



MACPOWER CNC MACHINES LIMITED

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

August 31, 2019

To,
Listing Compliance Department,
National Stock Exchange of India Limited,
Exchange Plaza, C-1, Block G,
Bandra Kurla Complex [BKC],
Bandra [East], Mumbai - 400 051,
Maharashtra, India

Symbol: MACPOWER
Series: SM

Subject: Notice of 16th Annual General Meeting of the Company

Respected Sir/Ma'am,

With reference to Regulation 30 of SEBI [Listing Obligations and Disclosure Requirements] Regulations, 2015, we hereby enclose Notice to the 16th Annual General Meeting of the Company. 16th Annual General meeting is to be convened on September 28, 2019 on Saturday at 4:00 p.m. at the Registered office of the Company situated at Plot No. 2234, Near Kranti Gate, GIDC Metoda, - 360 021, Talu-Lodhika, Dist - Rajkot, Gujarat, IN.

Further the same is also available on the website of the Company at the link www.macpowercnc.com.

This is for your kind perusal and members' information.

Please take the same on your record and acknowledge us the receipt.

Thanking You,

For and on behalf of
Macpower CNC Machines Limited


[Rupesh J. Mehta]
Managing Director

DIN: 01474523



Encl: As above

NOTICE

NOTICE is hereby given that the **SIXTEENTH [16th] ANNUAL GENERAL MEETING** of MACPOWER CNC MACHINES LIMITED [Previously known as MACPOWER CNC MACHINES PRIVATE LIMITED], CIN: L30009GJ2003PLC043419, will be held at the Registered Office of the Company situated at PLOT NO. 2234, NEAR KRANTI GATE, GIDC METODA – 360 021, TALU-LOADHIKA, DIST-RAJKOT, GUJARAT, INDIA on **Saturday, September 28, 2019** at **04:00 P.M.** to transact the following business;

ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Financial Statements of the Company for the financial year ended on March 31, 2019, together with the Report of the Board of Directors and Auditor's thereon.
2. To declare dividend on the Equity Shares of the Company for the financial year 2018-19 to the Equity shareholders except to those who have waived entitlement to dividend.
3. To appoint a Director in place of Mr. Nikesh J. Mehta [DIN: 01603779] who retires by rotation and, being eligible, offers himself for re-appointment.

SPECIAL BUSINESS:

4. 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 INR 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 2019-20, as approved by the Board of Directors of the Company, be and is hereby ratified.”

Notes:

1. The relative Explanatory Statement for Special Business Item No. 4, 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.

2. **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.

3. Corporate Members intending to send their authorised representative to attend the AGM are requested to send a certified copy of the Board Resolution to the Company, authorizing them to attend and vote on their behalf at the AGM.
4. Members, Proxies and Authorised 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.
5. The Company has fixed **Friday, September 20, 2019** as the '**Record Date**' for determining entitlement of members to final dividend for the financial year ended March 31, 2019.
6. If the final dividend, as recommended by the Board of Directors, is approved at the AGM, payment of such dividend will be made on or before **October 27, 2019** as under:

To all beneficial owners in respect of shares held in dematerialized form as per the data as may be made available by the National Securities Depository Limited [NSDL] and the Central Depository Services (India) Limited [CDSL] as of the close of the business hours on, Friday, September 20, 2019.

7. 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"].
8. 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., to their DPs or RTAs.

9. 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.
10. 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, so as to enable the Management to keep the information ready at the AGM.
11. 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.
12. This Notice along with Annual Report 2018-19 is being sent to all the Members of the Company, whose name appears in the Register of Members/List of Beneficiaries received from the depositories on the end of **August 16, 2019**.
13. Notice of the AGM along with the Annual Report 2018-19 is being sent by electronic mode to those Members whose email addresses are registered with the Depositories/RTA, unless any member has requested for a physical copy of the same. For members who have not registered their email addresses, physical copies are being sent by the permitted mode. Members may note that the Notice and Annual Report 2018-19 will also be available on the Company's website <https://www.macpowercnc.com/> and on the website of CDSL at www.evotingindia.com.
14. At the 15th AGM held on September 22, 2018 the members approved appointment of M/s. S. C. MAKHECHA & ASSOCIATES, Chartered Accountants [Firm Registration No. 120184W] as Statutory Auditors of the Company to hold office for a period of five years from the conclusion of that AGM till the conclusion of the 20th AGM Accordingly, no resolution is being proposed for appointment/ re-appointment of statutory auditors at this 16th AGM.
15. 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.
16. The route map showing directions to reach the venue of the 16th AGM is annexed.
17. Voting through electronic means:

As per Notification issued by Ministry of Corporate Affairs dated 19th March, 2015 with reference to the Companies (Management and Administration) Rules, 2014 and as per Secretarial Standard, Companies covered under Chapter XB and XC as per SEBI (ICDR) Regulations, 2009, will be exempted from E-Voting provisions. Our Company is covered under Chapter XB since it is listed on SME platform of NSE EMERGE. However, Company is voluntarily providing E-voting facilities to its Members.

In compliance with the provision of Section – 108 of Act, read with Rule 20 of the Companies [Management and Administration] Rules, 2014, as amended from time to time, and Regulation 44 of the SEBI Listing Regulations, the Members are provided with the facility to cast their vote electronically, through the e-voting services provided by CDSL, on all the resolutions set forth in this Notice. The instructions for e-voting are given herein below.

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 within a period of not exceeding three (3) working days from the conclusion of the e-voting period unblock the votes in the presence of at least two (2) witnesses not in the employment of the Company and make a Scrutinizer's Report of the votes cast in favour or against, if any, forthwith to the Chairman of the Company.

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 instructions for shareholders voting electronically are as under:

- I. The voting period begins on **September 24, 2019** at **10:00 AM** and ends on **September 27, 2019** at **05:00 PM**. During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of **September 20, 2019** may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- II. The shareholders should log on to the e-voting website www.evotingindia.com.
- III. Click on Shareholders.
- IV. Now Enter your User ID
 - a. For CDSL: 16 digits beneficiary ID,
 - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - c. Members holding shares in Physical Form should enter Folio Number registered with the Company.
- V. Next enter the Image Verification as displayed and Click on Login.

- VI. If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any company, then your existing password is to be used.
- VII. If you are a first time user follow the steps given below:

	For Members holding shares in Demat Form and Physical Form
PAN	<p>Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)</p> <p>Members who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number which is printed on Attendance Slip indicated in the PAN field.</p>
Dividend Bank Details OR Date of Birth (DOB)	<p>Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login.</p> <p>If both the details are not recorded with the depository or company please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (iv).</p>

- VIII. After entering these details appropriately, click on “SUBMIT” tab.
- IX. Members holding shares in physical form will then directly reach the Company selection screen. However, members holding shares in demat form will now reach ‘Password Creation’ menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- X. For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- XI. Click on the EVSN for the relevant MACPOWER CNC MACHINES LIMITED on which you choose to vote.
- XII. On the voting page, you will see “RESOLUTION DESCRIPTION” and against the same the option “YES/NO” for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- XIII. Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.

- XIV. After selecting the resolution you have decided to vote on, click on “SUBMIT”. A confirmation box will be displayed. If you wish to confirm your vote, click on “OK”, else to change your vote, click on “CANCEL” and accordingly modify your vote.
- XV. Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- XVI. You can also take a print of the votes cast by clicking on “Click here to print” option on the Voting page.
- XVII. If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- XVIII. **Shareholders can also use Mobile app - “m - Voting” for e voting. Shareholders may log in to m - Voting using their e voting credentials to vote for the company resolution(s).**
- XIX. **Note for Non – Individual Shareholders and Custodians**
- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to www.evotingindia.com and register themselves as Corporates.
 - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
 - After receiving the login details, user would be able to link the account(s) for which they wish to vote on.
 - The list of accounts linked in the login should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
 - A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
- XX. In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions (“FAQs”) and e-voting manual available at www.evotingindia.com, under help section or write an email to helpdesk.evoting@cdslindia.com.

Other Instructions:

- (a) The e-voting period commences on Tuesday, September 24, 2019 [10:00 a.m. IST] and ends on Friday, September 27, 2019 [05:00 p.m. IST]. During this period, members holding shares in dematerialized form, as on Friday, September 20, 2019 i.e. cut-off date, may cast their vote electronically. The e-voting module shall

be disabled by CDSL for voting thereafter. 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.

- (b) The voting rights of members shall be in proportion to their shares in the paid-up capital of the Company as on the cut-off date. A person, whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories as on the cut-off date only shall be entitled to avail the facility of voting, either through remote e-voting or voting at the AGM through electronic voting system or poll paper.
- (c) Any person, who acquires shares of the Company and becomes a member of the Company after dispatch of the Notice and holding shares as of the cut-off date, may obtain the login ID and password by sending a request at helpdesk.evoting@cdslindia.com. However, if he/she is already registered with CDSL for remote e-voting then he/she can use his/her existing user ID and password for casting the vote.
- (d) The Scrutinizer shall, immediately after the conclusion of voting at the AGM, first count the votes cast at the meeting, thereafter 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, not later than 48 hours of conclusion of the AGM, a consolidated Scrutinizer's Report of the total votes cast in favour or against, if any, to the Chairman or a person authorised by him in writing, who shall countersign the same.
- (e) The result declared along with the Scrutinizer's Report shall be placed on the Company's website www.macpowercnc.com and on the website of CDSL www.evotingindia.com immediately. The Company shall simultaneously forward the results to National Stock Exchange of India Limited, where the share of the Company is listed.

Place: Metoda, Rajkot
Date: August 19, 2019

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

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

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. 4 of the accompanying Notice:

Item No.: 4

The Board of Directors of the Company, on the recommendation of the Audit Committee, at its Meeting held on May 20, 2019, 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 2019-20 at a remuneration of INR 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. 4 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. 4 of the Notice.

Place: Metoda, Rajkot

Date: August 19, 2019

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

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

ANNEXURE

Brief profile of director seeking Re-appointment in forthcoming Annual General Meeting [16th AGM]

Name of Director	Nikesh J. Mehta
Date of Birth	27/12/1978
Date of Appointment	31/12/2003 [Appointed as Whole-Time Director w.e.f.17/11/2017]
Education Qualification	Bachelor of Commerce
Expertise in Specific functional area	<ul style="list-style-type: none"> • He has been on the Board of the Company since inception and has around 15 years of experience in the Machine Tools Industry. • He has expertise in Techno-Commercial Management and looks after the Machine Shop, Application and Purchase departments operations of the Company.
Disclosure of relationship between directors inter-se	Mr. Rupesh Mehta [Brother]
List of public companies in which Directorship held	Macpower CNC Machines Limited
Chairman/Member of the committees	Member –Corporate Social Responsibility Committee and Stakeholders Relationship Committee
Chairman/Member of the committees of Directors of other Companies	NIL
No. of shares held in this Company	11,96,400 shares

MACPOWER CNC MACHINES LIMITED*[Formerly known as Macpower CNC Machines Private Limited]*

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

Tel: +91 2827 287930/31/32; Email: info@macpowercnc.com; website: www.macpowercnc.com

CIN: L30009GJ2003PLC043419

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 16th Annual General Meeting of the Company, to be held on the **Saturday, September 28, 2019 at 04:00 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	Consider and adopt: the audited Standalone Financial Statement of the Company for the year ended on March 31, 2019, and the report of the Board of Directors and Auditors thereon.		
2	To declare dividend on the Equity Shares of the Company for the financial year 2018-19 to the Equity shareholders except to those who have waived entitlement to dividend.		
3	Appoint a Director in place of Mr. Nikesh J. Mehta, who retires by rotation and being eligible, offers himself for re-appointment.		
4	Approve Remuneration of Cost Auditor for F.Y. 2019-20.		

*Applicable for investors holding shares in electronic form.

**This is Optional

Signed this _____ day of _____, 2019

Signature of Member

Signature of Proxy Holder

Please affix
Revenue
Stamp of
Re. 1.

Notes:

- 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.*
- **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
[Formerly known as Macpower CNC Machines Private Limited]

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

Tel: +91 2827 287930/31/32; Email: info@macpowercnc.com; website: www.macpowercnc.com

CIN: L30009GJ2003PLC043419

ATTENDANCE SLIP

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

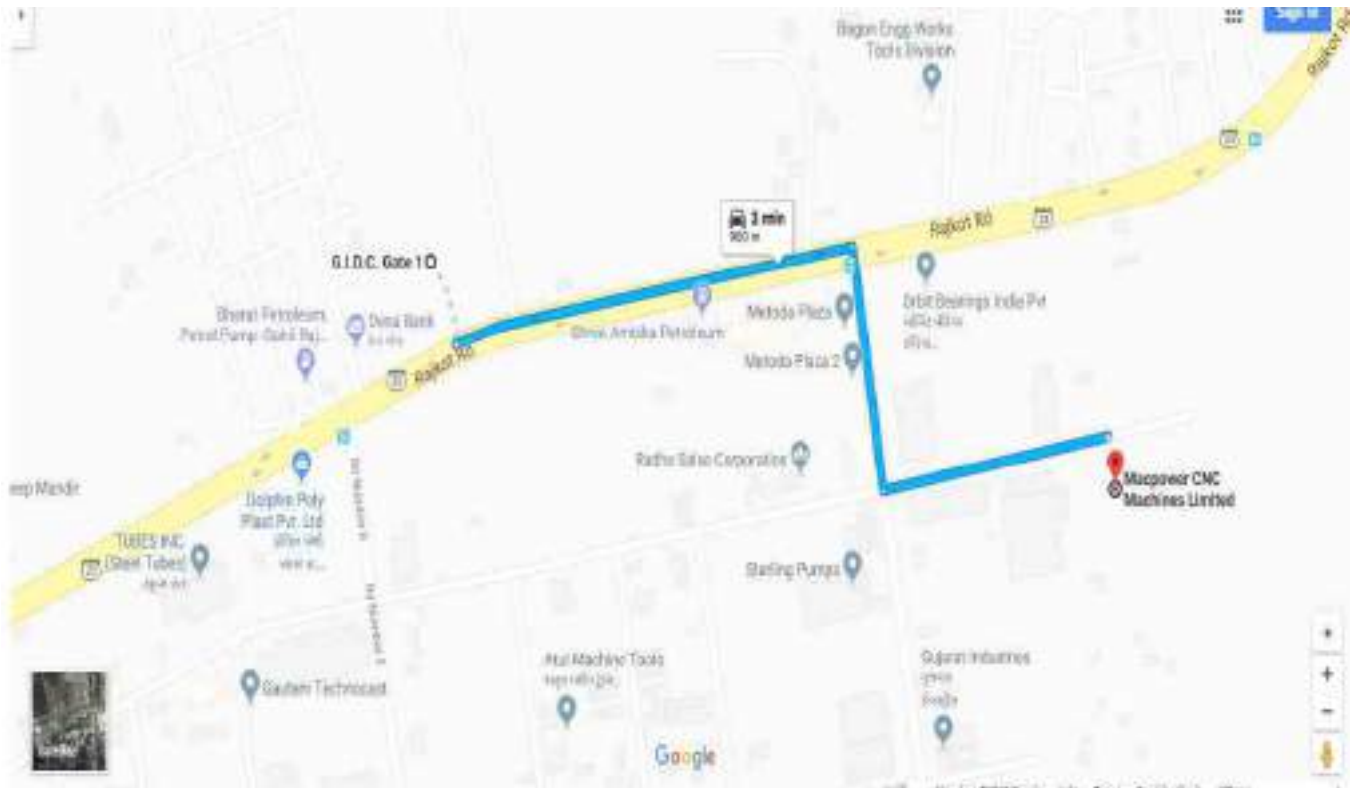
Name of the Member:			
Address of the Member:			
DP ID*:		Folio No:	
Client ID*:		No. of Shares	

I hereby record my presence at the 16th ANNUAL GENERAL MEETING of the Company held on **Saturday, September 28, 2019** at **04:00 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 Annual General Meeting



Venue of AGM: Plot No. 2234, Near Kranti Gate, GIDC Metoda – 360 21, Talu. -Lodhika, Dist.- Rajkot, Gujarat, India

Date of AGM - Saturday, September 28, 2019

Time of AGM: 04:00 P.M.