

MADHAV COPPER LIMITED

(Erstwhile Madhav Copper Pvt. Ltd.)

(CIN: L27201GJ2012PLC072719)

Registered office: Plot 2107/D, 203, 2nd Floor, D & I Excelus, Opp. Home School,

Waghawadi Road, Bhavnagar – 364 001 Phone No: +91 278 3001034

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

Website: www.madhavgcopper.com

NOTICE

NOTICE is hereby given that the 6th ANNUAL GENERAL MEETING of the members of M/s. Madhav Copper Limited (“the Company”) will be held on Wednesday, the 29th day of August, 2018, at 04:00 P.M., at Plot No. 2107/D, D & I Excelus, Waghawadi Road, Bhavnagar – 364001 to transact the following businesses:

ORDINARY BUSINESS:

1. To receive, consider and adopt the Financial Statements including Audited Balance Sheet of the Company as at 31st March, 2018 and the Statement of Profit and Loss and Cash flow statement for the year ended on that date together with Board of Directors’ and the Auditors’ Report thereon.
2. To appoint a director in place Ms. Rakshaben Chauhan (DIN: 07600985), who retires by rotation and being eligible, offers herself for re-appointment.

SPECIAL BUSINESS:

1. INCREASE IN AUTHORISED SHARE CAPITAL:

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

“**RESOLVED THAT** pursuant to the provisions of Section 61 read with Section 64 and other applicable provisions, if any, of the Companies Act, 2013 (including any amendment thereto or re-enactment thereof) and the rules framed there under, the consent of the members of the Company be and is hereby accorded to increase the Authorised Share Capital of the Company from existing ₹ 2,50,00,000 (Rupees Two Crores Fifty Lakh only) divided into 25,00,000 (Twenty Five Lakh) Equity Shares of ₹ 10/- each to ₹ 6,50,00,000 (Rupees Six Crores Fifty Lakh only) divided into 65,00,000 (Sixty Five Lakh) Equity Shares of ₹ 10/- each by creation of additional 40,00,000 (Forty Lakh) Equity Shares of ₹ 10/- each ranking pari passu in all respect with the existing Equity Shares of the Company and Clause V of the Memorandum of Association.

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board of Directors of the Company be and hereby authorized to take such steps as may be necessary including delegation of all or any of its powers herein conferred to any Director(s), the Company Secretary or any other Officer(s) to do all such acts, deeds, matters and things, as may be considered necessary, desirable and expedient for giving effect to this resolution and to settle any question or difficulty that may arise with regard to the aforesaid purpose and which it may deem fit in the interest of the Company.”

2. ALTERATION IN THE CAPITAL CLAUSE OF MEMORANDUM OF ASSOCIATION:

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

“**RESOLVED THAT** pursuant to the provisions of Section 13, 61 and 64 and other applicable provisions of the Companies Act, 2013 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and the rules framed thereunder, the consent of the members of the Company be

and is hereby accorded for substituting Clause V of the Memorandum of Association of the Company with the following Clause V.

“V. The Authorised Share Capital of the Company is ₹ 6,50,00,000/- (Rupees Six Crores Fifty Lakh only) divided into 65,00,000 (Sixty Five Lakh) Equity Shares of ₹ 10/- each.”

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board of Directors of the Company be and hereby authorized to take such steps as may be necessary including delegation of all or any of its powers herein conferred to any Director(s), the Company Secretary or any other Officer(s) to do all such acts, deeds, matters and things, as may be considered necessary, desirable and expedient for giving effect to this resolution and to settle any question or difficulty that may arise with regard to the aforesaid purpose and which it may deem fit in the interest of the Company.”

3. ISSUE AND ALLOTMENT OF BONUS SHARES:

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

"RESOLVED THAT pursuant to Section 63 of the Companies Act, 2013 and other applicable provisions of the Companies Act, 2013, read with Rule 14 of the Companies (Share Capital & Debentures) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and subject to regulations and guidelines issued by Securities and Exchange Board of India (SEBI) including SEBI (Issue of Capital and Disclosure Requirement) Regulations, 2009 (as amended from time to time) and such other approvals, permissions and sanctions as may be necessary and such terms, conditions, alterations, modifications, changes and variations as may be specified while according such approvals, consent of the Members of the Company be and is hereby accorded to the Board of Directors of the Company to capitalize ₹ 4,10,72,000/- (Rupees Four Crores Ten Lakh Seventy Two Thousand only) out of Security Premium and free reserves of the Company and transfer to Share Capital Account towards issuance and allotment of Equity shares not exceeding 41,07,200 (Forty One Lakh Seven Thousand Two Hundred) Equity shares of ₹ 10/- (Rupees Ten Only) each, as bonus shares credited as fully paid-up, to members of the Company holding Equity shares of ₹ 10/- (Rupees Ten Only) each whose names stand in the Register of Members of the Company as on record date as the Directors may determine, in that behalf in the proportion of 2 (Two) new fully paid-up Equity shares of ₹ 10/- (Rupees Ten Only) each for every 1 (One) existing Equity Share of ₹ 10/- (Rupees Ten Only) each, held as on the date of closure of transfer books and that the bonus shares so issued and allotted be treated for all purposes as an increase of the nominal amount of the Equity Capital of the Company held by each such member/person and not as income.

RESOLVED FURTHER THAT the bonus equity shares so allotted shall be subject to the terms and conditions contained in the Memorandum and Articles of Association of the Company and shall rank pari passu with the existing Equity Shares. No letters of Allotment shall be issued for the Bonus Shares.

RESOLVED FURTHER THAT the bonus equity shares shall be credited to the respective beneficiary demat account of the members with their respective Depository Participant(s).

RESOLVED FURTHER THAT the issue and allotment of the bonus equity shares to Non-Resident Indians (NRIs), Persons of Indian origin / Overseas Corporate Bodies and other Foreign Investors, be subject to the approval of Reserve Bank of India (RBI) or any other regulatory authority, if any, as may be required.

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board of Directors of the Company be and hereby authorized to take such steps as may be necessary including delegation of

all or any of its powers herein conferred to any Director(s), the Company Secretary or any other Officer(s) to do all such acts, deeds, matters and things, as may be considered necessary, desirable and expedient for giving effect to this resolution and to settle any question or difficulty that may arise with regard to the aforesaid purpose and which it may deem fit in the interest of the Company.”

4. RATIFICATION OF REMUNERATION PAYABLE TO M/S. S. K. RAJANI & CO., APPOINTED AS COST AUDITORS OF THE COMPANY FOR FY 2018-19:

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

“**RESOLVED THAT** pursuant to the provisions of Section 148 and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Audit and Auditors) Rules, 2014 M//s S. K. Rajani & Co., Cost Accountants, appointed as Cost Auditors by the Board of Directors of the Company to audit the cost records of the Company for the financial year 2018-19, be paid a remuneration of ₹51,000 (Rupees Fifty One Thousands only) per annum plus applicable Goods and Service Tax and out of pocket expenses that may be incurred.

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

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

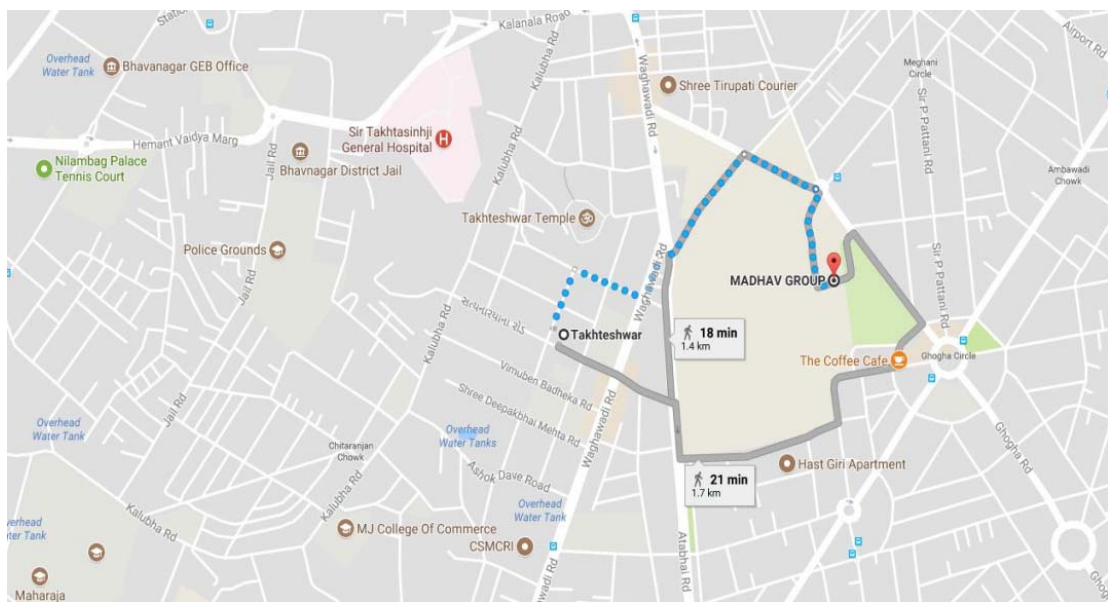
Place : Bhavnagar
Date : 4th August, 2018

SD/-
Kush Bhatt
Company Secretary

NOTES:

- 1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE ON POLL INSTEAD OF HIMSELF AND SUCH PROXY NEED NOT BE A MEMBER OF THE COMPANY. A PERSON CAN ACT AS PROXY ON BEHALF OF MEMBERS NOT EXCEEDING FIFTY (50) WHO ARE HOLDING, IN THE AGGREGATE, NOT MORE THAN TEN PERCENT OF THE TOTAL SHARE CAPITAL OF THE COMPANY.**
- 2. THE ENCLOSED PROXY FORM, IF INTENDED TO BE USED, SHOULD REACH THE REGISTERED OFFICE OF THE COMPANY DULY COMPLETED NOT LESS THAN FORTY EIGHT HOURS BEFORE THE SCHEDULED TIME OF THE MEETING.**
3. The Register of Members and Share Transfer Books shall remain closed from **20th August, 2018 to 29th August, 2018** (both days inclusive).
4. Please bring copy of the Annual Report of the Company at the Annual General Meeting of the Company.
5. The relevant explanatory statement pursuant to Section 102 of the Companies Act, 2013 in respect of the special businesses set out above is annexed hereto.
6. All documents referred to in the notice are open for inspection at the registered office of the Company between 11.00 am to 5.00 pm on any working day prior to the date of the meeting and will also be available at the meeting venue on the date of the meeting.
7. Members intending to require information about accounts to be explained at the meeting are requested to write to the Company at least ten days in advance of the Annual General Meeting.

8. Members holding shares in dematerialized mode are requested to intimate all changes with respect to their bank details, mandate, nomination, power of attorney, change of address, e-mail address, change in name etc. to their Depository Participant. These changes will be automatically reflected in the Company's records which will help the Company to provide efficient and better service to the members.
9. The Company has implemented the "Green Initiative" as per Circular Nos. 17/2011 dated April 21, 2011 and 18/2011 dated April 29, 2011 issued by the Ministry of Corporate Affairs (MCA) to enable electronic delivery of notices/documents and annual reports to shareholders. Henceforth, the email addresses indicated in your respective depository participant accounts which will be periodically downloaded from NSDL/CDSL will be deemed to be your registered email address for serving notices/ documents including those covered under section 136 of the Companies Act, 2013. The Notice of AGM and the copies of Audited Financial Statements, Directors' Report, Auditors' Report etc. will also be displayed on the website (www.madhavcopper.com) of the Company and the other requirements of the aforesaid MCA circular will be duly complied with. Members holding shares in electronic mode are therefore requested to ensure to keep their email addresses updated with the Depository Participants.
10. The prominent Land mark near D & I Excelus is Takhteshwar Temple and the Venue of AGM is as follows:



ANNEXURE TO NOTICE:

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

Item No. 1 & 2

INCREASE IN AUTHORISED SHARE CAPITAL AND CONSEQUENT ALTERATION TO THE CAPITAL CLAUSE OF THE MEMORANDUM OF ASSOCIATION.

At present, the Authorised Share Capital of the Company is ₹2.5 Crores. Considering the outstanding reserves of the Company, the Board of Directors of the Company at their meeting held on August 4, 2018 have considered, subject to the approval of the members, capitalisation of ₹4,10,72,000/- standing to the credit of Securities Premium Account and Free reserves as on March 31, 2018 by way of issue of Bonus Shares to the eligible shareholders in the ratio of 2 (Two) Bonus Equity Shares of ₹10/- each for every 1 (One) Equity Share held as on the record date viz., September 6, 2018. Since the paid up capital post bonus issue will exceed the authorised share capital, it is also proposed to increase the authorised capital of the Company. The Board of Directors considered increase in the Authorised Share Capital of the Company which is presently ₹2.5 Crores to ₹6.5 Crores by creation of 40,00,000 (Forty Lakh) Equity Shares of ₹10/- each. In view of the above, it is necessary to amend Clause V of the Memorandum of Association consequent to increase in the Authorised Share Capital from ₹2.5 crores to ₹6.5 Crores. In this connection, the Board of Directors recommends the amendment to the capital Clause V in the Memorandum of Association for the approval of the Members.

The resolutions as set out in item no. 1 & 2 of the Notice is accordingly submitted to the members for consideration and approval.

None of the Directors and Key Managerial Personnel of the Company or their relatives is in any way concerned or interested in the passing of the Resolution at Item No.1 & 2.

Item No. 3

TO ISSUE BONUS SHARES

The Security Premium and Free reserve were amounting to Rs. 35,151,464 and Rs. 36,899,860, respectively on 31st March, 2018. The Board of Directors were of view to capitalise these reserves for the benefits of members of the Company. Hence, the Board of Directors, at their meeting held on August 4, 2018 recommended an issue of Bonus Shares in the proportion of 2 (Two) new equity share of the Company for every 1 (one) existing equity share of the Company held by the members as on the record date by way of capitalization of Securities Premium Account and free reserves. Pursuant to the provision of Section 63 and other applicable provisions, issue of bonus shares of the Company requires the approval of the members of the Company.

The resolutions as set out in item no. 3 of the Notice are accordingly submitted to the members for its consideration and approval.

None of the Directors and Key Managerial Personnel of the Company or their relatives is in any way concerned or interested in the passing of the Resolution at Item No. 3 except to the extent of their respective shareholdings in the Company.

Item No. 4

RATIFICATION OF REMUNERATION PAYABLE TO M/S. S. K. RAJANI & CO., APPOINTED AS COST AUDITORS OF THE COMPANY FOR FY 2018-19

In pursuance of Section 148 of the Companies Act, 2013 and Rule 14 of the Companies (Audit and Auditors) Rules, 2014, the Company is required to appoint a cost auditor to audit the cost records of

the applicable products of the Company. On the recommendation of the Audit Committee at its meeting held on May 28, 2018, the Board has, considered and approved the appointment of M/s. S. K. Rajani & Co., Cost Accountants as the cost auditor for the financial year 2018-19 at a remuneration of ₹ 51,000 (Rupees Fifty One thousands only) per annum plus applicable Goods and Service Tax and reimbursement of out of pocket expenses. The Board recommends this resolution for approval of the Members.

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

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

SD/-
Kush Bhatt
Chairman

Place : Bhavnagar

Date : 4th August, 2018

ANNEXURE TO THE NOTICE DATED 4th AUGUST, 2018

DETAILS OF DIRECTORS RETIRING BY ROTATION/SEEKING APPOINTMENT/RE-APPOINTMENT:

Name of Director	Ms. Rakshaben Chauhan
Date of Birth	16.04.1984
Qualifications	B.A.
Directorship in other Companies/Partnership Firms	NIL
Shareholding in the Company as at 31.03.2018	30,000 Equity shares of ₹ 10/- each