



MACPOWER CNC MACHINES LIMITED

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

August 29, 2018

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: Intimation regarding 15th Annual General Meeting of the Company

Respected Sir/Ma'am,

As per Captioned Subject, we hereby intimate that 15th Annual General Meeting of the Company is scheduled to be held on September 22, 2018 at 04:00 P.M. at the Registered office of the Company situated at Plot No. 2234, Near Kranti Gate, GIDC Metoda, Talu-Lodhika, Dist-Rajkot – 360 021, Gujarat, India. Find enclosed herewith Notice to the 15th Annual General Meeting of the Company.

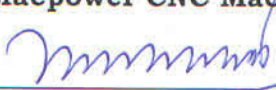
Further the same is also available on the website of the Company at the link www.macpowercnc.com.

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 FOR 15TH ANNUAL GENERAL MEETING

NOTICE is hereby given that the **FIFTEENTH (15th) ANNUAL GENERAL MEETING OF MACPOWER CNC MACHINES LIMITED, CIN: U30009GJ2003PLC043419 (Previously known as MACPOWER CNC MACHINES PRIVATE LIMITED)** will be held at the Registered Office of the Company situated at PLOT NO.2234, NEAR KRANTI GATE, GIDC METODA, TALU-LODHKA, DIST-RAJKOT – 360021, GUJARAT, INDIA ON SATURDAY ON **SEPTEMBER 22, 2018** at **4:00 P.M.** to transact the following business:

ORDINARY BUSINESS:

1. To Receive, consider, approve and adopt the Audited Financial Statements of the Company for the financial year ended on March 31, 2018 and the reports of the Board's and the Auditors' there on.
2. To declare dividend on the Equity Shares of the Company for the financial year 2017-18 to the Equity shareholders except to those who have waived entitlement to dividend, subject to approval of Alteration of Article of Association of the Company as per Item No. 5.
3. To re-appoint Mr. Rupesh Jagdishbhai Mehta [DIN: 01474523], who retires by rotation and offers himself for the re-appointment.
4. To appoint Statutory Auditors of the Company for a consecutive period of Five years and to fix their remuneration and in this regard to pass, with or without modification(s), the following resolution as an ORDINARY RESOLUTION:

“RESOLVED THAT pursuant to the provisions of section 139, 141 and other applicable provisions, if any, of the Companies Act, 2013 and rule made there under and pursuant to Companies Amendment Act, 2017, M/s. S. C. MAKHECHA & ASSOCIATES, [Firm Registration no. 120184W], Chartered Accountants, after receiving a recommendation in this regard from the Audit Committee, be and are hereby appointed as the Statutory Auditors of the Company to hold office from the conclusion of this Annual General Meeting till the conclusion of the 20th Annual General Meeting to be held in the year 2023, at such remuneration including applicable taxes and out-of-pocket expenses, as may be mutually agreed between the Chairman of the Company and the Auditors upon recommendation of the Audit Committee.”

SPECIAL BUSINESS:

5. To Consider and, if though fit, to pass with or without modification(s), the following resolution as a **SPECIAL RESOLUTION:**

“RESOLVED THAT in accordance to the provision of Section 14 and all other applicable provisions, if any of the Companies Act, 2013, including any statutory modifications and re-enactment thereof, for the time being in force, Consent of the Members of the Company be and is hereby given for alteration of following Articles of Association of the Company:

1. Insertion of following Article in Articles of Association of the Company after Article 151 as Article 151A:

Sr. No.	Particulars	
151A	Notwithstanding anything contained in this Articles of the Company, but subject to the provisions of the Companies Act, 2013 and all other applicable rules of the statutory authorities and the Rules framed by the Board of Directors of the Company in this behalf as amended from time to time by the Board, it shall be open for the Members of the Company who hold the Equity shares in the Company to waive/forgo his/her/their right to receive the dividend (interim or final) by him/her/them for any financial year which may be declared or recommended respectively by the Board of Directors of the Company. The waiver/forgoing by the Members, his/her/their right to receive the dividend (interim or final) by him/her/them under this Article shall be irrevocable immediately after the record date/book closure date fixed for determining the names of Members entitled for dividend. The Company shall not be entitled to declare or pay and shall not declare or pay dividend on equity shares to such Members who have waived/forgone his/her/their right to receive the dividend (interim or final) by him/her/them under this Article.	Open to Members to waive/forego his/her right to receive the Dividend.

2. To replace the Existing Article 152 with the following:

Sr. No.	Particulars	
152	The Company in General Meeting may declare dividends to be paid to the Members other than the Members who have waived/forgone their right of receiving any Dividend (including any interim dividend), declared / to be declared by the Company	The Company in General Meeting may declare Dividends.

	for Financial Year, in accordance with Rules framed by the Board and amended from time to time, to be paid to members according to their respective rights and interests in the profits and may fix the time for payment and the Company shall comply with the provisions of Section 127 of the Act, but no dividends shall exceed the amount recommended by the Board of Directors, but the Company may declare a smaller dividend in general meeting.	
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3. To replace the Existing Article 154 with the following:

Sr. No.	Particulars	
154	Subject to the provisions of the Act, the Directors may, from time to time, pay to the Members other than the Members who have waived/foregone their right of receiving any dividend declared / to be declared by the Company for any financial year, in accordance with Rules framed by the Board and amended from time to time, such interim dividends as in their judgment the position of the Company justifies.	Interim Dividend

“RESOLVED FURTHER THAT consent of the Members be and is hereby accorded for authorizing Board of Directors for framing Rules for equity members who want to waive/forgo the right to receive dividend in respect of any financial year and amend the same from time-to-time”

“RESOLVED FURTHER THAT the Board of Directors or the Company Secretary of the Company be and is hereby authorized to do all such acts, deeds and things that may be necessary, proper, expedient or incidental thereto for the purpose of giving effect to the aforesaid resolution.”

6. To Consider and if thought fit, to pass with or without Modification(s), the following resolution as an **ORDINARY RESOLUTION**:

“RESOLVED THAT pursuant to the provisions of Section 148 and all other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Audit and Auditors) Rules, 2014 [including any statutory modification(s) or re-enactment thereof, for the time being in force], the remuneration of Rs. 35,000 (Rupees Thirty Five Thousand only) plus GST, to be paid to M/s. Borad Sanjay B & Associates [Firm Registration no.102408], Cost Auditors of the Company, for the financial year 2018-19, as approved by the Board of Directors of the Company, be and is hereby ratified.”

7. To Consider and, if though fit, to pass with or without modification(s), the following resolution as an **ORDINARY RESOLUTION**:

“RESOLVED THAT pursuant to the provisions of Sections 149,152 and 160 any other applicable provisions of the Companies Act,2013 read with Schedule IV of the Companies Act, 2013 and the Companies (Amendment) Act, 2017 and the rules made there under including any statutory modification (s) or amendment (s) or re-enactment (s) thereof and pursuant to Articles of Association of the Company, Mr. Maulik Rambhai Mokariya [DIN: 05310868], who was appointed by the Board of Directors as an Additional Independent Non-Executive Director w.e.f. November 17, 2017, and whose term of office expires at this Annual General Meeting in terms of Section 161 of Companies Act, 2013 and in respect of whom the Company has pursuant to section 160 of the Companies Act, 2013, received a notice in writing from member proposing his candidature for the office of Director, be and is hereby appointed as an Independent Non-Executive Director of the Company to hold office for continuous period of Five(5) years w.e.f. November 17, 2017 to November 16, 2022 and he shall not liable to retire by rotation.”

“RESOLVED FURTHER THAT the Board of Directors or the Company Secretary of the Company be and is hereby authorized to do all such acts, deeds and things and execute all such documents, instruments and writings as may be required.”

8. To Consider and, if though fit, to pass with or without modification(s), the following resolution as an **ORDINARY RESOLUTION**:

“RESOLVED THAT pursuant to the provisions of Sections 149,152 and 160 any other applicable provisions of the Companies Act, 2013 read with Schedule IV of the Companies Act, 2013 and the Companies (Amendment) Act, 2017 and the rules made there under including any statutory modification (s) or amendment (s) or re-enactment (s) thereof and pursuant to Articles of Association of the Company, Mr. Rajendrabhai Ranchhodbhai Bhanderi [DIN: 07986563], who was appointed by the Board of Directors as an Additional Independent Non-Executive Director w.e.f. November 17, 2017 and whose term of office expires at this Annual General Meeting in terms of Section 161 of Companies Act, 2013 and in respect of whom the Company has pursuant to section 160 of the Companies Act, 2013, received a notice in writing from member proposing his candidature for the office of Director, be and is hereby appointed as an Independent Non-Executive Director of the Company to hold office for continuous period of Five(5) years w.e.f. November 17, 2017 to November 16, 2022 and he shall not liable to retire by rotation.”

“RESOLVED FURTHER THAT the Board of Directors or the Company Secretary of the Company be and is hereby authorized to do all such acts, deeds and things and execute all such documents, instruments and writings as may be required.”

9. To Consider and, if though fit, to pass with or without modification(s), the following resolution as an **ORDINARY RESOLUTION**:

“RESOLVED THAT pursuant to the provisions of Sections 149, 152 and 160 any other applicable provisions of the Companies Act, 2013 read with Schedule IV of the Companies Act, 2013 and the Companies (Amendment) Act, 2017 and the rules made there under including any statutory modification (s) or amendment (s) or re-enactment (s) thereof and pursuant to Articles of Association of the Company, Mr. Deven Jasvantarai Doshi [DIN: 07994505], who was appointed by the Board of Directors as an Additional Independent Non-Executive Director w.e.f. November 17, 2017 and whose term of office expires at this Annual General Meeting in terms of Section 161 of Companies Act, 2013 and in respect of whom the Company has pursuant to section 160 of the Companies Act, 2013, received a notice in writing from member proposing his candidature for the office of Director, be and is hereby appointed as an Independent Non-Executive Director of the Company to hold office for continuous period of Five(5) years w.e.f. November 17, 2017 to November 16, 2022 and he shall not liable to retire by rotation.”

“RESOLVED FURTHER THAT the Board of Directors or the Company Secretary of the Company be and is hereby authorized to do all such acts, deeds and things and execute all such documents, instruments and writings as may be required.”

Notes:

- 1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE ANNUAL GENERAL MEETING IS ALSO ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE, INSTEAD OF HIMSELF/HERSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY. THE INSTRUMENT APPOINTING PROXY SHOULD HOWEVER BE DEPOSITED AT REGISTERED OFFICE OF THE COMPANY NOT LESS THAN 48 HOURS BEFORE COMMENCEMENT OF THE MEETING.**

A person can act a Proxy on behalf of Members not exceeding fifty [50] in numbers and holding in the aggregate not more than ten per cent of the total share capital of the Company carrying Voting Rights. A member holding more than ten per cent of the total share capital of the Company carrying Voting Rights may appoint a single person as Proxy for his/her entire shareholding and such person shall not act as a Proxy for another person or shareholder.

If a Proxy is appointed for more than fifty Members, he shall choose any fifty Members and confirm the same to the company before the commencement of specified period for inspection. In case, the Proxy fails to do so, the company shall consider only the first fifty Proxies received as valid.

2. Corporate members intending to send their authorized representatives to attend the meeting are requested to send a certified copy of the Board Resolution to the Company, authorizing their representative to attend and vote on their behalf at the meeting.
3. The statement pursuant to Section 102(1) of the Companies Act, 2013 setting out the material facts in respect of the business under Item Nos. 5 to 9 set out above is annexed hereto and the details under Regulation 36(3) of the Securities and Exchange Board of India [Listing Obligations and Disclosure Requirements] Regulations, 2015 and clause 1.2.5 of Secretarial Standard on General Meeting [SS- 2] issued by the Institute of Company Secretaries of India, in respect of the person(s) seeking appointment/ re-appointment as Director at the Annual General Meeting, is annexed as Annexure 1 to Board's Report.
4. The Register of member and Share Transfer Book of the Company will remain closed from **September 15, 2018 to September 22, 2018 [Both days inclusive]**, in connection with the Annual General Meeting and for the purpose of payment of Dividend, if declared at the Meeting. Members of the Company holding Shares as on **September 14, 2018** shall be entitled for Dividend.
5. In terms of the provisions of Section 124 of the Companies Act, 2013 the amount of dividend not encashed or claimed within 7 (seven) years after date of transfer to the unpaid dividend account, will be transferred to the Investor Education and Protection Fund established by the government.
6. Members of the Company, holding shares as on **August 17, 2018 [Cut- off date for receiving Notice and Annual Report]**, shall be entitled for receiving of the Annual Report for the period 2017-18, physically or through their registered Email-id.
7. Electronic copy of the Annual Report 2017-18 along with Notice of 15th Annual General Meeting inter-alia with Attendance Slip and Proxy Form is being sent to all the Members, who's Email IDs, are registered with the Company's Registrar and Share Transfer Agents/Depository Participants for communication purpose unless any Member has requested for a hard copy of the same.
8. The Members/Proxies are requested to produce the attendance slip duly completed and signed at the entrance of the meeting. 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.
9. Members who wants to intimate any change in their address, Bank details, etc. are required to approach DP and not to the Company or RTA.

- 10.**In terms of circular issued by the Securities and Exchange Board of India (SEBI), it is now mandatory to furnish a copy of PAN Card to the Company or its RTA in the following cases viz. transfer of shares, deletion of name, and transmission of share and transposition of shares. Shareholders are requested to furnish copy of PAN Card for all above mentioned transactions.
- 11.**Members are requested to register their Email IDs with their respective Depository Participants (DPs). A member who's Email IDs have undergone any change or who's IDs require any correction may kindly update the same with the RTA or DPs.
- 12.**All Statutory Registers and relevant documents shall be available for Inspection by the Members at the Registered Office of the Company on all Working Days except on Wednesday, Sunday and Public Holidays during 11:00 a.m. to 1:00 p.m. upto the date of Annual General Meeting.
- 13.**Members having any questions on accounts are requested to send their queries at least 10 days in advance to the Company at its registered office address to enable the Company to collect relevant information.
- 14.**The Route Map for Venue of 15th Annual General Meeting is given separately in this report.
- 15.**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 provisions of Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014, the Company is pleased to provide member's facility to exercise their right to vote at the 15th Annual General Meeting (AGM) by electronic means and the business may be transacted through e-voting service provided by CDSL.

The voting period begins on 18-09-2018 at 10:00 a.m. ends on 21-09-2018 at 5:00 p.m. During this period shareholders' of the Company, holding shares as on the **cut-off date (record date) of September 15, 2018**, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.

The facility for voting through poll paper shall be made available at the AGM and Members attending the meeting who have not casted their vote by remote e-voting shall be able to exercise their right at the meeting through poll paper.

The Members who have casted their vote by remote e-voting prior to the AGM may attend the AGM but shall not be entitled to cast their vote again.

The instructions for shareholders voting electronically are as under:

- (i) The voting period begins on 18/09/2018 at 10:00 a.m. and ends on 21/09/2018 at 5:00 p.m. 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 15/09/2018 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	Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) Members who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number which is printed on Postal Ballot / Attendance Slip indicated in the PAN field.
Dividend Bank	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

Details OR Date of Birth (DOB)	order to login. 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).
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- (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 cast their vote using CDSL's mobile app - CDSL m-Voting available for iphone as well as android and windows based mobiles. Please follow the instructions as prompted by the mobile app while voting on your mobile.**

(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 favor 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.

16. Mr. Kalpesh P. Rachchh, Proprietor of M/s. K. P. Rachchh & Co., Practicing Company Secretary [Membership no. FCS 5156] [Address: 317 Krishna Con Arch -2, Tagore Road, Rajkot 360 002, Gujarat] has been appointed as the Scrutinizer to scrutinize the e-voting process in a fair and transparent manner.

17. 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.

ANNEXURE TO THE NOTICE

[Explanatory Statement pursuant to section 102 of the Companies Act, 2013]

Item No. 5

Your Directors propose to alter the Articles of Association (AOA) of the Company to enable the Members of the Company including Promoters & Promoters Group, who hold the equity shares in the Company to waive/forgo his/her/their right to receive the dividend, interim or final, by him/her/them for any financial year which may be declared or recommended respectively by the Board of Directors of the Company or Members of the Company.

Now, Pursuant to provision of section 14 of the Companies Act, 2013, for the Alteration of Articles of Association of the Company, Members approval is required by way of passing of Special Resolution.

Hence, The Resolution as at Item No. 5 of the Notice is therefore set out as a Special Resolution for approval of the Members.

None of the Directors and/or Key Managerial Personnel [KMP] of the Company and their relatives are concerned or interested in the resolution set out at Item no. 5 except to the extent of Shareholding in the Company.

Item No. 6

The Board of Directors of the Company, on the recommendation of the Audit Committee, at its meeting held on May 25, 2018, has considered and approved the appointment of M/s. Borad Sanjay B & Associates, Cost Accountants, as the Cost Auditor of the Company for the financial year 2018-19 at a remuneration of Rs. 35,000 (Rupees Thirty Five 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. 6 of the Notice is therefore set out as an 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. 6 of the Notice.

Item No. 7

Mr. Maulik Rambhai Mokariya [DIN: 05310868], has been appointed as Additional Non-Executive Independent Director of the Company w.e.f. November 17, 2017 by the Board of Directors of the Company. According to provision of section 161(1) of

the Companies Act, 2013, Mr. Maulik Rambhai Mokariya holds office as an Additional Independent Director up to the date of ensuing Annual General Meeting.

Company has received a notice in writing from the Member under the provision of section 160 of the Companies Act, 2013, proposing his candidature for the office of Independent Director of the Company. Mr. Maulik Rambhai Mokariya is eligible for appointment as Independent Non-Executive Director of the Company. Hence, In terms of Sections 149, 152 and 160 any other applicable provisions of the Companies Act, 2013 read with Schedule IV of the Companies Act, 2013 and the Companies (Amendment) Act, 2017 and the rules made there under (including any statutory modification (s) or amendment (s) or re-enactment (s) thereof and pursuant to Articles of Association of the Company, Mr. Maulik Rambhai Mokariya, being eligible is proposed to be appointed as an Independent Non- Executive Director for a continuous period of Five(5) years w.e.f. November 17, 2017 to November 16, 2022 and he shall not liable to retire by rotation.

In the opinion of the Board, Mr. Maulik Rambhai Mokariya fulfils the conditions specified in the Companies Act, 2013, and a rule made thereunder for his appointment as an Independent Director of the Company and is independent of the management.

The Board considers that his association would be of immense benefit to the Company and it is desirable to avail services of Mr. Maulik Rambhai Mokariya as an Independent Director. Accordingly, the Board recommends the resolution in relation to appointment of Mr. Maulik Rambhai Mokariya as an Independent Director, for the approval by the shareholders of the Company.

Except Mr. Maulik Rambhai Mokariya, being an appointee, none of the Directors and/or Key Managerial Personnel [KMP] of the Company and their relatives are concerned or interested, financially or otherwise, in the resolution set out at Item no. 7.

Item No. 8

Mr. Rajendrabhai R. Bhanderi [DIN: 07986563], has been appointed as Additional Non-Executive Independent Director of the Company w.e.f. November 17, 2017 by the Board of Directors of the Company. According to provision of section 161(1) of the Companies Act, 2013, Mr. Rajendrabhai R. Bhanderi holds office as an Additional Independent Director up to the date of ensuing Annual General Meeting.

Company has received a notice in writing from the Member under the provision of section 160 of the Companies Act, 2013, proposing his candidature for the office of Independent Director of the Company. Mr. Rajendrabhai R. Bhanderi is eligible for appointment as Independent Non-Executive Director of the Company. Hence, In terms of Sections 149, 152 and 160 any other applicable provisions of the Companies Act, 2013 read with Schedule IV of the Companies Act, 2013 and the Companies (Amendment) Act, 2017 and the rules made there under (including any statutory modification (s) or amendment (s) or re-enactment (s) thereof and

pursuant to Articles of Association of the Company, Mr. Rajendrabhai R. Bhanderi, being eligible is proposed to be appointed as an Independent Non-Executive Director for a continuous period of Five(5) years w.e.f. November 17, 2017 to November 16, 2022 and he shall not liable to retire by rotation.

In the opinion of the Board, Mr. Rajendrabhai R. Bhanderi fulfils the conditions specified in the Companies Act, 2013, and a rule made thereunder for his appointment as an Independent Director of the Company and is independent of the management.

The Board considers that his association would be of immense benefit to the Company and it is desirable to avail services of Mr. Rajendrabhai R. Bhanderi as an Independent Director. Accordingly, the Board recommends the resolution in relation to appointment of Mr. Rajendrabhai R. Bhanderi as an Independent Director, for the approval by the shareholders of the Company.

Except Mr. Rajendrabhai R. Bhanderi, being an appointee, none of the Directors and/or Key Managerial Personnel [KMP] of the Company and their relatives are concerned or interested, financially or otherwise, in the resolution set out at Item no. 8.

Item No. 9

Mr. Deven J. Doshi [DIN: 07994505], has been appointed as Additional Non-Executive Independent Director of the Company w.e.f. November 17, 2017 by the Board of Directors of the Company. According to provision of section 161(1) of the Companies Act, 2013, Mr. Deven J. Doshi holds office as an Additional Independent Director up to the date of ensuing Annual General Meeting.

Company has received a notice in writing from the Member under the provision of section 160 of the Companies Act, 2013, proposing his candidature for the office of Independent Director of the Company. Mr. Deven J. Doshi is eligible for appointment as Independent Non-Executive Director of the Company. Hence, In terms of Sections 149,152 and 160 any other applicable provisions of the Companies Act,2013 read with Schedule IV of the Companies Act, 2013 and the Companies (Amendment) Act, 2017 and the rules made there under (including any statutory modification (s) or amendment (s) or re-enactment (s) thereof and pursuant to Articles of Association of the Company, Mr. Deven J. Doshi, being eligible is proposed to be appointed as an Independent Non- Executive Director for a continuous period of Five(5) years w.e.f. November 17, 2017 to November 16, 2022 and he shall not liable to retire by rotation.

In the opinion of the Board, Mr. Deven J. Doshi fulfils the conditions specified in the Companies Act, 2013, and a rule made thereunder for his appointment as an Independent Director of the Company and is independent of the management.

The Board considers that his association would be of immense benefit to the Company and it is desirable to avail services of Deven J. Doshi as an Independent

Director. Accordingly, the Board recommends the resolution in relation to appointment of Mr. Deven J. Doshi as an Independent Director, for the approval by the shareholders of the Company.

Except Mr. Deven J. Doshi, being an appointee, none of the Directors and/or Key Managerial Personnel [KMP] of the Company and their relatives are concerned or interested, financially or otherwise, in the resolution set out at Item no. 9.

Place: Metoda, Rajkot
Date: August 17, 2018

For and on behalf the Board of
MACPOWER CNC MACHINES LIMITED

SD/-

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

ANNEXURE 1**Brief profiles of directors seeking Appointment/Re-appointment in forthcoming Annual General Meeting.**

Name of Director	RUPESH J. MEHTA	MAULIK R. MOKARIYA	RAJENDRABHA I R. BHANDERI	DEVEN J. DOSHI
Date of Birth	23/10/1968	03/11/1988	09/10/1964	27/10/1966
Date of Appointment	31/12/2003 (Appointed as MD w.e.f 17/11/2017)	17/11/2017	17/11/2017	17/11/2017
Expertise in Specific functional area	More than 25 years of experience in Machine Tool industry out of 14 years of experience in Macpower as a Management Personnel. Specific area includes Accounts, General Administration, Sales, Service, IT, HMC, VMC R & D, CNC R & D.	Finance, Operation & Management	Engineering Industries including Techno and Commercial field	Finance sector including financial system in general and stock exchange market
List of public companies in which Directorship held	1. Macpower CNC Machines Limited 2. Indian Machine Tool Manufacturers Association	1. Macpower CNC Machines Limited 2. Wedib Express Limited	Macpower CNC Machines Limited	Macpower CNC Machines Limited
Chairman/Member of the committees	Member – Audit Committee, Corporate Social Responsibility Committee and Stakeholders Relationship Committee	NIL	Chairman – Audit Committee, Corporate Social Responsibility Committee and NRC	Member – Audit Committee and NRC
Chairman/Member of the committees of Directors of other Companies	NIL	Member in CSR Committee of Shree Maruti Courier Services Private Limited	NIL	NIL

MACPOWER CNC MACHINES LIMITED

[Formerly known as Macpower CNC Machines Private Limited]

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

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

CIN: U30009GJ2003PLC043419

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 15th Annual General Meeting of the Company, to be held on the Saturday, **September 22, 2018** at **04:00 P.M.** at Plot No. 2234, Near Kranti Gate, GIDC Metoda, Talu-Lodhika, Dist-Rajkot – 360 021, 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 March 31, 2018, and the report of the Board of Directors and Auditors thereon.		
2	Declare dividend on Equity Shares at Re. 1/- per share of Face Value of Re. 10/- for the financial year ended March 31, 2018		
3	Appoint a Director in place of Mr. Rupesh J. Mehta, Managing Director, who retires by rotation and being eligible, offers himself for re-appointment.		
4	Appointment of M/s. S. C. MAKHECHA & ASSOCIATES, [Firm Registration no. 120184W], Chartered Accountants, as Statutory Auditor of the Company for a Consecutive period of Five years.		
5	Alteration of Articles of the Company		
6	Approve Remuneration of Cost Auditor for F.Y. 2018-19.		
7	Appointment of Mr. Maulik R. Mokariya, as an Independent Director of the Company.		
8	Appointment of Mr. Rajendra R. Bhandari, as an Independent Director of the Company.		
9	Appointment of Mr. Deven Doshi, as an Independent Director of the Company.		

*Applicable for investors holding shares in electronic form.

**This is Optional

Signed this _____ day of _____, 2018

Signature of Member

Signature of Proxy Holder

Please affix
Revenue
Stamp

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.**

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ATTENDANCE SLIP

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

Joint Shareholders may obtain additional Slip at the venue of the meeting

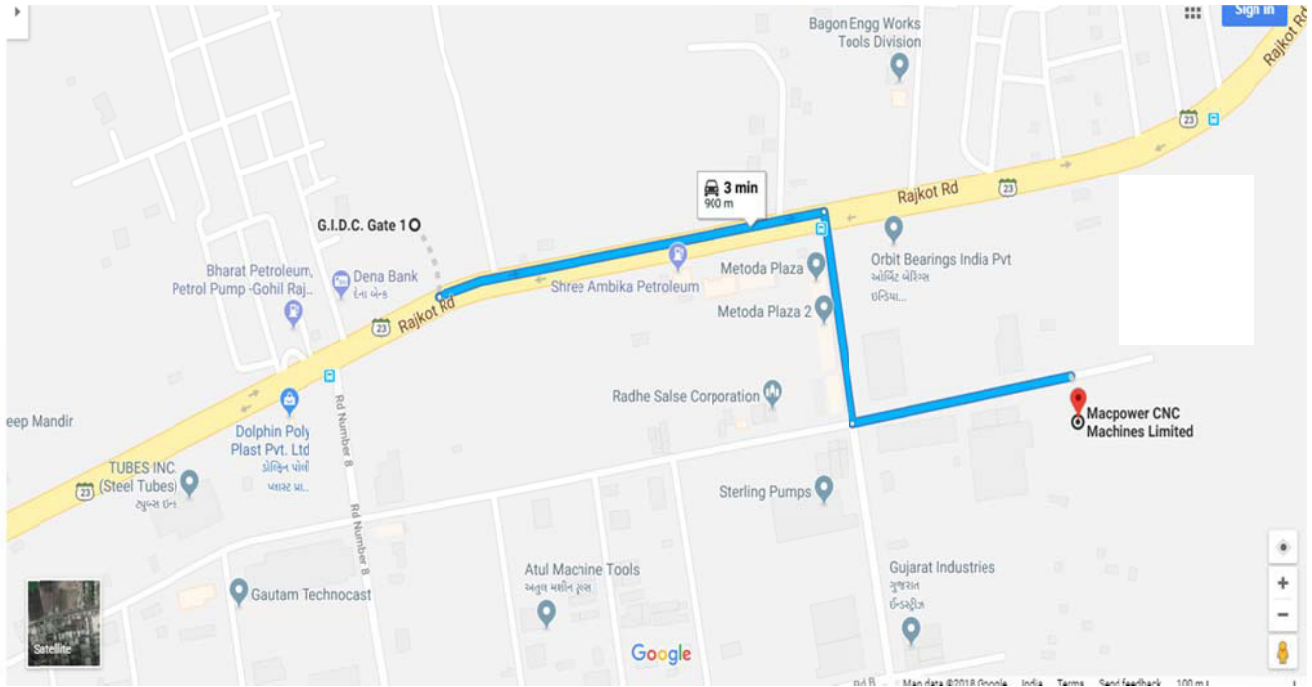
Name of the Member:			
Address of the Member:			
DP ID*:		Folio No:	
Client ID*:		No. of Shares	

I hereby record my presence at the 15th ANNUAL GENERAL MEETING of the Company held on **Saturday, September 22, 2018** at **04:00 P.M.** at Plot No. 2234, Near Kranti Gate, GIDC Metoda, Talu-Lodhika, Dist-Rajkot – 360 021, 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, Talu-Lodhika, Dist-Rajkot – 360 021, Gujarat, India

Date of AGM: September 22, 2018, Saturday

Time of AGM: 04:00 P.M.