



POWER MECH®

Date: 07.09.2016

To,
Corporate Relations Department.
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,
BandraKurla Complex,
Bandra (E), Mumbai - 400051
Fax: +91 – 22 – 66418124/25/26

Dear Sir,

Sub: - Submission of 17th Annual General Meeting Notice
Ref: BSE Scrip Code: 539302 NSE Symbol: POWERMECH

In pursuance of Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 we are forwarding the notice of the 17th Annual General Meeting of the company to be held on Friday, 30th September, 2016 at 11:00 A.M at Hotel Avasa, Madhapur, Hyderabad-500081, Telangana, India.

Also enclosed the copies of newspaper publication of the notice of 17th Annual General Meeting, E Voting, Book Closure information published in Business standard (all editions) and Nava Telangana (Hyderabad) on 07th September, 2016

This is for your information and necessary records

Regards,

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



NOTICE

Notice is hereby given that the 17th Annual General Meeting of the Members of M/s. Power Mech Projects Limited will be held on Friday, the 30th September, 2016 at 11:00 A.M. at Hotel Avasa, Madhapur, Hyderabad - 500081, Telangana, India to transact the following business:

Ordinary Business

1. To consider and adopt the Audited Financial Statements (both Standalone and Consolidated) of the Company for the year 2015-16 together with the Report of the Board of Directors and Auditors thereon;
2. To confirm Interim Dividend of 10% (ie) Re 1/- per share as Final Dividend for the financial year 2015-16.
3. To appoint a director in place of Shri S Kishore Babu, Director who retires by rotation and being eligible offers himself for re-appointment.
4. Ratification of appointment of M/s. Brahmayya & Co, Chartered Accountants, Vijayawada as statutory auditors of the Company and fix their remuneration.

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

“RESOLVED THAT pursuant to the provisions of Sections 139, 141 and 142 of the Companies Act, 2013, and the rules made there under, the Company hereby ratifies the appointment of M/s. Brahmayya & Co., Chartered Accountants, Vijayawada, (ICAI Firm Registration No 000513S) as the Statutory Auditors of the Company to hold office from the conclusion of this Annual General Meeting (AGM) till the conclusion of the 18th Annual General Meeting of the Company at such remuneration as may be fixed by the Board of Directors of the Company.”

Special Business

5. To Appoint Shri M Rajiv Kumar (DIN: 07336483) as a Director

To consider and if thought fit, to pass with or without modification, if any, the following resolution as an Ordinary Resolution:-

“RESOLVED THAT pursuant to the provisions of Sections 149, 152, all other applicable provisions of the Companies Act, 2013, and the rules framed thereunder, Shri M Rajiv Kumar (DIN: 07336483), who was appointed as an Additional Director of the Company with effect from 14th November, 2015 by the board of directors and who holds office up to the date of this Annual General Meeting of the Company under section 161 of the companies Act, 2013 (the Act) but who is eligible for appointment and in respect of whom the Company has received a notice in writing under section 160 of the Act from a member proposing his candidature for the office of director, be and is hereby appointed as Director of the Company liable to retire by rotation.”

6. To Appoint Shri Sutanu Behuria (DIN: 00051668) as an Independent Director

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

“RESOLVED THAT Shri Sutanu Behuria (DIN: 00051668) who was appointed as an Additional Director of the Company with effect from 14th November, 2015 by the board of directors and who holds office up to the date of this Annual General Meeting of the Company under section 161 of the companies Act, 2013 (the Act) but who is eligible for appointment and in respect of whom the Company has received a notice in writing under section 160 of the Act from a member proposing his candidature for the office of director, be and is hereby appointed as Director of the Company.

FURTHER RESOLVED that pursuant to the provisions of Sections 149, 152 and other applicable provisions, if any, of the Act and the Rules made thereunder, as amended from time to time, read with Schedule IV to the Act, Shri Sutanu Behuria (DIN: 00051668), who has submitted a declaration that he meets the criteria for independence as provided in Section 149(6) of the Act and who is eligible for appointment, be and is hereby appointed as an Independent Director of the Company, not liable to retire by rotation, for a period of five years commencing from 14th November, 2015.”

7. To Appoint Shri Vivek Paranjpe (DIN: 03378566) as an Independent Director

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

“RESOLVED THAT Shri Vivek Paranjpe (DIN: 03378566) who was appointed as an Additional Director of the Company with effect from 31st August, 2016 by the board of directors and who holds office up to the date of this Annual General Meeting of the Company under section 161 of the companies Act, 2013 (the Act) but who is eligible for appointment and in respect of whom the Company has received a notice in writing under section 160 of the Act from a member proposing his candidature for the office of director, be and is hereby appointed as Director of the Company.

FURTHER RESOLVED that pursuant to the provisions of Sections 149, 152 and other applicable provisions, if any, of the Act and the Rules made thereunder, as amended from time to time, read with Schedule IV to the Act, Shri Vivek Paranjpe (DIN:03378566), who has submitted a declaration that he meets the criteria for independence as provided in Section 149(6) of the Act and who is eligible for appointment, be and is hereby appointed as an Independent Director of the Company, not liable to retire by rotation, for a period of five years commencing from 31st August, 2016.”

8. Reappointment of Shri S Kishore Babu (DIN: 00971313) as Managing Director

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

“RESOLVED THAT pursuant to the section 196, 197, 198 and section 203 read with the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) along with the schedule V of the Companies Act 2013 and as recommended by Nomination and Remuneration Committee, approval of the Company be and is hereby accorded, for the re appointment of Shri S Kishore Babu, as Managing Director for a term of 5 years with effect from 01.04.2016 on a remuneration detailed below:

1.	Basic Salary	Rs. 3,56,000/- per month
2.	HRA	Rs. 1,42,400/-
3.	Other Perquisites and Allowances	As per Company HR policy
4.	Commission	Not exceeding 5 % of net Profit of the Company calculated in terms of Section 198 of Companies Act, 2013
5.	Others	<p>a) Provision of One Car with Chauffeur on Company's business use and telephone(s) at residence.</p> <p>b) Apart from the above Shri S Kishore Babu is also entitled to contribution to Provident Fund, Superannuation Fund, Gratuity and Encashment of Leave as per the rules of the Company. These will not be considered as perquisites to the extent not taxable as per the provisions of the Income Tax Act and will not be considered for calculation of overall remuneration as per Schedule III of the Companies Act, 2013, subject however to any changes in the Income Tax Act & Companies Act and Rules made thereunder.</p>
	Overall remuneration	The overall remuneration (i.e. salary, perquisites and commission) in any one financial year shall not exceed 5 % of the net profits or any such other limits prescribed from time to time under section 197 read with the rules made there under (including any statutory modification(s) or re-enactment thereof for the time being in force) along with the schedule V of the Companies Act 2013 as may for the time being, be in force and any amendments thereto. In case of any doubts/discrepancy/clarification that may arise with respect to payment of remuneration the same shall be determined and decided by the Nomination and Remuneration Committee of Directors. Further, within the overall remuneration, the individual components may be changed as desired by Shri S Kishore Babu and accepted by the Nomination and Remuneration Committee.

***Pay Scale:** The Board of Directors, have power to increase the remuneration up to Rs. 2,00,000/- per month each year including all perquisites and allowances, during the tenure of his appointment.

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

Place : Hyderabad
Date : 31st August, 2016

Sd/-
Mohit Gurjar
Company Secretary

NOTES FOR MEMBERS

- i. The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013, which sets out details relating to Special Business under Item No 5 to 8, is annexed hereto.
- ii. **A member entitled to attend and vote at the meeting is entitled to appoint a proxy / proxies to attend and vote on a Poll instead of himself / herself and such a proxy / proxies need not be a member of the Company.** A person can act as proxy on behalf of members not exceeding fifty (50) and holding in the aggregate not more than ten percent of the total share capital of the Company.
The instrument of Proxy in order to be effective, should be deposited at the Registered Office of the Company, duly completed and signed, not less than 48 hours before the commencement of the meeting. A Proxy form is sent herewith. Proxies submitted on behalf of the companies, societies etc., must be supported by an appropriate resolution / authority, as applicable.
- iii. The register of members and share transfer books of the Company will remain closed from 26th September, 2016 to 30th September, 2016 (both days inclusive) for annual closing.
- iv. The Interim Dividend of Re. 1/- per share declared by the Board of Directors of the Company on 18th March, 2016 has already been paid to those shareholders whose name appear in the Register of Members as on 30th March, 2016. Shareholder who are eligible and have not received dividend may contact Registrar and Transfer Agents of the Company namely **M/s. Karvy Computershare Private Limited** having its Office at Karvy Selenium Tower B, Plot No 31 & 32, Gachibowli, Financial District, Nanakramguda, Serilingampally Hyderabad – 500032 quoting their folio Numbers / Client ID.
- v. (i) Members holding shares in physical form are requested to avail the DEMAT facility in order to ensure timely and efficient delivery of corporate actions and announcements. Further the Members holding shares in physical form are also requested to immediately notify change in their address, if any, to the Registrar and Transfer Agents of the Company namely **M/s. Karvy Computershare Private Limited** having its Office at Karvy Selenium Tower B, Plot No 31 & 32, Gachibowli, Financial District, Nanakramguda, Serilingampally Hyderabad – 500032 quoting their folio Numbers.
- vi. Members holding shares in dematerialized mode are requested to intimate all changes pertaining to their bank account details. ECS mandates, nominations, power of attorney, change of address/ name etc. to their depository participant only and not to the Company or its Registrar and Transfer Agent. The said nominations will be automatically reflected in the Company's records.
- vii. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit the PAN to their Depository Participants with whom they are maintaining their DEMAT accounts. Members holding shares in physical form can submit their PAN details to the Registrar and Transfer Agents of the Company namely **M/s. Karvy Computershare Private Limited** having its Office at Karvy Selenium Tower B, Plot No 31 & 32, Gachibowli, Financial District, Nanakramguda, Serilingampally Hyderabad – 500032 quoting their folio Numbers.
- viii. Members who hold shares in physical form can nominate a person in respect of all the shares held by them singly or jointly. Members who hold shares in single name are advised, in their own interest to avail of the nomination facility. Members holding shares in dematerialized form may contact their respective depository participant(s) for recording nomination in respect of their shares.
- ix. Ministry of Corporate Affairs has undertaken a 'Green Initiative in Corporate Governance' and allowed companies to send documents such as Notice of the Annual General Meeting, Audited Financial Statements, Directors' Report, Auditors' Report, etc., to the shareholders in electronic form instead of the paper form. Members are requested to send / update their email address with their Depository or Registrar and Transfer Agents of the Company.
- x. Electronic copy of the Notice of the 17th Annual General Meeting of the Company inter alia indicating the process and manner of e-voting along with Attendance Slip and Proxy Form is being sent to all the members whose email IDs are registered with the Company/Depository Participants(s) for communication purposes unless any member has requested for a hard copy of the same. For members who have not registered their email address, physical copies of the Notice of the 17th Annual General Meeting of the Company inter alia indicating the process and manner of e-voting along with Attendance Slip and Proxy Form is being sent in the permitted mode.
- xi. Pursuant to the requirements on the Corporate Governance under the listing agreement entered into with stock exchanges, the information about the Directors proposed to be appointed /re-appointed is given in the annexure to the notice.
- xii. Members desirous of getting any information about the financials and / or operations of the Company are requested to write to the Company at least seven days before the date of the meeting to enable the Company to keep the information ready at the meeting.
- xiii. Members are requested to carry their copies of Annual Report to the AGM and are requested to sign the Attendance Slip and hand it over at the entrance of the AGM. No Annual Report copies will be given at the AGM.
- xiv. All the documents referred to in the Notice and explanatory statement will be available to the members at the Registered Office of the Company between 10.30 A.M to 12.30 P.M on all working days from the date hereof up to the date of the 17th AGM.
- xv. Members may also note that the Notice of the 17th Annual General Meeting and the Annual Report for 2015-16 will also be available on the Company's website www.powermechprojects.com for their download. The physical copies of the aforesaid documents will also be available at the Company's Registered Office in Hyderabad for inspection during normal business hours on working days. Even after registering for e-communication, members are entitled to receive such communication in physical form, upon making a request for the same, by post free of cost. For any communication, the shareholders may also send requests to the Company's email id: cs@powermech.net

xvi. Voting through electronic means

1. Remote e-voting: In compliance with the provisions of Section 108 of the Companies Act, 2013, read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended and the provisions of Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Members are provided with the facility to cast their vote electronically, through the e-voting services provided by Karvy Computershare Private Limited (Karvy) on all resolutions set forth in this Notice, from a place other than the venue of the Meeting (Remote e-voting).
 - (A) In case a Member receives an email from Karvy [for Members whose email IDs are registered with the Company/ Depository Participants (s)]:
 - i. Launch internet browser by typing the URL: <https://evoting.karvy.com>.
 - ii. Enter the login credentials (i.e. User ID and password). In case of physical folio, User ID will be EVEN (E-Voting Event Number) 2773 followed by folio number. In case of DEMAT account, User ID will be your DP ID and Client 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.
 - iii. After entering these details appropriately, click on 'LOGIN'.
 - iv. 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.
 - v. You need to login again with the new credentials.
 - vi. On successful login, the system will prompt you to select the 'EVENT' i.e., 'Name of the Company – 'POWER MECH PROJECTS LIMITED'
 - vii. 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 'AGAINST' but the total number in 'FOR/AGAINST' taken together shall not exceed your total shareholding as mentioned herein above. You may also choose the option ABSTAIN. If the Member does not indicate either 'FOR' or 'AGAINST' it will be treated as 'ABSTAIN' and the shares held will not be counted under either head.
 - viii. Members holding multiple folios / DEMAT accounts shall choose the voting process separately for each folio / DEMAT accounts.
 - ix. 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.
 - x. You may then cast your vote by selecting an appropriate option and click on 'Submit'.
 - xi. A confirmation box will be displayed. Click 'OK' to confirm else 'CANCEL' to modify. Once you have voted on the resolution (s), you will not be allowed to modify your vote. During the voting period, Members can login any number of times till they have voted on the Resolution(s).
 - xii. Corporate/Institutional Members (i.e. other than Individuals, HUF, NRI etc.) are also required to send scanned certified true copy (PDF Format) of the Board Resolution/Authority Letter etc., together with attested specimen signature(s) of the duly authorised representative(s), to the Scrutinizer at email : cssunil1427@gmail.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.**'
 - (B) In case of Members receiving physical copy of Notice [for Members whose email IDs are not registered with the Company / Depository Participants (s)]:
 - i. E-Voting Event Number – 2773 User ID and Password is provided in the Attendance Slip.
 - ii. Please follow all steps from Sl. No. (i) to (xii) above to cast your vote by electronic means.
2. Voting at AGM: The Members, who have not cast their vote through Remote e-voting can exercise their voting rights at the AGM. The Company will make necessary arrangements in this regard at the AGM Venue. Members who have already cast their votes by Remote e-voting are eligible to attend the Meeting; however those Members are not entitled to cast their vote again in the Meeting.

A Member can opt for only single mode of voting i.e. through Remote e-voting or voting at the AGM. If a Member casts votes by both modes then voting done through Remote e-voting shall prevail and vote at the AGM shall be treated as invalid.

OTHER INSTRUCTIONS

- a. In case of any query and/or grievance, in respect of voting by electronic means, Members may refer to the Help & Frequently Asked Questions (FAQs) and E-voting user manual available at the download section of <https://evoting.karvy.com> (Karvy Website) or contact Karvy Computershare Private Limited, Karvy Selenium Tower B, Plot 31-32, Gachibowli, Financial District, Nanakramguda, Hyderabad - 500 032 or at evoting@karvy.com or phone no. 040 – 6716 1500 or call Karvy's toll free No. 1-800-34-54-001 for any further clarifications.
- b. You can also update your mobile number and e-mail id in the user profile details of the folio which may be used for sending future communication(s).
- c. The remote e-voting period commences on 27th September, 2016 (9.00 A.M. IST) and ends on 29th September, 2016 (5.00 P.M. IST). During this period, Members of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of 23rd September, 2016, may cast their votes electronically. A person who is not a Member as on the cut-off date should treat this Notice for information purposes only. The remote e-voting module shall be disabled for voting thereafter. Once the vote on a resolution(s) is cast by the Member, the Member shall not be allowed to change it subsequently.
- d. The voting rights of Members shall be in proportion to their share of the paid up equity share capital of the Company as on the cut-off date i.e., 23rd September, 2016.
- e. In case a person has become a Member of the Company after dispatch of AGM Notice but on or before the cut-off date for E-voting i.e., 23rd September, 2016, he / she may obtain the User ID and Password in the manner as mentioned below :
 - i. 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> XXXX1234567890
 - ii. 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.
 - iii. Member may call Karvy's toll free number 1800-3454-001.
 - iv. Member may send an e-mail request to evoting@karvy.com. However, Karvy shall endeavour to send User ID and Password to those new Members whose mail ids are available.

PROCEDURE AND INSTRUCTIONS FOR WEB CHECK-IN/ATTENDANCE REGISTRATION

Web Check- in / Attendance Registration: Members are requested to tender their attendance slips at the registration counters at the venue of the AGM and seek registration before entering the meeting hall. Alternatively, to facilitate hassle free and quick registration/entry at the venue of the AGM, the Company has provided a Web-Check in facility through Karvy's website. Web Check-in on the Karvy's website enables the Members to register attendance online in advance and generate Attendance Slip without going through the registration formalities at the registration counters.

Procedure of Web Check-in is as under

- a. Log on to <https://karisma.karvy.com> and click on '**Web Checkin for General Meetings (AGM / EGM / CCM)**'.
 - b. Select the name of the Company: POWER MECH PROJECTS LIMITED
 - c. Pass through the security credentials viz., DP ID/Client ID/Folio no. entry, PAN No & 'CAPTCHA' as directed by the system and click on the submission button.
 - d. The system will validate the credentials. Then click on the 'Generate my attendance slip' button that appears on the screen.
 - e. The attendance slip in PDF format will appear on the screen. Select the 'PRINT' option for direct printing or download and save for the printing.
 - f. A separate counter will be available for the online registered Members at the AGM Venue for faster and hassle free entry and to avoid standing in the queue.
 - g. After registration, a copy will be returned to the Member.
 - h. The Web Check-in (Online Registration facility) is available for AGM during e-voting Period only i.e., 27th September, 2016 (9.00 A.M. IST) and ends on 29th September, 2016 (5.00 P.M.IST).
 - i. The Members are requested to carry their valid photo identity along with the above attendance slip for verification purpose.
- xvii. Shri MB Suneel, Company Secretary in practice (Membership No:31197) (C.P No: 14449) has been appointed as the Scrutinizer for providing facility to the members of the Company to scrutinize the e-voting process in a fair and transparent manner.
- xviii. The Chairman shall, at the 17th Annual General Meeting (AGM), at the end of discussion on the resolutions on which voting is to be held, allow voting with the assistance of scrutinizer, by use of 'Poling Paper' for all those members who are present at the 17th Annual General Meeting (AGM) but have not cast their votes by availing the remote e-voting facility.

- xix. The Scrutinizer shall after the conclusion of voting at the general meeting, will first count the votes cast at the meeting and thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the Company and shall make, not later 48 Hours of the conclusion of the 17thAnnual General Meeting (AGM) a consolidated scrutinizer's report of the total votes cast in favour or against, if any, to the Chairman or a person authorized by him in writing, who shall countersign the same and declare the result of the voting forthwith.
- xx. The Results declared along with the report of the Scrutinizer shall be placed on the website of the Company www.powermechprojects.com and on the website of Karvy(<https://evoting.karvy.com>) immediately after the declaration of result by the Chairman or a person authorized by him in writing. The results shall also be immediately forwarded to the BSE Limited, Mumbai and NSE Ltd., Mumbai.

By order of the Board of Directors
for **Power Mech Projects Limited**

Place : Hyderabad
Date : 31st August, 2016

Sd/-
Mohit Gurjar
Company Secretary

EXPLANATORY STATEMENT IN RESPECT OF THE SPECIAL BUSINESS PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

Item No. 5

Shri M Rajiv Kumar was appointed as an Additional Director of the Company with effect from 14th November, 2015 by the board of directors under section 161 of the companies Act, 2013 (the Act). In terms of section 161 of the Act, Shri M Rajiv Kumar holds office only upto the date of forthcoming Annual General Meeting (AGM) but is eligible for appointment as a Director. A notice under section 160 of the Act has been received from a member signifying its intention to propose appointment of Shri M Rajiv Kumar as a director.

The directors are of the view that the appointment of Shri M Rajiv Kumar will be beneficial to the Company and that the Company should receive the benefit of valuable experience and advice.

The Brief Profile of Director is as follows:

Shri M Rajiv Kumar is a graduate in electrical engineering and spent his entire career of 38 years in BHEL and by his sheer hard work and acumen he rose to the level Executive Director, Power Sector, Eastern Region. During his career, he initiated, planned, executed and commissioned many power projects and today they stand testimony of his leadership quality and feeding power to the Nation. He has strong project management skill, is exceptionally good at team-building, easily adaptable and flexible towards projects needs and posses superior interpersonal & time-management skills. Gifted with good foresight, he holds impeccable record for identifying right persons for right jobs, mentoring and motivating the entire team under him.

None of the directors or key managerial personnel and their relatives except Shri M Rajiv Kumar is concerned or interested (financially or otherwise) in this resolution.

Item No. 6

Shri Sutanu Behuria was appointed as an Additional Director of the Company with effect from 14th November, 2015 by the board of directors under section 161 of the companies Act, 2013 (the Act). In terms of section 161 of the Act, Shri Sutanu Behuria holds office only upto the date of forthcoming Annual General Meeting (AGM) but is eligible for appointment as a Director. A notice under section 160 of the Act has been received from a member signifying its intention to propose appointment of Shri Sutanu Behuria as a director.

The directors are of the view that the appointment of Shri Sutanu Behuria will be beneficial to the Company and that the Company should receive the benefit of valuable experience and advice.

It is also proposed to appoint him as an Independent Director, not liable to retire by rotation for a term of consecutive 5 years from 14th November, 2015. The Company has received a certificate from Shri Sutanu Behuria confirming that he meets the criteria of independence as prescribed under section 149(6) of the Act as well as relevant regulations of SEBI (Listing Obligations and Disclosure requirements) Regulations 2015 (listing Regulations). Shri Sutanu Behuria is independent of the management and in the opinion of the board fulfills the conditions specified in the Act and rules made thereunder for appointment as independent director of the Company. A copy of the draft letter of appointment as an independent director setting out the terms and conditions would be available for inspection without any fee to the members at the registered office of the Company during normal business hours on any working day upto the date of the AGM.

The Brief Profile of Directors being reappointed is as follows:

Shri Sutanu Behuria is basically an economist and is an alumnus of St. Stephens, Delhi and holds Masters in economics from Delhi School of Economics. He also holds another Master's and Doctorate in Economics from Southern Methodist University, USA. He started his career as Lecturer in his Alma Mater and later joined the Indian Administrative Service in 1976 and had an illustrious career spanning 38 years before he retired on superannuation as Secretary, Government of India. During his service he held many important positions including principal Secretary, Govt. of Himachal Pradesh and Secretary Govt. of India, Heavy Industry, Minority affairs, National Disaster Management, Fertilisers etc. He has submitted many papers on Finance and Economics with regular periodicity. He hails from Odisha.

Other than Shri Sutanu Behuria, none of the directors and Key Managerial personnel of the Company of their respective relatives are concerned or interested in the resolution at item no:6 of the accompanying Notice.

Item No. 7

Shri Vivek Paranjpe was appointed as an Additional Director of the Company with effect from 31st August, 2016 by the board of directors under section 161 of the companies Act, 2013 (the Act). In terms of section 161 of the Act, Shri Vivek Paranjpe holds office only upto the date of forthcoming Annual General Meeting (AGM) but is eligible for appointment as a Director. A notice under section 160 of the Act has been received from a member signifying its intention to propose appointment of Shri Vivek Paranjpe as a director.

The directors are of the view that the appointment of Shri Vivek Paranjpe will be beneficial to the Company and that the Company should receive the benefit of valuable experience and advice.

It is also proposed to appoint him as an Independent Director, not liable to retire by rotation for a term of consecutive 5 years from 31st August, 2016. The Company has received a certificate from Shri Vivek Paranjpe confirming that he meets the criteria of independence as prescribed under section 149(6) of the Act as well as relevant regulations of SEBI (Listing Obligations and Disclosure requirements) Regulations 2015 (listing Regulations). Shri Vivek Paranjpe is independent of the management and in the

opinion of the board fulfills the conditions specified in the Act and rules made thereunder for appointment as independent director of the Company. A copy of the draft letter of appointment as an independent director setting out the terms and conditions would be available for inspection without any fee to the members at the registered office of the Company during normal business hours on any working day upto the date of the AGM.

The Brief Profile of Directors being reappointed is as follows:

Shri Vivek Paranjpe did his B. Sc (Honors) from Fergusson College Pune and post graduated from XLRI, Jamshedpur and has four decades work experience. He started his career with Hindustan lever and after serving few other reputed Companies he moved to Hewlett Packard before joining Reliance Industries limited to hold the position, Group President HR. He is a columnist, HR consultant, visiting faculty and lead assessor and experienced in corporate merger and acquisition. Currently he is the Strategic HR advisor to RIL, Independent Director, Motilal Oswal Financial Services and on the Board of Governors, ITM University and on advisory board, SHRM, South East Asia.

Other than Shri Vivek Paranjpe, none of the directors and Key Managerial personnel of the Company of their respective relatives are concerned or interested in the resolution at item no:7 of the accompanying Notice.

Item No.8

The tenure of Shri S Kishore Babu, as Managing Director expired on March 31, 2016. The Board of Directors at its meeting held on 13th February, 2016 has re-appointed Shri S Kishore Babu as Managing Director, for a period of Five years w.e.f from 1st April, 2016, subject to the approval of the Members at the remuneration stated in the resolution no. 8. The said reappointment and remuneration was approved by the Nomination and Remuneration Committee of the Company at their meeting held on 13th February, 2016.

The Brief Profile of Shri S Kishore Babu is as follows:

Shri S Kishore Babu is the founder promoter of the Company. He has been instrumental in spearheading the growth of the Company and played a key role at every stage and phase of development and decision making. His efforts and decisions have put the Company on the fastest growth path since its inception. He has been recognized as one of key player in the business segment of the Company by the peers and competitors. His vision, guidance, dynamism, and efforts will definitely take the Company to new heights in the coming years.

Taking into consideration the rich experience of over 30 years and in view of the increased responsibility with increase in business activities of the Company and the relentless efforts and time devoted by him in contributing to the success of the organization, it is proposed that Shri S Kishore Babu, be reappointed as Managing Director for another term of 5 years with effect from 01.04.2016 on a remuneration detailed in the resolution and as approved by Nomination and Remuneration Committee

In compliance with the provisions of Sections 196, 197 and other applicable provisions of the Act, read with Schedule V to the Act, the terms of appointment and remuneration as set out in item no. 8 are now being placed before the Members for their approval by way of Ordinary Resolution.

The detailed profile of the Directors seeking re-appointment, as required in terms of Regulation 36(3) of the SEBI(Listing Obligation and Disclosure Requirement) Regulations, 2015 ('Listing Regulations', 2015) is annexed.

Excepting for Shri S Kishore Babu and Smt S Lakshmi Directors of the Company, none of the other directors are concerned or interested, financially or otherwise in this resolution set out in item no 8.

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

Place : Hyderabad
Date : 31st August, 2016

Sd/-
Mohit Gurjar
Company Secretary



POWER MECH PROJECTS LIMITED
(CIN: L74140TG1999PLC032156)

రిజిస్టర్డ్ ఆఫీస్: ప్లాట్ నెం. 77, జూబిలీ ఎన్క్లేవ్, హైటెక్ మద్యపూర్, హైదరాబాద్-500081, తెలంగాణ.
Phone: 040-30444418
Website: www.powermechprojects.com email: cs@powermech.net

ప్రకటన

అందుచేతగా ప్రకటన అమలుచేయడంగా, ఎజిఎం సమాచార ప్రకటనలో పేర్కొన్న వ్యాపార సమీక్షకు వంద మేక్ ప్రాజెక్ట్ లిమిటెడ్ యొక్క సభ్యుల 17వ వార్షిక సర్వసభ్య సమావేశం (ఎజిఎం) తరువాత 30 సెప్టెంబర్, 2016 న ఉ. 11:00 గం.లకు హాటల్ అవాస్, మాధాపూర్, హైదరాబాద్-500081, తెలంగాణ, అందరినీ పర్యవేక్షించబడును. 2015-16 వార్షిక రిపోర్టుతోపాటు సోదీను కోరియర్ ద్వారా సభ్యులకు తమ రిజిస్టర్డ్ చిరునామాలు పంపబడినవి మరియు ఎలక్ట్రానిక్ డివైజుల ద్వారా కంపెనీలో తమ యెయిల్ చిరునామాలు సమైక్యంగా అధి సభ్యులకు పంపబడినవి.

అందుకు కూడా సోదీను అమలుచేయడంగా, కంపెనీల చట్టం, 2013 యొక్క సెక్షన్ 91 మరియు వర్తించు నియమాలు క్రింద వాటి అనుసరించి, సభ్యుల రిజిస్టర్ మరియు కంపెనీ యొక్క వాటా బదిలీ పుస్తకాలు 17వ ఎజిఎం నిమిత్తం 26 సెప్టెంబర్, 2016 నుండి 30 సెప్టెంబర్, 2016 (రెండు రోజులపాటు) మూసివేయబడును.

కంపెనీ యొక్క వార్షిక రిపోర్టు కంపెనీ యొక్క వెబ్సైట్ www.powermechprojects.com పై కూడా లభించినవి రద్దుచేసి గమనించగలరు మరియు 17వ ఎజిఎం తేదీ వరకు అన్ని సందిగ్ధముల్లో కంపెనీ యొక్క రిజిస్టర్డ్ ఆఫీస్ వద్ద కంపెనీ సమయం ఉ. 10:00 గం.ల నుండి మ. 12:00 గం.ల వరకు అందుబాటులో ఉంటాయి.

ఇ-టింగ్:

కంపెనీల చట్టం, 2013 యొక్క సెక్షన్ 108 మరియు దానిపై వర్తించు రోల్స్ అనుసరించి కంపెనీ సభ్యుల సోదీనులో అధిసభ్యుల తీర్మానాలన్నింటిపై ఎలక్ట్రానిక్ విధానం(ఇ-టింగ్) ద్వారా తమ ఓటును వినియోగించుట కొరకు సదుపాయం కల్పించబడును. బోర్డు ఎన్నికలను వ్యూహపరంగా మరియు ప్రశాంతంగా, పారదర్శకంగా వ్యవహరించుటకు ప్రోత్సాహం కంపెనీ సెక్షన్ 171 ఎం.డి.సెక్షన్ 172 నియమించింది. ఈ విషయంలో కంపెనీల చట్టం, 2013 యొక్క నియమాలు మరియు రోల్స్ అనుసరించి దీనిన అమలుచేసింది:

1. కంపెనీ యొక్క 17వ ఎజిఎం సోదీను మరియు వార్షిక రిపోర్టు 26 ఆగస్టు, 2016 నాటికి వాటాలు కలిగియున్న సభ్యులందరికీ పంపబడినవి మరియు 06 సెప్టెంబర్ 2016న పంపబడినవి.
2. రిమోట్ ఇ-టింగ్ ప్రారంభ తేదీ: 27 సెప్టెంబర్, 2016 ఉ. 09:00 గం.లు (భా.తా.ప్ర)
3. రిమోట్ ఇ-టింగ్ ముగింపు తేదీ: 29 సెప్టెంబర్, 2016 సా. 05:00 గం.లు (భా.తా.ప్ర)
4. రిమోట్ ఇ-టింగ్ కొరకు కటాఫ్ తేదీ: 23 సెప్టెంబర్, 2016.
5. ఎజిఎం సోదీను పంపబడిన తరువాత కంపెనీ యొక్క సభ్యులూ మరియు మరియు వాటాలు కలిగియున్న మరియు కటాఫ్ తేదీనాటికి వాటాలు కలిగియున్న ఏదేని వ్యక్తి, వార్షిక రిపోర్టులో లభించు ఇ-టింగ్ సూచనలను పరిశీలించవచ్చును మరియు కంపెనీ యొక్క వెబ్సైట్పై లభించును. అయితే, కార్యక్రమ అధిపతి రిజిస్టర్డ్ చేసిన ఒక వ్యక్తి తరువాత ప్రస్తుతమున్న యూజర్ ఐడీ మరియు పాస్ వర్డ్ ను ఓటువేయుటకు ఉపయోగించుకోవచ్చును.
6. సభ్యులు గమనించాల్సినవి:
 - a. ఎలక్ట్రానిక్ విధానం ద్వారా రిమోట్ ఇ-టింగ్ 29 సెప్టెంబర్, 2016న సా. 5.00 గం.ల తరువాత అనుమతించబడును.
 - b. తీర్మానంపై ఒకసారి ఓటువేయబడిన తరువాత తిరిగి దానిని మార్చుటకు వీలండదు.
 - c. రిమోట్ ఇ-టింగ్ ద్వారా ఓటు వేయని సభ్యులు బోర్డర్ బ్యాండ్ ద్వారా ఓటువేయబడుట సదుపాయం ఎజిఎం వద్ద అనుమతించబడుతుంది.
 - d. ఎజిఎంనుకు ముందు రిమోట్ ఇ-టింగ్ ద్వారా తమ ఓటును వినియోగించిన సభ్యులు ఎజిఎంను హాజరవుతున్న వారి తిరిగి ఓటువేయుటకు అనుమతించబడును.
7. ఎజిఎం సోదీను, రిమోట్ ఇ-టింగ్ కొరకు విధానంతోపాటు కంపెనీ యొక్క www.powermechprojects.com వద్ద వెబ్సైట్ పై కూడా అందుబాటులో ఉంటుంది.
8. రిమోట్ ఇ-టింగ్ కు సంబంధించిన ఏదేని విచారణలు/ సమస్యల కొరకు, సభ్యులు హెచ్.కె. గుర్జార్, కంపెనీ సెక్షనరీ కంపెనీ యొక్క రిజిస్టర్డ్ ఆఫీస్: ప్లాట్ నెం. 77, జూబిలీ ఎన్క్లేవ్, హైటెక్ మద్యపూర్, మాధాపూర్, హైదరాబాద్-500081, ఫోన్: 040-30444418, ఇ-మెయిల్: cs@powermech.net వద్ద సంప్రదించవచ్చును. తదుపరి సభ్యులు రిమోట్ ఇ-టింగ్ కు సంబంధించిన ఏదేని విచారణలు/ సమస్యలకు సంబంధించి evoting@karvy.com నకు యెయిల్ ద్వారా వచ్చును కూడా.

For Power Mech Projects Limited
సం/- ఎస్. కిషోర్ బాబు
చైర్మన్ & మేనేజింగ్ డైరెక్టర్
(DIN: 00971313)

ఫోన్: హైదరాబాద్
తేదీ: 06.09.2016



POWER MECH PROJECTS LIMITED
(CIN: L74140TG1999PLC032156)

Registered Office: Plot No: 77, Jubilee Enclave, Opp: Hitex, Madhapur, Hyderabad-500081, Telangana, Phone: 040-30444418
Website: www.powermechprojects.com email: cs@powermech.net

NOTICE

Notice is hereby given that the 17th Annual General Meeting [AGM] of the members of Power Mech Projects Limited will be held at 11:00 A.M on Friday, 30th September, 2016 at the Hotel Avasa, Madhapur, Hyderabad-500081, Telangana, India to transact the business mentioned in the Notice convening AGM. Notice together with Annual Report 2015-16 has been sent to the members to their registered addresses by courier and electronically to those members who have registered their e-mail addresses with the Depositories/Company.

NOTICE is also hereby given pursuant to the provisions of Section 91 of the Companies Act, 2013 and applicable rules thereunder, that the Register of Members and the Share Transfer Books of the Company will remain closed from 26th September, 2016 to 30th September, 2016 (both days inclusive) for the purpose of the 17th AGM. Please note that the Annual Report of the Company will also be available on the Company's website www.powermechprojects.com and also available for inspection during 10:00 A.M. to 12:00 P.M. at the Registered Office of the Company on all working days up to the date of the 17th AGM.

E-VOTING:

In compliance of Section 108 of the Companies Act, 2013 and applicable rules there under, the Company is pleased to provide the Members, the facility to cast their vote by electronic means (e-voting) on all resolutions set forth in the said notice. The Board has appointed Sri.M.B.Suneel, Practicing Company Secretary for conducting the e-voting process in accordance with law and in a fair and transparent manner. The details in this regard, pursuant to the provisions of the Companies Act, 2013 and the Rules are given hereunder:

1. Notice of 17th AGM and Annual Report of the Company has been sent to all Members holding shares as on 26th August, 2016 and dispatched on 06th September 2016.
2. Date and time of commencement of remote e-voting: 27th September, 2016 from 09:00 A.M. (IST)
3. Date and time of end of remote e-voting: 29th September, 2016 at 05:00 P.M (IST)
4. Cut-off date for remote e-voting : 23rd September, 2016
5. Any person who acquires shares and becomes member of the Company after dispatch of the Notice of AGM and holding shares as on cut-off date, may refer to e-voting instructions available in the annual report and as made available on the website of the Company, however if a person is already registered with Karvy for e-voting, then the existing user ID and password can be used for casting vote.
6. Members may note that
 - a. Remote e-voting by electronic mode shall not be allowed beyond 5.00 p.m. IST on 29th September, 2016.
 - b. Once the voting on resolution is casted by members, they shall not be allowed to change it subsequently
 - c. The facility for voting through postal ballot shall be made available at AGM for the members who have not casted their vote by remote e-voting
 - d. The members who have casted their vote by remote e-voting prior to AGM may also attend the AGM but shall not be entitled to vote again
7. The notice of AGM, along with the procedure for remote e-voting, has been sent to all the members by prescribed mode and the same is also available on the website of the Company at www.powermechprojects.com.
8. For any queries/grievances relating to remote e-voting, members may contact Mohit Gurjar, Company Secretary, at the registered office of the Company at Plot No:77, Jubilee Enclave, Opp: Hitex, Madhapur, Hyderabad-500081. Phone: 040-30444418, E-mail: cs@powermech.net, Further Members can also write an email to evoting@karvy.com regarding any queries or issues regarding remote e-voting

For Power Mech Projects Limited
Sd/-
S. Kishore Babu
Chairman & Managing Director
(DIN: 00971313)

Place : Hyderabad
Date : 06-09-2016