



Date: 25-04-2024

To
Department of Corporate Services
BSE Limited
P.J. Towers, Dalal Street
Mumbai – 400001, Maharashtra

Sub: Intimation of appointment of Secretarial Auditor for the financial year 2023-24 under Regulation 30 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

Scrip Code: 522036

Dear Sir / Madam,

Pursuant to Regulation-30 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, we wish to inform you that the Board of Directors of the Company has appointed Mr. Umesh P Maskeri, Practicing Company Secretary (bearing COP No. 12704; FCS No. 4831 and Peer Review Certificate No. 653/2020) as Secretarial Auditor of the Company for the Financial Year 2023-24, in pursuance to the provisions of the Section-204 of the Companies Act, 2013 and Regulation-24A of the Listing Regulations, in their meeting held on 25th April, 2024, which was commenced at 11.00 AM (IST) and concluded at 1.00 P.M. (IST).

Details as required under Regulation-30 of Listing Regulations read with SEBI circular CIR/CFD/CMD/4/2015 dated 09th September, 2015 are marked as "Annexure-A" herewith.

We request you to kindly take note of the same in your records.

Thanking You.

For Miven Machine Tools Limited

Signature:  Digitally signed by Duggina
Lakshmi Jyothsna
Date: 2024.04.25 14:00:28
+05'30'

Name: Duggina Lakshmi Jyothsna
Designation: Company Secretary & Compliance Officer
Membership No. A21900

MIVEN MACHINE TOOLS LIMITED

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

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

Website : www.mivenmachinetools.com **Email** : info@mivenmachinetools.com

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



ANNEXURE-A

Details required as per the Regulations 30 of the Listing Regulations and Circulars issued thereunder are as below:

S-No.	Particulars	Details
1.	Reason for change viz. appointment, resignation, removal, death or otherwise.	Appointment: to comply with the provisions of Section 204 of the Companies Act, 2013 and Regulation-24A of the Listing Regulations.
2.	Date of appointment/ cessation and term of appointment (as applicable)	Date: 25-04-2024 Appointment of Mr. Umesh P Maskeri, Practicing Company Secretary (bearing COP No. 12704; FCS No. 4831 and Peer Review Certificate No. 653/2020) as Secretarial Auditor of the Company for the Financial Year 2023-24
3.	Brief profile (in case of appointment)	Attached
4.	Disclosure of relationships between directors (in case of appointment of a director)	Not Applicable

For Miven Machine Tools Limited

Signature: **Duggina Lakshmi Jyothsna**
Name: Duggina Lakshmi Jyothsna
Designation: Company Secretary & Compliance Officer
Membership No. A21900

Digitally signed by Duggina Lakshmi Jyothsna
Date: 2024.04.25 14:01:52 +05'30'

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**Umesh Parameshwar Maskeri
Practicing Company Secretary**

**No 304, Geetanjali Heights, Plot No.77, Sector 27
Near Presentation Convent School, Nerul East, Navi Mumbai-400 706
Tele Mobile: 09930178352; Email: umeshmaskeri@gmail.com**

To
The Board of Directors
Miven Machine Tools Limited
Sirur's Compound, Karwar Road
Hubli- 580024

April 18, 2024

Dear Sir,

Consent to act as Secretarial Auditor for Financial Year 2023-24

With reference to the discussions had with the senior management, on the subject captioned above, I hereby communicate and submit my consent to act as Secretarial Auditor of your esteemed company for the Financial Year ended March 31, 2024 pursuant to the provisions of Section 204 of the Companies Act, 2013 read with Rule No. 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014.

In this connection, I hereby confirm as under:

- a) I am qualified and eligible to be appointed as Secretarial Auditor under the provisions of Section 204 of the Companies Act, 2013 read with the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014.
- b) I further confirm that if appointed, my appointment shall be within the limits prescribed by ICSI for maximum number of Secretarial Audits.

Request you to take the same on record and provide me an opportunity to render the services as Secretarial Auditor for FY 2023-24.

Thanking you,

Yours faithfully,

**UMESH P MASKERI
PRACTICING COMPANY SECRETARY
COP No. 12704, FCS No 4831
Peer Review Certificate No 653/2020**



PROFILE OF
MR UMESH P MASKERI
PRACTICING COMPANY SECRETARY
AND INSOLVENCY PROFESSIONAL

No 304, Geetanjali Heights, Plot No 77

Sector 27, Near Presentation Convent School

Nerul East, Navi Mumbai-400706

Mobile: 9930178352

Email: umeshmaskeri@gmail.com

Membership Number : FCS 4831 Certificate of Practice Number : 12704 Peer Review Certificate No : 653/2020
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February 12, 2024

PROFILE OF MR. UMESH P MASKERI



Peer reviewed by ICSI

B.Sc., CAIIB, L.Lb, FCS, PGDSL , Insolvency Professional

SUMMARY OF CORE COMPETENCIES AND ACHIEVEMENTS

- 1. Engaged in practice as Company Secretary focussing on Company Law, Secretarial Audit, Certification of Annual Return, Regulatory Compliance in Capital Market operations, Internal Audit of financial services, Coordination with BSE, NSE, CDSL, NSDL and SEBI on regulatory matters**
- 2. Conducted secretarial audit of several reputed companies drawn from sectors in machine tools, construction, Infrastructure, merchant banking, broking, NBFC, Real Estate etc**
- 3. Successfully completed a joint project of National Stock Exchange and BSE Limited for assessment of compliance of Regulation 39(4) of SEBI LODR involving 568 companies listed on NSE and BSE relating to unclaimed shares**
- 4. Recently issued a compliance certificate as required under provisions of the Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 to a company for the purpose of proposed IPO**
- 5. Successfully completed voluntary delisting, buyback, Offer for Sale, stake sale by a foreign promoters to Indian joint venture partner, Exit from Dissemination Board, listing of companies on BSE, NSE, MSE, private placement of equity shares and NCRPS, Debt listing compliances and NBFC compliances, Admission of securities with Depositories, Corporate Action, private placement of equity shares and NCRPS, Debt listing compliances and NBFC compliances etc**
- 6. Conducted Annual internal Audit of Registrar and Transfer Agent (BgSE Financial Services, Sharepro and Bigshare), stock broker and depository participant;**
- 7. Conducted Reg 55-A/76 : audit of reconciliation of share capital, certification of transfer/transmission (Reg 40)**
- 8. Completed assignments of private placement to Foreign Portfolio Investor and Exit from Dissemination Board of NSE for two companies**

- 9. Acted as scrutinizer for over 50 Annual General Meetings and Postal ballot exercises**
- 10. Conducted internal audit of Tata Securities Limited, a stock broker and Depository Participant**
- 11. Conducted Annual internal audit of Registrar and Transfer Agent (BgSE Financial Services and Sharepro)**
- 12. Conducted internal audit of Registrar and Transfer Agent for CDSL and NSDL on Half yearly basis**
- 13. Acted as scrutinizer for Annual General Meeting of Greater Co-operative Bank Limited and Zorastrian Co-operative Bank Limited**
- 14. Member of Investor Grievance Redressal Cell of MCX and NCDEX. Commodity derivative exchanges**
- 15. Was company Secretary and Vice President- compliance in Tata Securities Limited and Central Depository Services (India) Limited, collectively for over 15 years.**
- 16. Prior to this, I was Executive Director of Mangalore Stock Exchange, during which period, listed equity shares on IPO, FPO, Rights etc of some of the large companies**

SECRETARIAL AUDIT AND ASSIGNMENTS IN CORPORATE COMPLIANCE SPACE			
No	Corporate	Location	Service rendered
1	Centrum Capital Limited	Mumbai	Secretarial Audit, Annual Secretarial Compliance Report of SEBI LODR, Non disqualification of Directors, ESOP compliance, Certification of ESOP compliance, Annual Return and Scrutinizer for AGM
2	Centrum Housing Finance Limited	Mumbai	Secretarial Audit. Corporate Governance and certification of Annual Return
3	Max Charles (India) Limited : Embassy Group	Bangalore	Secretarial Audit, Annual Secretarial Compliance Report of SEBI LODR, Certification of Corporate Governance and Scrutinizer
4	Niskalp Infrastructure Services Limited (TATA group company)	Mumba	Secretarial Audit and certification of Annual Return
5	TRIL Constructions Limited (TATA group company)	Mumbai	Secretarial Audit, certification of Annual Return
7	TRIL IT4 Private Limited Limited (TATA group company)	Mumbai	Secretarial Audit, Certification of Annual Return and Debt Listing compliances
8	Utique Enterprises Limited	Mumbai	Scrutinizer for AGM
9	De Nora India Limited	Goa	Reg 76, Reg 40 certification, Scrutinizer for Postal Ballot, Change in status of promoters and assistance in company law/listing compliances
10	Apple Finance Limited	Mumbai	Scrutinizer for AGM and listing compliances
11	Uchit Expressways Limited	Mumbai	Diligence Report for Banks
13	Tata Technologies Limited	Pune	Diligence Report for Bank borrowing, Scrutinizer for AGM and company law compliances
14	BigShare Services Private Limited	Mumbai	Internal Audit of RTA Operations
15	Prabhudas Lilladher group of companies	Mumbai	Verification of secretarial companies for 8 companies
16	Unity Small Finance Bank	Mumbai	Internal Audit of Depository participant operations
17	Cotmac Electronics Private Limited	Pune	Retainership for secretarial functions
18	Divgi TorqTransfer Systems Private Limited	Pune	Conversion from Private Company to Public Limited Company and Pre IPO formalities, Formation of policies under SEBI LODR

Umesh P Maskeri, Practicing Company Secretary :

HIGHLIGHTS OF RECENT ASSIGNMENTS

I have got over 25 years of proven track record with experience in the securities market , the highlights of which, as under:

- i) Conducted Secretarial Audit of several companies drawn from sectors in machine tools, construction, merchant banking, broking, NBFC, Forex dealer, Real Estate etc
- ii) Successfully completed a joint project of National Stock Exchange and BSE Limited for assessment of compliance of Regulation 39(4) of SEBI LODR involving 568 companies listed on NSE and BSE relating to unclaimed shares
- iii) Recently issued a compliance certificate as required under provisions of the Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 to a company for the purpose of proposed IPO
- iv) Conducted Annual Internal Audit of BgSE Financials Limited, Registrar and Transfer Agent in accordance with SEBI Circular dated 20-04-2018
- v) Conducted Internal Audit of BigShare Services Private Limited, Registrar and Transfer Agent for the last 7 half years starting from in accordance with SEBI guidelines
- vi) Completed co-ordination of listing of recent three IPOs on NSE
- vii) Coordinated listing of several companies on BSE and NSE
- viii) Successfully completed a voluntary delisting exercise and Offer for Sale and providing exit from Dissemination Board of NSE
- ix) Conducted Reg 55 A/76 audit of reconciliation of capital of listed companies as a Practicing Company Secretary; Conducted certification of transfer/Transmission of securities: Clause 47(c) of listing agreement/Reg 40 of LODR
- x) Quarterly certification and compliance certificate of debt listing compliances
- xi) Conducted internal audit of stock broking operations and the RTA as a PCS
- xii) Conducted internal audit of depository participant operations as a PCS
- xiii) Conducted secretarial audit of a listed company which is a merchant banker as a PCS
- xiv) Implemented as an integrated project consultant for delisting on turnkey basis as a PCS

- xv) Implemented as an integrated project consultant for Offer for Sale on turnkey basis as a PCS
- xvi) Implemented as an integrated project consultant for private placement of a listed company
- xvii) Appeared before SEBI and represented a listed company and obtained favourable orders
- xviii) Headed the compliance, Company Secretary and legal functions of CDSL for over 9 years
- xix) Was the Executive Director of recognised stock exchange for 5 years
- xx) In Tata Securities, headed the compliance and legal functions of capital market operations (Investment Banking, Stock Broking, Depository Participant and Wealth Management service etc)

**EXPERIENCE SUMMARY OF UMESH P MASKERI
DURING PREVIOUS EMPLOYMENTS**

1. **Current activity:** Practicing Company Secretary with effect from March 1, 2014
Engaged in practice as Company Secretary focussing on Company Law, Secretarial Audit, Regulatory Compliance in Capital Market operations, Internal Audit of financial services, Coordination with BSE, NSE, CDSL, NSDL and SEBI on regulatory matters, Legal functions,.. Was a member of the Investor Grievances Redressal Panel (“IGRP”) of the National Stock Exchange from January, 2014. Currently a member of IGRP of MCX and NCDEX, commodity derivative exchanges.

2. **Details of previous employments**

<u>Company</u>	<u>Designation</u>	<u>From -To</u>
Tata Securities Ltd	Consultant: Legal, Compliance & Secretarial	Sep 2013 - Feb 2014
Tata Securities Ltd	Head Legal, Vice President- Compliance and Company Secretary	Aug 2007–Aug 2013
Central Depository Services (India) Ltd	Head Legal, Vice President- Compliance & Company Secretary	Apr 2009 – Jul 2007
Mangalore Stock Exchange Ltd.	Executive Director & CEO	Apr 1994 – Apr 1999
Konkan Railway Corporation Ltd	Company Secretary & Head Legal	Sep 1991- Apr 1994
Mangalore Stock Exchange Ltd.	Company Secretary & CEO	Aug 1987- Sep 1991
Indian Bank	Officer	Jul 1978 - Aug 1987

3. **Academic and professional Qualifications:**

Degree	University/Institute	Year
Insolvency Professional	Insolvency and Bankruptcy Board of India	2018
Post Graduate Diploma in Securities Laws	Government Law College, Mumbai	2006
FCS	Institute of Company Secretaries India	1985
L. Lb	Karnataka University	1986
CAIIB	Indian Institute of Bankers	1981
B. Sc	Karnataka University	1973

4. **Areas of expertise:** Company Secretarial functions, Secretarial Audit, Regulatory Compliance in Financial Services, Internal audit of financial services, SEBI guidelines, Capital market operations, Legal functions, Litigations and Arbitration

5. Job profile of previous employments: Commencing from the last

(1) Tata Securities Ltd.: Consultant for all aspects of legal, secretarial and compliance functions in respect various capital market activities like Stock Broking, Merchant Banking, Portfolio Management, Depository Participant and Distribution of Mutual Fund and third party financial products; liason with all the regulators like SEBI, NSE, BSE, CDSL, NSDL, AMFI and Registrar of Companies, including coordination of regulatory inspections, internal audit and resolution of investor grievances. Advising and ensuring that the various legal, compliance and secretarial functions and regulatory guidelines and circulars are implemented.

(2) Tata Securities Ltd: a SEBI registered stock broker, merchant banker, portfolio manager and depository participant-

Designation: Head Legal, Vice President- Compliance and Company Secretary

- Compliance Officer and ensuring the regulatory compliance with SEBI, Stock Exchange, Depository and AMFI guidelines for Merchant Banking, Stock Broking, Depository Participant, Portfolio Management, Margin Trading and distribution of mutual fund units and other third party financial products
- Member of the core management team responsible for formulating strategies and implementing plans for each business vertical by obtaining regulatory approvals from SEBI, NSE, BSE, CDSL, NSDL, AMFI for commencement of business activities
- Successfully put in place an effective mechanism for monitoring the compliance of various requirements of the SEBI Act, regulations, guidelines issued by SEBI, Stock Exchanges and Depositories and set up a compliance framework for each business segment within the organization and also within the group companies for capital market activities
- Principal Officer for Prevention of Money Laundering Act
- Monitoring of implementation of Code of Conduct for insider trading and granting preclearance for employees as Compliance Officer
- Pre-clearance of all research reports published by institutional and retail research segments. Analysing product notes brought out by the business and sales functions
- Company Secretarial functions like conducting Annual General Meetings, board meetings, Notice, Agenda and minutes of the meetings, Maintenance of statutory registers, filing of forms with Registrar of Companies
- Responsible for regulatory inspections conducted by BSE, NSE, CDSL, NSDL and SEBI without any major non-compliance or violation
- Responsible for all legal functions relating to the business segments including offering clarifications, interpretations, vetting of agreements, contracts etc. pertaining to the different activities carried out and proposed to be carried out by the group, filing the arbitration cases before the stock exchanges, relevant court of laws and initiate recovery proceedings from the defaulting clients
- Obtained approval from High Court of Bombay for amalgamation of Tata Capital Markets Limited with the Company
- Launched litigation cases against clients for recovery of dues. Successfully obtained favourable judgments from High Court of Bombay and Delhi for recovery of amount for Rs. 6.5 crores including attachment of assets and Bank Accounts, entering into one time settlement

- Obtained 14 favourable arbitration awards from the arbitration panels of BSE Mumbai, BSE Delhi, NSE Delhi, BSE Chennai and NSE Chennai with a success rate of 100%
- Resolution of complaints received from investors and effective liasoning and acting as an interface between the Company and SEBI and other regulatory authorities.

(3) Central Depository Services (India) Ltd.

Designation: Compliance Officer and Vice President Legal and Company Secretary

- Responsible for all legal matters relating to the Depositories Act and other legislations.
- Making Representations before SEBI and obtain their approvals for various amendments to Bye laws, Operating Instructions and Tariffs and agreements from time to time and introduction of arbitration mechanism
- Compliance with provisions of Depositories Act, Depositories regulations, SEBI Act, guidelines, circulars etc.
- Monitoring the compliance by the users like Depository Participants, Issuers of the various requirements prescribed from time to time, liason with SEBI
- Arranged for inspection/audit of over 530 locations of the Depository Participants /branches all over India and arrange follow action.

(4) Mangalore Stock Exchange Limited : Executive Director & CEO

- Monitored the trading activities of members in relation to business dealings and settlement of transaction and took on the spot decision relating to disciplinary action, imposition of fines in case of violation or non-compliance etc.
- Actively associated with modernization and development of the Exchange like Screen-based Trading, Corporate Membership, own building for the Exchange, Depositors etc.
- Processing of the claims received from investors and settlement/distribution of the proceeds after auctioning of the membership of the defaulter members.

(5) Kankan Railway Corporation Ltd: Company Secretary & Head Legal

- Reported to the Managing Director/ Director (Finance) and responsible for compliance of provisions of Companies Act
- Handled the first public issue in the year 1993 and incorporated many novel features such as issue of Bonds/Shares, borrowing from financial institutions, creation and registration of charges
- Successfully fought cases filed by Goa Foundation and other parties to stop construction of railway line in High Court and Supreme Court and obtained favourable judgments.

(6) Indian Bank : Officer

- Responsible for functioning of various activities like Deposit, Advances, Bills, Currency Chests etc., monitoring the performance of loan accounts
- Follow up for recovery of advances, Implementation of guidelines issued by Reserve Bank of India

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