

**August 25, 2025**

To,  
**Listing Compliance Department,**  
**National Stock Exchange of India Limited**  
Exchange plaza, Plot No. C/1, G Block,  
Bandra Kurla Complex (BKC), Bandra (E),  
Mumbai-400 051, Maharashtra, IN

**Symbol: MACPOWER      Series: EQ      ISIN: INE155Z01011**

**Subject: Notice convening the 22<sup>nd</sup> Annual General Meeting.**

Pursuant to Regulation 30 and Regulation 34 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, we submit herewith the Notice convening the 22<sup>nd</sup> Annual General Meeting of the Company scheduled to be held on Wednesday, September 17, 2025 at 2.00 p.m. (IST) at the registered office of the company situated at Plot No.2234, Nr. Kranti Gate, GIDC METODA, Tal Lodhika, Dist. Rajkot, Gujarat- 360021.

The Company has sent the same through electronic mode to the members who have registered their E-Mail IDs with the Company's R & TA/Depository Participants. For the members who have not registered email id, dispatched physical letter for Web-link of Annual Report for the Financial Year 2024-25 including AGM notice in compliance with Regulation 36(1)(b) of the SEBI (Listing Obligations and Disclosures Requirements), 2015 ["Listing Regulations"] to such Members.

**AGM Notice & Annual Report:**

The Annual Report and AGM Notice are available on the Company's website: [www.macpowercnc.com](http://www.macpowercnc.com) and the same can be accessed / viewed by clicking the below links:

Notice of 22 <sup>nd</sup> AGM	Annual Report for FY 2024-25
<a href="#">Click here</a>	<a href="#">Click here</a>

This is for the information of the exchange and the members.

Thanking you,  
Yours Faithfully,  
For **MACPOWER CNC MACHINES LIMITED**

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

**Encl: As above**



+91 2827 287930/31  
+91 7998 7998 16



[sales@macpowercnc.com](mailto:sales@macpowercnc.com)



**REGD. OFFICE :**

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

# 22<sup>nd</sup> AGM NOTICE

## **NOTICE**

NOTICE IS HEREBY GIVEN THAT THE **TWENTY SECOND [22<sup>ND</sup>] ANNUAL GENERAL MEETING** OF MACPOWER CNC MACHINES LIMITED WILL BE HELD ON **WEDNESDAY, SEPTEMBER 17, 2025 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, 2025, 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, 2025 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, 2025**, 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, 2025 and the said dividend be paid out of the profits of the Company 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 Mr. Nikesh Jagdish Mehta [DIN: 01603779] who retires by rotation and, being eligible, offers himself 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, Mr. Nikesh Jagdish Mehta [DIN: 01603779], who retires by rotation at this meeting be and is hereby appointed as a Director of the Company whose period of office shall be liable to determination by retirement of Directors by rotation."

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### SPECIAL BUSINESS:

4. **To ratify Remuneration of Cost Auditor for Financial Year 2025-26**, 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. 40,000 [Rupees Forty Thousand only] plus GST, to be paid to M/s. Borad Sanjay B & Associates [Firm Registration no. 102408], Cost Auditor of the Company, for the financial year 2025-26, as approved by the Board of Directors of the Company, be and is hereby ratified.”

5. **To appoint M/s. K. P. Rachchh & Co., Practicing Company Secretaries as Secretarial Auditor of the Company for a term of five Consecutive years**, 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 provision of Regulation 24A of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (SEBI Listing Regulations), Section 204 of the Companies Act, 2013 read with the rules made thereunder including any amendments thereto and based on the recommendation of the Audit Committee and the Board of Directors of the Company, M/s. K. P. Rachchh & Co., Practicing Company Secretaries having Firm Registration number S2001GJ741100 and Peer review certificate No. 6681/2025 be and is hereby appointed as Secretarial Auditor of the Company for a term of five consecutive years to hold office from the conclusion of this Annual General Meeting till the conclusion of the 27<sup>th</sup> Annual General Meeting of the Company to be held in the year 2030, to conduct Secretarial Audit of the Company in terms of Section 204 and other applicable provisions of the Companies Act, 2013 read with Regulation 24A and other applicable provisions of the SEBI Listing Regulations, for the period beginning from the Financial Year 2025-26 through the Financial Year 2029-30 and Mr. Rupesh Jagdishbhai Mehta (DIN: 01474523), Chairman and Managing Director of the Company be and is hereby authorized to fix Secretarial audit fees and other charges as may be mutually agreed upon in consultation with the Secretarial Auditor of the Company.”

**“RESOLVED FURTHER THAT** The Board of Directors of the Company, (including its committees thereof), be and is hereby authorized to do all such acts, deeds, matters and things as may be deemed proper, necessary, or expedient, including

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filing the requisite forms or submission of documents with any authority or accepting any modifications to the clauses as required by such authorities, for the purpose of giving effect to this resolution and for matters connected therewith, or incidental thereto.”

**6. To reappoint Mr. Rupesh Jagdishbhai Mehta (DIN: 01474523) as a Managing Director of the Company and to fix his remuneration**, to consider and if thought fit, to pass with or without modification, the following resolution as a **Special Resolution**:

**“RESOLVED THAT** pursuant to provisions of Sections 196, 197, 198 and 203 read with Schedule V and other applicable provisions, if any, of the Companies Act 2013, (including any statutory modifications or re-enactment(s) thereof, for the time being in force) and the Articles of Association of the Company and on the recommendation of Nomination and Remuneration Committee and approval of the Board of Directors, subject to such other consents, approvals and permissions if any needed, Mr. Rupesh Jagdishbhai Mehta (DIN: 01474523), be and is hereby re-appointed as Managing Director, for a further period of 5 (Five) years with effect from 1<sup>st</sup> October, 2025, on the terms and conditions hereinafter mentioned and more particularly described in the Agreement submitted to this meeting, with the authority to the Board of directors of the Company to alter the same from time to time and vary the terms and conditions of the said appointment and/or agreement in such manner as the Board may deem fit and as may be acceptable to Mr. Rupesh Jagdishbhai Mehta (DIN: 01474523), the Managing Director of the Company, so long as the alterations are in conformity with the provisions of the Companies Act, 2013:

- (i) Managerial Remuneration of Rs. 3 Lakhs plus GST per month be paid by way of Professional fees/Management Consultancy fees for a period of 5 (Five) years with effect from 1<sup>st</sup> October, 2025, subject to revision with liberty to the Board to alter the same from time to time, so long as the alterations are in conformity with the provisions of Section 196, 197 and Schedule V to the Companies Act, 2013.”

Sitting fees shall not be paid to Managing Director for attending the meetings of the Board of Directors or committees thereof.

- (ii) The Company shall reimburse actual entertainment and traveling expenses incurred by the Managing Director in connection with the Company's business.

**“RESOLVED FURTHER THAT** where in any financial year, during the tenure of the said Managing Director, the company has no profits or profits are inadequate, the aforesaid approved remuneration or remuneration as may be approved by the board of directors of the company from time to time shall be paid and considered as minimum remuneration which shall be within the limit of Schedule V and other applicable provisions of the Companies Act, 2013.”



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**“RESOLVED FURTHER THAT** pursuant to the Articles of Association of the Company, Mr. Rupesh Jagdishbhai Mehta (DIN: 01474523), Managing Director of the Company shall be subject to retirement by rotation.”

**“RESOLVED FURTHER THAT** any of the directors of the Company, be and is hereby authorized to execute and sign the Agreement, including any supplementary agreements as may be required at a future date, on behalf of the Company, with Mr. Rupesh Jagdishbhai Mehta (DIN:01474523), Managing Director of the Company.”

**“RESOLVED FURTHER THAT** any of the directors of the company or chief financial officer (CFO) or Company Secretary (CS) of the Company be and are hereby jointly or severally authorised to do all such acts, deeds, matters and things as they may in their absolute discretion deem necessary, proper or desirable and settle any question, difficulty or doubt that may arise in the said regard and authorized to digitally sign necessary E-forms and get it filled with Ministry of corporate Affairs/Registrar of Companies and to do all acts, deeds, things etc. as may be required to implement the above resolution.”

**7. To reappoint Mr. Nikesh Jagdish Mehta (DIN:01603779) as a Whole-Time Director of the Company and to fix his remuneration,** to consider and if thought fit, to pass with or without modification, the following resolution as a **Special Resolution:**

**“RESOLVED THAT** pursuant to provisions of Sections 196, 197, 198 and 203 read with Schedule V and other applicable provisions, if any, of the Companies Act 2013, (including any statutory modifications or re-enactment(s) thereof, for the time being in force) and the Articles of Association of the Company and on the recommendation of Nomination and Remuneration Committee and approval of the Board of Directors, subject to such other consents, approvals and permissions if any needed, Mr. Nikesh Jagdish Mehta [DIN: 01603779], be and is hereby re-appointed as Whole Time Director of the Company, for a further period of 5 (Five) years with effect from 1<sup>st</sup> October, 2025, on the terms and conditions hereinafter mentioned and more particularly described in the Agreement submitted to this meeting, with the authority to the Board of directors of the Company to alter the same from time to time and vary the terms and conditions of the said appointment and/or agreement in such manner as the Board may deem fit and as may be acceptable to Mr. Nikesh Jagdish Mehta [DIN: 01603779], Whole Time Director of the Company, so long as the alterations are in conformity with the provisions of the Companies Act, 2013:

- (i) Managerial Remuneration of Rs. 2 Lakhs plus GST per month be paid by way of Professional fees/Management Consultancy fees for a period of 5 (Five) years with effect from 1<sup>st</sup> October, 2025, subject to revision with liberty to the Board to alter the same from time to time, so long as the alterations are in conformity with the provisions of Section 196, 197 and Schedule V to the Companies Act, 2013.”

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Sitting fees shall not be paid to Whole Time Director for attending the meetings of the Board of Directors or committees thereof.

- (ii) Company shall reimburse actual entertainment and traveling expenses incurred by the Whole-time Director in connection with the Company's business.

**“RESOLVED FURTHER THAT** where in any financial year, during the tenure of the said Whole Time Director, the company has no profits or profits are inadequate, the aforesaid approved remuneration or remuneration as may be approved by the board of directors of the company from time to time shall be paid and considered as minimum remuneration which shall be within the limit of Schedule V and other applicable provisions of the Companies Act, 2013.”

**“RESOLVED FURTHER THAT** pursuant to the Articles of Association of the Company, Mr. Nikesh Jagdish Mehta [DIN: 01603779], Whole Time Director of the Company shall be subject to retirement by rotation.”

**“RESOLVED FURTHER THAT** any of the directors of the Company, be and is hereby authorized to execute and sign the Agreement, including any supplementary agreements as may be required at a future date, on behalf of the Company, with Mr. Nikesh Jagdish Mehta [DIN: 01603779], Whole time director of the Company.”

**“RESOLVED FURTHER THAT** any of the directors of the company or chief financial officer (CFO) or Company Secretary (CS) of the Company be and are hereby jointly or severally authorised to do all such acts, deeds, matters and things as they may in their absolute discretion deem necessary, proper or desirable and settle any question, difficulty or doubt that may arise in the said regard and authorized to digitally sign necessary E-forms and get it filled with Ministry of corporate Affairs/Registrar of Companies and to do all acts, deeds, things etc. as may be required to implement the above resolution.”

**Place: Metoda, Rajkot**  
**Date: 6<sup>th</sup> August, 2025**

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

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

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### Notes

1. The notice of AGM along with Annual Report for 2024-25 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 **14<sup>th</sup> August, 2025**. In Furtherance, as per the MCA and SEBI Circulars, the Notice of Annual General Meeting with annual report of the year 2024-25 required to send only through electronic mode/ a letter providing a web-link of the same to those members whose name appears in the Register of Members/ list of beneficiaries as on **14<sup>th</sup> August, 2025**. Members may note that the Notice and Annual Report of the year 2024-25 will also be available on the website of the Company at <https://macpowercnc.com/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, MUFG Intime India Private Limited at [ahmedabad@in.mpms.mufg.com](mailto:ahmedabad@in.mpms.mufg.com) 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. 4 to 7 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

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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 and 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 / MUFG Intime India Private Limited or by emailing at [cs@macpowercnc.com](mailto:cs@macpowercnc.com) or [ahmedabad@in.mpms.mufg.com](mailto:ahmedabad@in.mpms.mufg.com), 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. MUFG Intime India Private Limited (MUFG INTIME) at <https://web.in.mpms.mufg.com/formsreg/submission-of-form-15g-15h.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:



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- 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. The details of unpaid and unclaimed dividends are available on the Company's website at <https://macpowercnc.com/unpaid-or-unclaimed-dividend-details/>. Details of unpaid and unclaimed dividends up to September 27, 2024 are also uploaded on the website of the IEPF Authority and can be accessed through the link: [www.iepf.gov.in](http://www.iepf.gov.in). Due dates for transfer to IEPF, of the unclaimed/unpaid dividends for the financial year 2017-18 and thereafter, are given in Board's Report.
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 22<sup>nd</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 **Thursday, 11<sup>th</sup> September, 2025 to Wednesday, 17<sup>th</sup> September, 2025** (both days inclusive) for the purpose of Annual General Meeting and final dividend.

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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 **10<sup>th</sup> September, 2025** 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 **10<sup>th</sup> September, 2025** 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/ MUFG Intime/ Depository Participant.

### **RESIDENT SHAREHOLDERS:**

a) Tax Deductible at Source for Resident Shareholders:

<b>Sr. No.</b>	<b>Particulars</b>	<b>Withholding tax Rate</b>	<b>Documents required (if any)</b>
1.	Valid PAN updated in the Company's Register of Members	10%	No document required If dividend does not exceed Rs. 10,000/-, 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/MUFG Intime/ Depository Participant.  All the shareholders are requested to update, on or before <b>10<sup>th</sup> September, 2025</b> , their PAN with their Depository Participant (if shares are held in electronic form) and Company/ MUFG 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>10<sup>th</sup> September, 2025</b> .

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- 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 / MUFG Intime/ Depository Participant on or before **10<sup>th</sup> September, 2025**.

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 **10<sup>th</sup> September, 2025**, the following document(s), as mentioned in column no. 4 of the below table, to the Company / MUFG Intime. In case all necessary documents are not submitted, then the TDS/Withholding tax will be deducted @20% (plus applicable surcharge and cess).

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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.



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- (i) The Company will issue soft copy of the TDS certificate to its shareholders through email registered with the Company / MUFG 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://web.in.mpms.mufg.com/formsreg/submission-of-form-15g-15h.html> on or before **10<sup>th</sup> September, 2025** to enable the Company to determine the appropriate TDS/withholding tax rate applicable. Any communication on the tax determination/ deduction received after **10<sup>th</sup> September, 2025** 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 / MUFG 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. 10,000/-. However, where the PAN is not updated in Company/MUFG 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. 10,000/-. All the shareholders are requested to update their PAN with their Depository Participant (if shares are held in electronic form) and Company/MUFG Intime (if shares are held in physical form) against all their folio holding on or before **10<sup>th</sup> September, 2025**.
  - (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,

## 22<sup>nd</sup> AGM NOTICE

the Company is pleased to provide members facility to exercise their right to vote at the 22<sup>nd</sup> Annual General Meeting (AGM) through electronic voting system of MUFG 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. **Wednesday, September 10, 2025** 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. **Wednesday, September 10, 2025** shall be entitled to exercise his/her vote though remote e-voting following the procedure mentioned in this part.
- iv. The remote e-voting will commence on **9:00 A.M. on Sunday, 14<sup>th</sup> September, 2025** and will end on **5:00 P.M. on Tuesday, 16<sup>th</sup> September, 2025**. During this period, the members of the Company holding shares as on the Cut-off date i.e. **Wednesday, September 10, 2025** 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 MUFG 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., **Wednesday, September 10, 2025**.
- 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 2 working days 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.

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

### 18. REMOTE E-VOTING INSTRUCTIONS FOR SHAREHOLDERS:

In terms of SEBI circular no. SEBI/HO/CFD/PoD2/CIR/P/2023/120 dated July 11, 2023, 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 correctly in their demat accounts to access e-Voting facility.

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

#### **Individual Shareholders holding securities in demat mode with NSDL**

##### **METHOD 1 - Individual Shareholders registered with NSDL IDeAS facility:**

###### **Shareholders who have registered for NSDL IDeAS facility:**

- Visit URL: <https://eservices.nsdl.com> and click on "Beneficial Owner" icon under "Login".
- Enter User ID and Password. Click on "Login"
- 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.
- Click on "MUFG InTime" or "evoting link displayed alongside Company's Name" and you will be redirected to InstaVote website for casting the vote during the remote e-voting period.

**OR**

###### **Shareholders who have not registered for NSDL IDeAS facility:**

- To register, visit URL: <https://eservices.nsdl.com> and select "Register Online for IDeAS Portal" or click on <https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp>
- Proceed with updating the required fields.
- Post successful registration, user will be provided with Login ID and password.
- After successful login, you will be able to see e-Voting services under Value added services. Click on "Access to e-Voting" under e-Voting services.
- Click on "MUFG InTime" or "evoting link displayed alongside Company's Name" and you will be redirected to InstaVote website for casting the vote during the remote e-voting period.

##### **METHOD 2 - Individual Shareholders directly visiting the e-voting website of NSDL**

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- a) Visit URL: <https://www.evoting.nsdl.com>
- b) Click on the “Login” tab available under ‘Shareholder/Member’ section.
- c) Enter User ID (i.e., your sixteen-digit demat account number held with NSDL), Password/OTP and a Verification Code as shown on the screen.
- a) Post successful authentication, you will be re-directed to NSDL depository website wherein you will be able to see e-Voting services under Value added services. Click on “Access to e-Voting” under e-Voting services.
- b) Click on “MUFG InTime” or “evoting link displayed alongside Company’s Name” and you will be redirected to InstaVote website for casting the vote during the remote e-voting period.

### Individual Shareholders holding securities in demat mode with CDSL

#### METHOD 1 – Individual Shareholders registered with CDSL Easi/ Easiest facility

##### Shareholders who have registered/ opted for CDSL Easi/ Easiest facility:

- a) Visit URL: <https://web.cdslindia.com/myeasitoken/Home/Login> or [www.cdslindia.com](https://www.cdslindia.com).
- b) Click on New System Myeasi Tab
- c) Login with existing my easi username and password
- d) After successful login, user will be able to see e-voting option. The evoting option will have links of e-voting service providers i.e., MUFG InTime, for voting during the remote e-voting period.
- e) Click on “Link InTime/ MUFG InTime” or “evoting link displayed alongside Company’s Name” and you will be redirected to InstaVote website for casting the vote during the remote e-voting period.

**OR**

##### Shareholders who have not registered for CDSL Easi/ Easiest facility:

- a) To register, visit URL: <https://web.cdslindia.com/myeasitoken/Registration/EasiRegistration> / <https://web.cdslindia.com/myeasitoken/Registration/EasiestRegistration>
- b) Proceed with updating the required fields.
- c) Post registration, user will be provided username and password.
- d) After successful login, user able to see e-voting menu.
- e) Click on “Link InTime / MUFG InTime” or “evoting link displayed alongside Company’s Name” and you will be redirected to InstaVote website for casting the vote during the remote e-voting period.

#### METHOD 2 - Individual Shareholders directly visiting the e-voting website of CDSL

- a) Visit URL: <https://www.cdslindia.com>
- b) Go to e-voting tab.
- c) Enter Demat Account Number (BO ID) and PAN No. and click on “Submit”.
- d) System will authenticate the user by sending OTP on registered Mobile and Email as recorded in Demat Account



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- e) After successful authentication, click on “Link InTime / MUFG InTime” or “evoting link displayed alongside Company’s Name” and you will be redirected to InstaVote website for casting the vote during the remote e-voting period.

### **Individual Shareholders holding securities in demat mode with Depository Participant**

Individual shareholders can also login using the login credentials of your demat account through your depository participant registered with NSDL / CDSL for e-voting facility.

- a) Login to DP website
- b) After Successful login, user shall navigate through “e-voting” option.
- c) Click on e-voting option, user will be redirected to NSDL / CDSL Depository website after successful authentication, wherein user can see e-voting feature.
- d) After successful authentication, click on “Link InTime / MUFG InTime” or “evoting link displayed alongside Company’s Name” and you will be redirected to InstaVote website for casting the vote during the remote e-voting period.

### **Login method for shareholders holding securities in physical mode / Non-Individual Shareholders holding securities in demat mode**

Shareholders holding shares in physical mode / Non-Individual Shareholders holding securities in demat mode as on the cut-off date for e-voting may register for InstaVote as under:

- a) Visit URL: <https://instavote.linkintime.co.in>

### **Shareholders who have not registered for INSTAVOTE facility:**

- b) Click on “**Sign Up**” under ‘SHARE HOLDER’ tab and register with your following details:

#### **A. User ID:**

NSDL demat account – User ID is 8 Character DP ID followed by 8 Digit Client ID.

CDSL demat account – User ID is 16 Digit Beneficiary ID.

Shareholders holding shares in physical form – User ID is Event No + Folio Number registered with the Company.

#### **B. PAN:**

Enter your 10-digit Permanent Account Number (PAN)

(Shareholders who have not updated their PAN with the Depository Participant (DP)/ Company shall use the sequence number provided to you, if applicable.

#### **C. DOB/DOI:**

Enter the Date of Birth (DOB) / Date of Incorporation (DOI) (As recorded with your DP / Company - in DD/MM/YYYY format)

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### D. Bank Account Number:

Enter your Bank Account Number (last four digits), as recorded with your DP/Company.

*\*Shareholders holding shares in **NSDL form**, shall provide 'D' above*

*\*\*Shareholders holding shares in **physical form** but have not recorded 'C' and 'D', shall provide their Folio number in 'D' above*

Set the password of your choice

(The password should contain minimum 8 characters, at least one special Character (!#\$%&\*), at least one numeral, at least one alphabet and at least one capital letter).

Enter Image Verification (CAPTCHA) Code

Click "Submit" (You have now registered on InstaVote).

### **Shareholders who have registered for INSTAVOTE facility:**

- c) Click on **"Login"** under 'SHARE HOLDER' tab.
  - A. User ID: Enter your User ID
  - B. Password: Enter your Password
  - C. Enter Image Verification (CAPTCHA) Code
  - D. Click "Submit"
- d) Cast your vote electronically:
  - A. After successful login, you will be able to see the "Notification for e-voting".
  - B. Select 'View' icon.
  - C. E-voting page will appear.
  - D. Refer the Resolution description and cast your vote by selecting your desired option 'Favour / Against' (If you wish to view the entire Resolution details, click on the 'View Resolution' file link).
  - E. After selecting the desired option i.e. Favour / Against, click on 'Submit'.  
A confirmation box will be displayed. If you wish to confirm your vote, click on 'Yes', else to change your vote, click on 'No' and accordingly modify your vote.

### **Guidelines for Institutional shareholders ("Custodian / Corporate Body/ Mutual Fund")**

#### **STEP 1 – Custodian / Corporate Body/ Mutual Fund Registration**

- a) Visit URL: <https://instavote.linkintime.co.in>
- b) Click on **"Sign Up"** under "Custodian / Corporate Body/ Mutual Fund"
- c) Fill up your entity details and submit the form.
- d) A declaration form and organization ID is generated and sent to the Primary contact person email ID (which is filled at the time of sign up). The said form is to be signed by the Authorised Signatory, Director, Company Secretary of the entity & stamped and sent to [insta.vote@linkintime.co.in](mailto:insta.vote@linkintime.co.in).

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- e) Thereafter, Login credentials (User ID; Organisation ID; Password) is sent to Primary contact person's email ID. (You have now registered on InstaVote)

### STEP 2 – Investor Mapping

- a) Visit URL: <https://instavote.linkintime.co.in> and login with InstaVote Login credentials.
- b) Click on **“Investor Mapping”** tab under the Menu Section
- c) Map the Investor with the following details:
- A. ‘Investor ID’ –
- NSDL demat account – User ID is 8 Character DP ID followed by 8 Digit Client ID i.e., IN00000012345678
  - CDSL demat account – User ID is 16 Digit Beneficiary ID.
- B. ‘Investor’s Name - Enter Investor’s Name as updated with DP.
- C. ‘Investor PAN’ - Enter your 10-digit PAN.
- D. ‘Power of Attorney’ - Attach Board resolution or Power of Attorney.

*\*File Name for the Board resolution/ Power of Attorney shall be – DP ID and Client ID or 16 Digit Beneficiary ID. Further, Custodians and Mutual Funds shall also upload specimen signatures.*

- E. Click on Submit button. (The investor is now mapped with the Custodian / Corporate Body/ Mutual Fund Entity). The same can be viewed under the “Report Section”.

### STEP 3 – Voting through remote e-voting

The corporate shareholder can vote by two methods, during the remote e-voting period.

#### METHOD 1 - VOTES ENTRY

- a) Visit URL: <https://instavote.linkintime.co.in> and login with InstaVote Login credentials.
- b) Click on **“Votes Entry”** tab under the Menu section.
- c) Enter the **“Event No.”** for which you want to cast vote.  
Event No. can be viewed on the home page of InstaVote under “On-going Events”.
- d) Enter **“16-digit Demat Account No.”** for which you want to cast vote.
- e) Refer the Resolution description and cast your vote by selecting your desired option ‘Favour / Against’ (If you wish to view the entire Resolution details, click on the ‘View Resolution’ file link).
- f) After selecting the desired option i.e. Favour / Against, click on ‘Submit’.  
A confirmation box will be displayed. If you wish to confirm your vote, click on ‘Yes’, else to change your vote, click on ‘No’ and accordingly modify your vote.

OR

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### METHOD 2 - VOTES UPLOAD

- Visit URL: <https://instavote.linkintime.co.in> and login with InstaVote Login credentials.
- After successful login, you will be able to see the “Notification for e-voting”.
- Select “**View**” icon for “**Company’s Name / Event number**”.
- E-voting page will appear.
- Download sample vote file from “**Download Sample Vote File**” tab.
- Cast your vote by selecting your desired option 'Favour / Against' in the sample vote file and upload the same under “**Upload Vote File**” option.
- Click on ‘Submit’. ‘Data uploaded successfully’ message will be displayed.  
(Once you cast your vote on the resolution, you will not be allowed to modify or change it subsequently).

### Helpdesk:

#### Shareholders holding securities in physical mode / Non-Individual Shareholders holding securities in demat mode:

Shareholders holding securities in physical mode / Non-Individual Shareholders holding securities in demat mode facing any technical issue in login may contact INSTAVOTE helpdesk by sending a request at [enotices@in.mpms.mufg.com](mailto:enotices@in.mpms.mufg.com) or contact on: - Tel: 022 – 4918 6000.

#### Individual Shareholders holding securities in demat mode:

Individual Shareholders holding securities in demat mode may contact the respective helpdesk 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 <a href="mailto:evoting@nsdl.co.in">evoting@nsdl.co.in</a> 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 <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or contact at toll free no. 1800 22 55 33

### Forgot Password:

#### Shareholders holding securities in physical mode / Non-Individual Shareholders holding securities in demat mode:

Shareholders holding securities in physical mode / Non-Individual Shareholders holding securities in demat mode have forgotten the USER ID [Login ID] or



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Password or both then the shareholder can use the “Forgot Password” option available on: <https://instavote.linkintime.co.in>

- Click on “**Login**” under ‘SHARE HOLDER’ tab.
- Click “**forgot password?**”
- Enter User ID, select Mode and Enter Image Verification code (CAPTCHA).
- Click on “SUBMIT”.

*In case shareholders have a valid email address, Password will be sent to his / her registered e-mail address. Shareholders can set the password of his/her choice by providing information about the particulars of the Security Question and Answer, PAN, DOB/DOI, Bank Account Number (last four digits) etc. The password should contain a minimum of 8 characters, at least one special character (!#\$%&\*), at least one numeral, at least one alphabet and at least one capital letter.*

### **User ID:**

NSDL demat account – User ID is 8 Character DP ID followed by 8 Digit Client ID.

CDSL demat account – User ID is 16 Digit Beneficiary ID.

Shareholders holding shares in physical form – User ID is Event No + Folio Number registered with the Company.

In case Custodian / Corporate Body/ Mutual Fund has forgotten the USER ID [Login ID] or Password or both then the shareholder can use the “Forgot Password” option available on: <https://instavote.linkintime.co.in>

Click on ‘Login’ under “Custodian / Corporate Body/ Mutual Fund” tab

Click “**forgot password?**”

Enter User ID, Organization ID and Enter Image Verification code (CAPTCHA).

Click on “SUBMIT”.

*In case shareholders have a valid email address, Password will be sent to his / her registered e-mail address. Shareholders can set the password of his/her choice by providing information about the particulars of the Security Question and Answer, PAN, DOB/DOI etc. The password should contain a minimum of 8 characters, at least one special character (!#\$%&\*), at least one numeral, at least one alphabet and at least one capital letter.*

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

Individual Shareholders holding securities in demat mode have forgotten the USER ID [Login ID] or Password or both, then the Shareholders are advised to use Forget User ID and Forget Password option available at above mentioned 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.
- For shareholders/ members holding shares in physical form, the details can be used only for voting on the resolutions contained in this Notice.
- During the voting period, shareholders/ members can login any number of time till they have voted on the resolution(s) for a particular “Event”.

## 22<sup>nd</sup> AGM NOTICE

### Explanatory Statement

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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 to 7 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 29, 2025, 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 2025-26 at a remuneration of Rs. 40,000/- [Rupees Forty Thousand only] plus GST.

Pursuant to Section – 148(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.

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

The Board of Directors of the Company, on the recommendation of the Audit Committee, at its Meeting held on May 29, 2025, has considered and recommended the appointment of M/s. K. P. Rachchh & Co., Practicing Company Secretaries having Firm Registration number S2001GJ741100 and Peer review certificate No. 6681/2025 as Secretarial Auditor of the Company for a term of five consecutive years to hold office from the conclusion of this Annual General Meeting till the conclusion of the 27th Annual General Meeting of the Company to be held in the year 2030, to conduct Secretarial Audit of the Company in terms of Section 204 and other applicable provisions of the Companies Act, 2013 read with Regulation 24A and other applicable provisions of the SEBI Listing Regulations, for the period beginning from the Financial Year 2025-26 through the Financial Year 2029-30, at such remuneration as may be decided by the Chairman and Managing Director of the Company in consultation with Secretarial auditor.

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

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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.

### **Item No.: 6**

Existing term of Mr. Rupesh J. Mehta (DIN-01474523) as Managing Director is about to expire on 30<sup>th</sup> September, 2025. Since appointment of Mr. Rupesh J. Mehta (DIN-01474523), the Company has made significant progress under the leadership of Mr. Rupesh J. Mehta (DIN-01474523), the Company' operation have grown multi fold during this period.

Accordingly, considering above, the Nomination & Remuneration Committee, at their meeting held on 6<sup>th</sup> August, 2025, recommended before the Board of Director for reappointment of Mr. Rupesh J. Mehta (DIN-01474523) as Managing Director and on the recommendation of the Nomination and Remuneration Committee, Board of Directors in its meeting held on 6<sup>th</sup> August, 2025, considering service rendered by Mr. Rupesh J. Mehta (DIN-01474523) as chairman and Managing Director of the Company and keeping in view his achievements and contributions, proposed and approved for reappointment of Mr. Rupesh J. Mehta (DIN-01474523) as Managing Director w.e.f. 1<sup>st</sup> October, 2025 for a period of 5 (Five) years on the terms and conditions including remuneration as recommended by the Nomination and Remuneration Committee of the Board and as stated in proposed resolution, subject to approval of Members at this Meeting.

Further, pursuant to provision of section 196(4), section 197, Schedule V and other applicable provisions, if any, of the Companies Act, 2013, reappointment and terms of remuneration approved by the Board of Directors for Managing Director also requires the approval of Members and accordingly, the matter at Item No. 6 is recommended by the Board of directors before the Members for their approval by way of passing of Special Resolution.

The appointment is made subject to the terms and conditions contained in the agreement and are available for inspection at the Registered Office of the Company on any working day between 10.00 a.m. to 5.00 p.m. under Section 190 of the Act and will also be available during the Annual General Meeting.

Except Mr. Rupesh J. Mehta (DIN-01474523), None of the directors and /or Key Managerial Personnel of the Company and their relatives is in any way interested or concerned, financially or otherwise in the passing of the Resolutions set out at Item No. 6 except to the extent of their shareholding in the Company, if any.

### **Item No.: 7**

Existing term of Mr. Nikesh J. Mehta (DIN-01603779) as Whole Time Director is about to expire on 30<sup>th</sup> September, 2025 and considering his rich and wide experience as

## 22<sup>nd</sup> AGM NOTICE

well as long term association with the Company and taking into account his valuable contribution to the growth of the Company, it is desirable to reappoint Mr. Nikesh J. Mehta (DIN-01603779) as Whole Time Director for a further period of 5 (Five) years w.e.f 1<sup>st</sup> October, 2025, in pursuance of the provisions of Companies Act, 2013 and relevant rules made thereunder read with schedule V, as amended from time to time.

The Nomination & Remuneration Committee at their meeting held on 6<sup>th</sup> August, 2025 recommended before the Board of Director for reappointment of Mr. Nikesh J. Mehta (DIN-01603779) as Whole-Time Director of the Company and on the recommendation of the Nomination & Remuneration Committee, Board of Directors in its meeting held on 6<sup>th</sup> August, 2025, considering service rendered by him as Whole Time Director and CEO of the Company and keeping in view his achievements and contributions, proposed and approved for reappointment of Mr. Nikesh J. Mehta (DIN-01603779) as Whole Time Director of the Company w.e.f 1<sup>st</sup> October, 2025 for a period of 5 (Five) years on the terms and conditions including remuneration as recommended by the Nomination and Remuneration Committee of the Board and as stated in proposed resolution, subject to approval of Members at this Meeting.

Further, pursuant to provision of section 196(4), section 197, Schedule V and other applicable provisions, if any, of the Companies Act, 2013, reappointment and terms of remuneration approved by the Board of Directors for Whole Time Director also requires the approval of Members and accordingly, the matter at Item No. 7 is recommended by the Board of directors before the Members for their approval by way of passing of Special Resolution.

The appointment is made subject to the terms and conditions contained in the agreement and are available for inspection at the Registered Office of the Company on any working day between 10.00 a.m. to 5.00 p.m. under Section 190 of the Act and will also be available during the Annual General meeting.

Except Mr. Nikesh J. Mehta (DIN- 01603779), Whole-Time Director of the Company, None of the directors and /or Key Managerial Personnel of the Company and their relatives is in any way interested or concerned, financially or otherwise in the passing of the Resolutions set out at Item No. 7 except to the extent of their shareholding in the Company, if any.

**Place: Metoda, Rajkot**  
**Date: 6<sup>th</sup> August, 2025**

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

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



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### Annexure-A

#### **Details of Directors seeking appointment/re-appointment at forthcoming 22<sup>nd</sup> AGM**

[Pursuant to Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015] and clause 1.2.5 of Secretarial standard-2

<b>Name of Director</b>	<b>Mr. Rupesh J. Mehta</b>	<b>Nikesh J. Mehta</b>
Date of Birth	23/10/1968	27/12/1978
Date of Appointment	31/12/2003 (Appointed as MD w.e.f. 17/11/2017)	31/12/2003 [Appointed as WTD w.e.f. 17/11/2017]
Education Qualification	B.Com	B.Com
Expertise in Specific functional area	Mr. Rupesh J. Mehta, Promoter, Chairman and Managing Director have over 29 years of experience in machine tool industry and have been the anchor person to craft out new avenues. His exposure related to machine tools industry adds tremendous value to Company	He has been on the Board of the Company since inception and has around 18 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. Nikesh J. Mehta, Whole-Time Director and Chief Executive Officer (Brother) and Mrs. Riya R. Mehta, Non-Executive Director (Wife)	Mr. Rupesh J. Mehta, Chairman & Managing Director [Brother] and Mrs. Riya R. Mehta, Non-Executive Director (Sister-in-law)
Terms and conditions of appointment/ continuation of Directorship	For a period of five years subject to liable to retire by rotation.	For a period of five years subject to liable to retire by rotation.
Details of last remuneration drawn (FY25)	Rs. 3 Lakhs +GST Per Month	Rs. 2 Lakhs +GST Per Month
Details of proposed remuneration	Rs. 3 Lakhs +GST per month by way of Professional fees/ Management Consultancy fees for the period of five years w.e.f 1 <sup>st</sup> October, 2025.	Rs. 2 Lakhs +GST per month by way of Professional fees/ Management Consultancy fees for the period of five years w.e.f 1 <sup>st</sup> October, 2025.
Number of Board Meetings Attended	Detail is given in the Board's Report.	Detail is given in the Board's Report.
Chairmanship/Membership of the Statutory Committee(s) of Board of Directors of the Company	Member of Audit Committee, Stakeholders Relationship Committee and Corporate Social Responsibility Committee	Member of Stakeholders Relationship Committee and Corporate Social Responsibility Committee
List of public companies in which Directorship held	Macpower CNC Machines Limited	Macpower CNC Machines Limited
Chairmanship/Membership of the Statutory Committee(s) of Board of Directors of other Listed Companies	Nil	Nil
Shareholding in the Company	3153526 (31.52%)	861056 (8.61%)

# 22<sup>nd</sup> AGM NOTICE

## 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 22<sup>nd</sup> Annual General Meeting of the Company, to be held on the **Wednesday, September 17, 2025** 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:

## 22<sup>nd</sup> AGM NOTICE

\*\*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, 2025, 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, 2025.		
3.	To appoint a Director in place of Mr. Nikesh Jagdish Mehta [DIN: 01603779] who retires by rotation and, being eligible, offers himself for re-appointment		
4.	To ratify Remuneration of Cost Auditor for Financial Year 2025-26.		
5.	To appoint M/s. K. P. Rachchh & Co., Practicing Company Secretaries as Secretarial Auditor of the Company for a term of five Consecutive years.		
6.	To reappoint Mr. Rupesh Jagdishbhai Mehta (DIN: 01474523) as a Managing Director of the Company and to fix his remuneration.		
7.	To reappoint Mr. Nikesh Jagdish Mehta (DIN:01603779) as a Whole-Time director (WTD) of the Company and to fix his remuneration.		

\*Applicable for investors holding shares in electronic form.

\*\*This is Optional

Signed this \_\_\_\_\_ day of \_\_\_\_\_, 2025

\_\_\_\_\_  
Signature of Member

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

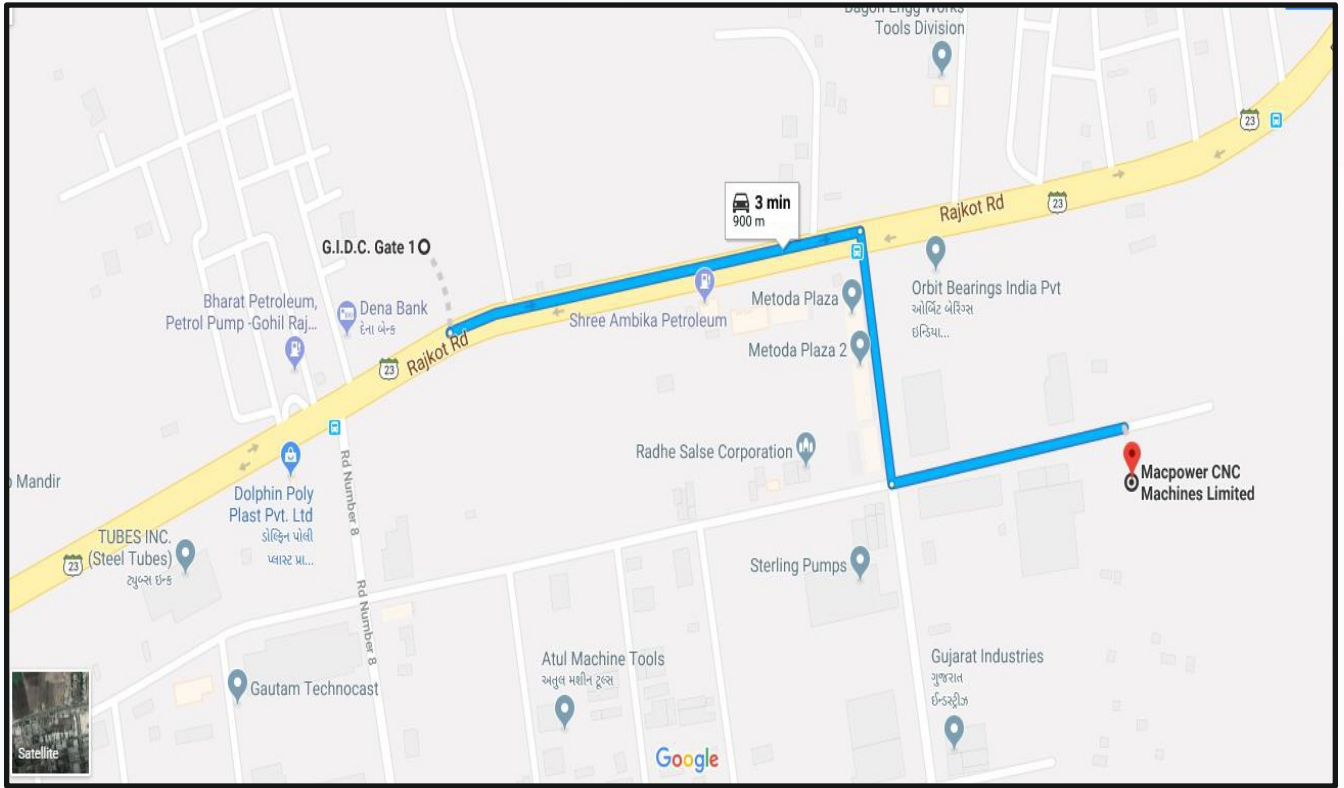
Please affix  
Revenue Stamp  
of Re. 1

### 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.*

## 22<sup>nd</sup> AGM NOTICE

### Route Map for the Venue of 22<sup>nd</sup> 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-** Wednesday, September 17, 2025

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