

MADHAV COPPER LIMITED

(CIN: L27201GJ2012PLC072719)

**Registered office: Plot No.2107/D, Office No.203, 2nd Floor D & I Excelus, Waghawadi Road,
Bhavnagar – 364001, Gujarat, India Phone No: +91 278 3001034**

Email: info@madhavgcopper.com; cs@madhavgcopper.com

Website: www.madhavgcopper.com

NOTICE

NOTICE is hereby given that the **13th ANNUAL GENERAL MEETING** of the members of Madhav Copper Limited (“the Company”) will be held on **Thursday, 25th day of September, 2025, at 04:00 P.M. (IST)** through Video Conferencing (“VC”) / Other Audio-Visual Means (“OAVM”) Facility to transact the following business:

ORDINARY BUSINESS:

1. To consider and if thought fit, to pass the following resolution as an Ordinary Resolution:

To receive, consider and adopt the Financial Statements including Audited Balance Sheet of the Company as at March 31, 2025 and the Statement of Profit and Loss and Cash flow statement for the financial year ended on March 31, 2025 together with Board of Directors’ and the Auditors’ Report thereon.

“RESOLVED THAT the Audited Financial Statements of the Company for the financial year ended 31st March, 2025 together with the reports of the Board of Directors and the Auditors thereon be and are hereby considered, approved and adopted.”

2. To consider and if thought fit, to pass the following resolution as an Ordinary Resolution:

To appoint Mr. Nilesh Natubhai Patel (DIN: 05319890), Chairman & Whole-Time Director of the company who retires by rotation and being eligible, offers himself for re-appointment.

“RESOLVED THAT Mr. Nilesh Natubhai Patel (DIN: 05319890), Chairman & Whole-Time Director of the Company, who retires by rotation at this Annual General Meeting in accordance with section 152 of the Companies Act, 2013 and being eligible for re-appointment, be and is hereby appointed as Director of the Company, liable to retire by rotation;

RESOLVED FURTHER THAT the Board be and is hereby authorised to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution.”

3. Appointment of Statutory Auditor of the Company:

To consider and, if thought fit, to pass the following resolution as an **Ordinary Resolution:**

“RESOLVED THAT pursuant to the provisions of Sections 139, 141, 142 and other applicable provisions, if any, of the Companies Act, 2013 (‘the Act’) and the Companies (Audit and Auditors) Rules, 2014, including any statutory modification(s) or re-enactment(s) thereof, the consent of the members of the Company be and is hereby accorded to appoint M/s. P G Hemani & Co, Chartered Accountants (Firm Registration No. 103628W), as Statutory Auditors of the Company for a term of 5 (five) consecutive years to conduct audit from the F.Y. 2025-26 to 2029-30, to hold office from the conclusion of this meeting until the conclusion of the 18th Annual General Meeting of the Company, at a remuneration (in addition to reimbursement of out-of-pocket expenses incurred by them) fixed by the Board in consultation with the Auditors from time to time.

RESOLVED FURTHER THAT the Board of Directors, on the recommendation of Audit Committee be and are hereby authorised to finalise and fix the remuneration of the Statutory Auditors as may be mutually agreed and to do all such acts, deeds, matters and things as may be necessary, incidental or ancillary to the foregoing resolution.

RESOLVED FURTHER THAT the Board of Directors of the Company (including its Committee thereof), be and is hereby severally authorized to decide and finalize the terms and conditions of appointment, including the remuneration of the Statutory Auditors and to file necessary forms with the Registrar of Companies, Gujarat.

SPECIAL BUSINESS:

4. Appointment of Statutory Auditor to fill Casual Vacancy:

To consider and, if thought fit, to pass, the following resolution as an **Ordinary Resolution**:

“RESOLVED THAT pursuant to the provisions of Section 139(8) and other applicable provisions, if any, of the Companies Act, 2013 as amended from time to time or any other law for the time being in force (including any statutory modification or amendment thereto or re-enactment thereof for the time being in force), M/s P G Hemani & Co, Chartered Accountants, having Firm Registration Number [FRN: 103628W] and Peer Review Certificate No. 021178, Bhavnagar as Statutory Auditors of the Company made by the Board of Directors at its meeting held on 29th July, 2025, to fill the casual vacancy caused by the resignation of M/s. Nirav Patel & Co, Chartered Accountants, be and is hereby approved; to hold office from 29th July, 2025 until the conclusion of this Annual General Meeting.”

RESOLVED FURTHER THAT the Board of Directors based on the recommendations of the Audit Committee, be and is hereby severally authorized to decide and finalize the terms and conditions of appointment, including the remuneration of the Statutory Auditors and to file necessary forms with the Registrar of Companies, Gujarat.”

5. Appointment of Secretarial Auditors of the Company:

To consider and if thought fit, to pass, the following resolution as an **Ordinary Resolution**:

“RESOLVED THAT pursuant to the provisions of Sections 179 and Section 204 and other applicable provisions, if any, of the Companies Act, 2013, and Rule 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, read with Regulation 24A of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, including any statutory modification(s) or re-enactment(s) thereof for the time being in force and based on the recommendation of the Audit Committee and approval of the Board of Directors of

the Company, M/s Ranjit & Associates, a firm of Practicing Company Secretaries (Membership No: F12564, CP No: 23646), be and is hereby accorded, to appoint as the Secretarial Auditors of the Company, for a term of five consecutive financial years commencing from FY 2025-26 till FY 2029-30, at such terms and conditions as detailed in the explanatory statement annexed hereto.

RESOLVED FURTHER THAT the Board of Directors, on the recommendation of Audit Committee be and are hereby authorised to finalise and fix the remuneration of the Secretarial Auditors as may be mutually agreed and to do all such acts, deeds, matters and things as may be necessary, incidental or ancillary to the foregoing resolution.

RESOLVED FURTHER THAT the Board of Directors of the Company (including its Committee thereof), be and is hereby authorised to delegate all or any of the powers to any officer(s)/authorised representative(s) of the Company to do all acts, deeds and things and take all such steps as may be necessary, proper or expedient to give effect to this resolution.”

6. To ratify the remuneration to M/s. Chetan Gandhi & Associates, Practicing Cost Accountants of the Company, for the financial year ending 31 March 2026:

To consider and, if thought fit, to pass the following resolution as an **Ordinary Resolution**:

“RESOLVED THAT pursuant to the provisions of Section 148 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014 {including any statutory modification(s) or re-enactment(s) thereof, for the time being in force}, on the recommendation of the Audit Committee and approval of the Board of Directors (hereinafter referred to as the “Board” which term shall include the Audit Committee of the Board), the remuneration, as set out in the explanatory statement annexed to the Notice convening the Meeting, to be paid to the Cost Auditors appointed by the Board to conduct the audit of cost records of the Company for the financial year ending 31 March 2026, be and is hereby ratified.

“RESOLVED THAT pursuant to provision of Section 148(3) of the Companies Act, 2013 read with Rule 4 of Companies (Audit & Auditors) Rules, 2014 and upon recommendation Audit committee and as proposed by the Board, consent of the Company be and is hereby accorded to pay remuneration of Rs. 50,000/- (Rupees Fifty Thousands Only) + Goods & Services Tax (GST), + other applicable taxes +out of pocket expenses + XBRL conversion charges to Cost Auditors of the Company M/s Chetan Gandhi & Associates, Cost Accountants, Vadodara (Firm Registration No: 10134) for the F.Y. 2025-2026.

RESOLVED FURTHER THAT the Board of Directors and / or its delegated authority be and is hereby authorized to do all acts and to take all such steps as may be necessary, proper or expedient to give effect to the above resolution.”

7. Appointment of Mr. Dipakkumar Girishkumar Patel (DIN: 11237410) as an Independent Director of the company.

To consider and if thought fit, to pass, the following resolution as a **Special Resolution**:

“RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152 and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”) and the Companies (Appointment and Qualification of Directors) Rules, 2014 read with Schedule IV to the Act, and Regulation 16(1)(b), 17 and other applicable regulations of the SEBI (Listing Obligations and Disclosure Requirements)

Regulations, 2015 ("SEBI LODR Regulations"), (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), the approval of the Members of the Company be and is hereby accorded for the appointment of **Mr. Dipakkumar Girishkumar Patel (DIN: 11237410)**, who was recommended by the Nomination and Remuneration Committee and approved by the Board of Directors, as an Independent Director of the Company, not liable to retire by rotation, for a term of five (5) consecutive years commencing from 25th September, 2025 to 24th September, 2030.

RESOLVED FURTHER THAT the Board of Directors of the Company (including its Committee thereof), be and is hereby authorised to delegate all or any of the powers to any officer(s)/authorised representative(s) of the Company to do all acts, deeds and things and take all such steps as may be necessary, proper or expedient to give effect to this resolution.

8. Approval of Material Related Party Transactions with Madhav Steels:

To consider and pass the following resolution as an **Ordinary resolution**:

"RESOLVED THAT pursuant to the provisions of Regulation 23(4) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time ("Listing Regulations"), the applicable provisions of the Companies Act, 2013 ("Act") read with rules made there under, other applicable laws / statutory provisions, if any, (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), the Company's Policy on Materiality of Related Party Transactions and on Dealing with Related Party Transactions and on the basis the approval of the Audit Committee and recommendation of the Board of Directors of the Company, confirmation and approval of the members of the Company be and is hereby accorded to the Company for the related party transaction(s) / contract(s) / arrangement(s) / agreement(s) (in terms of Regulation 2(1)(zc)(i) of the Listing Regulations) with **"Madhav Steels"** for an aggregate value not exceeding 100 crores for a period commencing from the 13th Annual General Meeting upto the date of 14th Annual General Meeting of the Company to be held in the calendar year 2026 (12 months), provided that such transaction(s) / contract(s) / arrangement(s) / agreement(s) is / are carried out at an arm's length pricing basis and in the ordinary course of business.

RESOLVED FURTHER THAT the Board of Directors of the Company (hereinafter referred to as 'Board' which term shall be deemed to include the Audit Committee of the Board and any duly constituted committee empowered to exercise its powers including powers conferred under this resolution) be and is hereby authorised to do all such acts, deeds, matters and things as it may deem fit in its absolute discretion and to take all such steps as may be required in this connection including finalizing and executing necessary contract(s), arrangement(s), agreement(s) and such other documents as may be required, seeking all necessary approvals to give effect to this resolution, for and on behalf of the Company, to delegate all or any of its powers conferred under this resolution to any Director or Key Managerial Personnel or any officer / executive of the Company and to resolve all such issues, questions, difficulties or doubts whatsoever that may arise in this regard and all action(s) taken by the Company in connection with any matter referred to or contemplated in this resolution, be and are hereby approved, ratified and confirmed in all respects."

9. Approval of Material Related Party Transactions with Madhav Industrial Corporation:

To consider and pass the following resolution as an **Ordinary resolution**:

“RESOLVED THAT pursuant to the provisions of Regulation 23(4) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time (“Listing Regulations”), the applicable provisions of the Companies Act, 2013 (“Act”) read with rules made there under, other applicable laws / statutory provisions, if any, (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), the Company’s Policy on Materiality of Related Party Transactions and on Dealing with Related Party Transactions and on the basis the approval of the Audit Committee and recommendation of the Board of Directors of the Company, confirmation and approval of the members of the Company be and is hereby accorded to the Company for the related party transaction(s) / contract(s) / arrangement(s) / agreement(s) (in terms of Regulation 2(1)(zc)(i) of the Listing Regulations) with **“Madhav Industrial Corporation”** for an aggregate value not exceeding 25 crores for a period commencing from the 13th Annual General Meeting upto the date of 14th Annual General Meeting of the Company to be held in the calendar year 2026 (12 Months), provided that such transaction(s) / contract(s) / arrangement(s) / agreement(s) is / are carried out at an arm’s length pricing basis and in the ordinary course of business.

RESOLVED FURTHER THAT the Board of Directors of the Company (hereinafter referred to as ‘Board’ which term shall be deemed to include the Audit Committee of the Board and any duly constituted committee empowered to exercise its powers including powers conferred under this resolution) be and is hereby authorised to do all such acts, deeds, matters and things as it may deem fit in its absolute discretion and to take all such steps as may be required in this connection including finalizing and executing necessary contract(s), arrangement(s), agreement(s) and such other documents as may be required, seeking all necessary approvals to give effect to this resolution, for and on behalf of the Company, to delegate all or any of its powers conferred under this resolution to any Director or Key Managerial Personnel or any officer / executive of the Company and to resolve all such issues, questions, difficulties or doubts whatsoever that may arise in this regard and all action(s) taken by the Company in connection with any matter referred to or contemplated in this resolution, be and are hereby approved, ratified and confirmed in all respects.”

10. Approval of Material Related Party Transactions with International Metal Corporation:

To consider and pass the following resolution as an **Ordinary resolution**:

“RESOLVED THAT pursuant to the provisions of Regulation 23(4) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time (“Listing Regulations”), the applicable provisions of the Companies Act, 2013 (“Act”) read with rules made there under, other applicable laws / statutory provisions, if any, (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), the Company’s Policy on Materiality of Related Party Transactions and on Dealing with Related Party Transactions and on the basis the approval of the Audit Committee and recommendation of the Board of Directors of the Company, confirmation and approval of the members of the Company be and is hereby accorded to the Company for the related party transaction(s) / contract(s) / arrangement(s) / agreement(s) (in terms of Regulation 2(1)(zc)(i) of the Listing Regulations) with **“International Metal Corporation”** for an aggregate value not exceeding 25 crores for a period commencing from the 13th Annual General Meeting upto the date of 14th Annual General Meeting of the Company to be held in the calendar year 2026 (12 Months), provided that such transaction(s) / contract(s) / arrangement(s) / agreement(s) is / are carried out at an arm’s length pricing basis and in the ordinary course of business.

RESOLVED FURTHER THAT the Board of Directors of the Company (hereinafter referred to as 'Board' which term shall be deemed to include the Audit Committee of the Board and any duly constituted committee empowered to exercise its powers including powers conferred under this resolution) be and is hereby authorised to do all such acts, deeds, matters and things as it may deem fit in its absolute discretion and to take all such steps as may be required in this connection including finalizing and executing necessary contract(s), arrangement(s), agreement(s) and such other documents as may be required, seeking all necessary approvals to give effect to this resolution, for and on behalf of the Company, to delegate all or any of its powers conferred under this resolution to any Director or Key Managerial Personnel or any officer / executive of the Company and to resolve all such issues, questions, difficulties or doubts whatsoever that may arise in this regard and all action(s) taken by the Company in connection with any matter referred to or contemplated in this resolution, be and are hereby approved, ratified and confirmed in all respects."

**BY ORDER OF THE BOARD OF DIRECTORS OF
MADHAV COPPER LIMITED**

Place: Bhavnagar

Date: August 28, 2025

**SD/-
NILESH PATEL
CHAIRMAN AND WHOLE-TIME DIRECTOR
DIN: 05319890**

NOTES:

1. The Government of India, Ministry of Corporate Affairs has allowed conducting Annual General Meeting through Video Conferencing (VC) or Other Audio Visual Means (OAVM) and dispensed the personal presence of the members at the meeting. Accordingly, the Ministry of Corporate Affairs issued Circular No. 14/2020 dated April 08, 2020, Circular No. 17/2020 dated April 13, 2020 and Circular No. 20/2020 dated May 05, 2020 and Circular No. 02/2021 dated January 13, 2021 and Circular No. 21/2021 dated December 14, 2021 and 02/2022 dated May 05, 2022, 10/2022 dated December 28, 2022, 09/2023 dated September 25, 2023 and 09/2024 dated September 19, 2024 ("MCA Circulars") and Circular no. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated May 12, 2020, Circular No. SEBI/HO/CFD/CMD2/CIR/P/2021/11 dated January 15, 2021, Circular No. SEBI/HO/CFD/ CMD2/CIR/P/2022/62 dated May 13, 2022, SEBI/HO/ CRD/PoD-2/P/CIR/2023/4 dated January 05, 2023 and Circular No. SEBI/HO/CFD/CFD-PoD-2/P/CIR/2023/167 dated October 07, 2023 and Circular No. SEBI/HO/CFD/ CFD-PoD-2/P/CIR/2024/133 dated October 03, 2024 issued by the Securities Exchange Board of India ("SEBI Circulars") prescribing the procedures and manner of conducting the Annual General Meeting through VC/ OVAM. In terms of the said circulars, the 13th Annual General Meeting ("AGM") of the Members will be held through VC/OAVM. Hence, Members can attend and participate in the AGM through VC/OAVM only.
The deemed venue for the AGM shall be the Registered Office of the Company.
2. Generally, a member entitled to attend and vote at the meeting is entitled to appoint a proxy to attend and vote on a poll instead of himself and the proxy need not be a member of the Company. Since this AGM is being held through VC / OAVM pursuant to the MCA Circulars, physical attendance of Members has been dispensed with. Accordingly, the facility for

appointment of proxies by the Members will not be available for the AGM and hence, the Proxy Form and Attendance Slip are not annexed hereto.

3. Since the AGM will be held through VC / OAVM, the route map of the venue of the Meeting is not annexed hereto.
4. In terms of provisions of section 152 of the Act, Mr. Nilesh Natubhai Patel (DIN: 05319890), Chairman & Whole-Time Director of the company, retire by rotation at this Meeting.
5. A statement providing additional details of the Director(s) seeking appointment / re-appointment as set out at Item No. 2 of the Notice is annexed herewith as required under Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations") and Secretarial Standards on General Meetings issued by the Institute of Company Secretaries of India ('ICSI').

Procedure for Inspection of Documents:

6. The Register of Directors and Key Managerial Personnel and their shareholding maintained under Section 170 of the Act, the Register of Contracts or Arrangements in which the Directors are interested, maintained under Section 189 of the Act, and the relevant documents referred to in the Notice will be available, electronically, for inspection by the Members during the AGM.

All documents referred to in the Notice will be available electronically for inspection without any fee by the Members from the date of circulation of this Notice up to the date of AGM.

Members seeking to inspect such documents can send an e-mail to cs@madhavicopper.com

7. Members seeking any information with regard to the accounts or any matter to be considered at the AGM, are requested to write to the Company on or before Monday, September 15, 2025 by sending e-mail on cs@madhavicopper.com. The same will be replied by the Company suitably.
8. The attendance of the Members attending the AGM through VC/OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013.
9. The Members can join the AGM in the VC/OAVM mode 15 minutes before the scheduled times of the commencement of the Meeting by following the procedure mentioned in the Notice.

Dispatch of Annual Report through Electronic Mode:

10. In compliance with the MCA Circulars and SEBI Circular dated January 5, 2023, Notice of the AGM along with the Annual Report for the financial year 2024-25 is being sent only through electronic mode to those Members whose e-mail address is registered with the Company / Registrar and Transfer Agent / Depository Participants / Depositories. Members may note that the Notice and Annual Report for the financial year 2024-25 will also be available on the Company's website at www.madhavicopper.com, websites of the Stock Exchanges, that is, National Stock Exchange of India Limited at www.nseindia.com and AGM Notice is also available on the website of NSDL (agency for providing the Remote e-Voting facility) at www.evoting.nsdl.com.

Further, in compliance with Regulation 36(1)(b) of the SEBI LODR, a letter is being sent to Members whose e-mail addresses are not registered with the Company/ Company's RTA/Depositories providing the weblink including path, where the Annual Report for the FY 2024- 25 and the Notice of the 13th AGM of the Company can be accessed on the Company's website.

INSTRUCTIONS FOR ATTENDING THE AGM THROUGH VC / OAVM:

The Company will provide VC / OAVM facility to its Members for participating at the AGM

12. Member will be provided with a facility to attend the AGM through VC/OAVM through the NSDL e-Voting system. Members may access by following the steps mentioned above for Access to NSDL e-Voting system. After successful login, **you can see link of "VC/OAVM link" placed under "Join General meeting" menu against company name.** You are requested to click on VC/OAVM link placed under Join General Meeting menu. **The link for VC/OAVM will be available in Shareholder/Member login where the EVEN of Company will be displayed. Please note that the members who do not have the User ID and Password for e-Voting or have forgotten the User ID and Password may retrieve the same by following the remote e-Voting instructions mentioned in the notice to avoid last minute rush.**
13. Members are encouraged to join the Meeting through Laptops for better experience.
14. Further Members will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
15. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
16. Shareholders who would like to express their views/ask questions during the meeting may register themselves as a speaker and may send their request mentioning their name, demat account number/folio number, email id, mobile number at cs@madhavgcopper.com
17. Shareholders, who would like to express their views/have questions may send their questions in advance mentioning their name demat account number/folio number, email id, mobile number at cs@madhavgcopper.com. The same will be replied by the company suitably.
18. Those shareholders who have registered themselves as a speaker will only be allowed to express their views/ask questions during the meeting. Members will have the option to post their comments / queries on Chat and we will be making arrangements to carry your messages.
19. In case of joint holders attending the Meeting, Only such joint holders who are higher in order of names will be entitled to vote at the meeting.
20. Facility to join the Meeting shall be opened Fifteen minutes before the scheduled time of the Meeting and shall be kept open throughout the proceedings of the Meeting.
21. Members attending the AGM thorough VC/OAVM shall be recokned for the purpose of quorum under section 103 of the Act.

Procedure for 'remote e-voting' and e-voting at the AGM:

A. E-VOTING FACILITY:

In compliance with provisions of Section 108 of the Companies Act, 2013, Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended by the Companies (Management and Administration) Amendment Rules, 2015 and Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015 the Company is pleased to provide members facility to exercise their right to vote on resolutions proposed to be considered at the Annual General Meeting (AGM) by electronic means and the business may be transacted through e-Voting Services. The facility of casting the votes by the members using an electronic voting system from a place other than venue of the AGM ("**remote e-voting**") will be provided by **National Securities Depository Limited (NSDL)**.

The instructions for members for remote e-voting and joining general meeting are as under: -

The remote e-voting facility will be available during the following voting period:

Commencement of remote e-voting:	9.00 A.M. (IST) on Monday, September 22, 2025
End of remote e-voting:	5.00 p.m. (IST) on Wednesday, September 24, 2025

The remote e-voting will not be allowed beyond the aforesaid date and time and the remote e-voting

Module shall be forthwith disabled by NSDL upon expiry of the aforesaid period.

Voting rights of a Member / Beneficial Owner (in case of electronic shareholding) shall be in proportion to his/her/its shareholding in the paid-up equity share capital of the Company as on the cut-off date, that is, Thursday, September 18, 2025 ("Cut-off Date").

B. INFORMATION AND INSTRUCTIONS RELATING TO E-VOTING:

- i. The Members who have cast their vote(s) by remote e-voting may also attend the Meeting but shall not be entitled to cast their vote(s) again at the Meeting.
- ii. Once the vote on a resolution is cast by a Member, whether partially or otherwise, the Member shall not be allowed to change it subsequently or cast the vote again.
- iii. A Member can opt for only single mode of voting, that is, through remote e-voting or voting at the meeting (e-voting). If a member casts vote(s) by both modes, then voting done through remote e-voting shall prevail and vote(s) cast at the Meeting shall be treated as "INVALID"
- iv. A person, whose name is recorded in the Register of Members or in the Register of Beneficial Owners maintained by the Depositories as on the Cut-off Date only, shall be entitled to avail the facility of remote e-voting or for participation at the AGM and voting through E-voting facility. A person, who is not a Member as on the Cut-off Date, should treat the Notice for information purpose only.

- v. The Company has opted to provide the same electronic voting system at the Meeting, as used during remote e-voting, and the said facility shall be operational till all the resolutions proposed in the Notice are considered and voted upon at the Meeting and may be used for voting only by the Members holding shares as on the Cut-off Date who are attending the Meeting and who have not already cast their vote(s) through remote e-voting.

C. E-VOTING:

vi. **INFORMATION AND INSTRUCTIONS FOR REMOTE E-VOTING BY INDIVIDUAL SHAREHOLDERS HOLDING SHARES OF THE COMPANY IN DEMAT MODE:**

As per circular of SEBI on e-Voting Facility provided by Listed Entities, dated December 9, 2020, all **“individual shareholders holding shares of the Company in demat mode”** can cast their vote, by way of a single login credential, through their demat accounts / websites of Depositories / Depository Participants. The procedure to login and access remote e-voting, as devised by the Depositories / Depository Participant(s), is given below:

How do I vote electronically using NSDL e-Voting system?

The way to vote electronically on NSDL e-Voting system consists of “Two Steps” which are mentioned below:

Step 1: Access to NSDL e-Voting system

A. Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode:

In terms of SEBI circular dated December 9, 2020, on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and Email Id in their demat accounts to access e-Voting facility.

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

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL.	1. Existing IDeAS user can visit the e-Services website of NSDL Viz. https://eservices.nsdl.com either on a Personal Computer or on a mobile. On the e-Services home page click on the “Beneficial Owner” icon under “Login” which is available under ‘IDeAS’ section , this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on “Access to e-Voting” under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be re-directed to e-Voting website of NSDL for casting your

	vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. - If you are not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select “Register Online for IDeAS Portal” or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp - Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ 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 hold 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. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. - Shareholders/Members can also download NSDL Mobile App “NSDL Speede” facility by scanning the QR code mentioned below for seamless voting experience. NSDL Mobile App is available on  App Store  Google Play  
Individual Shareholders holding securities in demat mode with CDSL	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. The users to login Easi /Easiest are requested to visit CDSL website www.cdslindia.com and click on login icon & New System Myeasi Tab and then user your existing my easi username & password.

	2. After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting 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 & voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly. 3. If the user is not registered for Easi/Easiest, option to register is available at CDSL website www.cdslindia.com and click on login & New System Myeasi Tab and then click on registration option. 4. Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.
Individual Shareholders (holding securities in demat mode) login through their depository participants	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. upon logging in, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.

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.

Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e., NSDL and CDSL.

Login type	Helpdesk details
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at 022 - 4886 7000 and 022 - 2499 7000
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 22 55 33

B) Login Method for e-Voting and joining virtual meeting for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode.

How to Log-in to NSDL e-Voting website?

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.
2. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section.
3. A new screen will open. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen.

Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.

4. Your User ID details are given below :

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****.
b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID For example if your Beneficiary ID is 12***** then your user ID is 12*****.
c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the company For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001***

5. Password details for shareholders other than Individual shareholders are given below:
 - a) If you are already registered for e-Voting, then you can use your existing password

to login and cast your vote.

- b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.
 - c) How to retrieve your 'initial password'?
 - (i) If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.
 - (ii) If your email ID is not registered, please follow steps mentioned below in **process for those shareholders whose email ids are not registered.**
6. If you are unable to retrieve or have not received the " Initial password" or have forgotten your password:
- a) Click on "[Forgot User Details/Password?](#)"(If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com.
 - b) [Physical User Reset Password?](#)" (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.
 - c) If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.co.in mentioning your demat account number/folio number, your PAN, your name and your registered address etc.
 - d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.
7. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.
8. Now, you will have to click on "Login" button.
9. After you click on the "Login" button, Home page of e-Voting will open.

Step 2: Cast your vote electronically and join General Meeting on NSDL e-Voting system.

How to cast your vote electronically and join General Meeting on NSDL e-Voting system?

1. After successful login at Step 1, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle and General Meeting is in active status.
2. Select "EVEN" of company for which you wish to cast your vote during the remote e-Voting period and casting your vote during the General Meeting. For joining virtual meeting, you need to click on "VC/OAVM" link placed under "Join Meeting".
3. Now you are ready for e-Voting as the Voting page opens.
4. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on "Submit" and also "Confirm" when prompted.
5. Upon confirmation, the message "Vote cast successfully" will be displayed.

6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
7. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

General Guidelines for shareholders

1. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to ranjit11cs@gmail.com with a copy marked to evoting@nsdl.co.in. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) can also upload their Board Resolution / Power of Attorney / Authority Letter etc. by clicking on "Upload Board Resolution / Authority Letter" displayed under "e-Voting" tab in their login.
2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the "[Forgot User Details/Password?](#)" or "[Physical User Reset Password?](#)" option available on www.evoting.nsdl.com to reset the password.
3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of www.evoting.nsdl.com or call on.: 022 - 4886 7000 and 022 - 2499 7000 or send a request to (Name of NSDL Official) at evoting@nsdl.co.in

PROCESS FOR THOSE SHAREHOLDERS WHOSE EMAIL IDS ARE NOT REGISTERED WITH THE DEPOSITORIES FOR PROCURING USER ID AND PASSWORD AND REGISTRATION OF E MAIL IDS FOR E-VOTING FOR THE RESOLUTIONS SET OUT IN THIS NOTICE:

1. **In case shares are held in physical mode** please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) by email to cs@madhavgcopper.com.
2. **In case shares are held in demat mode**, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) to cs@madhavgcopper.com. If you are an Individual shareholder holding securities in demat mode, you are requested to refer to the login method explained at **Step 1 (A) i.e., Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode.**
3. Alternatively, shareholder/members may send a request to evoting@nsdl.co.in for procuring user id and password for e-voting by providing above mentioned documents.

THE INSTRUCTIONS FOR MEMBERS FOR E-VOTING ON THE DAY OF THE AGM ARE AS UNDER: -

1. The procedure for **e-Voting on the day of the AGM** is same as the instructions mentioned above for remote e-voting.

2. Only those Members/ shareholders, who will be present in the AGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system in the AGM.
3. Members who have voted through Remote e-Voting will be eligible to attend the AGM. However, they will not be eligible to vote at the AGM.
The details of the person who may be contacted for any grievances connected with the facility for e-Voting on the day of the AGM shall be the same person mentioned for Remote e-voting.

Other Information:

1. As mandated by the Securities and Exchange Board of India (“SEBI”), securities of the Company can be transferred / traded only in dematerialised form. **Members holding shares in physical form are advised to avail the facility of dematerialisation.**
2. Bigshare Services Pvt. Ltd. is acting as Registrar and Transfer Agent (RTA) for both physical and electronic form of shareholdings. All communications relating to shares should be addressed to the RTA at Office No S6-2, 6th floor Pinnacle Business Park, Next to Ahura Centre, Mahakali Caves Road, Andheri (East), Mumbai – 400093, India.
3. SEBI vide its Master Circular No. SEBI/HO/MIRSD/ MIRSD-PoD/P/CIR/2025/91 dated 23 June 2025 read with Circular No(s). SEBI/HO/MIRSD/MIRSD-PoD-1/P/ CIR/2023/37 dated 16 March 2023, SEBI/HO/MIRSD/ POD-1/P/CIR/2023/181 dated 17 November 2023 and SEBI/HO/MIRSD/POD-1/P/CIR/2024/81 dated 10 June 2024, has made it mandatory for Shareholders (holding shares in physical form) to furnish/ update PAN and complete KYC Details (comprising mobile number, postal address with PIN, bank account details and specimen signature) with the Company’s RTA.

In this connection, please note that the shareholder(s) (holding shares in physical form) who have not updated their PAN, complete KYC Details (comprising mobile number, postal address with PIN, bank account details and specimen signature) shall not be eligible to lodge grievance or avail any service request from the Company’s RTA. The shareholder(s) shall be eligible:

- to lodge grievance or avail any service request from the Company’s RTA/Company only after furnishing the complete documents/details stated aforesaid.
- for any payment including dividend, interest or redemption payment (if any) in respect of such folios, only through electronic mode upon furnishing all the aforesaid details in entirety.

Please note that the PAN to be furnished by you should be linked with Aadhaar. In case the same is not so linked, you are requested to do the same immediately. In the event such linkage is not done then your PAN will be deemed to be invalid and consequently your folio will be treated in the same manner as applicable in case of folios for which no PAN has been furnished.

You are also requested to provide/update “choice of nomination” for ensuring smooth transmission of securities, if required. Additionally, we request you to register your email ID to enable receipt of all communications electronically.

4. In terms of the SEBI Circular No. SEBI/HO/MIRSD/MIRSDPoD/P/CIR/2025/97 dated 2 July 2025, a Special Window has been opened from 7 July 2025 to 6 January 2026, only for re-lodgement

of transfer deeds which were originally lodged prior to the deadline of 1 April 2019 but were rejected/returned/not attended due to deficiency in the documents/process/or otherwise missed the extended timeline of 31 March 2021 for re-lodging their documents for transfer of physical shares.

Shareholders who have missed the aforesaid deadline for re-lodging their documents for transfer of physical shares are requested to contact the Company's RTA, i.e., Bigshare Services Pvt. Ltd., having their administrative office situated at Office No S6-2, 6th floor Pinnacle Business Park, Next to Ahura Centre, Mahakali Caves Road, Andheri (East), Mumbai – 400093, Ph No: 022 62638398, E-mail:lawoo@bigshareonline.com, Website:www.bigshareonline.com

Please note that the shares in physical mode that are re-lodged for transfer (including those requests, if any, pending with the Company or its RTA) shall be issued only in demat mode, once all the documents are found in order and due process is followed for such transfer cum-demat requests. The lodger must have a demat account and shall provide its Client Master List along with the transfer documents and share certificate(s) while relodging the documents for transfer with RTA.

5. With effect from 1 April 2019, except in the case of transmission or transposition of securities, the requests for effecting transfer of securities (except as stated at note no. 4 above) shall not be processed unless the securities are held in dematerialized form with a Depository. Hence, the Members holding shares in physical form are requested to dematerialize their physical shares into electronic form by sending demat request to their concerned DPs.
6. Any service request shall be entertained by Bigshare Services Pvt. Ltd., only upon registration of the PAN, KYC details and the nomination. Further, in absence of the above information on or after October 1, 2023, the folio(s) shall be frozen by Bigshare Services Pvt. Ltd. in compliance with the aforesaid SEBI Circulars. **If the folio(s) continue to remain frozen as on December 31, 2025, the frozen folios shall be referred by Bigshare Services Pvt. Ltd/Company to the administering authority under the Benami Transactions (Prohibitions) Act, 1988 and/or Prevention of Money Laundering Act, 2002.**
7. Members are requested to intimate/update changes, if any, in postal address, e-mail address, mobile number, PAN, nomination, bank details such as name of the bank and branch, bank account number, IFS Code etc.
 - For shares held in electronic form to their Depository Participant for making necessary changes. NSDL has provided a facility for registration/updation of e-mail address through the link : <https://eservices.nsdl.com/kyc-attributes/#/login> and opt-in/opt-out of nomination through the link: [https://eservices. nsdl.com/instademat-kyc-nomination/#/login](https://eservices.nsdl.com/instademat-kyc-nomination/#/login)
 - For shares held in physical form by submitting to Bigshare Services Pvt. Ltd the forms given below along with requisite supporting documents:

Sr. No.	Particulars	Form
1	Registration of PAN, postal address, e-mail address, mobile number, Bank Account Details or changes /updation thereof	ISR -1

2	Confirmation of Signature of shareholder by the Banker	ISR-2
3	Registration of Nomination	SH-13
4	Cancellation or Variation of Nomination	SH-14
5	Declaration to opt out of Nomination	ISR-3

8. Members may please note that the Listing Regulations mandate transfer, transmission and transposition of securities of listed companies held in physical form only in demat mode. Further, SEBI vide its Circular No. SEBI/HO/MIRSD/MIRSD_RTAMB/P/CIR/2022/8 dated January 25, 2022 has mandated the listed companies to issue securities in dematerialised form only while processing service requests, viz., issue of duplicate securities certificate; claim from unclaimed suspense account; renewal/ exchange of securities certificate; endorsement; subdivision/splitting of securities certificate; consolidation of securities certificates/folios; transmission and transposition. Accordingly, members are requested to make service requests for issue of duplicate securities certificate; claim from unclaimed suspense account; renewal/ exchange of securities certificate etc., by submitting a duly filled and signed Form ISR-4 along with requisite supporting documents to Bigshare Services Pvt. Ltd as per the requirement of the aforesaid circular.

The aforesaid forms can be downloaded from the Company's website at www.madhavcopper.com and is also available on the website of Bigshare Services Pvt. Ltd at <https://www.bigshareonline.com/>.

9. Members are requested to fill in and send the Feedback Form provided in the Annual Report.
10. The Register of Members and Share Transfer Books of the Company shall remain closed from 19th September, 2025 to 25th September, 2025 (both days inclusive).
11. Notice of this Annual General Meeting and the Annual Report of the Company for the year 2024-25 will also be available on the website of the Company viz. www.madhavcopper.com.
12. The Members may cast their votes using an electronic voting system from a place other than the venue of the meeting ('remote e-voting'). Members who have acquired shares after the dispatch of the Notice of the AGM and before the book closure may approach the Company/RTA for issuance of the User ID and Password for exercising their right to vote by electronic means.

E-VOTING RESULT:

1. The Board of Directors has appointed **Mr. Ranjit Kumar Singh, Practicing Company secretaries of M/S Ranjit & Associates** (Membership No: F12564), to act **as a Scrutinizer**, for conducting the scrutiny of the votes cast. The Scrutinizer will, after the conclusion of e-voting at the Meeting, scrutinize the votes cast at the Meeting and votes cast through remote e-voting, make a consolidated Scrutinizers' Report and submit the same to the Chairman. The result of e-

voting will be declared within two working days of the conclusion of the Meeting and the same, along with the consolidated Scrutinizers' Report, will be placed on the website of the Company: www.madhavcopper.com. The result will simultaneously be communicated to the Stock Exchanges and will also be displayed at the registered office of the Company.

2. M/s. Bigshare Services Private Limited, the Registrar and Transfer Agent (RTA) having their administrative office situated at Office No S6-2, 6th floor Pinnacle Business Park, Next to Ahura Centre, Mahakali Caves Road, Andheri (East), Mumbai – 400093 in the State of Maharashtra, is handling registry work in respect of shares held both in physical form and in electronic/demat form. Bigshare Services has put in place a module to enable the shareholders to update the Email Id, Mobile No., PAN No. and Bank Details by visiting the website, www.bigshareonline.com (For Investors section).

IMPORTANT COMMUNICATION TO MEMBERS:

3. *Green Initiative – Members who have not registered their e-mail addresses so far are requested to register their e-mail address for receiving all communication including Annual Report, Notices, Circulars etc. from the Company electronically. Members may also note that Annual Report for the FY 2024-25 will also be available on the website of the Company at www.madhavcopper.com .*

ANNEXURE TO NOTICE

Explanatory Statement pursuant to Section 102 of Companies Act, 2013 & Regulation 36(5) of the SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015

ITEM NO. 3 & 4

The Members are informed that due to the resignation of M/s. Nirav Patel & Co, Chartered Accountants (Firm Registration No. 134617W), a casual vacancy has arisen in the office of Statutory Auditors of the Company in terms of Section 139(8) of the Companies Act, 2013.

The Board of Directors of the Company, based on the recommendation of the Audit Committee, at its meeting held on 28th July, 2025, approved the appointment of M/s. P G Hemani & Co., Chartered Accountants (FRN: 103628W) in its Board meeting held on 29th July, 2025 as the Statutory Auditors of the Company to fill the casual vacancy caused by the resignation of the previous auditor . Now, your approval is required to confirm its appointment upto this Annual General Meeting.

In accordance with the provisions of Section 139(8)(i) of the Companies Act, 2013, such appointment shall hold office up to the conclusion of the ensuing Annual General Meeting of the Company. The Board recommends the appointment of M/s. P G Hemani & Co., Chartered Accountants (FRN: 103628W) as Statutory Auditors of the Company for a term of [five] consecutive years from the conclusion of this Annual General Meeting till the conclusion of the 18th Annual General Meeting, subject to the approval of Members.

The Company has received a consent letter and a certificate from M/s. P G Hemani & Co., Chartered Accountants (FRN: 103628W), , to the effect that their appointment, if made, would be

within the limits prescribed under Section 141 of the Companies Act, 2013, and that they are not disqualified to be appointed as Statutory Auditors in terms of the provisions of the said Act and rules made thereunder, as well as SEBI (LODR) Regulations, 2015.

Terms of appointment:

M/s. P G Hemani & Co. is proposed to be appointed as Statutory Auditors of the Company to hold office for an audit period of 5 (five) consecutive years commencing from FY 2025-26 till FY 2029-30.

The proposed fees payable to M/s. P G Hemani & Co. would be as mutually agreed by the Board of Directors and the Statutory Auditors plus taxes and reimbursement of out-of-pocket expenses for the purpose of Statutory audit for the FY 2025-26. The fee for Statutory audit of subsequent financial years would be as negotiated by the Board from time to time.

Accordingly, the Board recommends the Ordinary Resolution as set out in item no. 3 & 4 of the Notice for approval by the Members.

None of the Directors, Key Managerial Personnel of the Company, and their relatives are concerned or interested, financially or otherwise, in this resolution.

ITEM NO. 5

Pursuant to Regulation 24A of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time ("SEBI Listing Regulations"), effective from April 1, 2025, the Company is required to appoint Secretarial Auditors for a term of 5 (five) consecutive years with the approval of the shareholders in the Annual General Meeting.

In view of the above, the Audit Committee and Board of Directors at its meeting held on May 27, 2025, has recommended/approved the appointment of M/s. Ranjit & Associates, a Peer Reviewed Firm of Company Secretaries in Practice having Unique ID No: S2020GJ761200 and Peer Review Certificate No. 5750/2024 as Secretarial Auditors of the Company to hold office for an audit period of 5 (five) consecutive years commencing from FY 2025-26 till FY 2029-30.

M/s Ranjit & Associates is a reputed firm of Practicing Company Secretaries with over one and half decades of distinguished experience in corporate and allied legal domains. The firm provides a wide gamut of services to a vast network of clients in the matters relating to Corporate Laws including Company Law. M/s. Ranjit & Associates are eligible to be appointed as Secretarial Auditors of the Company and are not disqualified in terms of SEBI Listing Regulations read with SEBI Circular dated December 31, 2024.

Terms of appointment:

M/s. Ranjit & Associates is proposed to be appointed as Secretarial Auditors of the Company to hold office for an audit period of 5 (five) consecutive years commencing from FY 2025-26 till FY 2029-30.

The proposed fees payable to M/s. Ranjit & Associates would be as mutually agreed by the Board of Directors and the Secretarial Auditors plus taxes and reimbursement of out-of-pocket expenses for

the purpose of secretarial audit for the FY 2025-26. The fee for secretarial audit of subsequent financial years would be as negotiated by the Board from time to time.

The Board of Directors recommends the said resolution, as set out in item no. 5 of this Notice for your approval.

None of the Directors or key managerial personnel or their relatives is in any way concerned or interested, financially or otherwise in the said resolution.

ITEM NO: 6

As per the provisions of Section 148 of the Companies Act, 2013 read with Companies (Audit & Auditors) Rules, 2014, the proposal of Appointment of Cost Auditors was placed before the Audit Committee and as recommended by Audit Committee relating to the remuneration of Cost Auditors, the Board in its meeting held on 13th august, 2025 considered and approved the said proposal to appoint M/S Chetan Gandhi & Associates, Cost Accountants (Firm Registration No: 10134) as Cost Auditors of the Company for the F.Y. 2025-26 at the remuneration of Rs. 50,000/- (Rupees Fifty Thousands Only) + Goods & Services Tax (GST), + other applicable taxes +out of pocket expenses + XBRL conversion charges. Now, the resolution is being placed before the Members of the Company for the approval and ratification of the remuneration to the Cost Auditors.

pursuant to section 148 (3) of the Companies Act, 2013 and Rule 6(2) of the Companies (Cost Records and Audit Rules) 2014 including any statutory modification thereto or re-enactment thereof for the time being in force, M/S Chetan Gandhi & Associates, Cost Accountants (Firm Registration No: 10134) be and are hereby appointed as the Cost Auditors of the company to conduct audit of cost records made and maintained by the company for financial year 2025-26 at a remuneration of Rs. 50,000/- (Rupees Fifty Thousands Only) + Goods & Services Tax (GST), + other applicable taxes +out of pocket expenses + XBRL conversion charges.

The Board of Directors recommends the resolution set forth at Item No. 6 of this notice for your approval.

None of the Directors, Key Managerial Personnel and relatives thereof has any concern or interest, financial or otherwise, in the resolution at Item No. 4 of this Notice.

ITEM NO: 7

The Board of Directors of the Company, on the recommendation of the Nomination and Remuneration Committee, at its meeting held on Thursday, August 28, 2025, approved the appointment of Mr. Dipakkumar Girishkumar Patel (DIN: 11237410) as an Independent Director of the Company, subject to the approval of Members at this Annual General Meeting.

Mr. Dipakkumar Girishkumar Patel has 15 years of experience in the field of Education and Information science, having held leadership positions in reputed organizations. The Board believes that his rich experience, expertise and knowledge will contribute significantly to the growth and governance of the Company.

Mr. Dipakkumar Girishkumar Patel has submitted a declaration to the Board that he meets the criteria of independence as provided under Section 149(6) of the Companies Act, 2013. In the

opinion of the Board, Mr. Dipakkumar Girishkumar Patel fulfills the conditions specified in the Companies Act, 2013 and the SEBI LODR Regulations for appointment as an Independent Director. He is not disqualified from being appointed as a Director in terms of Section 164 of the Companies Act, 2013, not debarred from holding the office of director by virtue of any SEBI order and has given his consent to act as Director.

A brief profile of Independent Director to be appointed, including nature of his expertise and other disclosure as required under SEBI LODR Regulations, Secretarial Standards, is provided at Annexure to this Notice..

Accordingly, the Board recommends the resolution as set out in Item No. 7 of the Notice for the approval of the Members by way of an **Special Resolution**.

Except Mr. Dipakkumar Girishkumar Patel being the appointee, none of the Directors and Key Managerial Personnel of the Company and their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution.

ITEM NO: 8,9 & 10

In terms of Regulation 23 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), as amended, any transaction with a related party shall be considered material, if the transaction(s) entered into/to be entered into individually or taken together with the previous transaction(s) during a financial year exceeds ₹ 1,000 crore or 10% of annual consolidated turnover of the Company as per the last audited financial statements, whichever is lower, and shall require prior approval of shareholders by means of an ordinary resolution. The said limits are applicable, even if the transactions are in the ordinary course of business and on an arm's length basis.

Details of the proposed Related Party Transactions ('RPTs') between the Company and Related Parties, including the information required to be disclosed in the Explanatory Statement pursuant to the Regulation 23 of the SEBI Listing Regulations read with the SEBI Master Circular no. SEBI/HO/CFD/PoD2/CIR/P/0155 dated November 11, 2024, SEBI Circular No. SEBI/HO/CFD/CFD-PoD-2/P/CIR/2025/18 dated February 14, 2025 and SEBI Circular No. SEBI/HO/CFD/CFD-PoD-2/P/CIR/2025/93 dated June 26, 2025, specifying the Industry Standards on "Minimum information to be provided for review of the Audit Committee and Shareholders for approval of a related party transaction" ('Standards') and applicable provisions of the Act, are as follows:

It is in the above context that, Resolution No. 8,9 & 10 is placed for the approval of the Members of Madhav Copper Limited along with necessary details on the proposed RPTs provided in this Statement.

Members may please note that the value of RPTs with Madhav Steels, Madhav Industrial corporation and International Metal corporation for the period commencing from 01 April 2025 till the date of this Notice has not exceeded the materiality threshold and the Company will ensure that the same does not exceed the said threshold up to the date of this AGM.

Transaction details for Item No. 8

Sr. No	Description	Details
A.	Details of the related party and transactions with the related party	
A(1).	Basic details of the related party	
1	Name of the related party	Madhav Steels
2	Country of incorporation of the related party	India
3	Nature of business of the related party	The Firm is engaged primarily in the business of Ship Breaking activity at Alang, Bhavnagar and trading activity at village Kobadi, Bhavnagar.
A (2)	Relationship and ownership of the related party	
1	Relationship between the listed entity and the related party.	The Madhav Steels is a Partnership Firm in which relative of Mr. Divya Monpara, Non-Executive Director of the Company is a member of the Firm.
2	Shareholding of the listed entity, whether direct or indirect, in the related party.	NA
3	Shareholding of the related party, whether direct or indirect, in the listed entity.	NIL
A (3)	Details of previous transactions with the related party (Madhav Steels)	
1	Total amount of all the transactions undertaken by the listed entity with the related party during each of the last financial year.	
	Category	Amount in Rs. Lakhs 2024-25
	Total amount of related party transactions undertaken by the Company with Madhav steels	Around 3155.56
2	Total amount of all the transactions undertaken by the listed entity with the related party during the current Financial Year (till the date of approval of the Audit Committee / shareholders).	The value of RPTs with Madhav Steels for the period commencing from 01 April 2025 till the date of this Notice has not exceeded the RPT limit approved by Madhav Copper Limited's shareholders through the Postal Ballot held on 27 th July, 2024. Madhav Copper Limited will ensure that the same does not exceed the said limit up to the date of the ensuing AGM scheduled on 25th September 2025.
3	Any default, if any, made by a related party concerning any obligation undertaken by it under a transaction or arrangement entered with the listed entity or its subsidiary during the last financial year.	NO
A (4)	Amount of the proposed transactions (All types of transactions taken together)	
1	Total amount of all the proposed transactions being placed for approval in the current meeting.	Upto 100 Crore
2	Whether the proposed transactions taken together with the transactions undertaken with	Yes

	the related party during the current Financial Year is material RPT?	
3	Value of the proposed transactions as a percentage of the listed entity's annual consolidated turnover for the immediately preceding Financial Year	80%
4	Value of the proposed transactions as a percentage of the subsidiary's annual standalone turnover for the immediately preceding Financial Year	NA
5	Value of the proposed transactions as a percentage of the related party's annual standalone turnover for the immediately preceding Financial Year.	Around 132%
6	Financial performance of the related party (Madhav Steels)	
	Particulars	Amount in Rs. Lakhs 2024-25
	Standalone turnover of the related party for the last Financial year	7568.34
	Standalone networth of the related party for the last Financial year	3090.04
	Standalone net profits/(loss) of the related party for the last Financial year	140.48
A (5)	Basic details of the proposed transaction	
1	Specific type of the proposed transaction	Madhav Copper Limited purchases Copper scrap from Madhav Steels.
2	Details of the proposed transaction	Madhav Copper Limited purchases Copper scrap from Madhav Steels. Madhav Copper Limited pays an aggregate amount for availing this facility. For aggregate monetary value not to exceed 100 crore per financial year. These are continuing business transactions in the ordinary course of business.
3	Tenure of the proposed transaction	12 Months
4	Whether omnibus approval is being sought?	Yes
5	Value of the proposed transaction during a Financial Year.	Approval is sought for an aggregate value of Rs. 100 Crore per financial year in respect of the proposed transactions.
6	Provide a clear justification for entering into the RPT, demonstrating how the proposed RPT serves the best interests of the listed entity and its public shareholders.	Our group companies having same business line and transactions between the companies including purchasing and selling of raw material and other transactions from time to time, for economy of scale to drive cost benefit

		and help smoothen business operations for the companies. It is in best interest of the listed entity and its public shareholders with a view to realize business synergies, cost efficiencies and operational advantage.
7	Details of the promoter(s)/ director(s) / key managerial personnel of the listed entity who have interest in the transaction, whether directly or indirectly. a. Name of the director / KMP b. Shareholding of the director / KMP, whether direct or indirect, in the related party	None of the promoters and directors and key managerial personnel are interested, directly or indirectly, in the proposed transactions, except to the extent of their Shareholding. The shareholding pattern of the Madhav Copper Limited is available at www.madhavcopper.com The other directors and key managerial personnel (non- promoters) of Madhav Copper Limited do not hold any shareholding in related party.
8	A copy of the valuation or other external party report, if any.	None
9	Other information relevant for decision making.	All important information forms part of the statement setting out material facts, pursuant to Section 102(1) of the Act forming part of this Notice.
10 Details of the specific transactions with the related party		
B (1) details for proposed transactions relating to sale, purchase or supply of goods or services or any other similar business transaction		
1	Bidding or other process, if any, applied for choosing a party for sale, purchase or supply of goods or services.	The Company purchases copper scrap from the related party at prevailing market prices. For determining the pricing and selection of the counterparty, the Company follows a process of benchmarking with market rates obtained from reputed suppliers and market indices. No formal bidding process is undertaken; however, the transaction price is negotiated at arm's length and is in line with industry practices to ensure fairness and compliance with statutory requirements. The Audit Committee noted that the transaction(s) are in the ordinary course of business and at arm's length. The Committee was aligned with the management's view that this transaction being uniquely structured by and between the Company and Madhav Steels, there are no unrelated

		comparable business entities from whom potential bids could be obtained for a direct comparison. Based on the same it was noted that these RPTs between the Company and Madhav Steels are beneficial to the Company and shareholders.
B (2), B (3), B (4), B (5) B (6), B (7), C (1), C(2), C(3), C(4), C(5), C(6) of table forming part of the Industrial Standards are not applicable.		

Transaction details for Item No. 9

Sr. No	Description	Details
A. Details of the related party and transactions with the related party		
A(1). Basic details of the related party		
1	Name of the related party	Madhav Industrial Corporation
2	Country of incorporation of the related party	India
3	Nature of business of the related party	The Firm is engaged primarily in the business of Ship Breaking activity at Alang, Bhavnagar.
A (2) Relationship and ownership of the related party		
1	Relationship between the listed entity and the related party.	The Madhav Industrial Corporation is a Partnership Firm in which relative of Mr. Divya Monpara, Non-Executive Director of the Company is a member of the Firm.
2	Shareholding of the listed entity, whether direct or indirect, in the related party.	NA
3	Shareholding of the related party, whether direct or indirect, in the listed entity.	NIL
A (3) Details of previous transactions with the related party (Madhav Industrial Corporation)		
1	Total amount of all the transactions undertaken by the listed entity with the related party during each of the last financial year.	
	Category	Amount in Rs. Lakhs 2024-25
	Total amount of related party transactions undertaken by the Company with Madhav Industrial Corporation.	No transactions done during F.Y. 2024-25
2	Total amount of all the transactions undertaken by the listed entity with the related party during the current Financial Year (till the date of approval of the Audit Committee / shareholders).	The value of RPTs with Madhav Steels for the period commencing from 01 April 2025 till the date of this Notice has not exceeded the RPT limit approved by Madhav Copper Limited's shareholders through the Postal Ballot held on 27 th July, 2024. Madhav Copper Limited will ensure that the same does not exceed the

		said limit up to the date of the ensuing AGM scheduled on 25th September 2025.
3	Any default, if any, made by a related party concerning any obligation undertaken by it under a transaction or arrangement entered with the listed entity or its subsidiary during the last financial year.	NO
A (4) Amount of the proposed transactions (All types of transactions taken together)		
1	Total amount of all the proposed transactions being placed for approval in the current meeting.	Upto 25 Crore per financial year
2	Whether the proposed transactions taken together with the transactions undertaken with the related party during the current Financial Year is material RPT?	YES
3	Value of the proposed transactions as a percentage of the listed entity's annual consolidated turnover for the immediately preceding Financial Year	20%
4	Value of the proposed transactions as a percentage of the subsidiary's annual standalone turnover for the immediately preceding Financial Year	NA
5	Value of the proposed transactions as a percentage of the related party's annual standalone turnover for the immediately preceding Financial Year.	430%
6	Financial performance of the related party (Madhav Industrial Corporation)	
	Particulars	Amount in Rs. Lakhs 2024-25
	Standalone turnover of the related party for the last Financial year	581.81
	Standalone networth of the related party for the last Financial year	2957.21
	Standalone net profits/(loss) of the related party for the last Financial year	193.64
A (5) Basic details of the proposed transaction		
1	Specific type of the proposed transaction	Madhav Copper Limited purchases Copper scrap from Madhav Industrial Corporation.
2	Details of the proposed transaction	Madhav Copper Limited purchases Copper scrap from Madhav Industrial Corporation. Madhav Copper Limited pays an aggregate amount for availing this facility. For aggregate monetary value not to exceed 25 crore per financial year.

		These are continuing business transactions in the ordinary course of business.
3	Tenure of the proposed transaction	12 Months
4	Whether omnibus approval is being sought?	Yes
5	Value of the proposed transaction during a Financial Year.	Approval is sought for an aggregate value of Rs. 25 Crore per financial year in respect of the proposed transactions.
6	Provide a clear justification for entering into the RPT, demonstrating how the proposed RPT serves the best interests of the listed entity and its public shareholders.	Our group companies having same business line and transactions between the companies including purchasing and selling of raw material and other transactions from time to time, for economy of scale to drive cost benefit and help smoothen business operations for the companies. It is in best interest of the listed entity and its public shareholders with a view to realize business synergies, cost efficiencies and operational advantage.
7	Details of the promoter(s)/ director(s) / key managerial personnel of the listed entity who have interest in the transaction, whether directly or indirectly. a. Name of the director / KMP b. Shareholding of the director / KMP, whether direct or indirect, in the related party	None of the promoters and directors and key managerial personnel are interested, directly or indirectly, in the proposed transactions, except to the extent of their Shareholding. The shareholding pattern of the Madhav Copper Limited is available at www.madhavcopper.com The other directors and key managerial personnel (non- promoters) of Madhav Copper Limited do not hold any shareholding in related party.
8	A copy of the valuation or other external party report, if any.	None
9	Other information relevant for decision making.	All important information forms part of the statement setting out material facts, pursuant to Section 102(1) of the Act forming part of this Notice.
10 Details of the specific transactions with the related party		
B (1) details for proposed transactions relating to sale, purchase or supply of goods or services or any other similar business transaction		
1	Bidding or other process, if any, applied for choosing a party for sale, purchase or supply of goods or services.	The Company purchases copper scrap from the related party at prevailing market prices. For determining the pricing and selection of the counterparty, the Company follows a process of benchmarking with market rates obtained from reputed suppliers

		and market indices. No formal bidding process is undertaken; however, the transaction price is negotiated at arm's length and is in line with industry practices to ensure fairness and compliance with statutory requirements. The Audit Committee noted that the transaction(s) are in the ordinary course of business and at arm's length. The Committee was aligned with the management's view that this transaction being uniquely structured by and between the Company and Madhav Steels, there are no unrelated comparable business entities from whom potential bids could be obtained for a direct comparison. Based on the same it was noted that these RPTs between the Company and Madhav Industrial Corporation are beneficial to the Company and shareholders.
B (2), B (3), B (4), B (5) B (6), B (7), C (1), C(2), C(3), C(4), C(5), C(6) of table forming part of the Industrial Standards are not applicable.		

Transaction details for Item No. 10

Sr. No	Description	Details
A. Details of the related party and transactions with the related party		
A(1). Basic details of the related party		
1	Name of the related party	International Metal Corporation
2	Country of incorporation of the related party	India
3	Nature of business of the related party	The Firm is engaged primarily in the business of Trading activities of Metal at Village Kobadi, Bhavnagar.
A (2) Relationship and ownership of the related party		
1	Relationship between the listed entity and the related party.	"International Metal Corporation" is a Partnership firm in which Director of Madhav Copper Limited is member of the Firm.
2	Shareholding of the listed entity, whether direct or indirect, in the related party.	NA
3	Shareholding of the related party, whether direct or indirect, in the listed entity.	NIL
A (3) Details of previous transactions with the related party (International Metal Corporation)		
1	Total amount of all the transactions undertaken by the listed entity with the related	

	party during each of the last financial year.	
	Category	Amount in Rs. Lakhs 2024-25
	Total amount of related party transactions undertaken by the Company with Madhav Industrial Corporation.	Total Amount Rs. 555.54 Purchase: Rs. 55.08 Sale: Rs. 500.46
2	Total amount of all the transactions undertaken by the listed entity with the related party during the current Financial Year (till the date of approval of the Audit Committee / shareholders).	The value of RPTs with Madhav Steels for the period commencing from 01 April 2025 till the date of this Notice has not exceeded the RPT limit approved by Madhav Copper Limited's shareholders through the Postal Ballot held on 27 th July, 2024. Madhav Copper Limited will ensure that the same does not exceed the said limit up to the date of the ensuing AGM scheduled on 25th September 2025.
3	Any default, if any, made by a related party concerning any obligation undertaken by it under a transaction or arrangement entered with the listed entity or its subsidiary during the last financial year.	NO
A (4)	Amount of the proposed transactions (All types of transactions taken together)	
1	Total amount of all the proposed transactions being placed for approval in the current meeting.	Upto 25 Crore
2	Whether the proposed transactions taken together with the transactions undertaken with the related party during the current Financial Year is material RPT?	YES
3	Value of the proposed transactions as a percentage of the listed entity's annual consolidated turnover for the immediately preceding Financial Year	20%
4	Value of the proposed transactions as a percentage of the subsidiary's annual standalone turnover for the immediately preceding Financial Year	NA
5	Value of the proposed transactions as a percentage of the related party's annual standalone turnover for the immediately preceding Financial Year.	3.49%
6	Financial performance of the related party ((International Metal Corporation)	
	Particulars	Amount in Rs. Lakhs 2024-25
	Standalone turnover of the related party for the last Financial year	716.73
	Standalone networth of the related party for the last Financial year	99.35

	Standalone net profits/(loss) of the related party for the last Financial year	15
A (5) Basic details of the proposed transaction		
1	Specific type of the proposed transaction	Madhav Copper Limited purchases Copper scrap from International Metal Corporation.
2	Details of the proposed transaction	Madhav Copper Limited purchases Copper scrap from International Metal Corporation. Madhav Copper Limited pays an aggregate amount for availing this facility. For aggregate monetary value not to exceed 25 crore per financial year. These are continuing business transactions in the ordinary course of business.
3	Tenure of the proposed transaction	12 Months
4	Whether omnibus approval is being sought?	Yes
5	Value of the proposed transaction during a Financial Year.	Approval is sought for an aggregate value of Rs. 25 Crore per financial year in respect of the proposed transactions.
6	Provide a clear justification for entering into the RPT, demonstrating how the proposed RPT serves the best interests of the listed entity and its public shareholders.	Our group companies having same business line and transactions between the companies including purchasing and selling of raw material and other transactions from time to time, for economy of scale to drive cost benefit and help smoothen business operations for the companies. It is in best interest of the listed entity and its public shareholders with a view to realize business synergies, cost efficiencies and operational advantage.
7	Details of the promoter(s)/ director(s) / key managerial personnel of the listed entity who have interest in the transaction, whether directly or indirectly. a. Name of the director / KMP b. Shareholding of the director / KMP, whether direct or indirect, in the related party	None of the promoters and directors and key managerial personnel are interested, directly or indirectly, in the proposed transactions, except to the extent of their Shareholding. The shareholding pattern of the Madhav Copper Limited is available at www.madhavcopper.com The other directors and key managerial personnel (non- promoters) of Madhav Copper Limited do not hold any shareholding in related party.
8	A copy of the valuation or other external party report, if any.	None

9	Other information relevant for decision making.	All important information forms part of the statement setting out material facts, pursuant to Section 102(1) of the Act forming part of this Notice.
10	Details of the specific transactions with the related party	
	B (1) details for proposed transactions relating to sale, purchase or supply of goods or services or any other similar business transaction	
1	Bidding or other process, if any, applied for choosing a party for sale, purchase or supply of goods or services.	The Company purchases copper scrap from the related party at prevailing market prices. For determining the pricing and selection of the counterparty, the Company follows a process of benchmarking with market rates obtained from reputed suppliers and market indices. No formal bidding process is undertaken; however, the transaction price is negotiated at arm's length and is in line with industry practices to ensure fairness and compliance with statutory requirements. The Audit Committee noted that the transaction(s) are in the ordinary course of business and at arm's length. The Committee was aligned with the management's view that this transaction being uniquely structured by and between the Company and Madhav Steels, there are no unrelated comparable business entities from whom potential bids could be obtained for a direct comparison. Based on the same it was noted that these RPTs between the Company and Madhav Industrial Corporation are beneficial to the Company and shareholders.
B (2), B (3), B (4), B (5) B (6), B (7), C (1), C(2), C(3), C(4), C(5), C(6) of table forming part of the Industrial Standards are not applicable.		

**BY ORDER OF THE BOARD OF DIRECTORS OF
MADHAV COPPER LIMITED**

Place: Bhavnagar
Date: August 28, 2025

SD/-
NILESH PATEL
CHAIRMAN AND WHOLE-TIME DIRECTOR
DIN: 05319890

Annexure I: Details of Directors seeking re-appointment at the Annual General Meeting

[PURSUANT TO REGULATION 36(3) of THE SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015 AND SECRETARIAL STANDARD-2 ON GENERAL MEETINGS]

Name of Director	Mr. Nilesh Natubhai Patel
DIN	05319890
Designation/ category of the Director	Chairman and Whole-Time Director
Date of Birth (Age)	23/07/1980 (45 Years)
Nationality	Indian
Date of first appointment on the Board	19/11/2012
Terms & Conditions of Appointment/ Re-appointment	Re-appointment as a retire by rotation
Expertise in Specific Functional Area	Experience in LME copper trading and such other allied activities in purchase and marketing
Qualifications	Bachelor of Commerce, Bhavnagar University.
Remuneration last drawn	Rs. 6 Lakhs (Rs. Six Lakhs only) per annum including salary, other allowances, perquisites and variable pay.
Details of remuneration sought to be paid	Rs. 36 Lakhs (Rs. Thirty Six Lakhs only) per annum including salary, other allowances, perquisites and variable pay as per resolution passed by the shareholders of the Company by way of postal ballot dated July 27, 2024.
Directorship in other companies	NIL
Membership of committees in other public limited companies	NIL
No. of Board Meetings attended during the F.Y. 2024-25	9 (Nine)
Inter relationship	Promoter
Shares held in the company	27,00,000 Equity shares of Rs. 5/- each

Pursuant to Regulation 30 of Listing Regulations read with SEBI Master Circular No. SEBI/HO/CFD/PoD2/CIR/P/0155 dated 11th November 2024

Annexure II- Appointment of Mr. Dipakkumar Girishkumar Patel (DIN: 11237410) as an Independent Director of the Company.

1.	Name	Mr. Dipakkumar Girishkumar Patel
2.	DIN	11237410
3.	Reason for change viz. appointment, resignation, removal, death or otherwise;	Appointment of Mr. Dipakkumar Girishkumar Patel (DIN: 11237410)
4.	Date of appointment/ cessation (as applicable) & term of appointment;	w.e.f. 25/09/2025 Subject to approval of shareholders in this Annual General Meeting as an Independent Director of the Company for the period of Five years starting from 25 th September, 2025 to 24 th September, 2030.
5.	Brief profile (in case of appointment);	Mr. Dipakkumar Girishkumar Patel (DIN: 11237410) Mr. Dipakkumar Girishkumar Patel has 15 years of experience in the field of Education and Information science, having held leadership positions in reputed organizations. The Board believes that his rich experience, expertise and knowledge will contribute significantly to the growth and governance of the Company.
6.	Disclosure of relationships between directors (in case of appointment of a director)	NA
7.	Information as required pursuant to BSE Circular with ref. no. LIST/COMP/14/2018- 19 and the National Stock Exchange of India Limited Circular with ref. no. NSE/CML/2018/ 24, both dated 20 June 2018, regarding the director not being debarred from holding the office by virtue of any SEBI order or any other such authority	Mr. Dipakkumar Girishkumar Patel (DIN: 11237410) is not debarred from holding the office of director by virtue of any SEBI order or any other such authority.