

Date: 30.05.2024

To
Corporate Relations Department,
BSE Limited,
PJ Towers, Dalal Street,
MUMBAI- 400001

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

Dear Sir/Madam,

Sub: Submission of Secretarial Compliance Report under Regulation 24A of SEBI (LODR) Regulations, 2015

Ref: BSE Scrip Code: 539302, NSE Symbol: POWERMECH

Please find enclosed herewith the Secretarial Compliance Report for the Financial Year Ended 31.03.2024, as per Regulation 24A of SEBI (LODR) Regulations, 2015.

This is for your information and necessary records.

Sincerely,
For **POWER MECH PROJECTS LIMITED**

Mohith Kumar Khandelwal
Company Secretary



Encl:A/a

POWER MECH PROJECTS LIMITED

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

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

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





SECRETARIAL COMPLIANCE REPORT

We **P. S. Rao & Associates** have examined:

- All the documents and records made available to us and explanation provided by Power Mech Projects Limited ("the listed entity"),
- The filings/ submissions made by the listed entity to the stock exchanges,
- Website of the listed entity,
- Any other document/ filing, as may be relevant, which has been relied upon to make this report,

for the financial year ended 31st March, 2024 ("Review Period") in respect of compliance with the provisions of:

- The Securities and Exchange Board of India Act, 1992 ("SEBI Act") and the Regulations, circulars, guidelines issued thereunder; and
- The Securities Contracts (Regulation) Act, 1956 ("SCRA"), rules made thereunder and the Regulations, circulars, guidelines issued thereunder by the Securities and Exchange Board of India ("SEBI");

The specific Regulations, whose provisions and the circulars/ guidelines issued thereunder, have been examined, include: -

- SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015; (hereinafter referred as "LODR" Regulations)
- SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018;
- SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
- SEBI (Buyback of Securities) Regulations, 2018; - *Not Applicable to the listed entity for the audit period.*
- SEBI (Share Based Employee Benefits and Sweat Equity) Regulations, 2021; - *Not Applicable to the listed entity for the audit period.*
- SEBI (Issue and Listing of Non-Convertible Securities) Regulations, 2021; - *Not Applicable to the listed entity for the audit period.*
- SEBI (Prohibition of Insider Trading) Regulations, 2015;
- The Depositories Act, 1996;
- SEBI (Depositories and Participants) Regulations, 2018.

and based on the above examination, we hereby report that, during the Review Period:

- I.** (a) The listed entity has complied with the provisions of the above Regulations and circulars/ guidelines issued thereunder, except in respect of matters specified below:

Particulars	Details of Non-compliance	Details of Non-compliance
S. No.	1	2
Compliance Requirement (Regulations/circulars/ guidelines including specific	Continuation of directorship of any person as a non-executive director who has attained the age	Delay in submission voting results



clause)	of 75 years unless a special resolution is passed to that effect	
Regulation/ CircularNo.	Reg 17 (1A) of LODR Regulations	Reg 44(3) LODR Regulations
Deviations	<i>Continuation of a Non-executive Director after attaining the age of 75 years without passing special resolution in terms of Reg 17(1A)</i>	<i>Late Submission of voting results of 24th Annual General Meeting (AGM)</i>
Action Taken	BSE Limited and National Stock	Exchange Limited (NSE)
Type of Action	Levied Fine by NSE & BSE	Levied Fine by NSE & BSE
Details of Violation	Continuation of Mr.T.Shankar Lingam as a non-executive Independent director after attaining the age of 75 years for 37 days without passing special resolution.	Delay in submission of Voting Results by one day.
Fine Amount	Rs.1,74,640/- (Including GST)	Rs.23,600/- (Including GST)
Observations/ Remarks of the Practicing Company Secretary	BSE and NSE levied fine for deviation in compliance of regulation 17(1A) for the quarter June 2023.	BSE and NSE levied fine for delay in submission of voting results of 24th Annual General Meeting (AGM).
Management Response	The Board took note of the same and advised to be more diligent so that the regulators are not imposing undue fines in the future.	The Board directed the Company Secretary to be diligent and do the timely filings with the Stock Exchanges henceforth.
Re- marks	<i>The Company paid fine as imposed by BSE and NSE.</i>	

(b) The listed entity has taken the following actions to comply with the observations made in previous reports:

S. N o.	Observations/ Remarks of the Practicing Company Secretary in the previous reports	Observations made in the secretarial compliance report for the year ended 31 st March, 2023.	Compliance Requirement (Regulations/ circulars/ guidelines including specific clause)	Details of violation / deviations and actions taken / penalty imposed, if any on the listed entity	Remedial actions, if any, taken by the listed entity	Comments of the PCS on the actions taken by the listed entity
	NIL					

II. Compliances related to resignation of statutory auditors from listed entities and their material subsidiaries as per SEBI Circular CIR/CFD/CMD1/114/2019 dated 18th October, 2019:



Sr. No.	Particulars	Compliance Status (Yes/No/ NA)	Observations/ Remarks by PCS*
1.	Compliances with the following conditions while appointing/re-appointing an auditor NOT APPLICABLE		
2.	Other conditions relating to resignation of statutory auditor NOT APPLICABLE		
3.	The listed entity / its material subsidiary has obtained information from the Auditor upon resignation, in the format as specified in Annexure-A in SEBI Circular CIR/CFD/CMD1/114/2019 dated 18th October, 2019	NA	NIL

III. we hereby report that, during the review period the compliance status of the listed entity is appended as below:

Sr. No.	Particulars	Compliance status (Yes/No/ NA)	Observations/ Remarks by PCS*
1.	Secretarial Standards: The compliances of the listed entity are in accordance with the applicable Secretarial Standards (SS) issued by the Institute of Company Secretaries of India (ICSI).	YES	NIL
2.	Adoption and timely updation of the Policies: <ul style="list-style-type: none"> All applicable policies under SEBI Regulations are adopted with the approval of board of directors of the listed entities All the policies are in conformity with SEBI Regulations and have been reviewed & updated on time, as per the regulations/ circulars/ guidelines issued by SEBI. 	YES YES	NIL NIL
3.	Maintenance and disclosures on Website: <ul style="list-style-type: none"> The Listed entity is maintaining a functional website. Timely dissemination of the documents/ information under a separate section on the website. Web-links provided in annual corporate governance reports under Regulation 27(2) are accurate and specific which re- directs to the relevant document(s)/ section of the website. 	YES YES YES	NIL NIL NIL
4.	Disqualification of Director: None of the Director(s) of the Company is/ are disqualified under Section 164 of Companies Act, 2013 as confirmed by the listed entity.	YES	NIL



5.	Details related to Subsidiaries of listed entities have been examined w.r.t.: (a) Identification of material subsidiary companies. (b) Disclosure requirement of material as well as other subsidiaries.	NA YES	NIL NIL
6.	Preservation of Documents: The listed entity is preserving and maintaining records as prescribed under SEBI Regulations and disposal of records as per Policy of Preservation of Documents and Archival policy prescribed under SEBI LODR Regulations, 2015.	YES	NIL
7.	Performance Evaluation: The listed entity has conducted performance evaluation of the Board, Independent Directors and the Committees at the start of every financial year/during the financial year as prescribed in SEBI Regulations.	YES	NIL
8.	Related Party Transactions: (a) The listed entity has obtained prior approval of Audit Committee for all related party transactions; or (b) The listed entity has provided detailed reasons along with confirmation whether the transactions were subsequently approved/ ratified/ rejected by the Audit Committee, in case no prior approval has been obtained.	YES YES	NIL NIL
9.	Disclosure of events or information: The listed entity has provided all the required disclosure(s) under Regulation 30 along with Schedule III of SEBI LODR Regulations, 2015 within the time limits prescribed thereunder.	YES	NIL
10.	Prohibition of Insider Trading: The listed entity is in compliance with Regulation 3(5) & 3(6) SEBI (Prohibition of Insider Trading) Regulations, 2015.	YES	NIL
11.	Actions taken by SEBI or Stock Exchange(s), if any: No action(s) has been taken against the listed entity/ its promoters/ directors/		



	subsidiaries either by SEBI or by Stock Exchanges (including under the Standard Operating Procedures issued by SEBI through various circulars) under SEBI Regulations and circulars/ guidelines issued thereunder except as provided under separate paragraph herein.	YES	NIL
12.	Additional non-compliances, if any: No additional non-compliance observed for any SEBI regulation/ circular/ guidance note etc.	YES	NIL

Assumptions & Limitation of scope and Review:

1. Compliance of the applicable laws and ensuring the authenticity of documents and information furnished, are the responsibilities of the management of the listed entity.
2. Our responsibility is to report based upon our examination of relevant documents and information. This is neither an audit nor an expression of opinion.
3. We have not verified the correctness and appropriateness of financial Records and Books of Accounts of the listed entity.
4. This Report is solely for the intended purpose of compliance in terms of Regulation 24A (2) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and is neither an assurance as to the future viability of the listed entity nor of the efficacy or effectiveness with which the management has conducted the affairs of the listed entity.

DATE: 30-05-2024
PLACE: HYDERABAD



**For P.S.RAO & ASSOCIATES
COMPANY SECRETARIES**

P.S. Rao

CS P.S.RAO
CP NO. 3829
UDIN: F010322F000495543
PEER REVIEW CER. NO. 710/2020