



Date: 02-05-2024

To  
Department of Corporate Services  
BSE Limited  
PJ Towers  
Dalal Street, Mumbai — 400 001  
Scrip Code: 522036

**Sub:** Notice of Postal Ballot – Disclosure under Regulation 30 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

Dear Sir / Madam,

Further to our intimation dated 25<sup>th</sup> April, 2024, please find enclosed herewith a copy of Notice of Postal Ballot dated 29-04-2024, sent/ dispatched to all shareholders of the Company today i.e., 02<sup>nd</sup> May, 2024, in accordance with the provisions of Section 110 of the Companies Act, 2013 read with Rule 22 of the Companies (Management and Administration) Rules, 2014, as amended from time to time, and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, for seeking approval of members of the Company on the resolutions as mentioned in the Notice of Postal Ballot.

The Postal Ballot Notice along with the Explanatory Statement is being sent/dispatched through electronic mail to all the members of the company whose email IDs are registered in the records of depository participants and whose name appears in the Register of Members of the company / List of Beneficial Owners maintained by the Depositories as on Friday, 26<sup>th</sup> April, 2024, being the Cut-off date fixed for this purpose.

The Company has engaged the services of Central Depository Services (India) Limited ("CDSL") as the agency to provide remote e-voting facility to its members. The Company has also engaged the services of "BgSE Financials Limited" the Registrar and Share Transfer Agent of the company (RTA) for the purpose of conducting postal ballot.

Members whose names appeared in the Register of Members/ List of Beneficial Owners as on the cut-off date i.e. 26-04-2024 are eligible for the purpose of remote e-voting. The remote e-voting facility will commence on Monday, 06<sup>th</sup> May, 2024 at 9:00 A.M. (IST) and will end on Tuesday, 04<sup>th</sup> June, 2024 at 05:00 P.M. (IST)

---

**MIVEN MACHINE TOOLS LIMITED**

**Regd. Office :** Sirur's Compound, Karwar Road, Hubballi – 580 024, Karnataka, India.

**Corp. Office :** 3<sup>rd</sup> Floor, D.No. 2-93/8 & 9, Three Cube Towers, White Fields, Kondapur-500 084 Hyderabad, Telangana, India.

**Website :** [www.mivenmachinetools.com](http://www.mivenmachinetools.com) **Email :** [info@mivenmachinetools.com](mailto:info@mivenmachinetools.com)

**CIN :** L29220KA1985PLC007036 **GSTIN :** 29AAECM4671J1Z2 **Contact No.:** 9949320300



The Postal Ballot Notice will also be available on the Company's website at [www.mivenmachinetools.com](http://www.mivenmachinetools.com) and on the website of Central Depository Services (India) Limited ("CDSL") [www.evotingindia.com](http://www.evotingindia.com)

Members holding shares in physical mode and who have not updated their email addresses with the Company are requested to update their email addresses as per the instructions given in the enclosed Notice.

We request you to kindly take the same on your records and display the same on the website of your exchange.

Thanking you,

**For Miven Machine Tools Limited**

**Signature:**

**Name: Duggina Lakshmi Jyothsna**

**Designation: Company Secretary & Compliance Officer**

**Membership No. A21900**

**Encl: As above**

---

**MIVEN MACHINE TOOLS LIMITED**

**Regd. Office :** Sirur's Compound, Karwar Road, Hubballi – 580 024, Karnataka, India.

**Corp. Office :** 3<sup>rd</sup> Floor, D.No. 2-93/8 & 9, Three Cube Towers, White Fields, Kondapur-500 084 Hyderabad, Telangana, India.

**Website :** [www.mivenmachinetools.com](http://www.mivenmachinetools.com) **Email :** [info@mivenmachinetools.com](mailto:info@mivenmachinetools.com)

**CIN :** L29220KA1985PLC007036 **GSTIN :** 29AAECM4671J1Z2 **Contact No.:** 9949320300



**MIVEN MACHINE TOOLS LIMITED**

CIN: L29220KA1985PLC007036

Registered Office Address: Sirur's Compound, Karwar Road, Hubli-580024, Dharwad, Karnataka

Corporate Office Address: D-No. 2-93/8 & 9, 3<sup>rd</sup> Floor, Three Cube Towers, White Fields,

Kondapur, Hyderabad -500084, Telangana

Contact No. +91 9949320300

Email Id: [lakshmid@mivenmachinetools.com](mailto:lakshmid@mivenmachinetools.com)

Website: [www.mivenmachinetools.com](http://www.mivenmachinetools.com)

	Event	At	Day	Date
Remote e-voting	Opens	09-00 AM	Monday	06-05-2024
	Closes	05-00 PM	Tuesday	04-06-2024

**NOTICE OF POSTAL BALLOT**

**(Pursuant to Sections – 108 & 110 of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014)**

Dear Members,

Notice is hereby given to the Members of Miven Machine Tools Limited ('the Company'), pursuant to Sections 108 and 110 of the Companies Act, 2013 ('the Act') read with Rule-20 and Rule-22 of Companies (Management & Administration) Rules, 2014, read with Regulation-44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, ('Listing Regulations') and Secretarial Standards on General Meetings ("SS-2") issued by the Institute of Company Secretaries of India and other applicable provisions of the Act, Rules, Circulars and Notifications issued thereunder (including any statutory modifications or re-enactment thereof for the time being in force and as amended from time to time), that the Resolutions as set out in this Notice are proposed for consideration by the Members of the Company for passing by means of Postal Ballot and Electronic voting.

**SPECIAL BUSINESS:**

Item No. 1: To shift the Registered Office of the Company from Hubli in the State of Karnataka to Hyderabad in the State of Telangana

To consider and if thought fit, to pass with or without modification(s), the following resolution as Special Resolution:

"RESOLVED THAT pursuant to the provisions of Section 12, 13 and other applicable provisions, if any, of the Companies Act, 2013 ("the Act") read with the rules framed thereunder ("Rules"), Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") (including any statutory modification(s) or re-enactment thereof for the time being in force) and subject to the approval of Central Government (Powers delegated to Regional Director), and such other approvals, permissions and sanctions as may be required under the provisions of the Act or under any other law for the time being in force, the consent of the Members of the Company be and is hereby accorded for shifting the Registered Office of the Company from "Hubli in the State of Karnataka" to "Hyderabad in the State of Telangana".

**MIVEN MACHINE TOOLS LIMITED**

**Regd. Office :** Sirur's Compound, Karwar Road, Hubballi – 580 024, Karnataka, India.

**Corp. Office :** 3<sup>rd</sup> Floor,D.No. 2-93/8 & 2-93/9, Three Cube Towers, White Fields, Kondapur, - 500 084 Hyderabad, Telangana, India.

**Website :** [www.mivenmachinetools.com](http://www.mivenmachinetools.com)

**Email :** [info@mivenmachinetools.com](mailto:info@mivenmachinetools.com)

**CIN :** L29220KA1985PLC007036

**GSTIN :** 29AAECM4671J122

**Contact :** 9949320300





RESOLVED FURTHER THAT upon shifting of the registered office becoming effective, the existing Clause-II of the Memorandum of Association of the Company be substituted with the following new clause:

"II. The Registered Office of the Company will be situated at Hyderabad in the State of Telangana."

RESOLVED FURTHER THAT the consent of the Board of Directors of the Company be and is hereby accorded to set up the Registered Office of the Company at D.NO.2-93/8 & 9, 3<sup>rd</sup> Floor, 3 Cube Towers, White Fields, Kondapur, Hyderabad -500084, in the State of Telangana.

RESOLVED FURTHER THAT the Chairman & Managing Director, and any of the Directors and Company Secretary of the Company be and are hereby severally authorised to make necessary application to the Central Government, Regional Director, Registrar of Companies and other regulatory authorities in this matter, to appear before them, to make any modifications, changes, variations, alterations or revisions stipulated by the concerned authorities while according approval or consent, and to do all such acts, deeds, matters and things as may be necessary / incidental / ancillary to give effect to this resolution including execution / signing / filing of necessary forms / documents / affidavits / indemnity / undertakings / declarations as may be required, from time to time.

RESOLVED FURTHER THAT the Board of Directors of the Company be and are hereby authorized to engage counsels / consultants / executives / advisors to represent the Company and appear on its behalf before the Central Government, Regional Director, Registrar of Companies, and other regulatory authorities in this matter and obtain the necessary directions and/or Order(s) upon confirmation by the concerned Regulatory Authority and do all such acts, deeds, matters and things as may be necessary to give effect to the above resolution including but not limited to signing, certification and filing of the e-Forms with the Registrar of Companies."

Item No. 2: To avail unsecured Loan from Directors of the company, beyond the specified statutory limits, for working capital purpose

To consider and if thought fit, to pass with or without modification(s), the following resolution as Special Resolution:

"RESOLVED THAT pursuant to the provisions of Section 180(1)(c) and other applicable provisions, if any, of the Companies Act, 2013 and Rules made there under (including any statutory modification(s) or re-enactment thereof for the time being in force), the Articles of Association of the Company and subject to such other approvals as may be necessary, consent of the Company be and is hereby accorded to the Board of Directors of the Company ('hereinafter referred to as the 'Board') to borrow up to an amount of Rs. 25 crores (Rupees Twenty Five Crores only) by way of availing unsecured loan from the Directors of the Company for working capital purpose, from time to time, which together with the monies already borrowed by the Company (apart from temporary loans obtained or to be obtained from the Company's Bankers / Financial Institutions in the ordinary course of business) may exceed, at any time, the aggregate of the paid-up share capital and free reserves, provided that the total amount so borrowed by the Board shall not at any time exceed Rs. 300 Crores (Rupees Three Hundred Crores only).

**MIVEN MACHINE TOOLS LIMITED**

**Regd. Office :** Sirur's Compound, Karwar Road, Hubballi – 580 024, Karnataka, India.

**Corp. Office :** 3<sup>rd</sup> Floor, D.No. 2-93/8 & 2-93/9, Three Cube Towers, White Fields, Kondapur, - 500 084 Hyderabad, Telangana, India.

**Website :** www.mivenmachinetools.com

**Email :** info@mivenmachinetools.com

**CIN :** L29220KA1985PLC007036

**GSTIN :** 29AAECM4671J122

**Contact :** 9949320300

2





RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board of Directors of the Company be and are hereby authorized to negotiate, finalise and agree to the terms and conditions of the aforesaid Loans and to take all necessary steps, to execute all such documents, instruments and writings and to do all necessary acts, deeds and things in order to comply with all the legal and procedural formalities and to do all such acts, deeds or things incidental or expedient thereto and as the Board may think fit and suitable."

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the directors and key managerial personnel of the Company be and are hereby severally authorized to do all acts, deeds, matters and things as they may in their absolute discretion deem necessary, proper or desirable and to settle any question, difficulty, doubt that may arise in respect of the matter aforesaid and further to do all acts, deeds, matters and things as may be necessary, proper or desirable or expedient to give effect to the above resolution."

By order of the Board of Directors

For Miven Machine Tools Limited

Signature:



Name: Duggina Lakshmi Jyothsna

Designation: Company Secretary & Compliance Officer

Membership No. A21900

Place: Hyderabad

Date: 29-04-2024

Registered Office Address:

Sirur's Compound, Karwar Road,  
Hubli-580024, Dharwad,  
Karnataka

**MIVEN MACHINE TOOLS LIMITED**

Regd. Office : Sirur's Compound, Karwar Road, Hubballi – 580 024, Karnataka, India.

Corp. Office : 3<sup>rd</sup> Floor, D.No. 2-93/8 & 2-93/9, Three Cube Towers, White Fields, Kondapur, - 500 084 Hyderabad, Telangana, India.

Website : www.mivenmachinetools.com

Email : info@mivenmachinetools.com

CIN : L29220KA1985PLC007036

GSTIN : 29AAECM4671J122

Contact : 9949320300

3



## NOTES:

- 1) The Explanatory Statement pursuant to Section 102 and other applicable provisions of the Act read with the relevant Rules, setting out all material facts relating to the Special Businesses as mentioned in this Postal Ballot Notice is annexed herewith and forms part of this Postal Ballot Notice.
- 2) The Board of Directors of the company has appointed "SPP & Associates", Practicing Company Secretaries, Hyderabad to act as the Scrutinizer for conducting the Postal Ballot, through the e-voting process, in a fair and transparent manner. Mr. Surya Prakash Perumalla (Membership No. FCS-9072 and CP No. 11142), on behalf of SPP & Associates has communicated their willingness and will be available for the said purpose. The Scrutinizer's decision on the validity of the Postal Ballot shall be final.
- 3) The Company has engaged the services of Central Depository Services (India) Limited ("CDSL") as the agency to provide e-voting facility.
- 4) The Postal Ballot Notice is being sent to all the Members of the company only by electronic mode whose names appear in the Register of Members / List of Beneficial Owners as received from NSDL and CDSL as on 26-04-2024 ("Cut-Off Date") and whose e-mail addresses are registered with the Company / Depositories. Physical copies of the postal ballot forms along with the prepaid business envelopes are not being sent as per the relaxations granted by the Ministry of Corporate Affairs through its Circulars from time to time.
- 5) Pursuant to Sections 108, 110 and other applicable provisions of the Act and the Rules made thereunder, the MCA Circulars and Regulation 44 of the Listing Regulations read with circular of SEBI on e-Voting Facility provided by Listed Entities, dated December 9, 2020, SS-2 and any amendments thereto, the Company is pleased to offer e-voting facility to all the members of the company. For this Purpose, the company has engaged BgSE Financials Limited, the Registrar and Share Transfer Agent (RTA) of the Company for facilitating e-voting to enable the Shareholders to cast their votes electronically.
- 6) The Members, whose names appear in the Register of Members / List of Beneficial Owners as on Friday, 26<sup>th</sup> April, 2024, being the cutoff date, are entitled to vote on the Resolutions as set forth in this Notice. A person who is not a member as on the cut-off date should treat this Notice of Postal Ballot for information purpose only.
- 7) Dispatch of the Notice of Postal Ballot shall be deemed to be completed on the day on which Green Initiatives of CDSL, from the email Id of [GreenInitiative@cdslindia.com](mailto:GreenInitiative@cdslindia.com), the agency for sending the Notice of Postal ballot by email to the members on behalf of the Company, sends out the communication of the notice of Postal Ballot along with instructions and postal ballot process by e mail to the members of the Company.
- 8) In accordance with the MCA Circulars, Members of the company can vote only through the remote e-voting process. The instructions for e-voting are provided as part of this Postal Ballot Notice, which the members are requested to read carefully before casting their vote.
- 9) It is however, clarified that all the persons who are members of the Company as on 26-04-2024, which is the cut-off date (including those members who may not have received this Notice due to non-registration of their email addresses with the Company or the Depositories) shall be entitled to vote in relation to the resolutions specified in this Notice.

### MIVEN MACHINE TOOLS LIMITED

**Regd. Office :** Sirur's Compound, Karwar Road, Hubballi – 580 024, Karnataka, India.

**Corp. Office :** 3<sup>rd</sup> Floor, D.No. 2-93/8 & 2-93/9, Three Cube Towers, White Fields, Kondapur, - 500 084 Hyderabad, Telangana, India.

**Website :** [www.mivenmachinetools.com](http://www.mivenmachinetools.com)

**Email :** [info@mivenmachinetools.com](mailto:info@mivenmachinetools.com)

**CIN :** L29220KA1985PLC007036

**GSTIN :** 29AAECM4671J1Z2

**Contact :** 9949320300

4





- 10) Members may please note that the Postal Ballot Notice will also be available on the Company's website at [www.mivenmachinetools.com](http://www.mivenmachinetools.com) and on the website of the BSE Limited at [www.bseindia.com](http://www.bseindia.com) and on the website of Central Depository Services (India) Limited ("CDSL") <https://www.cdslindia.com/> and on the website of BgSE Financials Limited at <https://www.bfsl.co.in/>
- 11) All the material documents referred to Explanatory Statement, shall be available for inspection through electronic mode from 06-05-2024 to 04-06-2024, based on the request being sent on [lakshmid@mivenmachinetools.com](mailto:lakshmid@mivenmachinetools.com) mentioning their name, Folio no. / Client ID and DP ID, and the documents they wish to inspect, with a self-attested copy of their PAN card attached to the email.
- 12) The Voting rights of a Member / Beneficial Owner shall be in proportion to his/her/its shareholding in the paid-up equity share capital of the Company as on 26-04-2024, being the Cut-Off Date fixed for this purpose.
- 13) **The e-voting period commences at 9:00 A.M. (IST) on 06-05-2024 and ends at 5:00 P.M. (IST) on 04-06-2024. Members desiring to exercise their vote should cast their vote during this period, to be eligible for being considered.**
- 14) The Scrutinizer will submit his report to the Chairman and Managing Director of the company, after the completion of scrutiny and the results of the e-voting by postal ballot will be announced on or before 06-06-2024 and will be displayed on the Company's website at [www.mivenmachinetools.com](http://www.mivenmachinetools.com) and will also be communicated to BSE Limited and NSDL and CDSL (together the "Depositories") and BgSE Financials Limited ("Registrar and Transfer Agent"). The Company will also display the results of the Postal Ballot at its Registered Office. The Resolution, if passed by requisite majority shall be deemed to have been passed on 04-06-2024, being the last date of e-voting as specified by the Company.
- 15) The declared results along with the report of the Scrutinizer shall be forwarded to the BSE Limited and shall be uploaded on the website of the Company i.e., [www.mivenmachinetools.com](http://www.mivenmachinetools.com) and on the website of BgSE Financials Limited at <https://www.bfsl.co.in/>
- 16) In accordance with the MCA Circulars, the Company has made necessary arrangements for the members to register their e-mail address. Members who have not registered their e-mail address are requested to register the same
- (i) with the Depository Participant(s) where they maintain their demat accounts, if the shares are held in electronic form, and
- (ii) Members who have not registered their e-mail addresses with the Company or RTA are requested to register the same by sending an email to [lakshmid@mivenmachinetools.com](mailto:lakshmid@mivenmachinetools.com) or [vp\\_rta@bfsl.co.in](mailto:vp_rta@bfsl.co.in) Members holding shares in physical mode and who have not registered/updated their e-mail addresses with the Company or RTA are requested to register/update their email addresses by sending a duly signed request letter to the Company's Registrar and Transfer Agent viz. BgSE Financials Limited by providing Folio No. and Name of the Member or may also send an e-mail to Mrs. Duggina Lakshmi Jyothsna, Company Secretary & Compliance Officer of the company at [lakshmid@mivenmachinetools.com](mailto:lakshmid@mivenmachinetools.com)

**MIVEN MACHINE TOOLS LIMITED**

**Regd. Office :** Sirur's Compound, Karwar Road, Hubballi – 580 024, Karnataka, India.

**Corp. Office :** 3<sup>rd</sup> Floor, D.No. 2-93/8 & 2-93/9, Three Cube Towers, White Fields, Kondapur, - 500 084 Hyderabad, Telangana, India.

**Website :** [www.mivenmachinetools.com](http://www.mivenmachinetools.com)

**Email :** [info@mivenmachinetools.com](mailto:info@mivenmachinetools.com)

**CIN :** L29220KA1985PLC007036

**GSTIN :** 29AAECM4671J122

**Contact :** 9949320300

5





**17) The instructions for Shareholders for e-voting are as under:**

- a) Pursuant to SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 9th December 2020 on "e-voting facility provided by Listed Companies", e-voting process has been enabled for all the individual demat account holders, by way of single login credential, through their demat accounts/ websites of Depositories/ DPs in order to increase the efficiency of the voting process. Individual demat account holders would be able to cast their vote without having to register again with the e-voting service provider (ESP) thereby not only facilitating seamless authentication but also ease and convenience of participating in e-voting process.
- b) Shareholders are advised to update their mobile number and e-mail ID with their DPs to access e-voting facility.
- c) Method of login for e-Voting for Individual shareholders holding the securities in demat mode, receiving the Postal Ballot Notice through email is given below:

Type of Shareholders	Login Method
Individual Shareholders holding securities in Demat mode with <b>CDSL</b>	<ol style="list-style-type: none"> <li>1) Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication.</li> <li>2) The URL for users to login to Easi / Easiest are <a href="https://web.cdslindia.com/myeasi/home/login">https://web.cdslindia.com/myeasi/home/login</a> or visit <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on Login icon and select New System Myeasi.</li> <li>3) After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the E-voting is in progress as per the information provided by company. On clicking the E-voting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers i.e. CDSL/NSDL, so that the user can visit the e-Voting service providers' website directly.</li> <li>4) If the user is not registered for Easi/Easiest, then option to register is available at <a href="https://web.cdslindia.com/myeasi/Registration/EasiRegistration">https://web.cdslindia.com/myeasi/Registration/EasiRegistration</a>.</li> <li>5) Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on <a href="http://www.cdslindia.com">www.cdslindia.com</a> home page. The system will authenticate the user by sending OTP on registered Mobile &amp; Email as recorded in the Demat Account.</li> <li>6) After successful authentication, user will be able to see the e-Voting option where the E-voting is in progress and be able to directly access the system of all e-Voting Service Providers.</li> </ol>
Individual Shareholders holding securities in demat mode with <b>NSDL</b>	<ol style="list-style-type: none"> <li>1) User registered for NSDL IDeAS facility: Open web browser by typing the following URL: <a href="https://eservices.nsd.com">https://eservices.nsd.com</a> either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section.</li> </ol>

**MIVEN MACHINE TOOLS LIMITED**

**Regd. Office :** Sirur's Compound, Karwar Road, Hubballi – 580 024, Karnataka, India.

**Corp. Office :** 3<sup>rd</sup> Floor, D.No. 2-93/8 & 2-93/9, Three Cube Towers, White Fields, Kondapur, - 500 084 Hyderabad, Telangana, India:

**Website :** [www.mivenmachinetools.com](http://www.mivenmachinetools.com)

**Email :** [info@mivenmachinetools.com](mailto:info@mivenmachinetools.com)

**CIN :** L29220KA1985PLC007036

**GSTIN :** 29AAECM4671J122

**Contact :** 9949320300

6





	<p>2) new screen will open. Users have to enter their User ID and A Password. After successful authentication, you will be able to see e-Voting services. Click on "Access to e-Voting" under e-Voting services and you will be able to see e-Voting page.</p> <p>3) Click on options available against company name or e-Voting service provider name and you will be re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period</p> <p>4) If the user is not registered for IDeAS e-Services, option to register is available at <a href="https://eservices.nSDL.com">https://eservices.nSDL.com</a>. Select "Register Online for IDeAS "Portal or click at <a href="https://eservices.nSDL.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nSDL.com/SecureWeb/IdeasDirectReg.jsp</a></p> <p>5) Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <a href="https://www.evoting.nSDL.com/">https://www.evoting.nSDL.com/</a> either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen-digit demat account number held with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page.</p> <p>6) Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period</p>
Individual Shareholders (holding securities in demat mode) login through their Depository Participants	<p>Shareholders can also login using the login credentials of their demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. After Successful login, you will be able to see e-Voting option.</p> <p>Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature.</p> <p>Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period</p>

**IMPORTANT NOTE:**

Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at above mentioned website.



**MIVEN MACHINE TOOLS LIMITED**

**Regd. Office :** Sirur's Compound, Karwar Road, Hubballi – 580 024, Karnataka, India.

**Corp. Office :** 3<sup>rd</sup> Floor,D.No. 2-93/8 & 2-93/9, Three Cube Towers, White Fields, Kondapur, - 500 084 Hyderabad,Telangana, India.

**Website :** [www.mivenmachinetools.com](http://www.mivenmachinetools.com)

**Email :** [info@mivenmachinetools.com](mailto:info@mivenmachinetools.com)

**CIN :** L29220KA1985PLC007036

**GSTIN :** 29AAECM4671J122

**Contact :** 9949320300



### **FOR TECHNICAL ASSISTANCE:**

Members facing any technical issue in logging can contact the respective helpdesk by sending a request on the email id's or contact on the phone nos. provided below:

<b>Login type</b>	<b>Helpdesk details</b>
Individual Shareholders holding securities in Demat mode with <b>CDSL</b>	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 022- 23058738 and 022-23058542-43.
Individual Shareholders holding securities in Demat mode with <b>NSDL</b>	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 toll free no.: 1800 1020 990 and 1800 22 44 30

### **Information and Instructions for e-voting by Shareholders other than individuals holding shares of the Company in demat mode and all Shareholders holding shares of the Company in physical mode:**

- 1) The shareholders should log on to the e-voting website [www.evotingindia.com](http://www.evotingindia.com).
- 2) Click on "Shareholders" module.
- 3) 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. Shareholders holding shares in Physical Form should enter Folio Number registered with the Company.
- 4) Next enter the Image Verification as displayed and Click on Login.
- 5) If you are holding shares in demat form and had logged on to [www.evotingindia.com](http://www.evotingindia.com) and voted on an earlier e-voting of any company, then your existing password is to be used.
- 6) If you are a first-time user follow the steps given below:

	<b>For Shareholders holding shares in Demat Form other than individuals and Physical Form</b>
PAN	Enter your 10-digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) <ul style="list-style-type: none"><li>• Shareholders who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number sent by Company/RTA or contact Company/RTA.</li></ul>
Dividend Bank Details <b>OR</b> Date of Birth (DOB)	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 to login. <ul style="list-style-type: none"><li>• 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 instructions.</li></ul>

- (ii) After entering these details appropriately, click on "SUBMIT" tab.



### **MIVEN MACHINE TOOLS LIMITED**

**Regd. Office :** Sirur's Compound, Karwar Road, Hubballi – 580 024, Karnataka, India.

**Corp. Office :** 3<sup>rd</sup> Floor,D.No. 2-93/8 & 2-93/9, Three Cube Towers, White Fields, Kondapur, - 500 084 Hyderabad,Telangana, India.

**Website :** [www.mivenmachinetools.com](http://www.mivenmachinetools.com)

**Email :** [info@mivenmachinetools.com](mailto:info@mivenmachinetools.com)

**CIN :** L29220KA1985PLC007036

**GSTIN :** 29AAECM4671J122

**Contact :** 9949320300





- (iii) Shareholders holding shares in physical form will then directly reach the Company selection screen. However, shareholders 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 if 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.
- (iv) For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (v) Click on the EVSN for the relevant <Company Name> on which you choose to vote.
- (vi) 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.
- (vii) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- (viii) 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.
- (ix) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- (x) You can also take a print of the votes cast by clicking on "Click here to print" option on the Voting page.
- (xi) If a demat account holder has forgotten the login password, then Enter the User ID and the image verification code and click on Forgot entering the details as prompted by the system.
- (xii) **Facility for Non – Individual Shareholders and Custodians –Remote Voting**
- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to [www.evotingindia.com](http://www.evotingindia.com) and register themselves in the "Corporates" module.
  - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).
  - After receiving the login details a Compliance User should be created using the admin login and password. The Compliance 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](mailto:helpdesk.evoting@cdslindia.com) and on approval of the accounts they would be able to cast their vote.
  - A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.

**MIVEN MACHINE TOOLS LIMITED**

**Regd. Office :** Sirur's Compound, Karwar Road, Hubballi – 580 024, Karnataka, India.

**Corp. Office :** 3<sup>rd</sup> Floor, D.No. 2-93/8 & 2-93/9, Three Cube Towers, White Fields, Kondapur, - 500 084 Hyderabad, Telangana, India

**Website :** [www.mivenmachinetools.com](http://www.mivenmachinetools.com)

**Email :** [info@mivenmachinetools.com](mailto:info@mivenmachinetools.com)

**CIN :** L29220KA1985PLC007036

**GSTIN :** 29AAECM4671J122

**Contact :** 9949320300

9





- Alternatively, the Corporates/Institutional Members (i.e. other than individuals, HUF, NRI, etc.) are required to send scanned image (PDF/JPG format) of certified true copy of relevant board resolution/authority letter etc. together with attested specimen signature of the duly authorised signatory(ies) who is/are authorised to vote, to the Scrutinizer and to the company at the email address viz; [sppcshyd@gmail.com](mailto:sppcshyd@gmail.com) or [lakshmid@mivenmachinetools.com](mailto:lakshmid@mivenmachinetools.com) and may also upload the same in the e-voting module in their login.

(xiii) In case if 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](http://www.evotingindia.com), under help Section or write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) and [vp-rt@bfsi.co.in](mailto:vp-rt@bfsi.co.in)



---

**MIVEN MACHINE TOOLS LIMITED**

**Regd. Office :** Sirur's Compound, Karwar Road, Hubballi – 580 024, Karnataka, India.

**Corp. Office :** 3<sup>rd</sup> Floor, D.No. 2-93/8 & 2-93/9, Three Cube Towers, White Fields, Kondapur, - 500 084 Hyderabad, Telangana, India.

**Website :** [www.mivenmachinetools.com](http://www.mivenmachinetools.com)

**Email :** [info@mivenmachinetools.com](mailto:info@mivenmachinetools.com)

**CIN :** L29220KA1985PLC007036

**GSTIN :** 29AAECM4671J122

**Contact :** 9949320300

10



**EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013 AND SECRETARIAL STANDARDS -2 ON GENERAL MEETINGS, FORMING PART OF THE NOTICE**

**Item No.1:** To shift the Registered Office of the Company from Hubli in the State of Karnataka to Hyderabad in the State of Telangana

The company is into manufacturing of CNC Turning Machines which are capital goods for heavy industries and the Registered Office of the Company is currently situated in the State of Karnataka at Sirur's Compound, Karwar Road, Hubli - 580024, Dharwad, Karnataka, India, Due to acquisition there was a change in the control and Management of the Company.

The Chairman & Managing Director of the Company and other key managerial personnel are based out of Hyderabad and are managing the affairs of the company from its Corporate Office situated at D.NO.2-93/8 & 9, 3<sup>rd</sup> Floor, 3 Cube Towers, White Fields, Kondapur, Hyderabad -500084, in the State of Telangana. For operational convenience, it is hereby proposed to shift the Registered Office of the Company from the State of Karnataka to State of Telangana.

In view of the above, the Board of Directors of the Company at their meeting held on 25<sup>th</sup> April, 2024, has approved to shift the Registered Office of the Company from Hubli in the "State of Karnataka" to Hyderabad in the "State of Telangana", considering inter-alia for the following reasons:

- To exercise better administrative and economic control over the Company;
- To increase operational and management efficiency;
- To integrate business functions, and optimization of administrative expenses.

The shifting of the Registered Office of the Company will not be prejudicial to the interest of any employees, shareholders, creditors or any other stakeholders.

In terms of Section 12, 13, 110 and other applicable provisions of the Act read with Rules made thereunder, such shifting of Registered Office from one state to another and consequent alteration of the Memorandum of Association ("MOA") requires the approval of the Members of the Company by way of Special Resolution and approval of the Central Government (power delegated to Regional Director).

Accordingly, approval of the members is sought by way of Postal Ballot through Remote e-voting for shifting of the Registered Office of the Company from the State of Karnataka to the State of Telangana and consequently for altering Clause II of the MOA of the Company to reflect that the registered office of the Company be situated at Hyderabad in the State of Telangana. The existing MOA of the Company as well as the MOA with the proposed amendments will be available for online inspection on all days except for Saturday and Sunday till the last date of Remote e-voting i.e. 04-06-2024. The documents shall also be available for inspection at the Registered Office and a copy of the same shall be available at the Corporate Office of the Company between 03.00 P.M. to 05.00 P.M. on all days except for Saturday and Sunday till the last date of Remote e-voting. Members who wish to inspect the documents are requested to send an e-mail to [lakshmid@mivenmachinetools.com](mailto:lakshmid@mivenmachinetools.com) mentioning their name, Folio No. / Client ID and DP ID, and the documents they wish to inspect in this regard.

The Board of Directors recommends the resolution set forth in Item No. 1 for the approval of the Members by way of a Special Resolution in the best interest of the Company.

**MIVEN MACHINE TOOLS LIMITED**

**Regd. Office :** Sirur's Compound, Karwar Road, Hubballi – 580 024, Karnataka, India.

**Corp. Office :** 3<sup>rd</sup> Floor,D.No. 2-93/8 & 2-93/9, Three Cube Towers, White Fields, Kondapur, - 500 084 Hyderabad,Telangana, India.

**Website :** [www.mivenmachinetools.com](http://www.mivenmachinetools.com)

**Email :** [info@mivenmachinetools.com](mailto:info@mivenmachinetools.com)

**CIN :** L29220KA1985PLC007036

**GSTIN :** 29AAECM4671J122

**Contact :** 9949320300





None of the Directors, Key Managerial Personnel (KMP) or their relatives are in any way, concerned or interested, financially or otherwise in the Special Resolution set out at Item No. 1 of the Notice except to the extent of their shareholding in the Company, if any.

**Item No. 2:** To avail unsecured Loan from Directors of the company, beyond the specified statutory limits, for working capital purpose

After COVID-19 pandemic, the company's business operations were disrupted hugely. Due to that impact, currently the company does not have any business operations. Keeping in view the Company's long term strategic and business objectives, the company plans to resume operations in a phased manner, for which the company requires funds for working capital and capital expenditure purpose.

In this regard, the company wishes to take unsecured loan from the directors of the company, sourced from their own funds, for working capital purpose, which together with the monies already borrowed by the Company may exceed the aggregate of the paid-up capital and free reserves of the Company. Pursuant to Section 180(1)(c) of the Companies Act, 2013, the Board of Directors cannot borrow more than the aggregate amount of the paid-up capital of the Company and its free reserves at any time except with the consent of the members of the Company.

The members may note that the Board of Directors would carefully evaluate the proposal and avail such loan from time to time and shall utilise the same for the company's working capital purpose and for principal business activities only.

The above proposal is in the best interest of the Company and the Board recommends the Resolution as set out at Item no. 2 for approval by the members of the Company as Special Resolution.

None of the Directors or Key Managerial Personnel or their relatives are in any way concerned with or interested, financially or otherwise in the said resolution except to the extent of their shareholding in the Company, if any.

By order of the Board of Directors

**For Miven Machine Tools Limited**

Signature:

*D.L. Jyothsna*



**Name: Duggina Lakshmi Jyothsna**

**Designation: Company Secretary & Compliance Officer**

**Membership No. A21900**

**Place: Hyderabad**

**Date: 29-04-2024**

**Registered Office Address:**

**Sirur's Compound, Karwar Road,  
Hubli-580024, Dharwad,  
Karnataka**

**MIVEN MACHINE TOOLS LIMITED**

**Regd. Office :** Sirur's Compound, Karwar Road, Hubballi – 580 024, Karnataka, India.

**Corp. Office :** 3<sup>rd</sup> Floor, D.No. 2-93/8 & 2-93/9, Three Cube Towers, White Fields, Kondapur, - 500 084 Hyderabad, Telangana, India.

**Website :** www.mivenmachinetools.com

**Email :** info@mivenmachinetools.com

**CIN :** L29220KA1985PLC007036

**GSTIN :** 29AAECM4671J122

**Contact :** 9949320300

12