



CIN No.: L30009GJ2003PLC043419 | MSME PART-II No.: 24-009-12-01046

MACPOWER CNC MACHINES LIMITED

Converted from MACPOWER CNC MACHINES PRIVATE LIMITED to
MACPOWER CNC MACHINES LIMITED (W.E.F. 16th NOVEMBER, 2017)

June 26, 2020

To,
National Stock Exchange of India Limited
Exchange Plaza, Plot No. C/1, G - Block,
Bandra Kurla Complex,
Bandra (East),
Mumbai - 400 051

Symbol: **MACPOWER**

Series: **SM**

Sub: Compliance under Regulation 44(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

Pursuant to Regulation 44(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, we would like to inform you that all the resolutions set out in the Postal Ballot Notice dated May 22, 2020 were passed with requisite majority by the shareholders.

The Scrutinizer's Report is attached as **Annexure 1**.

Kindly take the same on record and oblige.

For and on behalf of
Macpower CNC Machines Limited


Sagar Rameshbhai Rajyaguru
Company Secretary & Compliance Officer



Encl: As above



SCRUTINIZER'S REPORT
POSTAL BALLOT (E-VOTING)

To,
The Chairman,
MACPOWER CNC MACHINES LIMITED
(Previously known as MACPOWER CNC MACHINES PRIVATE LIMITED)
(CIN:L30009GJ2003PLC043419)
Plot No. 2234,Nr. Kranti Gate,
GIDC Metoda,
Tal. – Lodhika,
Dist. Rajkot - 360021

SUB: Submission of Scrutinizer's Report for Electronic Voting Process in respect of passing of resolutions contained in the Postal Ballot Notice dated 22nd May, 2020,pursuant to provision of section 108 and Section 110 of the Companies Act, 2013 read with Rule 20 and Rule 22 of the Companies (Management and Administration)Rules, 2014 and read with the General Circular No. 14/2020 dated April 8, 2020 and the General Circular No. 17/2020 dated April 13, 2020, in relation to "Clarification on passing of ordinary and special resolutions by Companies under the Companies Act, 2013 and the rules made thereunder on account of the threat posed by Covid - 19" issued by the Ministry of Corporate Affairs, Government of India (**'the MCA Circulars'**)

Dear Sir,

I, Kalpesh P. Rachchh, Practicing Company Secretary, Proprietor of K.P. RACHCHH & Co.,317-Krishna Con –Arch-II, 3rd Floor, Tagore Road, Rajkot - 360002 have been appointed as Scrutinizer by the Board of Directors of MACPOWER CNC MACHINES LIMITED, the Company (CIN: L30009GJ2003PLC043419) on 22nd May, 2020 for conducting the Postal Ballot (e-voting process) through Central Depository Services (India) Limited (CDSL) in a fair and transparent manner and ascertaining the results of e-voting carried out as per the provisions of Section 108 and 110 of the Companies Act,2013 read with Rule 20 and 22 of Companies (Management and Administration) Rules, 2014 on the Resolutions contained in the Postal Ballot Notice dated 22nd May, 2020.

In Furtherance, as per terms of General Circular No. 14/2020 dated April 8, 2020 and the General Circular No. 17/2020 dated April 13, 2020, in relation to "Clarification on passing of ordinary and special resolutions by Companies under the Companies Act, 2013 and the rules made thereunder on account of the threat posed by Covid - 19" issued by the Ministry of





Corporate Affairs, Government of India (**'the MCA Circulars'**), due to current extraordinary circumstances due to COVID-19 pandemic requiring social distancing, Companies are advised to take all decisions requiring members' approval, other than items of ordinary business or business where any person has a right to be heard, through the mechanism of postal ballot/e-voting in accordance with the provisions of the Companies Act and rules made thereunder, without holding a general meeting that requires physical presence of members at a common venue. MCA has clarified that for companies that are required to provide e-voting facility under the Companies Act, 2013, while they are transacting any business(s) only by postal ballot up to June 30, 2020 or till further orders, whichever is earlier, the requirements provided in Rule 20 of the Companies (Management and Administration) Rules, 2014 as well as the framework provided in the MCA Circulars will be applicable *mutatis mutandis*. This Postal Ballot is accordingly being initiated in compliance with the MCA Circulars and in compliance with the requirements of the MCA Circulars, the hard copy of Postal Ballot Notice along with Postal Ballot Forms and pre-paid business envelope is not send to the members for this Postal Ballot and the communication of assent / dissent of the members will only take place through the remote e-voting system.

Accordingly, the Company through its RTA has send Postal Ballot Notice by email to all its shareholders as on dated 22nd May, 2020(cut-off date) who have registered their email addresses with the Company or depository / depository participants and completed the process of sending Postal Ballot Notice through E-mail on 26th May, 2020.

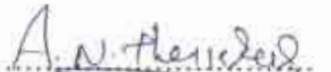
I hereby submit my report as under:

- 1) The Company has availed the e-voting facility offered by Central Depository Services (India) Limited (CDSL) for conducting remote e-voting by the Shareholders of the Company.
- 2) The e-voting period opened at 9:00 a.m. on Wednesday on 27thMay, 2020 and closed at 5:00 p.m. on Thursday on 25th June, 2020.
- 3) The Members of the Company holding shares as on 22nd May, 2020 were entitled to vote on the resolutions (Items no. 1 to 3) as set out in the Postal Ballot Notice dated 22nd May, 2020.





- 4) As stated in sub rule 3 of Rule 22 of the Companies (Management and Administration) Rules, 2014, an advertisement was published by the Company in each in **The Economic Times** (English) and **The Economic Times** (Gujarati) on 27th May, 2020 informing about the completion of electronic transmission of Postal Ballot Notice to the Members along with other related matters mentioned therein.
- 5) The e-voting results with details of equity shareholders who have voted in favour of the Resolutions or against the Resolutions and those who have abstained from voting were downloaded from the website of Central Depository Services (India) Limited i.e. (www.evotingindia.com).
- 6) The votes cast were unblocked and finalized at 17:15 p.m. on 25th June, 2020 in the presence of Mr. Ankit N. Thakrar and Mr. Jignesh J. Sojitra who were not employees of the Company. They have signed below in confirmation of the votes being unblocked in their presence:


(Mr. Ankit N. Thakrar)


(Mr. Jignesh J. Sojitra)

- 7) I have scrutinized and reviewed the remote e-voting and votes tendered therein based on the data downloaded from the CDSL e-Voting System.
- 8) All the records relating to electronic voting shall remain in our safe custody and the same will be handed over to the Company Secretary for safe keeping till the resolution is given effect to.
- 9) The summary of the e-voting for each of the resolution is given below:

RESOLUTION NO. 1									
Nature of Resolution		Ordinary Resolution							
Subject Matter		Increase in Authorized Share Capital of the Company and Consequent Alteration in the Memorandum of Association of the Company.							
Type of Voting		Postal Ballot (Through E-Voting Only)							
		Assent (For)			Dissent (Against)			Invalid Votes	
Total No. of Votes Casted	No. of Members voted	No. of Valid Votes Casted	% of total no. of valid Votes in favor	No. of Members voted	No. of Valid Votes Casted	% of total no. of valid Votes in against	No. of Members whose votes were declared invalid	No. of Invalid Votes casted	
7781500	27	7781500	100%	NIL	NIL	NIL	NIL	NIL	





RESOLUTION NO. 2								
Nature of Resolution	Ordinary Resolution							
Subject Matter	Issue of Bonus Shares							
Type of Voting	Postal Ballot (Through E-Voting Only)							
	Assent (For)			Dissent (Against)			Invalid Votes	
Total No. of Votes Casted	No. of Members voted	No. of Valid Votes Casted	% of total no. of valid Votes in favor	No. of Members voted	No. of Valid Votes Casted	% of total no. of valid Votes in against	No. of Members whose votes were declared invalid	No. of Invalid Votes casted
7781500	27	7781500	100%	NIL	NIL	NIL	NIL	NIL

RESOLUTION NO. 3								
Nature of Resolution	Special Resolution							
Subject Matter	Migration of the Company from SME Platform of National Stock Exchange of India Limited to Main Board of National Stock Exchange of India Limited							
Type of Voting	Postal Ballot (Through E-Voting Only)							
	Assent (For)			Dissent (Against)			Invalid Votes	
Total No. of Votes Casted by PROMOTER	No. of Members voted	No. of Valid Votes Casted	% of total no. of valid Votes in favor	No. of Members voted	No. of Valid Votes Casted	% of total no. of valid Votes in against	No. of Members whose votes were declared invalid	No. of Invalid Votes casted
6848000	7	6848000	100%	NIL	NIL	NIL	NIL	NIL
Total No. of Votes Casted by PUBLIC	No. of Members voted	No. of Valid Votes Casted	% of total no. of valid Votes in favor	No. of Members voted	No. of Valid Votes Casted	% of total no. of valid Votes in against	No. of Members whose votes were declared invalid	No. of Invalid Votes casted
933500	20	933500	100%	NIL	NIL	NIL	NIL	NIL





In accordance with the Regulation 277 of SEBI (Issue of Capital and Disclosure Requirements) Regulations 2018, the Resolution shall be acted upon if and only if the votes cast by shareholders other than promoters in favour of the proposal, amount to at least two times the number of votes cast by shareholders other than promoter shareholders against the proposal.

Accordingly for Item No. 3 – Special Resolution votes of the Promoters (Including Promoter Group) are not counted for the passing of Resolution. And the number of votes casted in favour of the resolution by Public shareholder (i.e. 100%) are more than two times of the votes casted in against of the resolution by the Public shareholders (i.e.0%).

Hence, I Report that the above all resolutions as set out in the Notice of Postal Ballot dated May 22, 2020 has been passed by the Shareholders with requisite majority.

Date : 26-06-2020

Place : Rajkot.

UDIN: F005156B000383831



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

(CS Kalpesh P. Rachchh)
Proprietor

Membership No: F5156
COP No.: 3974