

NOTICE IS HEREBY GIVEN THAT THE **TWENTIETH [20TH] ANNUAL GENERAL MEETING** OF MACPOWER CNC MACHINES LIMITED WILL BE HELD ON **FRIDAY, SEPTEMBER 22, 2023 AT 02:00 P.M.** IST AT THE REGISTERED OFFICE OF THE COMPANY SITUATED AT PLOT NO.2234,NR.KRANTI GATE, GIDC METODA, TAL LODHIKA RAJKOT-360021, GUJARAT TO TRANSACT THE FOLLOWING BUSINESSES

## **ORDINARY BUSINESS:**

- 1. To receive, consider and adopt the Audited Standalone Financial Statements of the Company for the financial year ended on March 31, 2023, together with the Report of the Board of Directors and Auditor's thereon, to consider and if thought fit, to pass, with or without modification(s), the following resolution as an Ordinary Resolution:**

**“RESOLVED THAT** the audited financial statement of the Company for the financial year ended on March 31, 2023 and the report of the Board of Directors and Auditors thereon, as circulated to the members, be and are hereby considered and adopted.”

- 2. To declare final dividend for the financial year ended March 31, 2023, to consider and if thought fit, to pass, with or without modification(s), the following resolution as an Ordinary Resolution:**

**“RESOLVED THAT** in terms of the recommendation of the Board of Directors of the Company, the approval of the Members of the Company be and is hereby granted for declaration and payment of final dividend @15% i.e. Rs.1.50/- (Rupee One & Fifty Paise only) each per equity share on 1,00,04,160 Equity Shares, aggregating to Rs.1,50,06,240/- (Rupees One crore Fifty lacs Six thousand Two hundred and Forty only) for the financial year ended March 31, 2023 to those Members whose names appear in the Company's Register of Members as on Record Date.”

- 3. To appoint a Director in place of Mrs. Riyaben R. Mehta [DIN:01603726] who retires by rotation and, being eligible, offers herself for re-appointment, to consider and if thought fit, to pass, with or without modification(s), the following resolution as an Ordinary Resolution:**

**“RESOLVED THAT** in accordance with the provisions of Section 152 and other applicable provisions of the Companies Act, 2013 and as per Articles of Association of the Company, Mrs. Riyaben R. Mehta [DIN:01603726], who retires by rotation at this meeting be and is hereby appointed as a Director of the Company.”

- 4. To reappoint Statutory Auditors of the Company for the second term of five Consecutive years from conclusion of 20<sup>th</sup> AGM until conclusion of 25<sup>th</sup> AGM, to consider and if thought fit, to pass with or without modification(s), the following resolution as on Ordinary Resolution:**

**"RESOLVED THAT** in terms of Section 139, 142 and other applicable provisions of the Companies Act, 2013 and the Companies (Audit and Auditors) Rules, 2014, M/s. S.C. Makhecha & Associates, Chartered Accountants holding FRN:120184W be and is hereby re-appointed as Statutory Auditors of the Company for the second term of five consecutive years from the conclusion of 20th Annual General Meeting until conclusion of 25th Annual General Meeting to be held in the year 2028."

**"FURTHER RESOLVED THAT** approval be and is hereby accorded for payment of audit fee of Rs. 3,00,000/- (Rupees Three Lakh only) besides applicable taxes, out of pocket expenses and other service fees if any for the financial year 2023-24 and the Board of Directors be and is hereby authorized to fix and pay the audit fee and other charges as may be deemed fit for the remaining tenure on the recommendation of the Audit Committee."

### **SPECIAL BUSINESS:**

- 5. To ratify Remuneration of Cost Auditors for Financial Year 2023-24**, to consider and if thought fit, to pass with or without modification(s), the following resolution as on **Ordinary Resolution**:

**"RESOLVED THAT** pursuant to the provisions of Section-148 and all other applicable provisions, if any, of the Companies Act, 2013 and the Companies [Audit and Auditors] Rules, 2014 [including any statutory modification(s) or re-enactment thereof, for the time being in force], the remuneration of Rs. 35,000 [Rupees Thirty-Five Thousand only] plus GST, to be paid to M/s. Borad Sanjay B & Associates [Firm Registration no. 102408], Cost Auditors of the Company, for the financial year 2023-24, as approved by the Board of Directors of the Company, be and is hereby ratified."

**Place: Metoda, Rajkot**

**Date: 11<sup>th</sup> August, 2023**

For and on behalf of the Board of  
**MACPOWER CNC MACHINES LIMITED**

\_\_\_\_\_  
**[Rupesh J. Mehta]**

**Chairman & Managing Director**

**DIN: 01474523**

**NOTES:**

1. The notice of AGM along with Annual Report for 2022-23 is being sent to all the members whose name appears in the Register of Members/ list of beneficiaries received from the depositories on the end of **25<sup>th</sup> August, 2023**. In Furtherance, as per the MCA and SEBI Circulars, the Notice of Annual General Meeting with annual report of the year 2022-23 required to send only through electronic mode to those members whose email addresses are registered with the Company/Depositories as on **25<sup>th</sup> August, 2023**. Members may note that the Notice and Annual Report of the year 2022-23 will also be available on the website of the Company at <https://www.macpowercnc.com/investor/annual-report/> and on the website of stock exchange on which the securities of the company are listed i.e. [www.nseindia.com](http://www.nseindia.com).

Shareholders who have not registered their e-mail address and in consequence the Annual Report, Notice of AGM and e-voting notice could not be serviced, may also temporarily provide their email address and mobile number to the Company's Registrar and Share Transfer Agent, Link Intime India Private Limited at [Ahmedabad@linkintime.co.in](mailto:Ahmedabad@linkintime.co.in), for sending the same or can email to Company [cs@macpowercnc.com](mailto:cs@macpowercnc.com) In case of any Queries relating to availing soft copy can contact company at aforesaid mentioned E-mail id.

2. The relative Explanatory Statement for Item No. 5 pursuant to Section – 102 of the Companies Act, 2013 [“Act”] setting out material facts concerning the business is annexed hereto. The relevant details, pursuant to the Securities and Exchange Board of India [Listing Obligations and Disclosure Requirements] Regulations, 2015 [“SEBI Listing Regulations”] and Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India [ICSI], in respect to re-appointment of Director at this Annual General Meeting [“AGM”] is also annexed as **Annexure-A**.

**3. A member entitled to attend and vote at the AGM is entitled to appoint a proxy to attend and vote on his/her behalf and the proxy 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 10% of total share capital of the Company carrying voting rights. In case a proxy is proposed to be appointed by a member holding more than 10% of the total share capital of the Company carrying voting rights, then such proxy shall not act as a proxy for any other person or shareholder.

The instrument appointing the proxy, in order to be effective, must be deposited at the Company's Registered Office, duly completed and signed, not less the FORTY-EIGHT HOURS [48 hours] before the commencement of the AGM. Proxies submitted on behalf of limited companies, societies, etc., must be supported by appropriate resolutions/authority, as applicable.

4. Institutional/Corporate Shareholders (“Body Corporates”) intending to send their authorised representative to attend the AGM are requested to send a certified copy of its Board or governing body Resolution/Authorisation etc.to the Scrutiniser by e-mail through its registered e-mail address at [rachhkalpesh@gmail.com](mailto:rachhkalpesh@gmail.com) with a copy marked at [cs@macpowercnc.com](mailto:cs@macpowercnc.com), authorizing them to attend and vote on their behalf at the AGM.
5. Members, Proxies and Authorized Representatives are requested to bring the duly completed Attendance Slip enclosed herewith to attend the AGM.to ensure correct identity of each member and proxy holders attending meeting is expected to bring with him/her an appropriate ID document like Aadhar Card, Driving License, Passport, Voter ID card, etc. Members are requested to bring their copies of Annual Report at the meeting.
6. To support the 'Green Initiative', members who have not yet registered their email address are requested to register the same with their Depository Participants [“DPs”] or RTAs.

7. Members are requested to intimate changes, if any, pertaining to their name, postal address, email address, telephone/mobile numbers, Permanent Account Number (PAN), mandates, nominations, power of attorney, bank details such as, name of the bank and branch details, bank account number, MICR code, IFSC code, etc.:
- I. with their Depository Participant(s) with whom they maintain their demat accounts if shares are held in dematerialised mode by submitting the requisite documents, and
  - II. with the Company / Link Intime India Private Limited or by emailing at [cs@macpowercnc.com](mailto:cs@macpowercnc.com) or [ahmedabad@linkintime.co.in](mailto:ahmedabad@linkintime.co.in), if shares are held in physical mode, by submitting (i) scanned copy of the signed request letter which shall contain shareholder's name, folio number, bank details (Bank account number, Bank and Branch Name and address, IFSC, MICR details), (ii) self-attested copy of the PAN card and (iii) cancelled cheque leaf.

OR

Members are requested to visit on the website of the Company's Registrar and Share Transfer Agent i.e. Link Intime India Private Limited (LINK INTIME) at [https://www.linkintime.co.in/EmailReg/Email\\_Register.html](https://www.linkintime.co.in/EmailReg/Email_Register.html) and upload the documents required therein.

Members may please note that SEBI has made PAN as the sole identification number for all participants transacting in the securities market, irrespective of the amount of such transactions. Members may please note that SEBI has also made it mandatory for submission of PAN in the following cases:

- a. Deletion of name of the deceased shareholder(s);
- b. Transmission of shares to the legal heir(s); and
- c. Transposition of shares.

8. In case of joint holders attending the AGM, the Member whose name appears as the first holder in the order of names as per the Register of Members of the Company will be entitled to vote.
9. Members seeking any information with regard to the accounts are requested to write to the Company at an early date i.e. at least 10 days before the annual general meeting through mail at [cs@macpowercnc.com](mailto:cs@macpowercnc.com), so as to enable the Management to keep the information ready at the AGM.
10. Members are requested to note that, dividends if not encashed for a consecutive period of 7 years from the date of transfer to Unpaid Dividend Account of the Company, are liable to be transferred to the Investor Education and Protection Fund ("IEPF"). The shares in respect of such unclaimed dividends are also liable to be transferred to the demat account of the IEPF Authority. In view of this, Members/Claimants are requested to claim their dividends from the Company, within the stipulated timeline. Details related to unclaimed amount of shares is available at the Website of the Company <https://www.macpowercnc.com/investor/unpaid-or-unclaimed-dividend-details>.
11. Members may pursuant to section 72 of the Companies Act, 2013 read with Rule 19 of the companies (Share Capital and Debentures) Rules, 2014 file nomination in prescribed form SH- 13 with the respective depository participant
12. Non-Resident Members: Non Resident Indian Members are requested to inform Registrar and Transfer Agents, immediately of:

- a. Change in their residential status on return to India for permanent settlement.
  - b. Particulars of their bank account maintained in India with complete name, branch, account type, account number, IFSC Code, MICR No. and address of the bank, if not furnished earlier.
13. The route map showing directions to reach the venue of the 20<sup>th</sup> AGM is annexed.
14. Pursuant to the provisions of Section 91 of the Companies Act, 2013 the Register of Members and Share Transfer Books of the Company will remain close from **Saturday, 16<sup>th</sup> September, 2023 to Friday, 22<sup>nd</sup> September, 2023** (both days inclusive) for the purpose of Annual General Meeting and final dividend.
15. Subject to approval of the Members at the AGM, The Dividend, if declared, will be paid within 30 days to those Equity Shareholders whose names stand on the Register of Members as at the close of business hours on **15<sup>th</sup> September, 2023** and in respect of shares held in the electronic form, the dividend will be payable to the beneficial owners as at the close of business hours on **15<sup>th</sup> September, 2023** as per details furnished by the Depositories for this purpose. Payment of dividend shall be made through electronic mode to the Shareholders who have updated their bank account details. Dividend warrants / demand drafts will be dispatched to the registered address of the shareholders who have not updated their bank account details, Members are requested to register / update their complete bank details as per note no 7.

**TAX DEDUCTIBLE AT SOURCE/ WITHHOLDING TAX:**

Pursuant to the requirement of Income Tax, 1961, the Company will be required to withhold taxes at the prescribed rates on the dividend paid to its shareholders. The withholding tax rate would vary depending on the residential status of the shareholder and documents submitted by shareholder with the Company/Link Intime/ Depository Participant.

❖ **RESIDENT SHAREHOLDERS:**

a) Tax Deductible at Source for Resident Shareholders:

Sr. No.	Particulars	Withholding tax Rate	Documents required (if any)
1.	Valid PAN updated in the Company's Register of Members	10%	No document required If dividend does not exceed Rs. 5,000/-, no TDS withholding tax will be deducted. Also, please refer note (v) below.
2	No PAN/Valid PAN not updated in the Company's Register of Members	20%	TDS/ Withholding tax will be deducted, regardless of dividend amount, if PAN of the shareholder is not registered with the Company/Link Intime/ Depository Participant.  All the shareholders are requested to update, on or before <b>15<sup>th</sup> September, 2023</b> , their PAN with their Depository Participant (if shares are held in electronic form) and Company/Link Intime (if shares are held in physical form). Please quote all the folio numbers under which you hold your shares while updating the records. Please also refer note (v) below.
3	Availability of lower/nil tax deduction certificate issued by Income Tax Department u/s 197 of Income Tax Act, 1961	Rate specified in the certificate	Lower tax deduction certificate obtained from Income Tax Authority to be submitted on or before <b>15<sup>th</sup> September, 2023</b> .

b) No Tax Deductible at Source on dividend payment to resident shareholders if the Shareholders submit and register following documents as mentioned in column no.4 of the below table with the Company /Link Intime/ Depository Participant on or before **15<sup>th</sup> September, 2023**.

Sr. No.	Particulars	Withholding tax Rate	Documents required (if any)
1.	Submission of form 15G/15H	NIL	Declaration in Form No. 15G (applicable to an Individual who is below 60 years)/ Form 15H (applicable to an Individual who is 60 years and above), fulfilling certain conditions.
2	Shareholders to whom section 194 of the Income Tax, 1961 does not apply such as LIC, GIC, etc.	NIL	Documentary evidence for exemption u/s 194 of Income Tax Act, 1961.
3	Shareholder covered u/s 196 of Income Tax Act, 1961 such as Government, RBI, corporations established by Central Act & mutual funds.	NIL	Documentary evidence for coverage u/s 196 of Income Tax Act, 1961
4	Category I and II Alternative Investment Fund	NIL	SEBI registration certificate to claim benefit under section 197A (1F) of Income Tax Act, 1961
5	<ul style="list-style-type: none"> <li>• Recognised provident funds</li> <li>• Approved superannuation fund</li> <li>• Approved gratuity fund</li> </ul>	NIL	Necessary documentary evidence as per Circular No. 18/2017 issued by Central Board of Direct Taxes (CBDT)
6	National Pension Scheme	NIL	No TDS as per section 197A (1E) of Income Tax Act, 1961
7	Any resident shareholders exempted from TDS deduction as per the provisions of Income Tax Act or by any other law or notification.	NIL	Necessary documentary evidence exemption from deduction of TDS substantiating.

❖ **NON-RESIDENT SHAREHOLDERS:**

The table below shows that withholding tax on dividend payment to non-resident shareholders who submit, on or before **15<sup>th</sup> September, 2023**, the following document(s), as mentioned in column no.4 of the below table, to the Company / Link Intime. In case all necessary documents are not submitted, then the TDS/Withholding tax will be deducted @20% (plus applicable surcharge and cess).

Sr. No.	Particulars	Withholding tax Rate	Documents required (if any)
1.	Foreign Institutional Investors (FIIs) / Foreign Portfolio Investors (FPIs)/Other Non-Resident shareholders	20% (plus applicable surcharge and cess) or tax treaty rate whichever is beneficial	FPI registration certificate in case FIIs/ FPIs. To avail beneficial rate of tax treaty following tax documents would be required: 1. Tax Residency certificate issued by revenue authority of country of residence of shareholder for the year in which dividend is received 2. PAN or declaration as per Rule 37BC of Income Tax Rules, 1962 in a specified format. 3. Form 10F filled & duly signed 4. Self-declaration for non-existence of permanent establishment/ fixed base in India (Note: Application of beneficial Tax Treaty Rate shall depend upon the completeness of the documents submitted by the Non- Resident shareholder and review to the satisfaction of the Company)
2	Indian Branch of a Foreign Bank	Nil	Lower tax deduction certificate u/s 195(3) obtained from Income Tax Authority Self-declaration confirming that the income is received on its own account and not on behalf of the Foreign Bank and the same will be included in taxable income of the branch in India.
3	Availability of Lower/NIL tax deduction certificate issued by Income Tax Authority	Rate specified in certificate	Lower tax deduction certificate obtained from Income Tax Authority
4	Any non-resident shareholder exempt from WHT deduction as per the provisions of Income Tax Act or any other law such as The United Nations (Privileges and Immunities) Act, 1947, etc.	Nil	Necessary documentary evidence substantiating exemption from WHT deduction.

**Notes:**

- (i) The Company will issue soft copy of the TDS certificate to its shareholders through email registered with the Company / LINK INTIME post payment of the dividend, if requested. Shareholders will be able to download Form 26AS from the Income Tax Department's website <https://incometaxindiaefiling.gov.in>.
- (ii) The aforesaid documents such as Form 15G/ 15H, documents under section 196, 197A, FPI Registration Certificate, Tax Residency Certificate, Lower Tax certificate etc. can be uploaded on the link <https://www.linkintime.co.in/formsreg/> submission-of-form-15g-15h.html on or before **15<sup>th</sup> September, 2023** to enable the Company to determine the appropriate TDS/withholding tax rate applicable. Any communication on the tax determination/ deduction received after **15<sup>th</sup> September, 2023** shall not be considered.

- (iii) Application of TDS rate is subject to necessary verification by the Company of the shareholder details as available in Register of Members as on the Record Date, and other documents available with the Company / Link Intime.
- (iv) In case TDS is deducted at a higher rate, an option is still available with the shareholder to file the return of income and claim an appropriate refund.
- (v) No TDS will be deducted in case of resident individual shareholders who furnish their PAN details and whose dividend does not exceed Rs. 5,000/-. However, where the PAN is not updated in Company/Link Intime/Depository Participant records or in case of an invalid PAN, the Company will deduct TDS u/s 194 without considering the exemption limit of Rs. 5,000/-. All the shareholders are requested to update their PAN with their Depository Participant (if shares are held in electronic form) and Company/Link Intime (if shares are held in physical form) against all their folio holding on or before **15<sup>th</sup> September, 2023**.
- (vi) In the event of any income tax demand (including interest, penalty, etc.) arising from any misrepresentation, inaccuracy or omission of information provided by the Member/s, such Member/s will be responsible to indemnify the Company and also, provide the Company with all information / documents and co-operation in any appellate proceedings. This Communication is not exhaustive and does not purport to be a complete analysis or listing of all potential tax consequences in the matter of dividend payment. Shareholders should consult their tax advisors for requisite action to be taken by them.

16. To prevent fraudulent transactions, Members are advised to exercise due diligence and notify the Company of any change in address or demise of any Member as soon as possible. Members are also advised to not leave their demat account(s) dormant for long. Periodic statement of holdings should be obtained from the concerned Depository Participant ('DP') and holdings should be verified from time to time.

## **17. PROCESS AND MANNER FOR MEMBERS OPTING FOR VOTING THROUGH ELECTRONIC MEANS**

- i. In compliance with the provisions of Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014, the Company is pleased to provide members facility to exercise their right to vote at the 20<sup>th</sup> Annual General Meeting (AGM) through electronic voting system of link Intime India Private Limited through their Insta vote platform:
- ii. Members whose names are recorded in the Register of Members or in the Register of Beneficial Owners maintained by the Depositories as on the Cut-off date i.e. **Friday, September 15, 2023**, shall be entitled to avail the facility of remote e-voting. Any recipient of the Notice, who has no voting rights as on the Cut-off date, shall treat this Notice as intimation only.
- iii. A person who has acquired the shares and has become a member of the Company after the dispatch of the Notice of the AGM and prior to the Cut-off date i.e. **Friday, September 15, 2023** shall be entitled to exercise his/her vote through remote e-voting following the procedure mentioned in this part.
- iv. The remote e-voting will commence on **9:00 A.M. on Monday, 18<sup>th</sup> September, 2023** and will end on **5:00 P.M. on Thursday, 21<sup>st</sup> September, 2023**. During this period, the members of the Company holding shares as on the Cut-off date i.e. **Friday, September 15, 2023** may cast their vote electronically. The members will not be able to cast their vote electronically beyond the date and time mentioned above and the remote e-voting module shall be disabled for voting by Link Intime India Private Limited thereafter.



- v. Once the vote on a resolution is cast by the member, he/she shall not be allowed to change it subsequently or cast the vote again.
- vi. The voting rights of the members shall be in proportion to their share in the paid up equity share capital of the Company as on the Cut-off date i.e., **Friday, September 15, 2023**.
- Vii. The Board of Directors has appointed Mr. Kalpesh P. Rachchh [Membership no. FCS 5156] proprietor of K. P. Rachchh & Co., Practicing Company Secretaries as a Scrutinizer to scrutinize the voting at the AGM and remote e-voting process in a fair and transparent manner.

The Scrutinizer shall, immediately after the conclusion of voting at the general meeting, unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the company and make and submit, within 48 hours of conclusion of the meeting, a consolidated scrutinizer's report ( i.e. votes through E-voting and Votes cast at AGM through Ballot paper) of the total votes cast In favor or against, if any, to the Chairman or a person authorized by him in writing.

The facility for voting through ballot paper shall be made available at the AGM for the members who have not cast their vote by remote e-voting; The members who have casted their vote by remote e-voting prior to the AGM may also attend the AGM but shall not be entitled to cast their vote again. A member can vote either by remote e-voting or at the AGM. In case a member votes by both the modes then the votes cast at the AGM shall be considered invalid.

The result declared along with the Scrutinizer's Report shall be placed on the Company's website [www.macpowercnc.com](http://www.macpowercnc.com) and on the website of NSE at [www.nseindia.com](http://www.nseindia.com)

**18. INSTRUCTIONS FOR CASTING VOTES BY REMOTE E-VOTING**

**Remote e-Voting Instructions for shareholders post change in the Login mechanism for Individual shareholders holding securities in demat mode, pursuant to SEBI circular dated December 9, 2020:**

Pursuant to SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode can 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 to access e-Voting facility.

Login method for Individual shareholders holding securities in demat mode is given below:

Type Of Shareholders	LOGIN METHOD
<b>Individual Shareholders holding securities in demat mode with NSDL</b>	<ul style="list-style-type: none"> <li>• If you are already registered for NSDL IDEAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: <a href="https://eservices.nsd.com">https://eservices.nsd.com</a> either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the “Beneficial Owner” icon under “Login” which is available under ‘IDEAS’ section. A new screen will open. You will have to enter your User ID and Password.</li> <li>• After successful authentication, you will be able to see e-Voting 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 name i.e. LINKINTIME and you will be re-directed to e-Voting service provider website “InstaVote” for casting your vote during the remote e-Voting period or voting during the meeting.</li> </ul>

	<ul style="list-style-type: none"> <li>• If the user is not registered for IDeAS e-Services, option to register is available at <a href="https://eservices.nSDL.com">https://eservices.nSDL.com</a>. Select “Register Online for IDeAS “Portal or click at <a href="https://eservices.nSDL.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nSDL.com/SecureWeb/IdeasDirectReg.jsp</a></li> <li>• Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <a href="https://www.evoting.nSDL.com/">https://www.evoting.nSDL.com/</a> 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 name i.e. LINKINTIME and you will be redirected to e-Voting service provider website “InstaVote” for casting your vote during the remote e-Voting period or voting during the meeting.</li> </ul>
<p><b>Individual Shareholders holding securities in demat mode with CDSL</b></p>	<ul style="list-style-type: none"> <li>• Existing user of who have opted for Easi / Easiest, they can login through their user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi / Easiest are <a href="https://web.cdslindia.com/myeasi/home/login">https://web.cdslindia.com/myeasi/home/login</a> or <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on New System Myeasi.</li> <li>• After successful login of Easi / Easiest the user will be also able to see the E Voting Menu. The Menu will have links of e-Voting service provider i.e. LINKINTIME. Click on LINKINTIME and you will be redirected to “InstaVote” website for casting your vote during the remote e-Voting period.</li> <li>• If the user is not registered for Easi/Easiest, option to register is available at <a href="https://web.cdslindia.com/myeasi./Registration/EasiRegistration">https://web.cdslindia.com/myeasi./Registration/EasiRegistration</a></li> <li>• Alternatively, the user can directly access e-Voting page by providing demat Account Number and PAN No. from a link in <a href="http://www.cdslindia.com">www.cdslindia.com</a> home page. The system will authenticate the user by sending OTP on registered Mobile &amp; Email as recorded in the demat Account. After successful authentication, user will be provided links for the respective ESP where the E Voting is in progress. i.e. LINKINTIME and you will be redirected to e-Voting service provider website “InstaVote” for casting your vote during the remote e-Voting period or voting during the meeting.</li> </ul>
<p><b>Individual Shareholders (holding securities in demat mode) &amp; login through their depository participants</b></p>	<ul style="list-style-type: none"> <li>• You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility.</li> <li>• Once login, you will be able to see e-Voting option. Once you 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 name i.e. LINKINTIME and you will be redirected to e-Voting service provider “InstaVote” website for casting your vote during the remote e-Voting period or voting during the meeting.</li> </ul>

**Institutional shareholders:**

Institutional shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on the e-voting system of LIIPL at <https://instavote.linkintime.co.in> and register themselves as '**Custodian / Mutual Fund / Corporate Body**'. They are also required to upload a scanned certified true copy of the board resolution / authority letter / power of attorney etc. together with attested specimen signature of the duly authorised representative(s) in PDF format in the '**Custodian / Mutual Fund / Corporate Body**' login for the Scrutinizer to verify the same.

Shareholders facing any technical issue in login may contact Link Intime INSTAVOTE helpdesk by sending a request at [enotices@linkintime.co.in](mailto:enotices@linkintime.co.in) or contact on: - Tel: 022 – 4918 6000.

**Individual Shareholders holding securities in demat mode with NSDL/ CDSL have forgotten the password:**

Shareholders/ members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned depository/ depository participants website.

- It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.

**Helpdesk for Individual Shareholders holding securities in demat mode:**

In case shareholders/ members holding securities in demat mode have any technical issues related to login through Depository i.e. NSDL/ CDSL, they may contact the respective helpdesk given below:

<b>Login type</b>	<b>Helpdesk details</b>
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 <a href="mailto:evoting@nsdl.co.in">evoting@nsdl.co.in</a> or call at toll free no.: 1800 1020 990 and 1800 22 44 30
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 <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or contact at 022-23058738 or 22-23058542-43.

## EXPLANATORY STATEMENT

As required under Section – 102 of the Companies Act, 2013 [“Act”], the following explanatory statement sets out all material facts relating to business mentioned under item no. 5 of the accompanying Notice:

### **Item No.: 5**

The Board of Directors of the Company, on the recommendation of the Audit Committee, at its Meeting held on May 27, 2023, has considered and approved the appointment of M/s. Board Sanjay, B & Associates, Cost Accountants, as the Cost Auditor of the Company for the financial year 2023-24 at a remuneration of Rs. 35,000/- [Rupees Thirty-Five Thousand only] plus GST.

Pursuant to Section – 143(3) of the Companies Act, 2013 read with Rule 14 of the Companies [Audit and Auditors] Rules, 2014, the remuneration, as approved by the Board of Directors of the Company on the recommendation of the Audit Committee, is required to be subsequently ratified by the members of the Company.

The resolution as at item no. 5 of the Notice is therefore set out as Ordinary Resolution for approval and ratification by the members.

None of the directors and/or Key Managerial Personnel [KMP] of the Company and their relatives is concerned or interested financially or otherwise in the resolution set out at item no. 5 of the Notice.

**Place: Metoda, Rajkot**  
**Date: 11<sup>th</sup> August, 2023**

**MACPOWER CNC MACHINES LIMITED**

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**[Rupesh J. Mehta]**  
**Chairman & Managing Director**  
**DIN: 01474523**

**Annexure-A****Details of Directors seeking appointment/re-appointment at forthcoming 20th AGM**

[Pursuant to Regulation 36(3) and 26(4) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015]

<b>Name of Director</b>	<b>Mrs. Riyaben R. Mehta</b>
Date of Birth	25/05/1974
Date of Appointment	01/04/2004
Education Qualification	12 <sup>th</sup> Commerce
Expertise in Specific functional area	Mrs. Riyaben R. Mehta, Promoter Non-Executive Director: <ul style="list-style-type: none"> <li>➤ She is associated with the Human Resource related activities of the company</li> <li>➤ She has 16 years of experience in the field of Human Resource Management</li> </ul>
Disclosure of relationship between directors inter -se	Mr. Rupesh J. Mehta, Chairman & Managing Director of the Company (Husband)
Terms and conditions of appointment/ continuation of Directorship	Liable to retire by rotation.
Details of last remuneration drawn (FY23)	Nil
Details of proposed remuneration	Nil
Number of Board Meetings Attended	Detail is given in the Board's Report.
Chairmanship/Membership of the Statutory Committee(s) of Board of Directors of the Company	Member of Nomination and Remuneration Committee
List of public companies in which Directorship held	Macpower CNC Machines Limited
Chairmanship/Membership of the Statutory Committee(s) of Board of Directors of other Listed Companies	Nil
Shareholding in the Company	18,14,982 Equity Shares (i.e.18.14%)

**Place: Metoda, Rajkot**  
**Date: 11<sup>th</sup> August, 2023**

**MACPOWER CNC MACHINES LIMITED**

\_\_\_\_\_  
**[Rupesh J. Mehta]**  
**Chairman & Managing Director**  
**DIN: 01474523**

**MACPOWER CNC MACHINES LIMITED**

CIN: L30009GJ2003PLC043419

Registered Office: Plot No. 2234, Near Kranti Gate, GIDC Metoda – 360 021, Talu-Lodhika,  
Dist.-Rajkot, Gujarat, India

Tel: +91 2827 287930; Email: [cs@macpowercnc.com](mailto:cs@macpowercnc.com);

website: [www.macpowercnc.com](http://www.macpowercnc.com)

**Form MGT-11**

**Proxy Form**

[Pursuant to Section 105(6) of the Companies Act, 2013 and Rule 19(3) of the Companies (Management and Administration) Rules, 2014]

Name of the member(s)		Email ID	
Address		Folio No./ BO ID	

I / We, being the holder/s of \_\_\_\_\_ equity shares of Macpower CNC Machines Limited, hereby appoint:

Name		Signature	
Address			
Email			

or failing him/her;

Name		Signature	
Address			
Email			

or failing him/her;

Name		Signature	
Address			
Email			

and whose signature(s) is appended below as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 20<sup>th</sup> Annual General Meeting of the Company, to be held on the **Friday, September 22, 2023** at **02:00 P.M.** at Plot No. 2234, Near Kranti Gate, GIDC Metoda – 360 021, Talu-Lodhika, Dist-Rajkot, Gujarat, India and at any adjournment thereof in respect of such resolutions as are indicated below:

\*\*I wish my above Proxy to vote in the manner as indicated in the box below:

Resolution No.	Particulars	For	Against
1.	To receive, consider and adopt the Audited Standalone Financial Statements of the Company for the financial year ended on March 31, 2023, together with the Report of the Board of Directors and Auditor's thereon. .		
2.	To declare final dividend for the financial year ended March 31, 2023.		
3.	To appoint a Director in place of Mrs. Riyaben R. Mehta [DIN: 01603726] who retires by rotation and, being eligible, offers herself for re-appointment.		
4.	To reappoint Statutory Auditors of the Company for the second term of five Consecutive years from conclusion of 20th AGM until conclusion of 25th AGM		
5.	To ratify Remuneration of Cost Auditor for F.Y. 2023-24.		

\*Applicable for investors holding shares in electronic form.

\*\*This is Optional

Signed this \_\_\_\_\_ day of \_\_\_\_\_, 2023

\_\_\_\_\_  
Signature of Member                      Signature of Proxy Holder

Please affix  
Revenue Stamp  
of Re. 1

**Notes:**

- i. This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Meeting.*
- ii. \*\*It is optional to indicate your preference. If you leave the 'For' or 'Against' blank against any or all resolutions, your Proxy will be entitled to vote in the manner as he/she may deem appropriate.*

**Macpower CNC Machines Limited**

Registered Office: Plot No. 2234, Near Kranti Gate, GIDC Metoda – 360 021,  
Talu-Lodhika, Dist-Rajkot, Gujarat, India  
Tel: +91 2827 287930; Email: [cs@macpowercnc.com](mailto:cs@macpowercnc.com);  
website: [www.macpowercnc.com](http://www.macpowercnc.com)  
CIN: L30009GJ2003PLC043419

**ATTENDANCE SLIP**

**PLEASE FILL ATTENDANCE SLIP AND HAND IT OVER AT THE ENTRANCE OF  
THE MEETING HALL**

Name of the Member:			
Address of the Member:			
DP ID*:		Folio No:	
Client ID*:		No. of Shares	

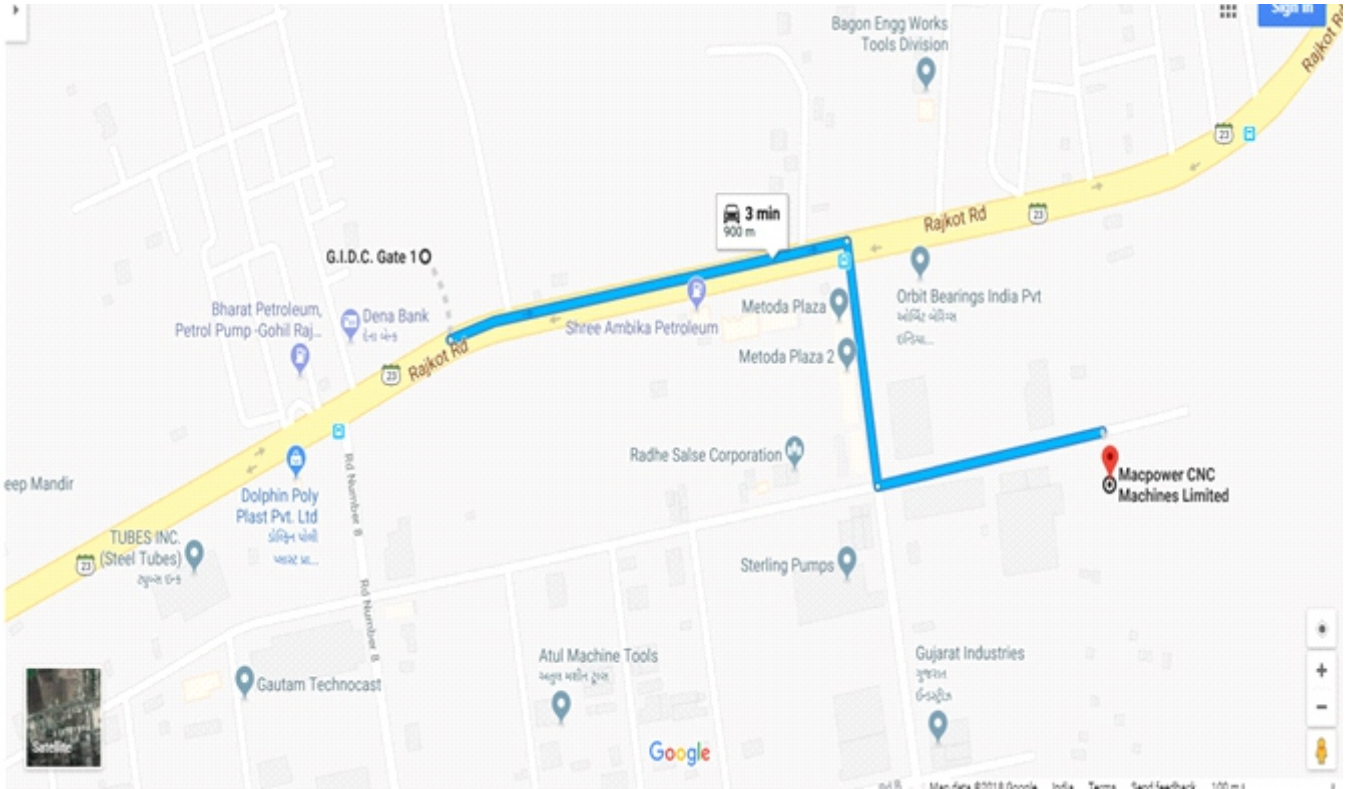
I hereby record my presence at the 20<sup>TH</sup> ANNUAL GENERAL MEETING of the Company held on **Friday, September 22, 2023** at **02:00 P.M.** at Plot No. 2234, Near Kranti Gate, GIDC Metoda – 360 021, Talu-Lodhika, Dist-Rajkot, Gujarat, India.

\_\_\_\_\_  
Signature of member/Proxy holder(s)

\*Applicable for investors holding shares in electronic form.



## Route Map for the Venue of 20th Annual General Meeting



**Venue of AGM:** Plot No. 2234, Near Kranti Gate, GIDC Metoda – 360 021, Talu. -Lodhika, Dist.-Rajkot, Gujarat, India

**Date of AGM-** Friday, September 22, 2023.

**Time of AGM:** 02:00 P.M.