

POWERICA LIMITED

Corporate Identity No. U31100MH1984PLC032825
Registered Office: 9th Floor, Bakhtawar, Nariman Point, Mumbai – 400021
Tel: + 91 22 4315 2525/6656 2525 | E-mail: investorrelations@powericaltd.com
[Website: www.powericaltd.com](http://www.powericaltd.com)

NOTICE OF POSTAL BALLOT

[Pursuant to Section 108 and 110 of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014, each as amended]

E-VOTING STARTS ON	E-VOTING ENDS ON
Tuesday, May 12, 2026 at 9:00 a.m. (IST)	Wednesday, June 10, 2026 at 5:00 p.m. (IST)

Dear Member(s),

NOTICE is hereby given pursuant to Section 108 and 110, and other applicable provisions of the Companies Act, 2013, (the 'Act') (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), read with Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014, ('Rules'), Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('SEBI Listing Regulations') and the Secretarial Standard -2 on General Meetings issued by The Institute of Company Secretaries of India ('SS-2'), each as amended, and in accordance with the requirements prescribed by the Ministry of Corporate Affairs ('MCA') read with its General Circulars dated April 8, 2020, April 13, 2020, along with subsequent circulars issued in this regard and the latest dated September 22, 2025, and the Circulars issued by the Securities and Exchange Board of India from time to time, hereinafter collectively referred to as the ('Circulars'), to transact the special business as set out hereunder by passing a Special Resolution, as applicable, through Postal Ballot, only by way of remote e-voting process.

In compliance with the aforesaid Circulars, this Postal Ballot Notice ('Notice') is being sent by Powerica Limited ('the Company') only through electronic mode to those Members whose e-mail addresses are registered with the Company / MUFG Intime India Private Limited, Registrar and Transfer Agent ('RTA') / Depository Participants ('DPs'). The communication of the assent or dissent of the Members would only take place through the remote e-Voting system. Accordingly, physical copy of the Notice along with Postal Ballot Form and pre-paid business reply envelope are not being sent to the Members for this Postal Ballot. The instructions for remote e-Voting along with the procedure for registration of e-mail address

is appended in the Notes section of this Notice. In compliance with Regulation 44 of the SEBI Listing Regulations and pursuant to the provisions of Sections 108 and 110 of the Act read with the Rules, Circulars and SS-2, the Company is providing remote e-Voting facility to its Members, to enable them to cast their votes electronically instead of submitting the Postal Ballot Form physically. The Company has engaged the services of National Securities Depository Limited ('NSDL') for the purpose of providing remote e-Voting facility to its Members. The Explanatory Statement pursuant to Sections 102 and 110 and other applicable provisions of the Act, pertaining to the said Resolution setting out the material facts and the reasons / rationale thereof are annexed to this Notice.

The Notice will also be placed on the website of the Company at <https://www.powericaltd.com> and on the website of NSDL at www.evoting.nsdl.com. The Notice can also be accessed from the website of the Stock Exchanges i.e., BSE Limited ('BSE') and National Stock Exchange of India Limited ('NSE') at www.bseindia.com and www.nseindia.com, respectively.

The e-voting facility will be available during the following period:

Commencement of e-voting period	Tuesday, May 12, 2026 at 9.00 a.m. (IST)
Conclusion of e-voting period	Wednesday, June 10, 2026 at 5.00 p.m. (IST)
Cut-off date for eligibility to vote	Friday, May 08, 2026

Members desirous of exercising their vote through the remote e-Voting facility arranged by the Company are requested to carefully read the instructions indicated in this Notice and record their assent (FOR) or dissent (AGAINST) by following the procedure as stated in the Notes forming part of this Notice for casting votes by remote e-Voting not later than 5:00 p.m. (IST) on Wednesday, June 10, 2026. The remote e-Voting facility will be disabled by NSDL immediately thereafter and voting shall not be allowed beyond the said date and time.

The Board of Directors of the Company has appointed Mr. Martinho Ferrao (Membership No. FCS 6221 / C.P. No. 5676) of M/s. Martinho Ferrao & Associates, Practicing Company Secretaries, as the Scrutinizer to scrutinize the remote e-Voting process in a fair and transparent manner. After completion of scrutiny of the votes cast, the Scrutinizer will submit the report to the Chairman of the Company, or any other person authorised by him. The result declared, along with the Scrutinizer's Report, shall be announced by the Chairman or such person as authorised, on or before Friday, June 12, 2026. The Scrutinizer's decision on the

validity of votes cast will be final. The said results along with the Scrutinizer's Report will be displayed on the website of the Company at <https://www.powericaltd.com>, the website of NSDL at www.evoting.nsdl.com and shall also be communicated to BSE and NSE, where the Equity Shares of the Company are listed at www.bseindia.com and www.nseindia.com, respectively.

SPECIAL BUSINESS:

Item No. 1: Appointment of Mr. Rabindra Nath Nayak (DIN: 02658070) as an Independent Director of the Company

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

"RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152, Schedule IV and other applicable provisions of the Companies Act, 2013 ("the Act") read with the Companies (Appointment and Qualification of Directors) Rules, 2014, and applicable provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, ("the SEBI Listing Regulations") (including any statutory modification or re-enactment(s) thereof for the time being in force), the Articles of Association of the Company, approvals and recommendation of the Nomination and Remuneration Committee and that of the Board of Directors, Mr. Rabindra Nath Nayak (DIN: 02658070), who was appointed as an Additional Director in the capacity of a Non-Executive Independent Director of the Company with effect from April 21, 2026, and who meets the criteria for independence under Section 149(6) of the Act and the Rules made thereunder and Regulation 16(1)(b) of the SEBI Listing Regulations and in respect of whom the Company has received a notice in writing from a member under Section 160(1) of the Act, be and is hereby appointed as an Independent Director of the Company for a period of 5 (five) years with effect from April 21, 2026 to April 20, 2031, and that he shall not be liable to retire by rotation.

RESOLVED FURTHER THAT pursuant to Regulation 17(1A) of the SEBI Listing Regulations, approval of the Members of the Company be and is hereby accorded for continuation of directorship of Mr. Rabindra Nath Nayak (DIN: 02658070) as an Independent Director on the Board of Directors beyond the age of 75 years, up to the completion of his proposed term;

RESOLVED FURTHER THAT the Board of Directors of the Company, be and is hereby authorized to delegate all or any of the powers to any committee of directors with power to



A PROMISE FOR POWER

further delegate to or any other Officer(s) / Authorized Representative(s) of the Company to do all acts, deeds and things and take all such steps as may be necessary, proper or expedient to give effect to this resolution.”

By Order of the Board of Directors

For Powerica Limited

Sd/-

Anita Renuse

Company Secretary & Compliance Officer

M. No.: A25102

Date: April 21, 2026

Place: Mumbai

Registered Office:

Powerica Limited

9th Floor, Bakhtawar,

Nariman Point,

Mumbai – 400021

Tel: + 91 22 4315 2525 /6656 2525

E-mail: investorrelations@powericaltd.com

Notes:

1. The Notice was approved by the Board of Directors at its meeting held on Tuesday, April 21, 2026 and the Company Secretary was authorised to issue the Notice.
2. The Explanatory Statement pursuant to the provisions of Sections 102 and 110 of the Act read with Rule 22 of the Companies (Management and Administration) Rules, 2014 ('Rules'), as amended from time to time, setting out the material facts/rationale relating to the aforesaid resolution and the reasons thereof is annexed hereto and forms part of this Notice. The relevant details, pursuant to Regulation 36(3) of the SEBI Listing Regulations and SS-2, in respect of the Director seeking appointment are also annexed to this Notice.
3. In compliance with the applicable laws and Circulars issued by MCA and SEBI read with the Rules made thereunder, this Notice is being sent only in electronic form to those Members whose names appear in the Register of Members / List of Beneficial Owners as received from Company's RTA / Depositories as on Friday, May 08, 2026 ('Cut-Off date') and whose e-mail addresses are registered with the Company / RTA / Depository Participants (in case of electronic shareholding) or who will register their e-mail address in accordance with the process outlined in this Notice. The voting rights of the 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., Friday, May 08, 2026.
4. Only those Members whose names are appearing in the Register of Members / List of Beneficial Owners as on the Cut-Off date shall be eligible to cast their votes through postal ballot by remote e-Voting. A person who is not a Member on the Cut-Off date should treat this Notice for information purposes only.

It is however clarified that all Members of the Company as on the Cut-Off date (including those Members who may not have received this Notice due to non-registration of their e-mail addresses with the Company / RTA / DPs) shall be entitled to vote in relation to the aforementioned Resolution in accordance with the process specified in this Notice.

5. The Company is pleased to provide remote e-Voting facility to its Members, to enable them to cast their votes electronically. The detailed procedure with respect to remote e-Voting is mentioned in Note No. 13 of this Notice. A Member shall only avail this facility as per the instructions provided herein.
6. **The remote e-Voting shall commence on Tuesday, May 12, 2026 at 9:00 a.m. (IST) and shall end on Wednesday, June 10, 2026 at 5:00 p.m. (IST).** During this period, Members of the Company holding shares in physical or electronic form as on the Cut-Off date may

cast their vote electronically. The remote e-Voting module shall be disabled by NSDL for voting thereafter. Once the vote on the Resolutions is cast by the Members, the Members shall not be allowed to change it subsequently.

7. A copy of this Postal Ballot Notice is also available on the website of the Company at www.powericaltd.com, the relevant section of the website of BSE at www.bseindia.com and NSE at www.nseindia.com, on which the Equity Shares of the Company are listed and on the website of NSDL at www.evoting.nsdl.com.
8. The voting for this Postal Ballot cannot be exercised through proxy.
9. Members who wish to inspect the documents referred to in the Notice or Explanatory Statement may send their requests at investorrelations@powericaltd.com from their registered e-mail address mentioning their Name, Folio Number / DP ID & Client ID during the business hours on all working days, until the last date of remote e-Voting period of the Postal Ballot i.e., Wednesday, June 10, 2026 at 5:00 p.m. (IST).
10. The resolution as stated in the Notice, if passed by the requisite majority, will be deemed to have been passed on the last date specified for remote e-Voting i.e., Wednesday, June 10, 2026. Further, the resolution passed by the Members through postal ballot shall be deemed to have been passed as if it was passed at a General Meeting of the Members.

11. Process for registration of e-mail address:

A. Process for registration of e-mail addresses for receiving the credentials for remote e- Voting along with this Notice:

Member, whose e-mail address is not registered with the Company / RTA or with their respective Depository Participants and who wish to receive the credentials for remote e-Voting along with the Postal Ballot Notice can get their e-mail address registered by sending a request to the Company at investorrelations@powericaltd.com on or before 5.00 p.m. (IST) on Friday June 05, 2026.

B. Registration of e-mail addresses permanently with the Company / DP:

In respect of shares held in demat form, Members who have not registered their e-mail addresses are requested to register the same with their respective DP.

In respect of shares held in physical form, Members who want to register their e-mail id, please visit <https://web.in.mpms.mufig.com/KYC-downloads.html> to know more about the registration process.

Further, those Members who have already registered their e-mail addresses, are requested to keep their e-mail addresses validated with their DPs / RTA for all future communications.

C. Process for those shareholders whose e-mail addresses are not registered with the depositories for procuring user id and password and registration of e-mail addresses for e-voting for the resolutions set out in this notice:

- 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 investorrelations@powericaltd.com.
- In case shares are held in demat mode, please provide DP ID and Client ID (16 digit DP ID + Client ID 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 investorrelations@powericaltd.com. If you are an individual shareholder holding securities in demat mode, you are requested to refer to the login method explained under procedure for e-Voting.
- Alternatively, shareholder / members may send a request to evoting@nsdl.com for procuring user id and password for e-Voting by providing above mentioned documents.

12. The Board of Directors of the Company has appointed Mr. Martinho Ferrao, (Membership No. FCS 6221 / C.P. No. 5676) of M/s. Martinho Ferrao & Associates, Practicing Company Secretaries, as the Scrutinizer who are not in the employment of the Company, to scrutinize the remote e-Voting process in a fair and transparent manner. The Scrutinizer shall, consequent to the completion of voting period, scrutinize the votes cast and submit the report to the Chairman of the Company, or to any other person authorised by him, who shall declare the result of the e-Voting not later than Friday, June 12, 2026. The said results along with the Scrutiniser's Report will be displayed on the website of the Company at <https://www.powericaltd.com>, the website of NSDL at www.evoting.nsdl.com and shall also be communicated to BSE and NSE, where the Equity Shares of the Company are listed at www.bseindia.com and www.nseindia.com respectively.

13. The instructions for Members for remote e-Voting are as under:

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.	1. For OTP based login you can click on https://eservices.nsdl.com/SecureWeb/evoting/evotinglogin.jsp. You will have to enter your 8-digit DP ID, 8-digit Client Id, PAN No., Verification code and generate OTP. Enter the OTP received on registered email id/mobile number and click on login. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period. 2. Existing IDeAS user can visit the e-Services website of NSDL Viz. https://eservices.nsdl.com either on a Personal Computer or on a mobile. On the e-Services home page click on the “Beneficial Owner” icon under “Login” which is available under ‘IDeAS’ section, this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on “Access to e-Voting” under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period. 3. If you are not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select “Register Online for IDeAS Portal” or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp

	4. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen-digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period. 5. 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	1. Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login Easi / Easiest are requested to visit CDSL website www.cdslindia.com and click on login icon & New System Myeasi Tab and then use your existing my easi username & password. 2. After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the 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. 3. If the user is not registered for Easi/Easiest, option to register is available at CDSL website www.cdslindia.com and click on login & New System Myeasi Tab and then click on registration option. 4. Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the 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 evoting@nsdl.com or call at 022 - 4886 7000

Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at toll free no. 1800-21-09911
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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?

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.
2. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section.
3. A new screen will open. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen.
Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.
4. Your User ID details are given below:

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****.
b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID For example if your Beneficiary ID is 12***** then your user ID is 12*****
c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the company For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001***

5. Password details for shareholders other than Individual shareholders are given below:
 - a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
 - b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.
 - c) How to retrieve your 'initial password'?
 - (i) If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8-digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.
 - (ii) If your email ID is not registered, please follow steps mentioned below in **process for those shareholders whose email ids are not registered**
6. If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:
 - a) Click on "**Forgot User Details/Password?**" (If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com.
 - b) **Physical User Reset Password?** (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.
 - c) If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.com mentioning your demat account number/folio number, your PAN, your name and your registered address etc.
 - d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.
7. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.
8. Now, you will have to click on "Login" button.
9. After you click on the "Login" button, Home page of e-Voting will open.

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

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

1. After successful login at Step 1, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle.
2. Select "EVEN" of company for which you wish to cast your vote during the remote e-Voting period.
3. Now you are ready for e-Voting as the Voting page opens.

4. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on "Submit" and also "Confirm" when prompted.
5. Upon confirmation, the message "Vote cast successfully" will be displayed.
6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
7. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

General Guidelines for shareholders

1. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to mferraocs@gmail.com with a copy marked to evoting@nsdl.com. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) can also upload their Board Resolution / Power of Attorney / Authority Letter etc. by clicking on "**Upload Board Resolution / Authority Letter**" displayed under "**e-Voting**" tab in their login.
2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the "Forgot User Details/Password?" or "Physical User Reset Password?" option available on www.evoting.nsdl.com to reset the password.
3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of www.evoting.nsdl.com or call on : 022 - 4886 7000 or send a request to Mr. Suketh Shetty, Assistant Manager at evoting@nsdl.com

EXPLANATORY STATEMENT
[Pursuant to Sections 102 and 110 of the Companies Act, 2013]

The following statement sets out all material facts relating to the business mentioned under Item No. 1 of the accompanying Notice along with the disclosures as required under Regulation 36 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('SEBI Listing Regulations') and the Secretarial Standards on General Meetings:

Item No. 1:

The Nomination and Remuneration Committee ('NRC'), after considering and evaluating the skills, expertise, and competencies required for the Board, and in the context of the business and sectors of the Company, identified that Mr. Rabindra Nath Nayak (DIN: 02658070) possesses the requisite skills and capabilities and that he is eligible for appointment as an Independent Director.

Based on the recommendations of the NRC, the Board, had appointed Mr. Rabindra Nath Nayak (DIN: 02658070) as an Additional Director in Capacity of Non-Executive Independent director of the Company, effective April 21, 2026, not liable to retire by rotation, for an initial term of 5 (five) consecutive years commencing from April 21, 2026 up to April 20, 2031, under Sections 149, 150, 152, read with Schedule IV and Section 161 (1) of the Companies Act, 2013 ('Act') and other applicable provisions of the Act and SEBI Listing Regulations, and in line with the Articles of Association of the Company, subject to the approval of the Members.

The Company has, in terms of Section 160(1) of the Act, received in writing a notice from a Member, proposing his candidature for the office of Director. The profile and specific areas of expertise of Mr. Rabindra Nath Nayak forms part of this Notice.

The Company has received all statutory disclosures / declarations, including:

- i. Consent in writing to act as director in Form DIR-2, pursuant to Rule 8 of the Companies (Appointment and Qualifications of Directors) Rules, 2014 ("the Appointment Rules"),
- ii. Intimation in Form DIR-8 in terms of the Appointment Rules to the effect that he is not disqualified under sub-section (2) of Section 164 of the Act,
- iii. Declaration to the effect that he meets the criteria of independence as provided in sub-section (6) of Section 149 of the Act read with the Rules framed thereunder and Regulation 16(1)(b) of the SEBI Listing Regulations,
- iv. Declaration pursuant to BSE Circular No. LIST/COMP/14/2018-19 dated June 20, 2018, and NSE Circular No. NSE/ CML/2018/24 dated June 20, 2018 that he has not been debarred from holding office of a Director by virtue of any order passed by the SEBI or any other such authority,

- v. Confirmation that he is not aware of any circumstance or situation which exists or may be reasonably anticipated that could impair or impact his ability to discharge duties as an Independent Director of the Company in terms of Regulation 25(8) of the SEBI Listing Regulations,
- vi. A notice in writing by a member proposing his candidature under Section 160(1) of the Act,
- vii. Confirmation that he is in compliance with Rules 6(1) and 6(2) of the Appointment Rules, with respect to his registration with the data bank of Independent Directors maintained by the Indian Institute of Corporate Affairs.

The Board is of the view that the Company requires relevant expertise in the power sector, including power solutions, energy systems, regulatory aspects, and strategic growth. Mr. Nayak possesses significant experience and leadership exposure in these areas. His knowledge and expertise will be of value to the Company and will enable him to contribute effectively in his capacity as an Independent Director.

Further, he fulfils the conditions specified in the Act and the Rules made thereunder, read with the provisions of the SEBI Listing Regulations, each as amended, and he is independent of the Management of the Company.

Further, in terms of Regulation 17(1A) of the SEBI Listing Regulations, effective from April 1, 2019, the appointment or continuation of the directorship of a Non-Executive Director who has attained the age of 75 years requires the approval of Members by way of a Special Resolution.

Mr. Rabindra Nath Nayak will attain the age of 75 years on September 23, 2030 as an Independent Director. Accordingly, the approval of the Members is also required for the continuation of directorship of Mr. Rabindra Nath Nayak as an Independent Director on the Board of the Company after attaining the age of 75 years.

A copy of the draft letter for appointment of the Independent Director setting out the terms and conditions of his appointment, will be available for inspection by the Members. Members who wish to inspect the same can send a request to the e-mail address mentioned in the notes to the Notice.

In compliance with the provisions of Section 149, read with Schedule IV to the Act and applicable provisions of the SEBI Listing Regulations, the appointment of Mr. Nayak as an Independent Director is now being placed before the Members for their approval.

The Board commends the Special Resolution set out in Item No. 1 of the accompanying Notice for approval of the Members.

Except Mr. Rabindra Nath Nayak and his relatives, none of the Directors or Key Managerial Personnel ('KMP') of the Company and their respective relatives are concerned or interested, financially or otherwise, in the resolution set out in the accompanying Notice. Mr. Nayak is not related to any other Director or KMP of the Company.

Disclosures as required under Regulation 36(3) of the SEBI Listing Regulations and Secretarial Standard-2 on General Meetings issued by the Institute of Company Secretaries of India are annexed to this Notice.

By Order of the Board of Directors

For Powerica Limited

Sd/-

Anita Renuse

Company Secretary & Compliance Officer

M. No.: A25102

Date: April 21, 2026

Place: Mumbai

Registered Office:

Powerica Limited

9th Floor, Bakhtawar,

Nariman Point,

Mumbai – 400021

Tel: + 91 22 4315 2525 /6656 2525

E-mail: investorrelations@powericaltd.com

DETAILS OF DIRECTOR SEEKING APPOINTMENT THROUGH POSTAL BALLOT

[Pursuant to Regulation 36(3) of the SEBI Listing Regulations and Secretarial Standard–2 On General Meetings]

1.	Name of Person	Mr. Rabindra Nath Nayak
2.	Director Identification Number	02658070
3.	Date of Birth	September 23, 1955
4.	Age	70 years
5.	Date of first appointment on the Board	April 21, 2026
6.	Qualifications	Mr. Nayak holds a Bachelor's degree from NIT Rourkela and Master's degree in Electrical Engineering from IIT Kharagpur
7.	Profile Experience, and Skills and capabilities required for the role	Mr. Rabindra Nath Nayak is former Chairman & Managing Director of Power Grid Corporation of India Limited (PGCIL), a Maharatna Company. He has completed masters in Electrical Engineering from IIT Kharagpur and graduation from NIT Rourkela in 1977. He has about 39 years of experience in various capacities at senior level positions in premier Central Public Sector Undertakings (PSUs) in power sector such as PGCIL and NTPC. Led and motivated a team of about 10,000 employees of PGCIL having different categories of people towards an extraordinary turnaround feat resulting in more than doubling the assets, revenue, profit etc., in just over three years. He has vast experience in all facets of power sector i.e., Generation Transmission & Distribution, Manufacturing and various departments of a Company and introduced many new technologies in India such as 800 kV UHV HVDC, 1200 kV UHV AC, Smart Grid, RE Integration into Indian Grid and State of art Technology in Load Dispatch Centers for Real Time Grid Management. He has been conferred with various awards and honors such as "Outstanding

		Entrepreneurship Award” at the annual ‘Asia Pacific Entrepreneurship Awards 2014 India’ instituted by ‘Enterprise Asia’; a Malaysia based NGO. The award was given in recognition of Outstanding and Exemplary Achievements in Entrepreneurship on 4th March 2014. He is also recipient of Best CEO in Power Sector in “The 2013, 2014 & 2015 ALL-ASIA EXECUTIVE TEAM: BEST CEO’s” in the Institutional Investor Survey of Asia by Institutional investor, an International Finance magazine. Currently, he is Director on the Board of several Companies i.e Odisha Power Transmission Corporation Limited, TP Central Odisha Distribution Limited, TP Western Odisha Distribution Limited, GRIDCO Limited, Diamond Power Infrastructure Limited, Yash Highvoltage Ltd, IMP Power Limited, Odisha Hydro Power Corporation Limited, Green Energy Development Corporation of Odisha Limited and Future Smartec (OPC) Private Limited etc. He is a consultant to the World Bank Group, Washington, several international cross border projects and also providing services to leading International Consulting Companies etc.
8.	Terms and conditions of appointment	Appointment as an Independent Director for a term of 5 (five) consecutive years w.e.f., April 21, 2026 up to April 20, 2031, not liable to retire by rotation.
9.	Details of remuneration last drawn	Not Applicable
10.	Details of remuneration sought to be paid	Sitting Fees and Commission, if any, as approved by the Board of Directors.
11.	Directorships in other Listed Companies	1. Yash High Voltage Limited 2. Diamond Power Infrastructure Limited 3. IMP Powers Limited
12.	Chairman/Member of Committee of	<u>Audit Committee:</u> 1. Yash High Voltage Limited – Chairman

	the Board of other listed companies in which he is a Director	2. Diamond Power Infrastructure Limited – Member 3. IMP Powers Limited – Member <u>Nomination and Remuneration Committee:</u> 1. Diamond Power Infrastructure Limited – Chairman 2. IMP Powers Limited – Chairman <u>Risk Management Committee:</u> Diamond Power Infrastructure Limited – Chairman
13.	Listed entities from which the Director has resigned from Directorship in last three (3) years:	IRM Energy Limited
14.	No. of Board Meetings attended during the year	None
15.	Inter-se relationship with other Directors and Key Managerial Personnel of the Company	Not related to any Directors and Key Managerial Personnel of the Company
16.	No. of shares held: (a) Own (b) For other persons on a beneficial basis	None