

NOTICE

NOTICE is hereby given that the **EXTRA ORDINARY GENERAL MEETING** of the members of M/s. Madhav Copper Limited will be held on Monday, the 16th day of October, 2017, at 10:00 A.M., at Plot 2107/D, 202/203, 2nd Floor, D & I Excelus, Waghawadi Road, Bhavnagar – 364001 to transact the following businesses :

SPECIAL BUSINESS:

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

Renewal of Creation of charge / mortgage etc. on Company's movable or immovable properties in terms of Section 180(1)(a) of the Companies Act, 2013 and in this regard to consider and if thought fit, to pass, with or without modification(s), the following resolution as a **SPECIAL RESOLUTION**:-

“RESOLVED THAT, pursuant to Section 180(1)(a) and all other applicable provisions, if any, of the Companies Act, 2013 and the Rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force), consent of the Company be and is hereby accorded to the Board of Directors of the Company for mortgaging and/or charging, on such terms and conditions and at such time or times and in such form and manner as the Board of Directors may at its sole discretion think fit, the whole or substantially the whole of the Company’s undertakings, including the present and/or future properties, whether movable or immovable (including equipment under delivery contracts for expansion projects) tangible or intangible comprised in any existing or new undertaking or undertakings of the Company as the case may be in favour of the Lenders, Financial Institutions, Banks, Agents and/or Trustees for securing the long term, short term and medium term borrowings of the Company availed/to be availed by way of loan(s) (in foreign currency and/or rupee currency), working capital limits and securities (comprising non-convertible debentures) issued/to be issued by the Company, from time to time, subject to the limits approved by the members under Section 180(1)(c) of the Companies Act, 2013 together with the interest on the principal amounts at the respective agreed rates, additional interest, compound interest in the case of default, accumulated interest, liquidated damages, commitment charges, premia on prepayment, premium (if any) on redemption, remuneration of agent(s)/trustee(s), all other costs, charges and expenses, including any increase as a result of devaluation/revaluation/fluctuations in the rates of exchange and all other monies payable by the Company in terms of loan agreement(s), heads of agreements, debenture trust deed(s) and/or any other deed(s) or document(s) entered into/to be entered into between the Company and the lender(s)/financial institution(s), bank(s), agent(s)/ trustee(s) and/or other agencies, etc., in respect of their respective loans/ borrowings/debentures/securities and containing such specific terms and conditions and covenants in respect of enforcement of security as may be stipulated in that behalf and agreed to between the Board of Directors of the Company (including any Committee thereof) and the lender(s)/financial institution(s)/bank(s)/agent(s)/trustee(s),etc.;

RESOLVED FURTHER THAT the securities to be created by the Company as aforesaid may be exclusive or rank prior/pari-passu/ subservient with the mortgages and/or charges already created or to be created in future by the Company or in such other manner and ranking as may be thought expedient by the Board of Directors or its Committee and as may be agreed to by and between the Company and the lender(s)/ financial institution(s), banks, agents/trustee(s) and/or other agencies;

“RESOLVED FURTHER THAT Mr. Nilesh N Patel, Chairman and/or Mr. Rohit b Chauhan, Managing Director of the Company be and are hereby severally and/or individually authorised to finalise with

Banks/Financial Institutions the documents for creating aforesaid mortgage and/or the charge and to do all such acts and things as may be necessary for giving effect to the above resolution.”

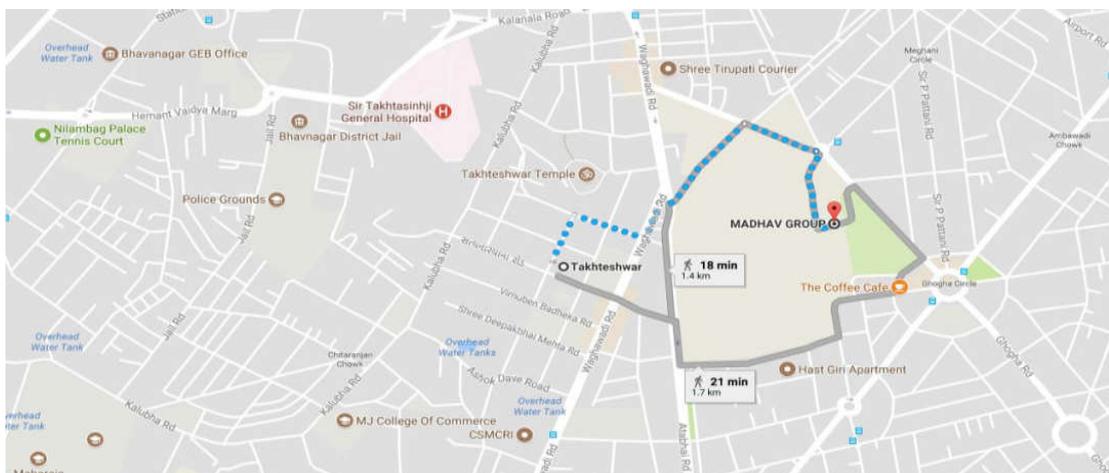
**By Order of the Board of Directors of
Madhav Copper Limited**

**Date : 23th September, 2017
Place : Bhavnagar**

**Sd/-
Nilesh Patel
Chairman & Whole Time Director**

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.
2. The enclosed proxy form, if intended to be used, should reach the registered office of the Company duly completed not less than 48 hours (forty eight hours) before the scheduled time of the meeting.
3. The members of the Company, whose names appears in the Register of Members/ List of Beneficial Owners as on the cut off date i.e. October 7, 2017 may attend the Meeting and cast their vote.
4. 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.
5. Members holding shares in physical form 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. immediately to the Company/RTA.
6. The prominent Land mark near D & I Excelus is Takhteshavar Temple and the Venue of EGM is as follows:



EXPLANATORY STATEMENT

Pursuant to Section 102(1) of the Companies Act, 2013

As per the provisions of Section 180(1)(a) of the Companies Act, 2013, the Board may create mortgage or charge on all or any part of the movable and/or immovable properties of the Company, may be deemed as the disposal of the whole or substantially the whole, of the undertaking of the Company and hence, requires approval from the members of the Company by way of a Special resolution. Accordingly, it is, therefore, necessary to obtain members' approval by way of a Special Resolution under Section 180(1)(a) of the Companies Act, 2013 for creation of charges/mortgages/hypothecations for an amount not exceeding, subject to the limits approved by the members under Section 180(1)(c) of the Companies Act, 2013 or the aggregate of the paid up share capital and free reserves of the Company, whichever is higher.

None of the Directors and Key Managerial Personnel of the Company or their respective relative is concerned or interested financially or otherwise in the Resolution.

The Board recommends the Special Resolutions set out at Items No. 1 of the Notice for approval by the Members.

**By Order of the Board of Directors of
Madhav Copper Limited**

**Date : 23th September, 2017
Place : Bhavnagar**

**Sd/-
Nilesh Patel
Chairman & Whole Time Director**

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

E-mail : info@madhavgcopper.com cs@madhavgcopper.com

Website: www.madhavgcopper.com

PROXY FORM

[Pursuant to section 105(6) of the Companies Act, 2013 and rule 19(3) of the Companies (Management and Administration) Rules, 2014]

Name of the member(s)	:	_____
Registered address	:	_____
E-mail Id	:	_____
Folio No/Client Id	:	_____
DP ID	:	_____

I/We, being the member (s) of shares of the above named company, hereby appoint

1. Name :
Address :
E-mail Id:
Signature :..... , or failing him
2. Name :
Address :
E-mail Id:
Signature :..... , or failing him

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the Extra Ordinary General Meeting of the Company to be held on Monday, 16th October, 2017 at 10:00 a.m. at **Plot 2107/D, 203, 2nd Floor, D & I Excelus, Opp. Home School, Waghawadi Road, Bhavnagar – 364 001** and at any adjournment thereof in respect of such resolutions as are indicated below:

Special Business:

Renewal of Creation of charge / mortgage etc. on Company's movable or immovable properties in terms of Section 180(1)(a) of the Companies Act, 2013.

Signed this..... day of..... 2017

Affix Re.
1/-
Revenue
Stamp

Signature of Shareholder

Signature of Proxy holder(s)

NOTE: This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Meeting.

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

E-mail : info@madhavgcopper.com cs@madhavgcopper.com

Website: www.madhavgcopper.com

ATTENDANCE SLIP

for Extra Ordinary General Meeting on
Monday, 16TH October, 2017

(Please fill in the Attendance Slip and hand it over at the entrance of the meeting hall. Joint shareholder may obtain additional Attendance Slip on request.)

NAME OF THE SHAREHOLDER/ PROXY :

FOLIO NO. / DP I.D. & CLIENT ID :

NO. OF SHARES HELD :

I hereby record my presence at the Extra Ordinary General Meeting of the Company, being held on Monday, 16th October, 2017 at 10:00 a.m. at **Plot 2107/D, 203, 2nd Floor, D & I Excelus, Opp. Home School, Waghawadi Road, Bhavnagar – 364 001**

Signature of the Shareholder / Proxy/Authorized Representative