shareholding. If the shareholder does not indicate either "FOR" or "AGAINST" it will be treated as "ABSTAIN" and the shares held will not be counted under either head.
8. You may then cast your vote by selecting an appropriate option and click on "Submit", a confirmation box will be displayed. Click "OK" to confirm else "CANCEL" to modify. Once you confirm, you will not be allowed to modify your vote. During the voting period, Members can login any numbers of times till they have voted on the Resolution.
9. Corporate/Institutional Members (i.e., other than Individuals, HUF, NRI, etc.) are additionally required to send scanned certified true copy (PDF Format) of the Board Resolution/Power of Attorney/ Authority Letter, etc. together with attested specimen signature(s) of the duly authorized representative(s), to the Scrutinizer at email ID: rao\_ds7@yahoo.com, with a copy marked to evoting@karvy.com. The scanned image of the above mentioned documents should be in the naming format "Corporate Name\_EVENT NO."
10. Members holding shares under multiple folios/ demat accounts shall choose the voting process separately for each of the folios/ demat accounts.
11. Voting has to be done for each item of the Notice separately. In case you do not desire to cast your vote on any specific item it will be treated as abstained.

**B. In case of Members receiving Postal Ballot Notice by Post:**

1. Please use the User ID and initial password as provided in the Postal Ballot Form.
2. Please follow all steps from Sr.No. 1 to 11 as mentioned in (A) above, to cast your vote.

**C. In case of any query pertaining to e-voting, please visit Help & FAQ's section of Karvy e-voting website.**

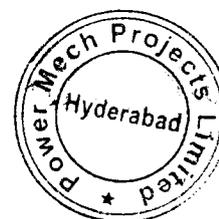
**D. The remote e-voting facility is available during the following period:**

Commencement of remote e-voting: From 9.00 a.m. on Monday, December 28, 2015

End of remote e-voting: up to 5.00 p.m. on Wednesday, January 27, 2016.

The remote e-voting will not be allowed beyond the aforesaid date and time and the e-voting module shall be disabled by Karvy upon expiry of aforesaid period.

18. Once the vote on a resolution is cast by a Member, the Member shall not be allowed to change it subsequently. Further, the Members who have cast their vote by remote e-voting shall not be allowed to vote again at the Meeting.
19. The Board of Directors of the Company at their meeting held on November 14, 2015 has appointed Mr. D Srinivasa Rao, Practicing Company Secretary, as Scrutinizer to scrutinize the remote e-voting and poll in a fair and transparent manner and he has communicated his willingness to be appointed and will be available for the same purpose. The Scrutinizer's decision on the validity of e-voting shall be final.



20. The voting rights for the shares are one vote per equity share, registered in the name of the shareholders / beneficial owners as on cut-off date i.e., December 12, 2015. Members holding shares either in physical form or dematerialized form may cast their vote electronically.
21. Any person who becomes a member of the company after the dispatch of the Notice and holds shares as on the cut-off date i.e December 12, 2015, may obtain User ID and password in the manner as mentioned below:
- (a) If the mobile number of the member is registered against Folio No. / DP ID Client ID, the member may send SMS : MYEPWD <space> E-Voting Event Number+Folio No. or DP ID Client ID to 9212993399.
- Example for NSDL: MYEPWD <SPACE> IN12345612345678  
Example for CDSL : MYEPWD <SPACE> 1402345612345678  
Example for Physical : MYEPWD <SPACE> XXXX123456789
- b) If e-mail address or mobile number of the member is registered against Folio No. / DP ID Client ID, then on the home page of <https://evoting.karvy.com>, the member may click "Forgot Password" and enter Folio No. or DP ID Client ID and PAN to generate a password.
- c) Member may call Karvy's toll free number 1-800-3454-001
- d) Member may send an e-mail request to [evoting@karvy.com](mailto:evoting@karvy.com).
22. A person whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories as on the cut-off date i.e., December 12, 2015 only shall be entitled to avail the facility of remote-e-voting and Poll

## **EXPLANATORY STATEMENT UNDER SECTION 102 OF THE COMPANIES ACT, 2013 IN RESPECT OF BUSINESS SET OUT IN THE NOTICE.**

### **Payment of Remuneration to Non Executive Directors**

The role of Non-Executive Directors wrt to discharge of their duties, compliances, Corporate Governance Practices and overall growth of the Company have increased very significantly. The Non Executive Directors now have a larger role to play towards the stakeholders of the Company and ensure bringing in transparency, ethics and accountability into the day-to-day operations of the Company.

In view of the above, it is felt that the time spent and contribution made by them be compensated adequately. Accordingly, it is proposed to pay remuneration in addition to sitting fees and reimbursement of expenses an amount, by way of commission or fees to Non-Executive Directors not exceeding 1% of the net profits of the Company.

Pursuant to Clause 49 of the Listing Agreement, Regulation 17 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the Articles of Association of the Company, payment of any remuneration to non executive directors requires approval of the members of the Company.

The said proposal was recommended to the Board by the Nomination & Remuneration Committee and the same was approved by the Board of Directors at its meeting held on November 14, 2015 subject to approval of the Members by way of an Ordinary Resolution through Postal Ballot

Hence, the Board recommends the resolution as stated in the Notice for the approval of the members.

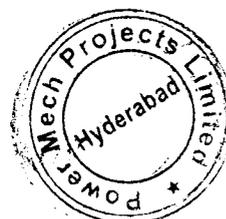
All the Non-Executive Directors are deemed to be interested in the resolution.

Mr. S Kishore Babu, being relative of Mrs. S Lakshmi - Non Executive Director is deemed to be interested in this resolution

Except as stated above, none of the other Directors, Key Managerial Personnel of the Company / their relatives is, in any way, concerned or interested, financially or otherwise, in the said resolutions.

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

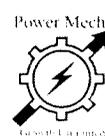
**Place : Hyderabad  
Date : 12.12.2015**



**Mohit Gurjar  
Company Secretary**

# POWER MECH PROJECTS LIMITED

Reg Off : Plot No. 77, Jubilee Enclave, Opp Hitex, Madhapur, Hyderabad - 500081  
Telangana, India Telephone: 040 30444418 Fax: 040 - 30444444 Email : cs@powermech.net  
Website: www.powermechprojects.com CIN: U74140TG1999PLC032156



## POSTAL BALLOT FORM

Sl.No .....

S. No.	Particulars	Details
1.	Name and address of the sole/first named shareholder as registered with the Company	
2.	Name(s) of the joint shareholder(s), if any, registered with the Company	
3.	Registered folio No. / *Client ID No. (*Applicable to shareholders holding shares in dematerialized form)	
4.	No. of equity shares held	

I/we hereby exercise my/our vote in respect of ordinary resolution to be passed through postal ballot in connection with business stated in the postal ballot notice by recording my/our assent (For) or dissent (Against) to the said resolution by placing the ( ✓ ) in the appropriate box below:

Item No.	Description	No. of Equity shares	(For) I/we assent to the resolution	(Against) I/we dissent to the resolution
1	Payment of remuneration to Non Executive Directors not exceeding 1% of the Net Profits			

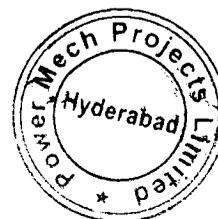
Place:

Date:

(Signature of the shareholder/  
authorized representative)

Notes:

1. Last date for receipt of postal ballot form- 5.00 pm, Wednesday, January 27, 2016
2. Please read the instructions printed overleaf carefully before exercising your vote.



## INSTRUCTIONS

### 1. GENERAL INFORMATION

- a) There will be one Postal Ballot Form / e-voting for every Client ID No. / Folio No., irrespective of the number of joint holders.
- b) Members can opt for only one mode of voting i.e. either by Postal Ballot or through remote e-voting. In case you are opting for voting by Postal Ballot, then please do not cast your vote by e-voting and vice versa. In case Members cast their votes both by Postal Ballot and e-voting, the votes cast through e-voting shall prevail and the votes cast through postal ballot form shall be considered invalid..
- c) Voting rights in the Postal Ballot / e-voting cannot be exercised by a proxy

### 2. PROCESS FOR MEMBERS OPTING FOR VOTING BY POSTAL BALLOT

- a) Members desiring to cast their vote by Postal Ballot should complete and sign this Postal Ballot Form and send it to the Scrutinizer, Mr. D Srinivasa Rao, Practicing Company Secretary in the enclosed postage pre-paid self addressed envelope.
- b) In case of joint holding, this Postal Ballot Form should be completed and signed by the first named Member and in his absence by the next named Member.
- c) In respect of shares held by corporate and institutional shareholders (companies, trusts, societies, etc.), the completed Postal Ballot Form should be accompanied by a certified copy of the relevant board resolution / appropriate authorisation, with the specimen signature(s) of the authorised signatory (ies) duly attested.
- d) The signature of the Member on this Postal Ballot Form should be as per the specimen signature furnished by National Securities Depository Limited (NSDL) / Central Depository Services (India) Limited (CDSL) or as registered with the Company, in respect of shares held in dematerialised form or in physical form, respectively.
- e) The consent must be accorded by recording the assent in the column 'FOR' or dissent in the column 'AGAINST' by placing a tick mark ( ✓ ) in the appropriate column in the postal ballot form. The assent or dissent received in any other form shall not be considered valid.
- f) Duly completed Postal Ballot Form should reach the Scrutinizer not later than 5. 00 pm on Wednesday January 27, 2016. Postal Ballot Forms received after this date will be considered invalid and as if the reply from such member has not been received.
- g) Postal Ballot Form which is incomplete or unsigned or defective in any manner is liable to be rejected. The Scrutinizer's decision in this regard shall be final and binding.
- h) Member(s) is/are requested not to send any other paper along with the postal ballot form. They are also requested not to write anything in the postal ballot form except giving their assent/dissent and putting signature. If any other paper is sent, the same will be destroyed by the Scrutinizer.
- i) A Member seeking duplicate Postal Ballot Form or having any grievance pertaining to the Postal Ballot process can write to the Company's Registrars at [evoting@karvy.com](mailto:evoting@karvy.com) or contact at 1800 3454 001 and signed duplicate Postal Ballot Form should, however, reach the Scrutinizer not later than 5. 00 pm on Wednesday January 27, 2016.

