



MIVEN MACHINE TOOLS LIMITED

BOARD MEETING NO.: 202nd Meeting

BOARD MEETING DATE: 26th May 2025

BOARD MEETING DAY: Monday

TIME : 12:00 Noon

VENUE : Registered Office-Hyderabad

MIVEN MACHINE TOOLS LIMITED

Regd. Office: 3rd Floor, D.No. 2-93/8 & 2-93/9, Three Cube Towers, White Fields,
Kondapur, Hyderabad, Telangana – 500084 ,India.

Website: www.mivenmachinetools.com

info@mivenmachinetools.com

Email:

CIN: L29220TS1985PLC197616

GSTIN: 36AAECM4671J1Z7

Contact: +91

9448285831



Date: 20th May 2025

NOTICE OF BOARD MEETING

To,
The Board of Directors
Miven Machine Tools Limited
3rd Floor, D.No. 2-93/8 & 2-93/9,
Three Cube Towers, White Fields
Kondapur, K.V.Rangareddy, Serilingampally,
Hyderabad, Telangana, India, 500084

Sub: Notice of 202nd Meeting of the Board of Directors of the Company

Dear Sir(s) / Madam,

We are pleased to inform you that the 202nd meeting of the Board of Directors of the Company will be held on **Monday, the 26th day of May 2025** at **12:00 Noon**, at the Registered Office of the company situated at D. No. 2-93/8 & 9, 3rd Floor, Three Cube Towers, White Fields, Kondapur - 500084, Hyderabad, Telangana to consider the matters as briefed in the attached Agenda.

Kindly take note that arrangements are made for the participation of Board members electronically through Video Conference facility. You are requested to confirm whether you will be attending the meeting physically or through electronic mode (through VC) and the confirmation of the same should be conveyed through e-mail at least two days before the meeting to cs@mivenmachinetools.com so that necessary arrangements could be ensured in due time.

In case, if you are unable to attend the meeting, please do inform us by email in advance, to enable the Board to grant you leave of absence.

The agenda for the meeting is enclosed for your kind perusal and we request you to kindly make it convenient to attend the Board Meeting. Please acknowledge receipt of this notice.

Thanking You,

For Miven Machine Tools Limited

Khushboo Jain
Company Secretary & Compliance Officer
Membership No. 65899

MIVEN MACHINE TOOLS LIMITED

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Encl: As above

AGENDA FOR THE 202nd MEETING OF THE BOARD OF DIRECTORS OF THE COMPANY TO BE HELD AT REGISTERED OFFICE OF THE COMPANY SITUATED AT D. NO. 2-93/8 & 9, 3RD FLOOR, THREE CUBE TOWERS, WHITE FIELDS, KONDAPUR - 500084, HYDERABAD, TELANGANA ON MONDAY, 26TH MAY 2025 AT 12:00 Noon

ITEM NO.	BUSINESS TO BE TRANSACTED
1	To elect the Chairman of the meeting
2	To consider and grant leave of absence, if any
3	To have a roll call for every director and chairman confirming their participation through electronic mode and confirm the presence of quorum and mode of attendance of directors
4	To consider and take note of the minutes of the previous Board Meeting held on 21st March 2025. (Refer Annexure-1)
5	To consider and approve Annual Audited Financial statements of the company for the financial year 2024-25 ended on 31st March, 2025 , together with the Auditor's Report thereon. (Refer Annexure-2)
6	To consider and approve Audited Financial Results of the Company for the 4 th quarter of financial year 2024-25 ended on 31st March 2025.
7	To take note of the Internal Audit Report for the quarter ended 31st March 2025. (Refer Annexure- 3)
8	To consider and approve the appointment of M/s A.S.R.V. Prasad & Co, Chartered Accountants, Hyderabad as internal auditor of the Company for the Financial Year 2025-26
9	To take note of the appointment of Mr. Sundeep Reddy Katta as Managing Director in Karvy Data Management Services Limited
10	To take note on compliances for the quarter ended 31st March 2025 under SEBI (LODR) Regulations,2015
11	To take note of statutory compliances for the quarter ended 31st March 2025.
12	To consider and approve the change in main object clause of the Memorandum of Association of the Company subject to shareholders' approval.
13	To discuss on Postal Ballot process/ remote e-voting facility for obtaining shareholders' approval for change in the main objects of the MOA and appointment of the scrutinizer thereof.
14	To consider and approve the appointment of Central Depository Services Limited (CDSL) as a facilitator for remote e-voting facility in connection with the Postal Ballot for change in Object of the Company
15	To consider and approve the dispatch of physical Postal Ballot notices and forms by the RTA, BgSC Financials Limited, in connection with the proposed alteration of the object clause of the memorandum of association of the Company

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16	To review and take note of the Related Party transactions for the quarter ended 31st March 2025
17	To take a note on declaration received by Independent Directors of the Company Section 149 (7) of the Companies Act, 2013
18	To take note of director's declarations under section 164(2) of the Companies Act, 2013
19	To take note of disclosures of Interest by directors in pursuant to Section 184 of the Companies Act, 2013
20	Any other matters with the permission of the Chair

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NOTES TO AGENDA

1. TO ELECT THE CHAIRMAN OF THE MEETING

It shall be informed that as per the provisions of Companies Act, 2013 a Director shall be elected as a Chairman to convene the meeting of the Board.

2. TO CONSIDER AND GRANT LEAVE OF ABSENCE, IF ANY

The attendance of the directors shall be recorded and leave of absence may be granted to the directors who are not able to attend the meeting and conveyed their inability in this regard.

3. TO HAVE A ROLL CALL FOR EVERY DIRECTOR AND CHAIRMAN CONFIRMING THEIR PARTICIPATION THROUGH ELECTRONIC MODE AND CONFIRM THE PRESENCE OF QUORUM AND MODE OF ATTENDANCE OF DIRECTORS

To have a Roll Call for every Director present in the meeting and Chairman confirming their participation through electronic mode.

The quorum of the meeting shall be ascertained and confirmed by the Chairman of the meeting and the mode of attendance of directors present for the meeting shall also be recorded.

4. TO CONSIDER AND TAKE NOTE OF THE MINUTES OF THE PREVIOUS BOARD MEETING HELD ON 21ST March 2025

The Minutes of the Board Meeting held on **21ST March 2025**, which were circulated amongst the Directors of the company shall be placed before the Board to take note of the same.

The Board is requested to consider and take note of the same.

5. TO CONSIDER AND APPROVE ANNUAL AUDITED FINANCIAL STATEMENTS OF THE COMPANY FOR THE FINANCIAL YEAR 2024-25 ENDED ON 31ST MARCH, 2025, TOGETHER WITH THE AUDITOR'S REPORT THEREON.

The draft Financial Statements for the Financial Year ended 31ST March 2025 as reviewed by the Audit Committee will be placed before the meeting.

The Board is requested to review and pass the following resolution with or without modification(s):

“RESOLVED THAT the Financial Statements for the Financial Year ended 31ST March 2025,

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together with the Auditor's Report be and are hereby approved.

RESOLVED FURTHER THAT Managing Director, Director and Company Secretary and Compliance Officer of the Company be and are hereby authorized to sign the Financial Statements for the Financial Year ended 31st March 2025 and submit the same to the Auditors of the Company for their report.

6. TO CONSIDER AND APPROVE AUDITED FINANCIAL RESULTS OF THE COMPANY FOR THE 4TH QUARTER OF FINANCIAL YEAR 2024-25 ENDED ON 31ST MARCH 2025

The Audited Financial Results for the quarter ended on 31st March 2025 as reviewed by the Audit Committee will be placed before the Board for consideration and approval of the Board.

The Board shall discuss the same and may pass the following resolution:

"RESOLVED THAT in pursuant to Regulation 33 of SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015, the Audited Financial Results for the quarter ended 31st March 2025 initialled by the Chairman as placed before the Board, be and are hereby considered and approved.

RESOLVED FURTHER THAT any of the Directors or Company Secretary of the Company be and hereby are severely authorized to sign the Audited Financial Results of the quarter ended on 31st March 2025 and to do all such acts, deeds, things and matters as may be necessary to give effect to the aforesaid resolution."

7. TO TAKE NOTE OF THE INTERNAL AUDIT REPORT FOR THE QUARTER ENDED 31ST MARCH 2025

The internal audit report, issued by A.S.R.V. PRASAD & CO. (Chartered Accountants), Internal Auditor of the Company for the quarter ending 31st March 2025 will be placed before the board members.

The Board shall discuss and take note of the same.

8. TO CONSIDER AND APPROVE THE APPOINTMENT OF M/S A.S.R.V. PRASAD & CO, CHARTERED ACCOUNTANTS, HYDERABAD AS INTERNAL AUDITOR OF THE COMPANY FOR THE FINANCIAL YEAR 2025-26

The Chairman shall inform to the Board that as per section 138 of the Companies Act, 2013 read with Rule 13 of the Companies (Accounts) Rules, 2014, the company is required to appoint an internal auditor, who shall either be a Chartered Accountant or a Cost Accountant, or such other professional as may be decided by the Board to conduct internal audit of the functions and activities of the company.

After due deliberations the Board may pass the following resolution with or without any modification(s):

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"RESOLVED THAT pursuant to section 138 read with Rule 13 of the Companies (Accounts) Rules, 2014 and other applicable provisions of the Companies Act, 2013 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and in compliance with Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the consent of the Board of Directors be and are hereby accorded to appoint M/s A.S.R.V. Prasad & Co., the Chartered Accountants, as the Internal Auditor of the Company for the Financial Year 2025-26, on such remuneration as may be fixed by the Board in consultation with them."

"RESOLVED FURTHER THAT, the Directors of the Company, be and are hereby severally authorized to do all acts, deeds, matters and things as deem necessary, proper or desirable and to sign and execute all necessary documents, applications and returns along with filing of necessary E-form with the Registrar of Companies, to give effect to the aforesaid resolution"

9. TO TAKE NOTE OF THE APPOINTMENT OF MR. SUNDEEP REDDY KATTA AS MANAGING DIRECTOR IN KARVY DATA MANAGEMENT SERVICES LIMITED

The Board, in its meeting held on 21st March 2025, had accorded its in-principle approval to Mr. Sundeep Reddy Katta for accepting the proposed appointment as Managing Director of Karvy Data Management Services Limited, subject to finalization and confirmation of the appointment by Karvy Data Management Services Limited and compliance with applicable legal provisions.

The Board is now informed that Mr. Sundeep Reddy Katta's appointment as Managing Director of Karvy Data Management Services Limited has been duly approved and confirmed by its Board of Directors.

The Board is accordingly requested to take note of the same.

10. TO TAKE NOTE ON COMPLIANCES FOR THE QUARTER ENDED 31ST MARCH 2025 UNDER SEBI (LODR) REGULATIONS, 2015

Board shall take note of the following:

1. Shareholding Pattern under Regulation 31 of the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015.
2. Statement of Investors Grievances under Regulation 13(3) of SEBI (LODR) Regulations, 2015.
3. Structured Digital Database pursuant to Regulation 3(5) and 3(6) of the Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015.
4. Non-applicability of Corporate Governance Report under Regulation 27.
5. Intimation to the stock exchange for certificate issued by M/s. BgSE Financials Limited, RTA under Regulation-74(5) of SEBI (Depositories and Participants) Regulations, 2018.
6. Reconciliation Of Share Capital Audit Report for The Quarter Ended On 31st March

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2025.

7. Trading Window for the trading of shares of Company for the quarter ended **31st March 2025**, pursuant to the Code of Conduct for Prevention of Insider Trading of the Company.

11. TO TAKE NOTE OF STATUTORY COMPLIANCES FOR THE QUARTER ENDED 31ST MARCH 2025

The Chairman shall inform the Board that Company about the compliance status with respect to statutory dues namely Income Tax, TDS, Provident Fund, Professional Tax and other payment which are statutory in nature.

The Board shall discuss and note the same.

12. TO CONSIDER AND APPROVE THE CHANGE IN MAIN OBJECT CLAUSE OF THE MEMORANDUM OF ASSOCIATION OF THE COMPANY SUBJECT TO SHAREHOLDERS' APPROVAL.

The Board is requested to consider and approve the proposal for alteration of Clause III(A) – the Main Objects Clause – of the Memorandum of Association of the Company, in order to align the Company's object with its current and future business activities.

The revised set of main objects is proposed to reflect the Company's strategic shift and diversification into new areas of business operations, and has been drafted in accordance with the provisions of the Companies Act, 2013.

In terms of Section 13 and other applicable provisions of the Companies Act, 2013, such alteration in the Memorandum of Association shall require approval of the shareholders by way of a special resolution through postal ballot and remote e-voting.

Accordingly, the Board is requested to consider and approve the proposed alteration to the Main Object Clause, subject to the approval of the shareholders, and authorize the filing of necessary forms with the Registrar of Companies and completion of all related formalities as may be required under applicable laws.

The draft of the amended Main Object Clause shall be placed before the meeting for the Board's review and approval.

13. TO DISCUSS ON POSTAL BALLOT PROCESS/ REMOTE E-VOTING FACILITY FOR OBTAINING SHAREHOLDERS' APPROVAL FOR CHANGE IN THE MAIN OBJECTS OF THE MOA AND APPOINTMENT OF THE SCRUTINIZER THEREOF.

The Board is requested to deliberate on initiating the process for obtaining shareholders' approval by way of postal ballot (including remote e-voting) pursuant to the applicable provisions of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014, and other applicable laws, for effecting a change in the Main Objects Clause of the Memorandum of Association of the Company.

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In this regard, the draft Postal Ballot Notice, explanatory statement pursuant to Section 102 of the Companies Act, 2013 will be placed before the Board for consideration and approval.

Further, the Board is also requested to consider and approve the appointment of a M/s SPP & Associates, Practicing Company Secretary as the Scrutinizer for conducting the postal ballot and remote e-voting process in a fair and transparent manner and to authorize designated officials of the Company to take necessary steps for the conduct of the postal ballot and e-voting in compliance with applicable legal and regulatory requirements.

The matter is placed before the Board for discussion and necessary decision.

14. TO CONSIDER AND APPROVE THE APPOINTMENT OF CENTRAL DEPOSITORY SERVICES LIMITED (CDSL) AS A FACILITATOR FOR REMOTE E-VOTING FACILITY IN CONNECTION WITH THE POSTAL BALLOT FOR CHANGE IN OBJECT OF THE COMPANY

In compliance with the provisions of Section 110 read with Section 108 of the Companies Act, 2013, Rule 20 and Rule 22 of the Companies (Management and Administration) Rules, 2014, and the applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the approval of shareholders for alteration of the Object Clause of the Memorandum of Association of the Company is proposed to be sought through Postal Ballot, including remote e-voting facility.

It is proposed to appoint Central Depository Services (India) Limited (CDSL) as the authorized electronic voting agency to provide remote e-voting platform for the Postal Ballot process.

The Board is requested to consider and approve the appointment of CDSL as the e-voting service provider for this purpose, and to authorize the Company Secretary or any Director of the Company to finalize and execute the necessary agreements, filings, and communications in this regard.

15. TO CONSIDER AND APPROVE THE DISPATCH OF PHYSICAL POSTAL BALLOT NOTICES AND FORMS BY THE RTA, BgSC FINANCIALS LIMITED, IN CONNECTION WITH THE PROPOSED ALTERATION OF THE OBJECT CLAUSE OF THE MEMORANDUM OF ASSOCIATION OF THE COMPANY

In accordance with the provisions of Section 110 read with Section 108 of the Companies Act, 2013, and Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014, and in compliance with applicable SEBI (LODR) Regulations, the Company proposes to seek the approval of its shareholders for the alteration of the Object Clause of the Memorandum of Association through Postal Ballot.

As part of the postal ballot process, the Company is required to send physical postal ballot notices and forms to those shareholders who have not registered their email addresses or who have opted for physical communication.

It is proposed that BgSC Financials Limited, the Company's Registrar and Share Transfer Agent (RTA), be authorized to undertake the process of dispatching the physical postal ballot notices

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and forms to such shareholders, in coordination with the Company and the designated e-voting agency.

The Board is requested to consider and approve the arrangement and authorize the Company Secretary and/or such other officer(s) as may be deemed appropriate to coordinate with BgSC Financials Limited for the timely and compliant dispatch of the physical postal ballot materials, and to do all acts, deeds, and things necessary in this regard.

16. TO REVIEW AND TAKE NOTE OF THE RELATED PARTY TRANSACTIONS FOR THE QUARTER ENDED 31ST March 2025

The Chairperson shall place before the Board the details of the following Related Party Transactions

S. No.	Name of the Party	Relationship	Amount in Rs.
1	Loan from Sundeep Reddy Katta	Managing Director- Key Managerial Person	73,64,712.00
TOTAL			73,64,712.00

The Board discussed and took note of the same.

17. TO TAKE A NOTE ON DECLARATION RECEIVED BY INDEPENDENT DIRECTORS OF THE COMPANY SECTION 149 (7) OF THE COMPANIES ACT, 2013

It is informed to the Board that the declaration(s) of meeting independence criteria as prescribed in Section 149(6) of the Companies Act, 2013 pursuant to Section 149 (7) of the Companies Act, 2013 and confirmation with the Code for Independent Director(s), received from Independent Director(s) of the Company, will be placed at the Meeting.

The Board of Directors are requested to take note of the same.

18. TO TAKE NOTE OF DIRECTOR'S DECLARATIONS UNDER SECTION 164(1) & (2) OF THE COMPANIES ACT, 2013

Declarations under section 164(1) & (2) of the Companies Act, 2013 obtained from directors in DIR 8 will be placed before the Board for its perusal.

The Board will be requested to take note of the same and may pass the following resolution:

"RESOLVED THAT pursuant to the provisions of the Section 164(1) & (2) of the Companies Act, 2013 read with Section 167(1)(a) and Rule 14 of the Companies (Appointment and Qualification of Directors) Rules, 2014, the declarations received in form DIR-8 from all the directors of the company confirming that none of the directors of the company is disqualified in terms of the provisions of Section 164(1) & (2) of the Companies Act, 2013 as placed before the Board, be and is hereby taken on record."

"RESOLVED FURTHER THAT a copy of the above resolution be submitted to the auditors of

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the company for consideration and incorporating the same issuance of the Auditors' Report.”

19. TO TAKE NOTE OF DISCLOSURES OF INTEREST BY DIRECTORS IN PURSUANT TO SECTION 184 OF THE COMPANIES ACT, 2013

Disclosure of interest under section 184(1) of the Companies Act, 2013 in MBP 1, obtained from directors of the company will be placed before the Board.

The Board shall be requested to take note of the same and may pass the following resolution:

“RESOLVED THAT pursuant to the provisions of section 184(1) of the Companies Act, 2013 read with rule 9(1) of the Companies (Meeting of Board and its Powers), Rules, 2014 and Regulation 26(5) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 the notice of disclosure of interest or concern in Form MBP 1 received from directors of the company as placed before the meeting be and are hereby noted and taken on record by the Board.

20. ANY OTHER MATTERS WITH PERMISSION OF THE CHAIR

The Board may discuss any other agenda with the permission of Chair.

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