

May 18, 2024

To,
**The Listing Compliance Department,
National Stock Exchange of India Limited,**
Exchange Plaza, Bandra Kurla Complex,
Bandra [East], Mumbai – 400 051,
Maharashtra, India.

Symbol: MACPOWER**Series: Equity****ISIN: INE155Z01011**

**SUB: ANNUAL SECRETARIAL COMPLIANCE REPORT OF MACPOWER
CNC MACHINES LIMITED (THE “COMPANY”), FOR THE YEAR
ENDED MARCH 31, 2024.**

In compliance with the requirements of Regulation 24A of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended, read with Clause 3(b) of SEBI Circular No. CIR/CFD/CMD/27/2019 dated February 8, 2019; we enclose hereto the Annual Secretarial Compliance Report of the Company, for the year ended March 31, 2024, issued by M/s. K.P. Rachchh & co., practicing company secretaries dated May 18, 2024.

You are requested to take the above Information on record.

Thanking you,

For MACPOWER CNC MACHINES LIMITED

KISHOR KIKANI
Company Secretary
& Compliance Officer

Encl: A/a



+91 2827 287930/31
+91 7998 7998 16



sales@macpowercnc.com



REGD. OFFICE :

PLOT NO. 2234, NEAR KRANTI GATE,
GIDC, METODA - 360021.
RAJKOT, GUJARAT. (INDIA)



SECRETARIAL COMPLIANCE REPORT
of
MACPOWER CNC MACHINES LIMITED
for the year ended 31st March, 2024

[Pursuant to Regulation 24(A)(2) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015]

To,
MACPOWER CNC MACHINES LIMITED
(CIN: L30009GJ2003PLC043419)
PLOT NO.2234,NR.KRANTI GATE,
GIDC METODA, TAL. LODHIKA,
RAJKOT - 360021

We, M/s. K.P. RACHCHH & CO., Practicing Company Secretaries have examined:

- (a) all the documents and records made available to us and explanation provided by MACPOWER CNC MACHINES LIMITED, ("the listed entity"),
- (b) the filings/ submissions made by the listed entity to the stock exchanges,
- (c) website of the listed entity,
- (d) any other document/filing, as may be relevant, which has been relied upon to make this report

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

- (a) the Securities and Exchange Board of India Act, 1992 ("SEBI Act") and the Regulations, circulars, guidelines issued thereunder; and
- (b) 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: -

- (a) Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015;
- (b) Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018; -- Not applicable during the review period.
- (c) Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
- (d) Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018; -- Not applicable during the review period.
- (e) Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021; -- Not applicable during the review period.
- (f) Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations, 2021; -- Not applicable during the review period.





- (g) Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
- (h) Securities and Exchange Board of India (Delisting of Equity Shares) Regulations 2021; -- Not applicable during the review period.
- (i) other regulations as applicable.
- and circulars/ guidelines issued thereunder;

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:

Sr. No.	Compliance Requirement (Regulations/ circulars/ guidelines including specific clause)	Regulation/ Circular No.	Deviations	Action Taken by	Type of Action	Details of Violation	Fine Amount	Observations/ Remarks of the Practicing Company Secretary	Management Response	Remarks
--- Nil ---										

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

Sr. No.	Observations/ Remarks Of the Practicing Company Secretary in the Previous reports (PCS)	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
1	Company has Submitted Disclosures of Related Party Transactions under Regulation 23(9) of SEBI (LODR) Regulations, 2015 on 17 th June, 2022 And date of publication of financial result was 28 th May, 2022 and accordingly submitted late by four (4) days and In respect thereto, NSE has levied fine as per SEBI Circular No. SEBI /HO / CFD /CMD /CIR / P / 2020/12 Dated January 22, 2020 (Referred to as SOP Circular) and Company has paid fine amount of Rs. 21,600/- after deducting TDS of Rs. 2000/- within the given time period. Note: This observation was in the secretarial compliance report for the year ended 31 st March, 2023 and there were no observations in the Previous reports	Company has Submitted Disclosures of Related Party Transactions under Regulation 23(9) of SEBI (LODR) Regulations, 2015 on 17 th June, 2022 And date of publication of financial result was 28 th May, 2022 and accordingly submitted late by four (4) days and In respect thereto, NSE has levied fine as per SEBI Circular No. SEBI /HO / CFD /CMD /CIR / P / 2020/12 Dated January 22, 2020 (Referred to as SOP Circular) and Company has paid fine amount of Rs. 21,600/- after deducting TDS of Rs. 2000/- within the given time period.	Disclosures of Related Party Transactions under Regulation 23(9) of SEBI (LODR) Regulations, 2015 to be disclosed within 15 days from the date of publication of financial result.	Delayed submission of disclosures of related party transactions by 4 days i.e non compliance /delayed Compliance with Regulation 23(9) of SEBI (LODR) Regulations, 2015 related to Disclosures of Related Party Transactions for the half year ended on 31 st March, 2022. Fine levied by NSE : Rs. 20,000 + GST Total amount Rs. 23,600	Company has paid fine amount of Rs. 21,600/- after deducting TDS of Rs. 2000/- within the given time period. In further, Board at their next board meeting noted the notice received from NSE regarding imposition of fine amount of Rs. 23600 (including GST) and payment of fine by the Company and in this regard, the Board of Directors called upon the management / Compliance team to be vigilant and sensitive of such compliance matters and ensure that there will be no instances of such non/delay-compliance going forward. Delayed submission of related party transactions statement was occurred due to oversight regarding changed happen in filing period from 30 days to 15 days of result published.	During the review period 2023-24, Company has made timely submissions, disclosures with the stock exchange.





II. We hereby report that, during the Review Period the compliance status of the listed entity with the following requirements:

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 India (ICSI).	Yes	--
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 entitiesAll 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	-- --
3.	Maintenance and disclosures on Website: <ul style="list-style-type: none">The Listed entity is maintaining a functional websiteTimely dissemination of the Documents /information under a separate section on the WebsiteWeb-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	-- -- --
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	--





Sr. No.	Particulars	Compliance Status (Yes/No/NA)	Observations/Remarks by PCS
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	Not Applicable	The Company does not have any Subsidiary Company and hence Not Applicable
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	--
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	--
8.	Related Party Transactions: (a) The listed entity has obtained prior approval of Audit Committee for all related party transactions; or (b) In case no prior approval obtained, the listed entity shall provide detailed reasons along with confirmation whether the transactions were subsequently approved/ratified/rejected by the audit committee.	Yes Not applicable	-- No such Instance occurred.
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	--





Sr. No.	Particulars	Compliance Status (Yes/No/NA)	Observations/Remarks by PCS
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	--
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 (or) The actions taken against the listed entity/ its promoters/ directors/ subsidiaries either by SEBI or by Stock Exchanges are specified in the last column.	Yes	No action(s) has been taken against the listed entity/ its promoters/ directors/ subsidiaries either by SEBI or by Stock Exchanges
12.	Resignation of statutory auditors from the listed entity or its material subsidiaries: In case of resignation of statutory auditor from the listed entity or any of its material subsidiaries during the financial year, the listed entity and / or its material subsidiary(ies) has / have complied with paragraph 6.1 and 6.2 of section V-D of chapter V of the Master Circular on compliance with the provisions of the LODR Regulations by listed entities.	Not Applicable	Not Applicable as No such instance of Resignation of Auditor and the Company do not have any material subsidiaries.
13.	Additional Non-compliances, if any: No additional non-compliance observed for any SEBI regulation /circular /guidance note etc. except as reported above.	Yes	No additional Non-Compliance was observed other than mentioned above.

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 certify 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.

Place : Rajkot
Date : 18th May, 2024



For, K. P. Rachchh & Co.
Company Secretaries

Kalpesh P. Rachchh
Proprietor

FCS No. : 5156

C P No.: 3974

UDIN: F005156F000395887

PR No.:737/2020