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**MADHAV  
COPPER**  
LTD.

## ANNUAL REPORT FINANCIAL YEAR 2016-17



Wires for innovative electrical solutions

[www.madhavcopper.com](http://www.madhavcopper.com)

# MADHAV COPPER LIMITED

CIN: L27201GJ2012PLC072719

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## CORPORATE INFORMATION

**CIN: L27201GJ2012PLC072719**

### BOARD OF DIRECTORS

Mr. Nilesh Patel – Chairman & Whole Time Director  
Mr. Rohit B. Chauhan - Managing Director  
Mr. Divya Arvindbhai Monpara – Non Executive Director  
Mr. Rakshaben Rohitbhai Chauhan – Non Executive Director  
Mr. Chaitnya Bhanubhai Doshi – Independent Director  
Mr. Manish Pratapbhai Makodia- Independent Director

### CHIEF FINANCIAL OFFICER

Mr. Kamlesh Solanki

### COMPANY SECRETARY

CS Kush Bhatt  
(w.e.f. 1<sup>st</sup> September, 2016)

### INTERNAL AUDITOR

M/s. Nirav Shah & Co,  
Chartered Accountants.

### STATUTORY AUDITORS

M/s. B. P. Shah & Associates,

### SECRETARIAL AUDITOR

M/s. Kashyap Shah & Co.

### BANKERS

1. Bank of Baroda

### REGISTERED OFFICE:

Plot 2107/D,  
203, 2<sup>nd</sup> Floor,  
D & I Excelus,  
Opp. Home School,  
Waghawadi Road,  
Bhavnagar – 364 001

### FACTORY

Plot No-5B/B,  
Survey No. 346-47,  
Nr. Kobdi, Ukharla,  
Bhavnagar-Talaja Rd,  
Bhavnagar – 364 050

### LISTED ON NSE EMERGE

6<sup>th</sup> February, 2017

### REGISTRARS & TRANSFER AGENTS

**Bigshare Services Pvt. Ltd.**

1st Floor, Bharat Tin Works Building,  
Opp. Vasant Oasis Apartments (Next To Keys Hotel),  
Marol Maroshi Road,  
Andheri East,  
Mumbai 400059

Phone No: +91 22 62638200

Email Id: [investor@bigshareonline.com](mailto:investor@bigshareonline.com)

The copy of Annual Report will be available on the Company's website address at [www.madhavcopper.com](http://www.madhavcopper.com) to download and information purpose.

### **Brief profile of our Board of Directors, Key Managerial Personnel:**

#### **Mr. Nileshbhai Patel**

##### **(Chairman & Whole-time Director)**

Nileshbhai Patel, aged 36 years, a resident Indian national, is the Chairman and Managing Director of our Company. He is one of the Promoters of our Company and has been a Director in our Company since its incorporation and has been designated as Chairman and Whole-time Director with effect from August 01, 2016. He has an experience in LME copper trading and such other allied activities. He looks after the overall business administration and specifically in purchase of raw material.

#### **Mr. Rohitbhai Chauhan**

##### **(Managing Director)**

Rohitbhai Chauhan, aged 34 years, a resident Indian national, is the Promoter and Managing Director of our Company. He is designated as a Managing Director of our Company with effect from August 01, 2016. He has completed Bachelor of Engineering (Production) from Bhavnagar University in the year 2005. He also holds degree of Post Graduate Diploma in Business Administration from Symbiosis Centre for Distance Learning, Pune. He has experience of a decade in the field of copper wire manufacturing. He looks after the overall management and operations of our Company. For our Company as a Director, he started as a green field project, as a director and heading the entire business. He successfully developed market for our Company for magnet wires, triple poly wrap wire and copper rod and copper rod profile by developing business relationships with pumps, motors, alternators, generators and transformer manufacturers. Before starting his own venture he has worked with Precision Wires India Limited as a Head – Operations / Assistant Production Manager, worked with Salzer Magnet Wires Limited as a Head – Operations, Copper Wire Business and with ASTA India Private Limited as a Business Head – Copper Enamelled Wire / Business Development.

#### **Mr. Divya Monpara**

##### **(Director)**

Divya Monpara, aged 23 years, a resident Indian national, is the Promoter and Director of our Company. He is Director of our Company since incorporation. He is Commerce graduate from Bhavnagar. He is very young, dynamic and enthusiastic.

#### **Mrs. Rakshaben Chauhan**

##### **(Non Executive Director)**

Rakshaben Chauhan, aged 32 years, a resident Indian national, is Non Executive Director of our Company. She is appointed as director of our company on September 01, 2016. She holds bachelor degree in Arts from Bhavnagar.

#### **Mr. Chaitnya Doshi**

##### **(Independent Director)**

Chaitnya Doshi, aged 61 years, a resident Indian national, is appointed as an Additional Independent Director of our Company on September 01, 2016. He Holds Master Degree in Commerce and bachelor degree in Law from Gujarat University, Ahmedabad. He has an experience of around 33 years in the various fields.

**Mr. Manish Makodia**  
**(Independent Director)**

Manish Makodia, aged 43 years, a resident Indian national, is an Additional Independent Director of our Company. He is appointed as an Additional Independent Director of our Company from September 01, 2016. He is commerce graduate from M. J. College of Commerce, Bhavnagar in the year 1994.

**Mr. Kamlesh Bhaktibhai Solanki**  
**(Chief Financial Officer)**

Kamlesh Solanki, aged 48 years, a resident Indian national, is a Chief Financial Officer of our Company. He is appointed as a Chief Financial Officer on September 01, 2016. He is Commerce graduate from Bhavnagar. He has an experience of around 24 years in the various fields including Accounting & Finance, Taxation, Project reports and Bank proposals, MIS Reporting etc. Prior to joining to our Company he has served as Head of Accounting & Finance department in well known and organisation has held senior positions in various reputed organizations.

**Mr. Kush Bhatt**  
**(Company Secretary W.e.f. 01.09.2016)**

Aged 28 years is the Company Secretary and Compliance Officer of our Company. He holds a Master's degree in Commerce from the M. S. University of Baroda, Vadodara. He has also obtained Bachelor's degree in Law from the M. S. University of Baroda, Vadodara. He is a qualified Company Secretary. He has joined our Company on September 01, 2016. He has an experience of around 2 years in corporate compliance and secretarial matters. Prior to joining our Company, he has served as Legal Associate in a well known company.

## **MESSAGE FROM THE CHAIRMAN**

Greetings from Madhav!

I am delighted to once again be a bearer of good news and report another year of good performance at your company. Your Company has come up with an IPO in February, 2017.

We are incorporated in India, and all of our assets and employees are located in India. As a result, we are highly dependent on prevailing economic conditions in India and our results of operations are significantly affected by factors influencing the Indian economy. Factors that may adversely affect the Indian economy, and hence our results of operations, may include:

- Any increase in Indian interest rates or inflation;
- Any scarcity of credit or other financing in India, resulting in an adverse impact on economic conditions in India;
- Prevailing income conditions among Indian consumers and Indian corporations;
- Volatility in, and actual or perceived trends in trading activity on, India's principal Stock Exchange(s);
- Changes in India's tax, trade, fiscal or monetary policies;
- Prevailing regional or global economic conditions, including in India's principal export markets; and
- Other significant regulatory or economic developments in or affecting India or the industries in which we operate.

Any slowdown or perceived slowdown in the Indian economy, or in specific sectors of the Indian economy, could adversely impact our business and financial performance and the price of the Equity Shares.

Our people strategy has always been to recruit and retain people with leadership qualities. We invest in our people and believe they are one of the major reasons for our success. We believe that growth of our people precedes the growth of the company. We promote leadership within our ranks by offering people greater responsibility with the freedom to perform to their best.

Viewing back from here today, we can see that it has been a year of great transition for Madhav Copper Limited. On 6<sup>th</sup> February, 2017, the Equity shares of your company got listed on NSE Emerge Platform and we are proud to be a listed company. We welcome all members to our family. It was because of your confidence in us that we have reached this coveted position and we look forward to your continued support and confidence to take the company to better heights.

Our growth story, to my mind has been largely due to our Unique Business model as well as our striving excellence. We have great vision and power of innovation in the field of Enamelled copper wire, triple poly wrap submersible winding wires, Bare Copper Wire, Copper Strips, Copper profile, Copper Lamination & Copper End Ring. We draw our strength and quality from the art manufacturing facilities. Also the latest PC based equipment for measurement of

Dielectric Dissipation Factor, and well equipped quality testing laboratories ensures consistent wire quality during production.

During the year, your Company have significantly poured efforts and as result the turnover of the Company has been increased to Rs. 44,29,553 compared to Rs 35,61,71865 in the previous year.

I would also like to reiterate that our desire for future expansions through increased production by new Machinery and to improve the depth of our business to provide the desired growth strategy still prevails and we are constantly surveying the horizon in this regard.

I would like to conclude with a sense of confidence and strong optimism that we are striving and will continue to strive for a sustained and enduring growth across our various product divisions.

I take this opportunity to express my sincere thanks to all the shareholders for their continued trust in the Board of Directors and the Management of the Company. On behalf of the Company, I would also like to thank all our stakeholders - customers, dealers, suppliers, other business associates the Government and regulatory agencies and employees for their invaluable support and co-operation in the year gone by and expect similar support in the years to come.

Thank you.

SD/-  
Nilesh Patel  
Chairman & Whole time Director

## NOTICE

NOTICE is hereby given that the **5<sup>th</sup> ANNUAL GENERAL MEETING** of the members of M/s. Madhav Copper Limited will be held on Tuesday, the 8<sup>th</sup> day of August, 2017, 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 31<sup>st</sup> March, 2017 and the Statement of Profit and Loss and Cash flow statement for the year ended on that date together with Directors' and the Auditors' Report thereon.
2. To appoint a Director in place of Mr. Divya Monpara (DIN: 06396970), who retires by rotation and being eligible, offers himself for re-appointment.
3. To consider, and if thought fit, to pass with or without modification, the following resolution as an Ordinary Resolution:-

**"RESOLVED THAT** pursuant to Sec. 139(2) and Sec. 142 of Companies Act, 2013, M/s. Nirav Patel & Co., Chartered Accountants (FRN: 134617W), be and are hereby appointed as Statutory Auditors of the Company for a term of five years to hold office from the conclusion of 5<sup>th</sup> Annual General Meeting until the conclusion of the 10<sup>th</sup> Annual General Meeting of the Company, subject to ratification by shareholders at each Annual General Meeting to be held hereafter, at remuneration to be decided by the Board of Directors of the Company."

### **SPECIAL BUSINESS:**

4. 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 149, 150, 152 and other applicable provisions of the Companies Act, 2013, Mr. Chaitnya Doshi (DIN: 07600986), who was appointed as an Additional Director with effect from 1<sup>st</sup> September, 2016, and holds office upto the date of ensuing Annual General Meeting and in respect of whom a notice under Section 160 of the Companies Act, 2013, has been received from a member signifying his intention to propose Mr. Chaitnya Doshi as a candidate for the office of Director of the Company be and is hereby appointed as an Independent Director of the Company for a period of 3 years upto 8<sup>th</sup> Annual General Meeting of the Company".

5. 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 149, 150, 152 and other applicable provisions of the Companies Act, 2013, Mr. Manish Makodia (DIN: 07600988), who was appointed as an Additional Director with effect from 1<sup>st</sup> September, 2016, and holds office upto the date of ensuing Annual General Meeting and in respect of whom a notice under Section 160 of the Companies Act, 2013, has been received from a member signifying his intention to propose Mr. Manish Makodia as a candidate for the office of Director of the Company be and is hereby



appointed as an Independent Director of the Company for a period of 3 years upto 8<sup>th</sup> Annual General Meeting of the Company”.

6. 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 149, 150, 152 and other applicable provisions of the Companies Act, 2013, Mrs. Rakshaben Chauhan (DIN: 07600985), who was appointed as an Additional Director with effect from 1<sup>st</sup> September, 2016, and holds office upto the date of ensuing Annual General Meeting and in respect of whom a notice under Section 160 of the Companies Act, 2013, has been received from a member signifying his intention to propose Mrs. Rakshaben Chauhan as a candidate for the office of Director of the Company be and is hereby appointed as a Director of the Company”.

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

**“RESOLVED THAT** in supersession of the earlier resolution passed by the Members in their meeting held on 3<sup>rd</sup> September, 2016, the consent of the Company be and is hereby accorded to the Board of Directors and/or any Committee of Directors thereof, under Section 180(1)(c) of the Companies Act, 2013 to borrow any sum or sums of moneys from time to time notwithstanding that the money or moneys to be borrowed, together with the moneys already borrowed by the Company, may exceed aggregate of its paid-up capital and free reserves, apart from temporary loans obtained from the company’s bankers in the ordinary course of business, provided however, the total amount so borrowed shall not exceed Rs. 50 Crores (Rupees Fifty Crores only).

**RESOLVED FURTHER THAT** Mr. Nilesh Patel, Chairman and Mr. Kush Bhatt, Company Secretary be and are hereby severally authorised to file necessary Forms with the Registrar of Companies, Gujarat and to do or cause to do such other acts, deeds things and execute all such documents, undertaking as may be considered necessary in connection with or incidental to the above.”

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

**“RESOLVED THAT** pursuant to S. 139(8) of Companies Act, 2013, the company do hereby take note of and approve the appointment of M/s. B. P. Shah & Associates, Chartered Accountants (FRN: 117846W) as Statutory Auditors of the Company in casual vacancy by the Board of Directors of the Company, to hold office from 10<sup>th</sup> May, 2017 till the conclusion of 5<sup>th</sup> Annual General Meeting of the Company.”

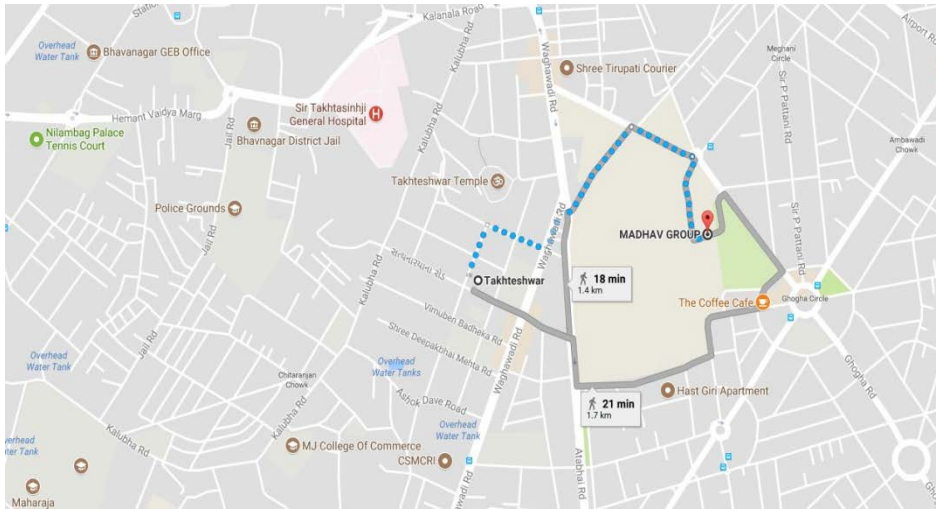
**BY ORDER OF THE BOARD OF DIRECTORS OF  
MADHAV COPPER LIMITED**

Place : Bhavnagar  
Date : 17<sup>th</sup> July, 2017

SD/-  
Nilesh Patel  
Chairman

## **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 1<sup>st</sup> August, 2017 to 8<sup>th</sup> August, 2017 (both days inclusive).
4. Please bring copy of the Annual Report 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. 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.
10. 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](http://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.
11. The prominent Land mark near D & I Excelus is Takhateshavar 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. 4**

Mr. Chaitnya Doshi was appointed as Additional Director of the Company with effect from 1<sup>st</sup> September, 2016 and hold office of Director upto the date of ensuing Annual General Meeting. A Notice under Section 160 of the said Act with the prescribed deposit has been received from the member of the Company signifying his intention to propose the name of Mr. Chaitnya Doshi for appointment as the Director of the Company.

Mr. Chaitnya Doshi is aged 61 years and a resident Indian national. He Holds Master Degree in Commerce and bachelor degree in Law from Gujarat University, Ahmedabad. He has an experience of around 33 years in the various fields.

Mr. Chaitnya Doshi has given declaration to the Board that he meets the criteria of independence as provided under Section 149(6) of the Companies Act, 2013 and in the opinion of the Board, the Director fulfils the conditions specified in the Act and the Rules framed thereunder for appointment as Independent Director and he is independent of the Management.

Mr. Chaitnya Doshi is concerned or interested in the resolution of the accompanying notice relating to his concerned appointment. None of the other Directors, and Key Managerial Personnel of the Company and their relatives are concerned or interested, in the resolution set out at item No. 4 of the accompanying Notice.

#### **Item No. 5**

Mr. Manish Makodia was appointed as Additional Director of the Company with effect from 1<sup>st</sup> September, 2016 and hold office of Director upto the date of ensuing Annual General Meeting. A Notice under Section 160 of the said Act with the prescribed deposit has been received from the member of the Company signifying his intention to propose the name of Mr. Manish Makodia for appointment as the Director of the Company.

Manish Makodia is aged 43 years and a resident Indian national. He is commerce graduate from M. J. College of Commerce, Bhavnagar in the year 1994.

Mr. Manish Makodia has given declaration to the Board that he meets the criteria of independence as provided under Section 149(6) of the Companies Act, 2013 and in the opinion of the Board, the Director fulfils the conditions specified in the Act and the Rules framed thereunder for appointment as Independent Director and he is independent of the Management.

Mr. Manish Makodia is concerned or interested in the resolution of the accompanying notice relating to his concerned appointment. None of the other Directors, and Key Managerial Personnel of the Company and their relatives are concerned or interested, in the resolution set out at item No. 5 of the accompanying Notice.

#### **Item No. 6**

Mrs. Rakshaben Chauhan was appointed as Additional Director of the Company with effect from 1<sup>st</sup> September, 2016 and hold office of Director upto the date of ensuing Annual General Meeting. A Notice under Section 160 of the said Act with the prescribed deposit has been received from the member of the Company signifying his intention to propose the name of Mrs. Rakshaben Chauhan for appointment as the Director of the Company.

Mrs. Rakshaben Chauhan is aged 32 years and a resident Indian national, is Non Executive Director of our Company. She is Arts Graduate. She was appointed as an additional director for meeting the requirements of one Woman Director Section 149 of the Companies Act, 2013.

Mrs. Rakshaben Chauhan is concerned or interested in the resolution of the accompanying notice relating to her concerned appointment. Except Mr. Rohitbhai Chauhan none of the other Directors, and Key Managerial Personnel of the Company and their relatives are concerned or interested, in the resolution set out at item No. 5 of the accompanying Notice.

#### **Item No. 7**

For meeting funds requirement for business, the Company is borrowing funds from Bank/ financial institutions and other money lenders. According to the provisions of Section 180 of the Companies Act, 2013, the power of the Board of Directors of the Company in regard to borrowing beyond certain limits requires prior approval of the shareholders by way of special resolution.

As per the provisions of the Sections 180 (1) (c) of the Companies Act, 2013 a Company can borrow in excess of the aggregate of its paid up share capital and free reserves only with the prior approval of the members of the Company in the general meeting. The approval and ratification of the members is also sought for existing borrowings.

Hence, the resolutions at the item No. 7 of the Notice to enable the Board of Directors of the Company in this regard and to take all necessary actions as may be considered from time to time for borrowing funds. None of the Directors of the Company is concerned/ interested in these resolutions.

**Item No. 8**

M/s Nirav Patel & Co., Chartered Accountants, Bhavnagar (who had been appointed as Statutory Auditors of the Company upto 8<sup>th</sup> Annual General Meeting which was subject to ratification at the every Annual General Meeting by the members of the Company) had tendered their resignation from the position of Statutory Auditors, resulting into a casual vacancy in the office of Statutory Auditors of the Company as envisaged by section 139(8) of the Companies Act, 2013 ("Act"). The Board proposed that M/s B. P. Shah & Associates, Chartered Accountants, Bhavnagar be appointed as Statutory Auditors of the Company to fill the casual vacancy caused by the resignation of M/s Nirav Patel & Co., Chartered Accountants, Bhavnagar. Accordingly, M/s. B. P. Shah & Associates appointed as a Statutory Auditor of the Company on 10<sup>th</sup> May, 2017 until the conclusion of 5<sup>th</sup> Annual General Meeting. Further, they have given Statutory Auditors' Report for F.Y. 2016-17.

As per the terms of provisions of S. 139(8) of Companies Act, 2013, Statutory Auditor appointed in Casual Vacancy is required to be approved by members of the Company in a General Meeting held within Three months from the date of their appointment. Accordingly, it is proposed for the members of the Company to take note and approve the appointment of M/s. B. P. Shah & Associates, Chartered Accountants to act as Statutory Auditors of the Company till the conclusion of 5<sup>th</sup> Annual General Meeting of the Company.

The above Auditors are not disqualified from being appointed as Statutory Auditors of the Company in terms of Section 141 of the Act. The Board recommends the passing of the Resolution set forth at item No. 8 of the accompanying Notice as Ordinary Resolution.

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

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

SD/-  
**Nilesh Patel**  
Chairman

Place : Bhavnagar

Date : 17<sup>th</sup> July, 2017

**ANNEXURE TO THE NOTICE DATED 17<sup>TH</sup> JULY, 2017**

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

Name of Director	Divya Monpara	Chaitnya Doshi	Manish Makodia	Rakshaben Chauhan
Date of Birth	24.03.1993	26.02.1955	13.04.1973	16.04.1984
Qualifications	B.COM	M.Com., LL.B.	B.Com.	B.A.
Directorship in other Companies/Partnership Firms	1.Madhav Metcast Pvt. Ltd 2. Ami Drishti LLP	NIL	NIL	NIL
Shareholding in the Company as at 31.03.2017	1,50,000	NIL	NIL	30,000

## DIRECTORS' REPORT

To,  
The Shareholders  
Madhav Copper Limited  
(Formerly known as Madhav Copper Pvt. Ltd.)

Your Directors have pleasure in presenting the 5<sup>th</sup> Annual Report on the business and operations of the Company and the Audited Accounts for the Financial Year ended 31<sup>st</sup> March 2017.

### 1. SUMMARY OF FINANCIAL RESULTS:

(Amount in Rupees)		
Particulars	Current Year 2016-17	Previous Year 2015-16
Net Sales/Income from Business operations	71,44,29,553	35,61,71,865
Other Income	18,57,414	7,34,016
<b>Total income</b>	<b>71,62,86,967</b>	<b>35,69,05,881</b>
Less: Expense (Excluding depreciation)	70,05,30,744	34,39,06,378
<b>Profit before Depreciation</b>	<b>1,57,56,223</b>	<b>1,29,99,503</b>
Less: Depreciation	44,66,535	22,11,992
<b>Profit before Tax</b>	<b>1,12,89,689</b>	<b>1,07,87,511</b>
Less: Current Tax	39,00,000	25,00,000
Less: Deferred tax	-10,19,864	10,28,463
<b>Net Profit/ (Loss) after Tax for the year</b>	<b>84,09,553</b>	<b>72,59,048</b>
<b>Balance carried to the Balance Sheet</b>	<b>84,09,553</b>	<b>72,59,048</b>
<b>Earnings per share(Basic &amp; Diluted)</b>	<b>4.10</b>	<b>4.84</b>

### 2. DIVIDEND:

With a view to finance expansion from internal accrual for the growth of the Company, the directors do not recommend any dividend for the year ended March 31, 2017.

### 3. OPERATIONAL HIGHLIGHTS AND PROSPECTS:

#### Operational highlights:

The Company earned operational income of Rs. 71,44,29,553 compared to Rs. 35,61,71,865 in the previous year. The other income is Rs. 18,57,414 compared to Rs. 7,34,016 in the previous year.

The total revenue for the year is Rs. 71,62,86,967 against Rs. 35,69,05,881 in the previous year. Profit after tax for the year under review is Rs. 84,09,553 as compared to previous year figure of Rs. 72,59,048.

**4. IPO PROCEEDS AND DEPLOYMENT OF FUNDS:**

Your Company has successfully come up with an Initial Public Offer (IPO) on 23<sup>rd</sup> January, 2017 and has listed on NSE SME EMERGE platform on 6<sup>th</sup> February, 2017.

The issue size was Rs. 4,48,41,600 (Rupees Four Crore Forty Eight Lakh Forty One Thousand Six Hundred Only) consisting of 5,53,600 Equity Shares of Rs. 81/- per share (Face value Rs. 10/- per share and premium of Rs. 71/- per share). The issue was opened on 23<sup>rd</sup> January, 2017 and closed on 27<sup>th</sup> January, 2017.

**Details of utilization of IPO Proceeds are as under**

				(Rs. in Lakh)
Sr. No.	Category wise Utilisation	As Stated in Prospectus	Actual Utilisation	Deviation
1	Working Capital Requirement	357.42	406.44	(49.02)
2	General Corporate purpose	46.00	0.44	45.34
3	IPO Expenses	45.00	41.54	3.46

The IPO Proceeds were fully utilized and the same has been intimated to the Stock Exchange wide letter dated 21<sup>st</sup> June, 2017 under Regulation 32 of SEBI (Listing Obligation and Disclosure Requirements) Regulation, 2015. The deviations in the utilization of proceeds were adjusted among various heads internally.

**5. CREDIT FACILITIES:**

The Company has been optimally utilizing its 'fund based' and 'non-fund based' working capital requirements as tied up with Bank of Baroda. During the year under review, the Company was comfortable in meeting its financial requirements. Effective financial measures have been continued to reduce cost of interest and bank charges.

**6. SHARE CAPITAL AND CHANGES:**

During F.Y. 2016-17, changes in the capital structure of Company are as follows.

**Initial Public Offer and Listing of Shares:**

In January, 2017, the Company came up with an IPO and allotted 5,53,600 equity shares with face value of Rs.10 each fully paid-up at an issue price of Rs. 81 (including a share premium of Rs. 71/- per equity share).

The changed paid-up Equity Share Capital structure of the Company has been Rs. 2,05,36,000 (Rupees Two Crore Five Lakhs Thirty Six Thousand only) as on 31<sup>st</sup> March 2017.

**Listing of shares:**

The members of the Company passed a special resolution in the Extra-ordinary General Meeting of the members held on Saturday, the 3<sup>rd</sup> day of September, 2016 permitting the Company to be

admitted for trading of shares at National Stock Exchange, SME Emerge Platform. Accordingly, the shares of the Company listed on National Stock Exchange, SME Emerge Platform on 6th February, 2017.

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**7. MATERIAL CHANGES:**

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There are no significant events affecting the financial position between the end of the financial year and date of the Report except the following:

a) Appointment of M/s B. P. Shah & Associates, Chartered Accountants as a Statutory Auditors of the Company to fill up the casual vacancy caused by Resignation of M/s. Nirav Patel & Co., Chartered Accountants, existing Auditors.

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**8. CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION, FOREIGN EXCHANGE EARNINGS AND OUTGO:**

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The information pertaining to conservation of energy, technology absorption, Foreign exchange Earnings and outgo as required under Section 134 (3)(m) of the Companies Act, 2013 read with Rule 8(3) of the Companies (Accounts) Rules, 2014 is furnished in Annexure I and is enclosed to this report.

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**9. RISK MANAGEMENT:**

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The Company has framed a sound Risk Management Policy to identify and evaluate business risks and opportunities and the same has become integral part of the Company's day to day operations. The key business risks identified by the Company are Industry risk, Management and Operations risk, Market risk, Government policy risk, Liquidity risk, and Systems risk. The Company has in place adequate mitigation plans for the aforesaid risks. The Policy on Risk Management is available on website of the Company under tab Investor Info/Policies/Risk Management Policy.

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**10. CORPORATE SOCIAL RESPONSIBILITY INITIATIVES:**

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The Company has not developed and implemented any Corporate Social Responsibility initiatives as the said provisions are not applicable.

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**11. PARTICULARS OF LOANS, GUARANTEES OR INVESTMENTS MADE UNDER SECTION 186 OF THE COMPANIES ACT, 2013:**

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There were no loans, guarantees or investments made by the Company under Section 186 of the Companies Act, 2013 during the year under review and hence the furnishing the said information is not applicable.

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**12. RELATED PARTY TRANSACTIONS:**

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There were no materially significant related party transactions with the Company's Promoters, Directors, Management or their relatives, which could have had a potential conflict with the



interests of the Company. Transactions with related parties entered by the Company in the normal course of business are periodically placed before the Audit Committee for its omnibus approval and the particulars of contracts entered during the year as per Form AOC-2 is enclosed as Annexure II.

The Board of Directors of the Company has, on the recommendation of the Audit Committee, adopted a policy to regulate transactions between the Company and its related parties, in compliance with the applicable provisions of the Companies Act 2013, the rules made thereunder and the Listing Agreement. This policy was considered and approved by the Board and has been uploaded on the website of the Company at [www.madhavcopper.com](http://www.madhavcopper.com) under Investors/Policies/Policy on Related Party Transactions.

### **13. CHANGES IN DIRECTORS AND KEY MANAGERIAL PERSONNEL:**

During the year under review, there were following changes in the Directors and Key Managerial Personnel.

#### **Appointment of Independent Directors:**

Mr. Manish Makodia (DIN: 07600988) and Mr. Chaitnya Doshi (DIN: 07600986) as an Additional Independent Directors on the Board w.e.f 1<sup>st</sup> September, 2016. Both the Independent Directors will hold the office upto the ensuing Annual General Meeting and both will be regularized in the Annual General Meeting subject to consent of the members of the Company and be appointed as Independent Directors of the Company.

Further, sub-section (13) of Section 149, provides that the provisions of retirement by rotation as defined in sub-sections (6) and (7) of Section 152 of the Companies Act, 2013 shall not apply to such Independent Directors. Hence, none of the Independent Directors retire at the ensuing AGM.

#### **Appointment of Women Director:**

As per proviso to Section 149(1) of the Companies Act, 2013 read with Rule 3 of The Companies (Appointment and Qualification of directors) Rules, 2014, every listed Company is required to appoint a Women Director. Mrs. Rakshaben Chauhan (DIN: 07600985) was appointed as a Women Director on the board w.e.f. 1<sup>st</sup> September, 2016. In accordance with Section 161 of the Act, Mrs. Rakshaben Chauhan holds office up to the date of the ensuing AGM of the Company and being eligible of her candidature for appointment as Director. Your approval for her appointment as Director has been sought in the Notice convening the ensuing AGM of the Company.

#### **Appointment of Company Secretary (KMP):**

Further, Mr. Kush Bhatt has been appointed as a Company Secretary and Compliance Officer of the Company with effect from 1<sup>st</sup> September, 2016.

**Appointment of Chairman, Managing Director and Chief Financial Officer (KMPs):**

Mr. Nilesh Patel (DIN: 05319890) has been appointed as Chairman & Whole Time Director of the Company w.e.f. 1<sup>st</sup> August, 2016 for a period of three years i.e., from 1<sup>st</sup> August, 2016 to 31<sup>st</sup> July, 2019, as per provisions of the Companies Act, 2013. He is devoting his full time for proper working and betterment of the Company and associated with the Company since Incorporation.

Mr. Rohit Chauhan (DIN: 06396973) has been appointed as a Managing Director on the board w.e.f 1<sup>st</sup> August, 2016 for a period of three years i.e., from 1<sup>st</sup> August, 2016 to 31<sup>st</sup> July, 2019.

Mr. Kamlesh Solanki has been appointed as a Chief Financial Officer (CFO) of the Company w.e.f 1<sup>st</sup> September, 2016 as per the provisions of the Companies Act 2013.

**Composition of Board of Directors:**

Thus, the Board of Directors of Company is a balanced one with an optimum mix of Executive and Non Executive Directors. They show active participation at the board and committee meetings, which enhances the transparency and adds value to their decision making. The Board of the Company is headed by an Executive Chairman. Chairman takes the strategic decisions, frames the policy guidelines and extends wholehearted support to Executive Directors, business heads and associates.

As on 31<sup>st</sup> March, 2017, the Board of Company consists of Six (6) Directors. The composition and category of Directors as well as other details are as follow:

Sr. No.	Name of Director	Category	DIN	No. of Board Meeting attended last year	Whether attended last AGM	No. of membership in committee in other Public Limited Company
1	Mr. Nilesh N. Patel	Promoter & Chairman	05319890	11	YES	NIL
2	Mr. Rohitbhai B. Chauhan	Promoter & Managing Director	06396973	11	YES	NIL
3	Mr. Divya Monpara	Promoter & Non-Executive Director	06396970	11	YES	NIL
4	Mrs. Rakshaben R. Chauhan	Non Executive Director	07600985	6	NO	NIL
5	Mr. Manish Makodia	Non Executive & Independent Director	07600988	7	NO	NIL
6	Mr. Chaitnya Doshi	Non Executive & Independent Director	07600986	5	NO	NIL

**Notes:**

- Directorships exclude Private Limited Companies, Foreign Companies and Section 8 Companies.
- Chairmanship/Membership of Committee only includes Audit Committee and Stakeholders' Relationships Committee in Indian Public Limited companies other than Madhav Copper Limited. Members of the Board of the Company do not have membership of more than ten

- Board-level Committees or Chairperson of more than five such Committees.
- iii. None of the directors are related to each other except Mr. Rohitbhai Chauhan and Mrs. Rakshaben Chauhan are related to each other.
  - iv. Details of Director(s) retiring or being re-appointed are given in notice to Annual General Meeting.
  - v. Brief profile of each of the above Directors are given in the beginning of the report.

### 13.1 BOARD EVALUATION:

Pursuant to the provisions of the Companies Act, 2013 and Regulation 17(10) of SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015, the Board has carried out an annual performance evaluation of its own performance, the directors individually as well as the evaluation of the working of its Audit, Nomination and Remuneration and Compliance Committees.

### 13.2 BOARD COMMITTEES AND THEIR MEETINGS

The Company has the following Committees of the Board along with details of its compositions.

Sr. No.	Name of Committee	Members
1	Audit Committee	Mr.Manish Makodia-Chairman Mr. Chaitanya Doshi-Member Mr. Nilesh Patel=Member
2	Nomination And Remuneration Committee	Mr.Manish Makodia-Chairman Mr. Chaitanya Doshi-Member Mrs. Rakshaben Chauhan-Member
3	Stakeholders Relationship Committee	Mr. Chaitanya Doshi-Member Mr.Manish Makodia-Chairman Mrs. Rakshaben Chauhan-Member

During the Year Under review, following meetings were held and the details of members attended meetings are given below:

#### **Audit Committee:**

*During the year 4 meeting of Audit Committee were held as on 03.09.2016, 27.12.2016, 16.01.2017 and 01.02.2017 respectively.*

Name	Category	Meeting held during the Year	Meeting attended during the Year
Mr. Manish Makodia	Independent Director	4	4
Mr.Chaitnya Doshi	Independent Director	4	4
Mr. Nilesh Patel	Chairman	4	4

#### **Nomination and Remuneration Committee:**

*During the year 3 meeting of Nomination and Remuneration Committee were held as on 05.09.2016, 27.12.2016 and 01.02.2016 respectively.*

Name	Category	Meeting held during the Year	Meeting attended during the Year
Mr. Manish Makodia	Independent Director	3	2
Mr.Chaitnya Doshi	Independent Director	3	3
Mr. Nilesh Patel	Chairman	3	3

**Stakeholders Relationship Committee:**

*During the year 3 meetings of Stakeholders Relationship Committee were held as on 05.09.2016, 01.02.2017 and 22.03.2017 respectively.*

Name	Category	Meeting held during the Year	Meeting attended during the Year
Mr.Chaitnya Doshi	Independent Director	3	3
Mr. Manish Makodia	Independent Director	3	3
Mrs Rakshaben Chauhan	Non Executive Director	3	2

**13.3 REMUNERATION POLICY:**

The Board has, on the recommendation of the Nomination and Remuneration Committee framed a policy for selection and appointment of Directors, Senior Management and their remuneration. The Policy on Nomination and Remuneration is available on the website of the Company under Investor Info/Policies/Nomination and Remuneration Policy.

**13.4 CODE OF CONDUCT:**

The Board has laid down a Code of Conduct for all Board Members and Senior Management of the Company which is posted on the website of the Company under Investor Info/Policies/Code of Conduct. All Board Members and Senior Management Personnel have affirmed compliance with the Code on an annual basis.

**13.5 INSIDER TRADING:**

The Board has in consultation with the Stakeholders' Relationship Committee laid down the policy to regulate and monitor Insider Trading. The Committee regularly analyzes the transactions and monitors them to prevent Insider Trading. The policy on Insider Trading is available on the website of the Company under Investor Info/Polices/Code of Conduct for prevention of Insider Trading Policy.

**13.6 MEETINGS:**

During the year, 11 Board Meetings, 4 Audit Committee Meetings, 3 Nomination and remuneration Committee Meetings and 3 Stakeholders Relationship Committee Meetings were held. The intervening gap between the Meetings was within the period prescribed under the Companies Act, 2013. Aforesaid 11 Board Meetings were held on 27.05.2016, 18.06.2016, 01.07.2016, 29.07.2016, 01.09.2016, 05.09.2016, 07.11.2016, 16.01.2017, 01.02.2017, 02.02.2017 and 22.03.2017 respectively.

Details of Various Committee Meetings are given under respective heads.

**13.7 DECLARATION OF INDEPENDENT DIRECTORS:**

The Independent Directors have submitted their disclosures to the Board that they fulfill all the requirements as stipulated in Section 149(6) of the Companies Act, 2013 so as to qualify themselves to be appointed as Independent Directors under the provisions of the Companies Act, 2013 and the relevant rules.

**14. WHISTLE BLOWER & VIGIL MECHANISM:**

In pursuant to the provisions of section 177(9) & (10) of the Companies Act, 2013, a Vigil Mechanism for directors and employees to report genuine concerns has been established. The Vigil Mechanism Policy has been uploaded on the website of the Company at [www.madhavcopper.com](http://www.madhavcopper.com) under Investors/policies/Vigil Mechanism Policy link.

**15. DIRECTORS RESPONSIBILITY STATEMENT:**

In accordance with the provisions of Section 134(5) of the Companies Act, 2013 the Board hereby submits its responsibility Statement:—

- a) in the preparation of the annual accounts, the applicable accounting standards had been followed along with proper explanation relating to material departures;
- b) the directors had selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company at the end of the financial year and of the profit and loss of the Company for that period;
- c) the directors had taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of this Act for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;
- d) the directors had prepared the annual accounts on a going concern basis; and
- e) the directors, had laid down internal financial controls to be followed by the Company and that such internal financial controls are adequate and were operating effectively.
- f) the directors had devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively.

**16. ANNUAL RETURN:**

The extracts of Annual Return pursuant to the provisions of Section 92 read with Rule 12 of the Companies (Management and administration) Rules, 2014 is furnished in Annexure III and the same is enclosed to this Report.

**17. SUBSIDIARIES, JOINT VENTURES AND ASSOCIATE COMPANIES:**

The Company does not have any Subsidiary, Joint venture or Associate Company.

**18. DEPOSITS**

The Company has neither accepted nor renewed any deposits during the year under review.

**19. AUDITORS & AUDITORS' REPORT:****Statutory Auditor:**

The Statutory Auditors M/s. Nirav Patel & Co., Chartered Accountants, had expressed their inability to continue as Auditors of the Company and hence tendered their resignation on 9<sup>th</sup> May, 2017. Accordingly, the Board had approached M/s. B. P. Shah & Associates, Chartered Accountants to fill up the casual vacancy caused by resignation of M/s. Nirav Patel & Co., Chartered Accountants. M/s. B. P. Shah & Associates, Chartered Accountants (FRN:117846W) signified their willingness to be appointed and declared their eligibility to be appointed as a Statutory Auditor of the Company. Hence, the Board of Directors, vide its resolution passed on 10<sup>th</sup> May, 2017 had appointed M/s. B. P. Shah & Associates, Chartered Accountants as Statutory Auditors of the Company to fill up the casual vacancy.

As per provisions of section 139(8) of the Companies Act, 2013 the appointment of Statutory Auditors to fill up the casual vacancy caused by resignation of existing auditors, needs to be approved and ratified by the members of the Company at a general meeting convened within a period of three months from the date of his appointment. Hence, appointment of M/s. B. P. Shah & Associates, Chartered Accountants, as a statutory auditor to fill up the casual vacancy caused by resignation of M/s. Nirav Patel & Co., Chartered Accountants, has been recommended to be ratified.

It is further proposed to appoint M/s. Nirav Patel & Co., Chartered Accountants, (FRN: 134617W) as a Statutory Auditors of the Company to hold the office from the conclusion of ensuing Annual General Meeting till the conclusion of tenth Annual General Meeting.

M/s. Nirav Patel & Co., Chartered Accountants, have signified their willingness to be appointed and declared that they are eligible for appointment.

**Statutory Auditors' Report:**

The observation made in the Auditors' Report read together with relevant notes thereon are self explanatory and hence, do not call for any further comments under Section 134 of the Companies Act, 2013.

There is no qualification, reservations or adverse remarks made by the Auditors.

**Secretarial auditor:**

M/s. Kashyap Shah & Co., Company Secretaries in practice, Vadodara (COP No. 6672), was appointed as a Secretarial Auditor of the Company to conduct Secretarial Audit for the financial year 2016-17 as required under Section 204 of the Companies Act, 2013 and Rules there under.

The Secretarial Audit Report for the financial year ended March 31, 2017 is annexed herewith marked as Annexure IV to this Report.

**Secretarial Auditor's Report:**

The Secretarial Audit Report for the financial year ended 31st March, 2017 is self-explanatory and does not call for any further comments.

There is no qualification, reservations or adverse remarks made by the Auditors.

**Internal Auditor:**

As per Section 138 of Companies Act 2013, every Listed Company is required to appoint an Internal Auditor or a firm of Internal Auditors.

The Board of directors are pleased to confirm the appointment of M/s. Nirav Shah & Co., as Internal Auditors of the company.

**20. INTERNAL CONTROL SYSTEM AND THEIR ADEQUACY:**

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The Company has adequate system of internal control to safeguard and protect from loss, unauthorized use or disposition of its assets. All the transactions are properly authorized, recorded and reported to the Management. The Company is following all the applicable Accounting Standards for properly maintaining the books of accounts and reporting financial statements. The internal auditor of the Company checks and verifies the internal control and monitors them in accordance with policy adopted by the Company.

The Company continues to ensure proper and adequate systems and procedures commensurate with its size and nature of its business.

**21. SHARES:**

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**Buy-back of Securities:**

The Company has not bought back any of its securities during the year under review.

**Sweat Equity:**

The Company has not issued any Sweat Equity Shares during the year under review.

**Bonus Shares:**

No Bonus Shares were issued during the year under review.

**Employees Stock Option Plan:**

The Company has not provided any Stock Option Scheme to the employees.

**22. PARTICULARS OF EMPLOYEES:**

None of the employee has received remuneration exceeding the limit as stated in Section 197 of the Companies Act, 2013 read with Rule 5 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014.

**23. COST AUDIT**

Pursuant to Section 148 of the Companies Act, 2013 read with the Companies (Cost Records and Audit) Amendment Rule, the activity of your Company does not fall under any sectors as specified under Rule 3 of Companies (Cost Records and Audit) Rules, 2014 and hence, maintenance of cost records as well as the cost audit, as the case may be has not been applicable to the Company for the Financial Year 2016-17.

**24. HUMAN RESOURCES:**

During the period under review, the personal and industrial relations with the employees remained cordial in all respects. The management has always carried out systematic appraisal of performance and imparted training at periodic intervals. The Company recognizes talent and has judiciously followed the principle of rewarding performance.

**25. DISCLOSURE UNDER THE SEXUAL HARASSMENT OF WOMEN AT WORKPLACE (PREVENTION, PROHIBITION AND REDRESSAL) ACT, 2013:**

The Company has zero tolerance for sexual harassment at its workplace. The Company has adopted an Anti-harassment Policy in line with the requirements of the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013. Internal Complaint Committee are set up to redress complaints received regularly and are monitored by women line supervisors who directly report to the Chairman & Managing Director. All female employees are covered under the policy. There was no complaint received from any employee during the financial year 2016- 17 and hence, no complaint is outstanding as on March 31, 2017 for redressal.

**26. DETAILS OF SIGNIFICANT MATERIAL ORDERS PASSED BY THE REGULATORS OR COURT OR TRIBUNALS IMPACTING THE GOING CONCERN STATUS AND COMPANY'S OPERATIONS IN FUTURE**

There were no material orders passed by the regulators or court or tribunals impacting the going concern status and company's operations in future

**27. MANAGEMENT DISCUSSION AND ANALYSIS:**

The Management Discussion and Analysis Report is appended as Annexure V to this Report.

**28. ACKNOWLEDGEMENTS**

Your Directors place on record their sincere thanks to bankers, business associates, consultants, and various Government Authorities for their continued support extended to your Companies



activities during the year under review. You Directors also acknowledge gratefully the shareholders for their support and confidence reposed on the Company.

For and on behalf of the Board of Directors of  
**MADHAV COPPER LIMITED**

**SD/-**  
**Nilesh Patel**  
**Chairman & WTD**  
**(DIN : 05319890)**

**SD/-**  
**Rohit Chauhan**  
**Managing Director**  
**(DIN: 06396973)**

**Place: Bhavnagar**  
**Date : 14th July, 2017**

**ANNEXURE I**

Information under Section 134(3)(m) of the Companies Act, 2013 read with rule 8(3) the Companies (Accounts) Rules, 2014 and forming part of the Report of the Directors.

**A. CONSERVATION OF ENERGY:**

The Company is focusing to adopt appropriate measures for conservation of energy, which is reflected by very low consumption of power during the year.

**Power & Fuel Consumption:**

Sr. No.	Particulars	2016-17	2015-16
1.	Electricity:		
	Unit	651048	593004
	Total Amount (in Rs.)	4424054	4689123
	Rate/ Unit	6.80	7.91

**Consumption per unit of production:**

Since the Company manufactures different types of products, it is not practicable to give consumption per unit of production.

**B. FOREIGN EXCHANGE EARNINGS AND OUTGO:**

Sr. No.	Particulars	2016-17	2015-16
1	Earning from Export during the year	NIL	\$ 25,636.62
2	Outgo of Foreign Exchange	Euro 135936 \$ 11,23,517	Euro 26,250 \$ 3296

The payment of Euro 135936 was for the purchase of Machinery. Further payment of US \$1123517 was for the purchase of Raw Material to be used in the Factory.

For and on behalf of the Board of Directors of  
**MADHAV COPPER LIMITED**

SD/-  
Nilesh Patel  
Chairman & WTD  
(DIN : 05319890)

SD/-  
Rohit Chauhan  
Managing Director  
(DIN: 06396973)

Place: Bhavnagar  
Date : 14th July, 2017

**ANNEXURE II****Form No. AOC-2**

(Pursuant to clause (h) of sub-section (3) of section 134 of the Act and Rule 8(2) of the Companies (Accounts) Rules, 2014)

**Annexure to Directors' Report for the year ended March 31, 2017**

**Form for disclosure of particulars of contracts/arrangements entered into by the company with related parties referred to in sub-section (1) of section 188 of the Companies Act, 2013 including certain arms length transactions under third proviso thereto:**

1. Details of contracts or arrangements or transactions not at arm's length basis: **Not Applicable**

Sr. No.	Particulars	Details
a)	Name(s) of the related party and nature of relationship	Nil
b)	Nature of contracts/arrangements/transactions	Nil
c)	Duration of the contracts / arrangements/transactions	Nil
d)	Salient terms of the contracts or arrangements or transactions including the value, if any	Nil
e)	Justification for entering into such contracts or arrangements or transactions	Nil
f)	date(s) of approval by the Board	Nil
g)	Amount paid as advances, if any:	Nil
h)	Date on which the special resolution was passed in general meeting as required under first proviso to section 188	Nil

2. Details of material contracts or arrangement or transactions at arm's length basis: **Not Applicable**

Sr. No.	Particulars	Details					
a)	Name(s) of the Related Party						
b)	Nature of relationship						Officer

For and on behalf of the Board of Directors of  
**MADHAV COPPER LIMITED**

SD/-  
**Nilesh Patel**  
Chairman & WTD  
(DIN : 05319890)

SD/-  
**Rohit Chauhan**  
Managing Director  
(DIN: 06396973)

Place: Bhavnagar  
Date : 14th July, 2017

**FORM NO. MGT 9**  
**EXTRACT OF ANNUAL RETURN**  
**As on financial year ended on 31.03.2017**

Pursuant to Section 92 (3) of the Companies Act, 2013 and rule 12(1) of the Company (Management & Administration) Rules, 2014.

I. REGISTRATION & OTHER DETAILS:		
1	CIN	L27201GJ2012PLC072719
2	Registration Date	19-11-2012
3	Name of the Company	MADHAV COPPER LIMITED
4	Category/Sub-category of the Company	Company limited by Shares Non-govt company
5	Address of the Registered office & contact details	Plot 2107/d, 203, 2nd Floor, D & I Excelus, Opp. Home School, Waghawadi Road, Bhavnagar-364 001
6	Whether listed company	Listed
7	Name, Address & contact details of the Registrar & Transfer Agent, if any.	BIGSHARE SERVICES PVT. LTD. 1ST FLOOR, BHARAT TIN WORKS BUILDING, OPP. VASANT OASIS APARTMENTS (NEXT TO KEYS HOTEL), MAROL MAROSHI ROAD, ANDHERI EAST, MUMBAI 400059. Phone No 022 – 62638200

III. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY			
(All the business activities contributing 10 % or more of the total turnover of the company shall be stated)			
S. No.	Name and Description of main products / services	NIC Code of the Product/service	% to total turnover of the company
1	Copper Products	24201	100%
2			
3			

III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES					
SN	Name and address of the Company	CIN/GLN	Holding/ Subsidiary/ Associate	% of shares held	Applicable Section
1					
2					
3					

IV. SHARE HOLDING PATTERN									
(Equity share capital breakup as percentage of total equity)									
(i) Category-wise Share Holding									
Category of Shareholders	No. of Shares held at the beginning of the year [As on 31-March-2016]				No. of Shares held at the end of the year [As on 31-March-2017]				% Change during the year
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
<b>A. Promoters</b>									
<b>(1) Indian</b>									
a) Individual/ HUF	15,00,000		15,00,000	100%	15,00,000		15,00,000	73%	0%
b) Central Govt	-		-	0%	-		-	0%	0%
c) State Govt(s)	-		-	0%	-		-	0%	0%
d) Bodies Corp.	-		-	0%	-		-	0%	0%
e) Banks / FI	-		-	0%	-		-	0%	0%
f) Any other	-		-	0%	-		-	0%	0%
<b>Sub Total (A) (1)</b>	15,00,000	-	15,00,000	100%	15,00,000	-	15,00,000	73%	0%
<b>(2) Foreign</b>									
a) NRI Individuals	-		-	0%	-		-	0%	0%
b) Other Individuals	-		-	0%	-		-	0%	0%
c) Bodies Corp.	-		-	0%	-		-	0%	0%
d) Any other	-		-	0%	-		-	0%	0%
<b>Sub Total (A) (2)</b>	-	-	-	0%	-	-	-	0%	0%
<b>TOTAL (A)</b>	15,00,000	-	15,00,000	100%	15,00,000	-	15,00,000	73%	0%
<b>B. Public</b>									
<b>1. Institutions</b>									
a) Mutual Funds	-		-	0%	-		-	0%	0%
b) Banks / FI	-		-	0%	-		-	0%	0%
c) Central Govt	-		-	0%	-		-	0%	0%
d) State Govt(s)	-		-	0%	-		-	0%	0%
e) Venture Capital Funds	-		-	0%	-		-	0%	0%
f) Insurance	-		-	0%	-		-	0%	0%
g) FIs	-		-	0%	-		-	0%	0%
h) Foreign Venture Capital Funds	-		-	0%	-		-	0%	0%
i) Others (specify)	-		-	0%	-		-	0%	0%
<b>Sub-total (B)(1):-</b>	-	-	-	0%	-	-	-	0%	0%

<b>2. Non-Institutions</b>									
<b>a) Bodies Corp.</b>									
i) Indian			-	0%	1,49,980		1,49,980	7%	0%
ii) Overseas	-		-	0%	0		-	0%	0%
<b>b) Individuals</b>									
i) Individual shareholders holding nominal share capital upto Rs. 2 lakh			-	0%	2,78,820		2,78,820	14%	0%
ii) Individual shareholders holding nominal share capital in excess of Rs 2 lakh			-	0%	20,800		20,800	1%	0%
<b>c) Others (specify)</b>									
Non Resident			-	0%	1600		1,600	0%	0%
Overseas Corporate Bodies	-		-	0%	-		-	0%	0%
Foreign Nationals	-		-	0%	0		-	0%	0%
Clearing Members	-		-	0%	102400		1,02,400	5%	0%
Trusts	-		-	0%	0		-	0%	0%
Foreign Bodies - D R	-		-	0%	0		-	0%	0%
<b>Sub-total (B)(2):-</b>	-	-	-	0%	5,53,600	-	5,53,600	27%	0%
<b>Total Public (B)</b>	-	-	-	0%	5,53,600	-	5,53,600	27%	0%
<b>C. Shares held by Custodian for GDRs &amp; ADRs</b>	-		-	0%	-			0%	0%
<b>Grand Total</b>	15,00,000	-	15,00,000	100%	20,53,600	-	20,53,600	100%	0%

**(ii) Shareholding of Promoter**

SN	Shareholder's Name	Shareholding at the beginning of the year			Shareholding at the end of the year			% change in shareholding during the year
		No. of Shares	% of total Shares of the company	% of Shares Pledged/ encumbered to total shares	No. of Shares	% of total Shares of the company	% of Shares Pledged / encumbered to total shares	
1	NILESHBHAI N. PATEL	2,25,000	15.00%		2,25,000	10.96%		0.00%
2	DIVYABHAI A. MONPARA	1,50,000	10.00%		1,50,000	7.30%		0.00%
3	ROHITBHAI B. CHAUHAN	6,00,000	40.00%		5,70,000	27.76%		-5.00%
4	RAKSHBEN R. CHAUHAN		0.00%		30,000	1.46%		0.00%
5	VISHALBHAI T. MONPARA	1,50,000	10.00%		1,50,000	7.30%		0.00%
6	RAJESHBHAI O. PATEL	1,50,000	10.00%		1,50,000	7.30%		0.00%
7	SANJAYKUMAR N. PATEL	2,25,000	15.00%		2,25,000	10.96%		0.00%

**(iii) Change in Promoters' Shareholding (please specify, if there is no change)**

SN	Particulars	Date	Reason	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
				No. of shares	% of total shares	No. of shares	% of total shares
1	<b>Mr. Rohitbhai Chauhan</b>			6,00,000	40%	6,00,000	29%
	Changes during the year	29-07-2016	Transfer	30,000	2%	5,70,000	28%
	At the end of the year			5,70,000	38%	5,70,000	28%
2	<b>Mrs. Rakshaben R. Chauhan</b>			-	0%	-	0%
	Changes during the year	29-07-2016	Transfer	30,000	2%	30,000	1%
	At the end of the year			30,000	2%	30,000	1%

**(iv) Shareholding Pattern of top ten Shareholders**

(Other than Directors, Promoters and Holders of GDRs and ADRs):

SN	Name of the Shareholder	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of shares	% of total shares	No. of shares	% of total shares
1	MARWADI SHARES AND FINANCE LTD.	-	0.00%	1,26,400	6.16%
2	JAINAM SHARE CONSULTANTS PVT. LTD	-	0.00%	75,200	3.66%
3	MANOJ ANANTRAI SHAH	-	0.00%	20,800	1.01%
4	BIPINCHANDRA BALUBHAI SONI	-	0.00%	19,200	0.93%
5	VASAYA AMIN RAZAHUSEN	-	0.00%	17,600	0.86%
6	PANTOMATH STOCK BROKERS PRIVATE LIMITED	-	0.00%	9,600	0.47%
7	SOUTH GUJARAT SHARES AND SHAREBROKERS LIMITED	-	0.00%	8,000	0.39%
8	NARIJIS A. VASAYA	-	0.00%	8,000	0.39%
9	KIRTIBHAI PARMANANDDAS SHAH	-	0.00%	6,400	0.31%
10	BHANSALI VALUE CREATIONS PRIVATE LIMITED	-	0.00%	6,400	0.31%
	<b>TOTAL</b>	<b>0</b>	<b>0</b>	<b>2,97,600</b>	<b>14.49%</b>

**(v) Shareholding of Directors and Key Managerial Personnel:**

SN	Name of Shareholder	Date	Reason	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
				No. of shares	% of total shares	No. of shares	% of total shares
<b>A</b>	<b>DIRECTOR</b>						
<b>1</b>	<b>NILESHBHAI N PATEL</b>			<b>225000</b>			
	Changes during the year			-	0.00%	2,25,000	10.96%
	At the end of the year				0.00%	2,25,000	10.96%
<b>2</b>	<b>ROHITBHAI B CHAUHAN</b>			<b>6,00,000</b>			
	Changes during the year			(30,000)	-2.00%	5,70,000	27.76%
	At the end of the year				0.00%	5,70,000	27.76%
<b>3</b>	<b>DIVYABHAI A MONPARA</b>			<b>1,50,000</b>			
	Changes during the year			-	0.00%	1,50,000	7.30%
	At the end of the year				0.00%	1,50,000	7.30%
<b>4</b>	<b>RAKSHABEN R CHAUHAN</b>			<b>-</b>			
	Changes during the year			30,000	2.00%	30,000	1.46%
	At the end of the year				0.00%	30,000	1.46%

**V. INDEBTEDNESS**

Indebtedness of the Company including interest outstanding/accrued but not due for payment.

(Amt. Rs./Lacs)

Particulars	Secured Loans excluding deposits	Unsecured Loans	Deposits	Total Indebtedness
<b>Indebtedness at the beginning of the financial year</b>				
i) Principal Amount	4,36,33,152.00	1,57,08,000.00		5,93,41,152.00
ii) Interest due but not paid		-		-
iii) Interest accrued but not due		-		-
<b>Total (i+ii+iii)</b>	<b>4,36,33,152.00</b>	<b>1,57,08,000.00</b>	<b>-</b>	<b>5,93,41,152.00</b>
<b>Change in indebtedness during the financial year</b>				
* Addition	3,13,80,422.00	3,52,89,514.00		6,66,69,936.00
* Reduction	70,73,524.00	80,00,000.00		1,50,73,524.00
<b>Net Change</b>	<b>3,84,53,946.00</b>	<b>4,32,89,514.00</b>	<b>-</b>	<b>8,17,43,460.00</b>
<b>Indebtedness at the end of the financial year</b>				
i) Principal Amount	6,79,40,050.00	4,29,97,514.00		11,09,37,564.00
ii) Interest due but not paid				-
iii) Interest accrued but not due				-
<b>Total (i+ii+iii)</b>	<b>6,79,40,050.00</b>	<b>4,29,97,514.00</b>	<b>-</b>	<b>11,09,37,564.00</b>

**VI. REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL****A. Remuneration to Managing Director, Whole-time Directors and/or Manager:**

SN.	Particulars of Remuneration	Name of MD/WTD/ Manager		Total Amount
		Name	Mr. Nilesh Pate	(Rs/Lac)
		Designation	Whole Time Director	Managing Director
1	Gross salary			
	(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961		35,000.00	35,000.00
	(b) Value of perquisites u/s 17(2) Income-tax Act, 1961		-	-
	(c) Profits in lieu of salary under section 17(3) Income- tax Act, 1961		-	-
2	Stock Option		-	-
3	Sweat Equity		-	-
4	Commission		-	-
	- as % of profit		-	-
	- others, specify		-	-
5	Others, please specify		-	-
	<b>Total (A)</b>		<b>35,000.00</b>	<b>35,000.00</b>
	<b>Ceiling as per the Act</b>			

**B. Remuneration to other Directors**

SN.	Particulars of Remuneration	Name of Directors			Total Amount
					(Rs/Lac)
1	Independent Directors				
	Fee for attending board committee				-
	Commission				-
	Others, please specify				-
	<b>Total (1)</b>	-	-	-	-
2	Other Non-Executive Directors				-
	Fee for attending board committee				-
	Commission				-
	Others, please specify				-
	<b>Total (2)</b>	-	-	-	-
	<b>Total (B)=(1+2)</b>	-	-	-	-
	<b>Total Managerial Remuneration</b>				-
	<b>Overall Ceiling as per the Act</b>				

**C. Remuneration to Key Managerial Personnel other than MD/Manager/WTD**

SN.	Particulars of Remuneration	Name of Key Managerial Personnel			Total Amount
		Name			(Rs/Lac)
		Designation	CEO	CFO	CS
1	Gross salary		-	Mr. Kamlesh Solanki	Mr. Kush Bhatt
	(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961		-	1,92,000.00	1,44,000.00
	(b) Value of perquisites u/s 17(2) Income-		-	-	-
	(c) Profits in lieu of salary under section 17(3) Income- tax Act, 1961		-	-	-
2	Stock Option		-	-	-
3	Sweat Equity		-	-	-
4	Commission		-	-	-
	- as % of profit		-	-	-
	- others, specify		-	-	-
5	Others, please specify		-	-	-
	<b>Total</b>		-	<b>1,92,000.00</b>	<b>1,44,000.00</b>

VII. PENALTIES / PUNISHMENT/ COMPOUNDING OF OFFENCES:					
Type	Section of the Companies Act	Brief Description	Details of Penalty / Punishment/ Compounding fees imposed	Authority [RD / NCLT/ COURT]	Appeal made, if any (give Details)
<b>A. COMPANY</b>					
Penalty		-	-	-	-
Punishment		-	-	-	-
Compounding		-	-	-	-
<b>B. DIRECTORS</b>					
Penalty		-	-	-	-
Punishment		-	-	-	-
Compounding		-	-	-	-
<b>C. OTHER OFFICERS IN DEFAULT</b>					
Penalty		-	-	-	-
Punishment		-	-	-	-
Compounding		-	-	-	-



**Annexure IV**

**Secretarial Audit Report**

(For the Financial year ended on 31st March, 2017)

[Pursuant to section 204(1) of the Companies Act, 2013 and Rule No. 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014]

To,  
The Members,  
MADHAV COPPER LIMITED  
Plot no.2107/D, Office no.203,  
2nd Floor D & I Excelus,  
Waghawadi road  
Bhavnagar- 364001

We have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practice by MADHAV COPPER LIMITED (hereinafter called "the Company"). Secretarial Audit was conducted in a manner that provided us a reasonable basis for evaluating the corporate conducts/ statutory compliances and expressing our opinion thereon.

Based on our verification of the Company's books, papers, minutes books, forms and returns filed and other records maintained by the Company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of secretarial audit, we hereby report that in our opinion, the Company has, during the audit period covering the financial year ended on 31<sup>st</sup> March, 2017 complied with the statutory provisions listed hereunder and also that the Company has proper Board processes and compliance mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

We have examined the books, papers, minute books, forms and returns filed and other records maintained by the Company, for the financial year ended on 31<sup>st</sup> March, 2017, according to the provisions of:

1. The Companies Act, 2013 (the Act) and the rules made thereunder.
2. The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made thereunder.
3. The Depositories Act, 1996 and the Regulations and Bye-laws framed thereunder.
4. Foreign Exchange Management Act, 1999 and the rules and regulations made thereunder to the extent of Foreign Direct Investment and Overseas Direct Investment and External Commercial Borrowings.
5. The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act').
  - A. The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011.

- B. The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015.
- C. The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009.
- D. The Securities and Exchange Board of India (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999. - Not Applicable to the Company during the Audit Period.
- E. The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008. - Not Applicable to the Company during the Audit Period.
- F. The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 2011 regarding the Companies Act and dealing with client.
- G. The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009. - Not Applicable to the Company during the Audit Period. and
- H. The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998. - Not Applicable to the Company during the Audit Period.
- I. The Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

We have also examined compliance with the applicable clauses of the following: (i) Secretarial Standards issued by The Institute of Company Secretaries of India.

During the period under review, the Company has complied with the provisions of the Act, Rules, Regulations, Guidelines, Standards etc. mentioned above.

Further, as per representation of management letter, considering its nature of business, process and location, the following Acts are specifically applicable to the Company. There are adequate systems and processes in the company to monitor and ensure compliance.

1. The Water (prevention and control of pollution) Act, 1974 & Rules
2. Air (Prevention & Control of Pollution) Act, 1981 & Rules
3. Environment Protection Act, 1986 & Rules
4. Hazardous Waste (Management & Handling) Rules, 1989
5. The Factories Act, 1948

**We further report that.**

The Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non-Executive Directors and Independent Directors. The changes in the composition of the Board of Directors that took place during the year under review were carried out in compliance with the provisions of the Act.

Adequate notice is given to all directors to schedule the Board Meetings, agenda and detailed notes on agenda were generally sent at least 7 days in advance, and a system exists for seeking

and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting.

During the Audit period, all the decisions were taken by the Board of Directors or Committee of the Board without any dissent by any of the Directors of the Company as recorded in the minutes of the meetings of the Board of Directors or Committee of the Board, as the case may be.

We further report that there are adequate systems and processes in the Company commensurate with the size and operations of the Company to monitor and ensure compliance with applicable laws, rules, regulations and guidelines.

We further report that during the audit period, the Company has passed following major resolutions at AGM/EOGM:

- (a) On 28<sup>th</sup> July, 2016, Authorised Share Capital increased from Rs. 1,50,00,000 consisting 15,00,000 Equity Shares of Rs. 10/- each to Rs. 2,50,00,000 consisting 25,00,000 Equity Shares of Rs. 10/- each.
- (b) On 2<sup>nd</sup> August, 2016, name of the company was changed upon conversion from private limited to public limited company and alteration of memorandum of association.
- (c) On 3<sup>rd</sup> September, 2016 the members approved public issue of shares for listing on the SME platform of National Stock Exchange of India Limited and approval of prospectus.
- (d) On 2<sup>nd</sup> February, 2017 the Board made allotment of 5,53,600 shares and the shares were listed on 6<sup>th</sup> February, 2017 on the SME platform of National Stock Exchange of India Limited.

**For Kashyap Shah & Co.  
Practising Company Secretaries**

**Place: Vadodara  
Date: June 30, 2017**

**SD/-  
(Kashyap Shah)  
Proprietor  
FCS No. 7662. CP No. 6672**

**Note: This report is to be read with our letter of even date which is annexed as Annexure and forms an integral part of this report.**

**Annexure to Secretarial Audit Report**

To  
The Members,  
MADHAV COPPER LIMITED  
Plot no.2107/D, Office no.203,  
2nd Floor D & I Excelus,  
Waghawadi road  
Bhavnagar- 364001

Our report of even date is to be read along with this letter.

1. Maintenance of secretarial record is the responsibility of the management of the company. Our responsibility is to express an opinion on these secretarial records based on our audit.
2. We have followed the audit practices and the processes as were appropriate to obtain reasonable assurance about the correctness of the contents of the secretarial records. The verification was done on test basis to ensure that correct facts are reflected in secretarial records. We believe that the processes and the practices, we followed provided a reasonable basis for our opinion.
3. We have not verified the correctness and appropriateness of financial records and Books of Accounts of the company.
4. Wherever required, we have obtained the Management representation about the compliance of laws, rules and regulations and happening of events etc.
5. The compliance of the provisions of corporate and other applicable laws, rules, regulations, standards is the responsibility of management. Our examination was limited to the verification of procedures on test basis.
6. The Secretarial Audit report is neither an assurance as to the future viability of the company nor of the efficacy or effectiveness with which the management has conducted the affairs of the company.

**For Kashyap Shah & Co.**  
**Practising Company Secretaries**

**Place: Vadodara**  
**Date: June 30, 2017**

**SD/-**  
**(Kashyap Shah)**  
**Proprietor**  
**FCS No. 7662. CP No. 6672**

Management Discussion and Analysis

<b>A)</b>	<b>INDUSTRY STRUCTURE AND DEVELOPMENTS</b>
	<p><b>Industry Structure:</b></p> <p>Over the last year, we have seen a revival in the Indian economy with macroeconomic indicators now starting to trend favourably. With policy reforms and de-bottlenecking of processes initiated by the government, the global sentiment towards India has improved substantially.</p> <p>Accordingly, India has once again entered the spotlight. With the government pushing for smart cities, there will be a greater demand for solutions to make homes, commercial complexes, industries and cities smarter. Initiatives by the government like “Make in India” and “Digital India”, amongst others, will further boost interest in India as it gives a fillip to the manufacturing sector.</p> <p>Winding wires &amp; strips form a very important segment of Indian Electrical Equipment Industry which includes both power generation, Transmission and Distribution (T&amp;D) equipment. If the coil of any electrical equipment like Generator, Motor, Transformer, Relay or Switchgear, Domestic appliances etc. burns or fails, the equipment is dead and hence, winding wire/ strip is often known as the “Heart” of the equipment. It is used in all sectors namely Railways, Defence, Agriculture, Infrastructure etc. of Indian economy.</p> <p>Your company, as you are aware, has been manufacturing copper winding wires, mainly enamelled copper wires. Based on market demand, company’s products have been diversified into enamelled copper round winding wire, Poly wrap submersible winding wires, enamelled aluminum round winding wire, bare copper wire and other copper strips and wires .</p> <p><b>Developments:</b></p> <p>Modernization and expansion into more value added products and Technological development has been the tradition of your Company. The production of enamelled copper round winding wire, Poly wrap submersible winding wires, enamelled aluminum round winding wire, bare copper wire and other copper strips and wires witnessed higher growth.</p> <p>Innovation &amp; development is the key for growth in any forward looking company.</p>
<b>B)</b>	<b>OPPORTUNITIES</b>
	<p>India emerges as the World’s fastest growing large economy with projected GDP growth at 7.2% during FY 2017-18. Indian Electrical equipment Industry is set for revival and higher growth based on good support from union budget and growth in power sector. This is an opportunity for demand in winding wires &amp; strips, which is one of the principal inputs to electrical machines &amp; electronic equipment.</p>

<b>C)</b>	<b>THREATS</b>
	Increasing competition from domestic and foreign players could lead to margin contraction due to pricing pressure. Some of the larger global players are already present in India. Highly fluctuating price of copper, which is the principle input to the winding wire Industry, continues to be of serious concern. The rising cost of production, especially due to wage increase and rise in prices of other materials & services, short & stringent delivery schedule by customers in the background of highly volatile copper prices, Fiscal policy of government encouraging imports of inputs which are detrimental to Indian Electrical Industry, competition from other leading winding wire manufacturers etc. continue to threaten the profitability of your Company. Competition, whether domestic or international, is always a challenge and transforming challenges into opportunities has been a practice at Madhav Copper.
<b>D)</b>	<b>SEGMENT WISE PERFORMANCE</b>
	The Company has only one segment. Performance of the same is given below in <i>point H</i> .
<b>E)</b>	<b>OUTLOOK</b>
	As per the projection by Union Power Ministry, by the year 2020, every home in the country will be electrified. This coupled with the success of UDAY (Ujwal DISCOM Assurance Yojana) scheme of the Energy & Power ministry to strengthen the working of State electricity boards to supply electricity to it's consumers will increase per capita consumption of electricity in India. The Union Budget 2016-2017, have given prominence to Agriculture and Rural sector, apart from infrastructural development. All these factors will boost the demand for Electrical equipment for Industry and domestic consumption in the vast rural sector which in turn will result in huge demand for winding wires.
<b>F)</b>	<b>RISKS AND CONCERNS</b>
	<p>In the winding wire business, the global demand and supply of copper and its prices plays a vital role and could significantly affect your Company's turnover. Your Company is fairly exposed to the domestic and global political and economic risks. The prices advanced on rapidly increasing demand for copper from China, India and the other emerging economies of Asia. Your Company also continuously keeps working on getting approvals from new and renowned customers to increase its market share commensurate with its capacity.</p> <p>Intense competition in the market could affect our cost advantages and result in decreased turnover. Failure to complete fixed price, fixed time frame deliveries could result in lower revenues of the company. The business of your Company could suffer if we fail to anticipate and develop new products and enhance existing range to keep pace with the rapid changes in the winding wire industry. Currency fluctuations could affect the results of operations.</p> <p>Your Company's manufacturing facilities are based in India. Any changes in the</p>

	legal, fiscal and other regulatory regimes of our country could affect our performance. In the event that the Government of India brings about any changes in import tariffs in India and reduction or curtailment of income tax benefits available to some of our operations in India can pose risks to your Company. It also has a wide customer base and changes in the legal, fiscal or regulatory regimes can also affect the competitiveness of our product and affect your Company's performance.																																							
G)	<b>INTERNAL CONTROL SYSTEM</b>																																							
	The Company has implemented internal control system at floor to shop level and we believe that Internal controls and systems implemented are adequate. These are also reviewed periodically by the Audit Committee and efforts are made to improve further, wherever possible.																																							
H)	<b>DISCUSSION ON FINANCIAL PERFORMANCE WITH RESPECT TO OPERATIONAL PERFORMANCE</b>																																							
	<div>(Amount in Rupees)</div> <table><tr><th>Particulars</th><th><u>Current Year</u> <u>2016-17</u></th><th><u>Previous Year</u> <u>2015-16</u></th></tr><tr><td>Net Sales/Income from Business operations</td><td>71,44,29,553</td><td>35,61,71,865</td></tr><tr><td>Other Income</td><td>18,57,414</td><td>7,34,016</td></tr><tr><td><b>Total income</b></td><td><b>71,62,86,967</b></td><td><b>35,69,05,881</b></td></tr><tr><td>Less: Expense (Excluding depreciation)</td><td>70,05,30,744</td><td>34,39,06,378</td></tr><tr><td><b>Profit before Depreciation</b></td><td><b>1,57,56,223</b></td><td><b>1,29,99,503</b></td></tr><tr><td>Less: Depreciation</td><td>44,66,535</td><td>22,11,992</td></tr><tr><td><b>Profit before Tax</b></td><td><b>1,12,89,689</b></td><td><b>1,07,87,511</b></td></tr><tr><td>Less: Current Tax</td><td>39,00,000</td><td>25,00,000</td></tr><tr><td>Less: Deferred tax</td><td>-10,19,864</td><td>10,28,463</td></tr><tr><td><b>Net Profit/ (Loss) after Tax for the year</b></td><td><b>84,09,553</b></td><td><b>72,59,048</b></td></tr><tr><td><b>Balance carried to the Balance Sheet</b></td><td><b>84,09,553</b></td><td><b>72,59,048</b></td></tr><tr><td><b>Earnings per share(Basic &amp; Diluted)</b></td><td><b>4.10</b></td><td><b>4.84</b></td></tr></table> <p>The Company earned operational income of Rs. 71,44,29,553 compared to Rs. 35,61,71,865 in the previous year. The other income is Rs. 18,57,414 compared to Rs. 7,34,016 in the previous year.</p> <p>The total revenue for the year is Rs. 71,62,86,967 against Rs. 35,69,05,881 in the previous year. Profit after tax for the year under review is Rs. 84,09,553 as compared to previous year figure of Rs. 72,59,048.</p>	Particulars	<u>Current Year</u> <u>2016-17</u>	<u>Previous Year</u> <u>2015-16</u>	Net Sales/Income from Business operations	71,44,29,553	35,61,71,865	Other Income	18,57,414	7,34,016	<b>Total income</b>	<b>71,62,86,967</b>	<b>35,69,05,881</b>	Less: Expense (Excluding depreciation)	70,05,30,744	34,39,06,378	<b>Profit before Depreciation</b>	<b>1,57,56,223</b>	<b>1,29,99,503</b>	Less: Depreciation	44,66,535	22,11,992	<b>Profit before Tax</b>	<b>1,12,89,689</b>	<b>1,07,87,511</b>	Less: Current Tax	39,00,000	25,00,000	Less: Deferred tax	-10,19,864	10,28,463	<b>Net Profit/ (Loss) after Tax for the year</b>	<b>84,09,553</b>	<b>72,59,048</b>	<b>Balance carried to the Balance Sheet</b>	<b>84,09,553</b>	<b>72,59,048</b>	<b>Earnings per share(Basic &amp; Diluted)</b>	<b>4.10</b>	<b>4.84</b>
Particulars	<u>Current Year</u> <u>2016-17</u>	<u>Previous Year</u> <u>2015-16</u>																																						
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Less: Current Tax	39,00,000	25,00,000																																						
Less: Deferred tax	-10,19,864	10,28,463																																						
<b>Net Profit/ (Loss) after Tax for the year</b>	<b>84,09,553</b>	<b>72,59,048</b>																																						
<b>Balance carried to the Balance Sheet</b>	<b>84,09,553</b>	<b>72,59,048</b>																																						
<b>Earnings per share(Basic &amp; Diluted)</b>	<b>4.10</b>	<b>4.84</b>																																						
I)	<b>HUMAN RESOURCES DEVELOPMENT</b>																																							
	<b>Training:</b> Training to employees at all levels is provided regularly to develop the knowledge and skills. The management is fully committed to the development of its human																																							

resources. Your Company aims at providing in-class training to each employee. Every new recruit receives complete safety training and on the job training from his colleagues / supervisor. Functional and developmental training is provided from time-to-time to all employees to enhance their skills and productivity. There is an all round support from the management to the development of human resources.

***Knowledge Management:***

Madhav Group has a practice of sharing experiences of one company with other group companies in various fields of production / finance / marketing. Knowledge Management is being developed by involving and sharing of information on key performance parameters at all levels which results in an overall improvement. This has been formalized by having a daily Business Meeting which is held at all locations of the group companies.

***Industrial Relations:***

Your Company continues to maintain healthy and cordial industrial relations. The values and the culture of the group foster family feelings amongst all its employees. The Company's employee's strength as at 31<sup>st</sup> March, 2017 was 25.



## INDEPENDENT AUDITOR'S REPORT

To,  
THE MEMBERS OF **MADHAV COPPER LIMITED**  
Report on the Standalone Financial Statements

We have audited the accompanying financial statements of **MADHAV COPPER LIMITED** ("the Company"), which comprise the Balance Sheet as at **31/03/2017**, the Statement of Profit and Loss, **the cash flow statement** for the year then ended, and a summary of the significant accounting policies and other explanatory information.

### Management's Responsibility for the Financial Statements

The Company's Board of Directors is responsible for the matters stated in Section 134(5) of the Companies Act, 2013 ("the Act") with respect to the preparation of these financial statements that give a true and fair view of the financial position, financial performance and cash flows of the Company in accordance with the accounting principles generally accepted in India, including the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding of the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

### Auditor's Responsibility

Our responsibility is to express an opinion on these financial statements based on our audit. We have taken into account the provisions of the Act, the accounting and auditing standards and matters which are required to be included in the audit report under the provisions of the Act and the Rules made there under.

We conducted our audit in accordance with the Standards on Auditing specified under Section 143(10) of the Act. Those Standards require that we comply with ethical requirements and plan

and perform the audit to obtain reasonable assurance about whether the financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and the disclosures in the financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal financial control relevant to the Company's preparation of the financial statements that give a true and fair view in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on whether the Company has in place an adequate internal financial controls system over financial reporting and the operating effectiveness of such controls. An audit also includes evaluating the appropriateness of the accounting policies used and the reasonableness of the accounting estimates made by the Company's Directors, as well as evaluating the overall presentation of the financial statements.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the financial statements.

### **Opinion**

In our opinion and to the best of our information and according to the explanations given to us, the accompanying financial statements give the information required by the Act in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India, of the state of affairs of the Company as at **31/03/2017**, and its **Profit and it's cash flows** for the year ended on that date.

### **Report on Other Legal and Regulatory Requirements**

As required by the Companies (Auditors' Report) Order, 2016 ("the Order") issued by the Central Government of India in terms of sub section (11) of section 143 of the Companies Act, 2013. We give in the **Annexure A** statements on the matters specified in paragraphs 3 and 4 of the order, to the extent applicable.

As required by Section 143 (3) of the Act, we report that:

- (a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit.
- (b) In our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books.
- (c) The Balance Sheet, the Statement of Profit and Loss, and **and the cash flow statement** dealt with by this Report are in agreement with the books of account.
- (d) In our opinion, the aforesaid financial statements comply with the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014.
- (e) On the basis of the written representations received from the directors as on **31/03/2017** taken on record by the Board of Directors, none of the directors is disqualified as **31/03/2017** from being appointed as a director in terms of Section 164 (2) of the Act.
- (f) With respect to the adequacy of the internal financial controls over financial reporting of the Company and the operating effectiveness of such controls, refer to our separate report in "**Annexure B**".
- (g) With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:
  - i. The Company has disclosed the impact of pending litigations on its financial position in its financial statements.
  - ii. The Company has made provision, as required under the applicable law or accounting standards, for material foreseeable losses, if any, on long-term contracts including derivative contracts.
  - iii. There has been no delay in transferring amounts, required to be transferred, to the Investor Education and Protection Fund by the Company.

**For, B. P. Shah & Associates.**  
**(Chartered Accountants)**  
**Firm Reg. No. 117846W**

**SD/-**  
**Bhavesh P. Shah**  
**Proprietor**  
**M. No. 103537**

**Place: Bhavnagar**  
**Date: 23/05/2017**

**ANNEXURE - A**

**Reports under The Companies (Auditor's Report) Order, 2016 (CARO 2016) for the year ended on  
31<sup>st</sup> March, 2017**

**To,**

**The Members of MADHAV COPPER LIMITED**

**(1) In Respect of Fixed Assets**

(a) The Company has maintained proper records showing full particulars, including quantitative details and situation of fixed assets:

(b) As explained to us, fixed assets have been physically verified by the management at regular intervals; as informed to us no material discrepancies were noticed on such verification;

(c) During the year the Company has not disposed off any substantial /major part of fixed assets.

**(2) In Respect of Inventories**

(a) As per the information and explanations given to us, the inventories have been physically verified by the management at reasonable intervals during the year.

(b) In our opinion and as per the information and explanations given to us, procedures of physical verification of inventory followed by the management are reasonable and adequate in relation to the size of the Company and nature of its business.

**(3) Compliance under section 189 of The Companies Act, 2013**

As informed by the company, company has not granted any loans, secured or unsecured to companies, firms or other parties covered in the register maintained under section 189 of the Companies Act, 2013 in the current year. Accordingly, Clause (iii) (a), (b) and (c) are not applicable to the company.

**(4) Compliance under section 185 and 186 of The Companies Act , 2013**

While doing transaction for loans, investments, guarantees, and security provisions of section 185 and 186 of the Companies Act, 2013 have been complied with.

**(5) Compliance under section 73 to 76 of The Companies Act, 2013 and Rules framed there under while accepting Deposits**

According to information and explanation provided to us. The company has not accepted any

public deposits as covered under section 73 to 76 of the act. Also no order from CLB or NLT or RBI or any other court has passed in this regard.

**(6) Maintenance of cost records**

We have broadly reviewed the books of account relating to materials, labour and other items of cost maintained by the Company pursuant to the rules made by the Central Government for the maintenance of cost records under sub-section (l) of section 148 of the Companies Act, 2013 and we are of the opinion that prima facie the prescribed accounts and records have been made and maintained. We have not however made a detailed examination of records with a view to determine whether they are accurate and complete.

**(7) Deposit of Statutory Dues**

According to the information and explanations given to us and based on the records of the company examined by us, save and except the item reported in last in this para of this note the company is generally regular in depositing the undisputed statutory dues, including Income-tax, Sales-tax, Wealth Tax, Service Tax, and other material statutory dues, as applicable, with the appropriate authorities in India; There is no dues which is outstanding for more than six month then they become payable.

**(8) Repayment of Loans and Borrowings**

The company has not defaulted in repayment of dues to financial institution, or a bank.

**(9) Utilization of Money Raised by Public Offers and Term Loan For which they Raised**

In our Opinion and according to the information and explanation given to us, money raised by way of initial public offer and the term loans have been applied by the company during the year for the purpose for which they were raised.

**(10) Reporting of Fraud During the Year**

Based on our audit procedures and the information and explanation made available to us no such fraud noticed or reported during the year by any officials or employee.

**(11) Managerial Remuneration**

Managerial remuneration has been not paid or provided hence provisions of section 197 read with Schedule V to the Companies Act not applicable to the company.

**(12) Compliance by Nidhi Company Regarding Net Owned Fund to Deposits Ratio**

The company is not Nidhi Company hence reporting under this clause is not applicable.

**(13) Related party compliance with Section 177 and 188 of companies Act – 2013**

In our opinion and according to the information and explanation given to us, the company is in compliance with section 188 and 177 of the companies Act, 2013, where applicable, for all the transactions with the related parties and the details of related party transactions have been disclosed in the financial statements etc. as required by the applicable accounting standards.

**(14) Compliance under section 42 of Companies Act - 2013 regarding Private placement of Shares or Debentures**

During the year under review, the company has not made private placement of shares or debentures and hence reporting under this clause is not applicable.

**(15) Compliance under section 192 of Companies Act – 2013**

In our opinion and according to the information and explanation given to us, during the year the company has not entered into any non-cash transactions with directors or persons connected with him hence reporting under this clause is not applicable.

**(16) Requirement of Registration under 45-I of Reserve Bank of India Act, 1934**

The company is not required to be registered under section 45-I of the Reserve Bank of India Act, 1934.

***For, B. P. Shah & Associates.  
(Chartered Accountants)  
Firm Reg. No. 117846W***

***SD/-  
Bhavesh P. Shah  
Proprietor  
M. No. 103537***

***Place: Bhavnagar  
Date: 23/05/2017***

**“Annexure B” to the Independent Auditor’s Report of even date on the Standalone Financial Statements of MADHAV COPPER LIMITED**

**Report on the Internal Financial Controls under Clause (i) of Sub-section 3 of Section 143 of the Companies Act, 2013 (“the Act”)**

We have audited the internal financial controls over financial reporting of MADHAV COPPER LIMITED (“The Company”) as of **March 31, 2017** in conjunction with our audit of the standalone financial statements of the Company for the year ended on that date.

**Management’s Responsibility for Internal Financial Controls**

The Company’s management is responsible for establishing and maintaining internal financial controls based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls over Financial Reporting issued by the Institute of Chartered Accountants of India. These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to company’s policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Companies Act, 2013.

**Auditors’ Responsibility**

Our responsibility is to express an opinion on the Company's internal financial controls over financial reporting based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting (the “Guidance Note”) and the Standards on Auditing, issued by ICAI and deemed to be prescribed under section 143(10) of the Companies Act, 2013, to the extent applicable to an audit of internal financial controls, both applicable to an audit of Internal Financial Controls and, both issued by the Institute of Chartered Accountants of India. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls over financial reporting was established and maintained and if such controls operated effectively in all material respects.

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial control system over financial reporting and their operating effectiveness. Our

audit of internal financial controls over financial reporting, assessing the risk that a material weakness exists, and operating effectiveness of internal control based on the assessed risk. The procedures selected depend upon on the auditor's judgement, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the Company's internal financial controls system over financial reporting.

### **Meaning of Internal Financial Controls over Financial Reporting**

A company's internal financial control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal financial control over financial reporting includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorizations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

### **Inherent Limitations of Internal Financial Controls over Financial Reporting**

Because of the inherent limitations of internal financial controls over financial reporting, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation of the internal financial controls over financial reporting to future periods are subject to the risk that the internal financial control over financial reporting may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.



**Opinion**

In our opinion, the Company has, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at **March 31, 2017**, based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls over Financial Reporting issued by the Institute of Chartered Accountants of India.

***For, B. P. Shah & Associates.  
(Chartered Accountants)  
Firm Reg. No. 117846W***

***SD/-  
Bhavesh P. Shah  
Proprietor  
M. No. 103537***

***Place: Bhavnagar  
Date: 23/05/2017***

## BALANCE SHEET AS AT 31ST MARCH , 2017.

Particulars		Notes #	AS AT 31.03.2017 Amount `	AS AT 31.03.2016 Amount `
I.	<b>EQUITY AND LIABILITIES</b>			
1	<b>Shareholders' funds</b>			
(a)	Share capital	2	2,05,36,000	1,50,00,000
(b)	Reserves and surplus	3	4,98,74,500	94,84,044
(c)	Money received against share warrants		0	0
	<b>Sub-total (1)</b>		<b>7,04,10,500</b>	<b>2,44,84,044</b>
2	<b>Share application money pending allotment</b>		0	0
3	<b>Non-current liabilities</b>			
(a)	Long-term borrowings	4	1,78,94,839	2,19,47,008
(b)	Deferred tax liabilities (Net)	5	8,599	10,28,463
(c)	Other Long term liabilities		0	0
(d)	Long-term provisions		0	0
	<b>Sub-total (3)</b>		<b>1,79,03,438</b>	<b>2,29,75,471</b>
4	<b>Current liabilities</b>			
(a)	Short-term borrowings	6	8,59,69,201	3,31,80,151
(b)	Trade payables	7	4,22,92,965	29,98,389
(c)	Other current liabilities	8	74,26,302	49,73,521
(d)	Short-term provisions	9	42,10,707	25,00,000
	<b>Sub-total (4)</b>		<b>13,98,99,175</b>	<b>4,36,52,060</b>
	<b>TOTAL</b>		<b>22,82,13,114</b>	<b>9,11,11,575</b>
II.	<b>ASSETS</b>			
	<b>Non-current assets</b>			
1	<b>(a) Fixed assets</b>			
(i)	Tangible assets	10	3,84,12,865	2,56,39,172
(ii)	Intangible assets		0	0
(ii)	Capital work-in-progress		0	0
(iv)	Intangible assets under development		0	0
			3,84,12,865	2,56,39,172
(b)	Non-current investments		0	0
(c)	Deferred tax assets (net)		0	0
(d)	Long-term loans and advances	11	10,49,213	15,36,934
(f)	Other non-current assets	12	93,12,068	12,45,270
	<b>Sub-total (1)</b>		<b>4,87,74,146</b>	<b>2,84,21,376</b>
2	<b>Current assets</b>			
(a)	Current investments		0	0
(b)	Inventories	13	7,76,28,449	2,15,66,929
(c)	Trade receivables	14	8,65,35,144	3,51,14,770
(d)	Cash and cash equivalents	15	11,16,067	2,64,090
(e)	Short-term loans and advances	16	1,03,58,862	32,13,328
(f)	Other current assets	17	38,00,445	25,31,083
	<b>Sub-total (2)</b>		<b>17,94,38,968</b>	<b>6,26,90,199</b>
			<b>22,82,13,114</b>	<b>9,11,11,575</b>
	Significant Accounting Policies	1		
	Notes forming part of the financial statements	2-25		

As per our report of even dated.

**B. P. SHAH & ASSOCIATES**

Firm Regd. No. 117846W

Chartered Accountants

SD/-

Bhavesh P. Shah

Proprietor.

M.No. 103537

Dated : 23/05/2017

Place : Bhavnagar.

SD/-

Nilesh N Patel

Director

DIN:05319890

SD/-

R B Chauhan

Director

DIN:06396973

SD/-

Kamlesh Solanki  
Chief Financial Officer

SD/-

Kush Bhatt  
Company Secretary

**STATEMENT OF PROFIT & LOSS FOR THE YEAR ENDED  
31ST MARCH 2017**

Particulars		Notes #	2016-2017 Amount `	2015-2016 Amount `
I.	Revenue from operations	18	71,44,29,553	35,61,71,865
II.	Other income	19	18,57,414	7,34,016
III.	<b>Total Revenue (I + II)</b>		<b>71,62,86,967</b>	<b>35,69,05,881</b>
IV.	<b>Expenses:</b>			
	Cost of materials consumed	20	48,58,12,326	31,85,52,371
	Purchases of Stock-in-Trade		25,91,37,543	0
	Changes in inventories of finished goods work-in-progress and Stock-in-Trade	21	-6,58,32,960	72,42,005
	Employee benefits expense	22	36,19,789	19,37,689
	Finance costs	23	1,03,53,212	81,09,963
	Depreciation and amortization expense	24	44,66,535	22,11,992
	Other expenses	25	74,40,834	80,64,350
	<b>Total expenses (IV)</b>		<b>70,49,97,279</b>	<b>34,61,18,370</b>
V.	<b>Profit before exceptional and extraordinary items and tax (III-IV)</b>		<b>1,12,89,689</b>	<b>1,07,87,511</b>
VI.	Exceptional items		0	0
VII.	<b>Profit before extraordinary items and tax (V - VI)</b>		<b>1,12,89,689</b>	<b>1,07,87,511</b>
VIII.	Extraordinary Items		0	0
IX.	<b>Profit before tax (VII- VIII)</b>		<b>1,12,89,689</b>	<b>1,07,87,511</b>
X	Tax expense:			
	(1) Current tax		39,00,000	25,00,000
	(2) Deferred tax		-10,19,864	10,28,463
XI	<b>Profit (Loss) for the period from continuing operations (VII- VIII)</b>		<b>84,09,553</b>	<b>72,59,048</b>
XIV	<b>Profit/(loss) from Discontinuing operations (after tax) (XII- XIII)</b>		0	0
XV	<b>Profit (Loss) for the period (XI + XIV)</b>		<b>84,09,553</b>	<b>72,59,048</b>
XVI	Earnings per equity share:			
	(1) Basic & Diluted.		4.10	4.84
	Significant Accounting Policies	1		
	Notes forming part of the financial statements	2-25		

As per our report of even dated.

**B. P. SHAH & ASSOCIATES**

Firm Regd. No. 117846W

Chartered Accountants

SD/-

**Bhavesh P. Shah**

Partner

M.No. 103537

Dated : 23/05/2017

Place : Bhavnagar.

SD/-

Nilesh N Patel

Director

DIN:05319890

SD/-

R B Chauhan

Director

DIN:06396973

SD/-

Kamlesh Solanki  
Chief Financial Officer

SD/-

Kush Bhatt  
Company Secretary

**MADHAV COPPER LIMITED.**  
**CASH FLOW STATEMENT ANNEXED TO THE BALANCE SHEET**  
**FOR THE PERIOD FROM APRIL 2016- March 2017**

PARTICULARS	2016-17	2016-17
	Amount `	Amount `
<b>A: CASH FLOW FROM OPERATING ACTIVITIES:</b>		
Net profit before tax as per P & L Statement.		1,12,89,689
<b>Adjusted for:</b>		
Depreciation	44,66,535	
Interest Expense	88,24,449	
Capital Gain from sales of Fixed assets	-6,81,556	
		1,26,09,428
<b>Operating Profit before working capital changes</b>		2,38,99,117
<b>Adjusted for:</b>		
Long Term Loans & Advances	4,87,721	
Inventories	-5,60,61,521	
Trade Receivables.	-5,14,20,374	
Short Term Loans & Advances	-71,45,535	
Other Current Assets	-12,69,362	
Short Term Provision	-21,89,293	
Other Non-Current Assets	-80,66,798	
Trade Payables	3,92,94,576	
		-8,63,70,585
<b>Net Cash from Operating Activities:</b>		<b>-6,24,71,468</b>
<b>B: CASH FLOW FROM INVESTMENT ACTIVITIES:</b>		
Purchase of Fixed Assets	-2,20,63,616	
Sales of Fixed Assets	23,34,384	
		-1,97,29,232
<b>C: CASH FLOW FROM FINANCING ACTIVITIES:</b>		
Proceeds from Share Capital Issued.	55,36,000	
Proceeds from Share premium Share Capital Issued.	3,51,51,464	
Proceeds from Long Term Borrowings	-40,52,169	
Proceeds from Short Term Borrowings	5,27,89,051	
Other Current Liabilities	24,52,781	
Interest paid.	-88,24,449	
		8,30,52,677
<b>Net Cash Used in Financing Activities:</b>		<b>8,30,52,677</b>
<b>Net Increase/(Decrease) in Cash and Cash Equivalents</b>		<b>8,51,978</b>
<b>Opening Balance of Cash and Cash Equivalents</b>		2,64,090
<b>Closing Balance of Cash and Cash Equivalents</b>		11,16,067
<b>Total:</b>		<b>8,51,977</b>

Notes forming part of the financial statements

**As per our report of even dated.**

**B. P. SHAH & ASSOCIATES**

**Firm Regd. No. 117846W**

**Chartered Accounts**

SD/-

**Bhavesh P. Shah**

**Partner**

**M.No. 103537**

**Dated : 23/05/2017**

**Place : Bhavnagar.**

SD/-

Nilesh N Patel

Director

DIN:05319890

SD/-

Kamlesh Solanki

Chief Financial Officer

SD/-

R B Chauhan

Director

DIN:06396973

SD/-

Kush Bhatt

Company Secretary

# MADHAV COPPER LIMITED.

## NOTES TO FINANCIAL STATEMENT FOR THE PERIOD ENDED 31ST MARCH 2017

### NOTES No.2. SHARE CAPITAL :

	AS AT 31.03.2017 Amount `	AS AT 31.03.2016 Amount `
<b>1 Authorised Shares:authorized;</b>		
25,00,000 Equity Shares of Rs.10/- each.	2,50,00,000	1,50,00,000
[ P.Y. 15,00,000 Equity Shares of Rs.10/- each. ]		
	<u>2,50,00,000</u>	<u>1,50,00,000</u>
<b>2 Issued, subscribed and fully paid Shares</b>		
20,53,600 Equity Shares of Rs.10/- each.	2,05,36,000	1,50,00,000
15,00,000 Equity Shares of Rs.10/- each.		
	<u>2,05,36,000</u>	<u>1,50,00,000</u>
<b>3 Reconciliation of the number of shares outstanding at the beginning and at the end of the reporting period;</b>		
<b>Equity Shares</b>	<b>No, of Share</b>	<b>No, of Share</b>
At the beginning of the period	15,00,000	15,00,000
Issued during the period	5,53,600	0
	<u>20,53,600</u>	<u>15,00,000</u>
Outstanding at the end of the period		

#### 4 Terms & Right attached to Equity Shares

Equity Shares: The company has one class of equity shares having a par value of Rs.10/- each. Each shareholder is eligible for one vote per share held.

#### 5 Shares in the company held by each shareholder holding more than 5 percent shares specifying the number of shares held

	AS AT 31.03.2017 No. of Shares	AS AT 31.03.2016 No. of Shares
a) Equity Shares, fully paid up:		
Nilesh Natubhai Patel (% of Share held : 10.96%)	2,25,000	2,25,000
Rohitbhai B Chauhan (% of Share held : 27.76 %)	5,70,000	6,00,000
Divya Arvindbhai Patel (% of Share held : 7.30%)	1,50,000	1,50,000
Rajeshbhai Odhavajibhai Patel (% of Share held : 7.30%)	1,50,000	1,50,000
Sanjayabhai N. Patel (% of Share held : 10.96 %)	2,25,000	2,25,000
Vishal Talshibhai Monpara (% of Share held : 7.30%)	1,50,000	1,50,000

### NOTES No.3. RESERVES AND SURPLUS :

	AS AT 31.03.2017 Amount `	AS AT 31.03.2016 Amount `
<b>a) Reserves and Surplus:</b>		
<b>1 Securities Premium Reserve</b>		
Opening Balance as per last financial statement	0	0
Add: During the year	3,51,51,464	0
<b>Closing Balance</b>	<u>3,51,51,464</u>	<u>0</u>
<b>2 Capital Subsidy</b>	15,00,000	15,00,000
<b>3 General Reserve:</b>	0	0

# MADHAV COPPER LIMITED.

## NOTES TO FINANCIAL STATEMENT FOR THE PERIOD ENDED 31ST MARCH 2017

### b) Surplus/(Deficit) in the statement of Profit & Loss

Opening Balance as per last financial statement	79,84,044	7,24,996
Add: Profit/(Loss) for the year	84,09,553	72,59,048
<b>LESS:</b>		
Transfer to General Reserve	0	0
Prior year Depreciation	31,70,560	0
<b>Closing Balance</b>	<b>1,32,23,036</b>	<b>79,84,044</b>
<b>TOTAL: RESERVES AND SURPLUS</b>	<b>4,98,74,500</b>	<b>94,84,044</b>

(i) Securities Premium Reserve addition during the year is net of share issue expenses.

### NOTES No.4. LONG-TERM BORROWINGS :

	AS AT 31.03.2017 Amount `	AS AT 31.03.2016 Amount `
1 Term loans		
From Bank (Secured)		
From Bank of Baroda	1,44,60,363	1,04,53,000
From HDFC Vehicle Loan	28,00,000	0
Less: Current maturities of long-term debt	-70,73,524	-42,13,992
	<u>1,01,86,839</u>	<u>62,39,008</u>
2 Loans and advances from related parties (Unsecured).	77,08,000	1,57,08,000
<b>TOTAL: LONG-TERM BORROWINGS</b>	<b>1,78,94,839</b>	<b>2,19,47,008</b>
a) Term Loan from Bank of Baroda is secured by the hypothecation of all plant & machinery, factory building and guaranteed by the Directors of the company repayable in 60 monthly installment and No defaults.		
b) Term Loan from HDFC Bank is against hypothecation of Vehicle and repayable in 36 monthl installment starting from May-17 and no defaults.		

### NOTES No.. OTHER LONG TERM LIABILITIES :

	AS AT 31.03.2016 Amount `
1 Trade Payables	
2 Others	
Advance from customers	
Unearned revenue	
<b>TOTAL</b>	<u><u>0</u></u>

### NOTES No.5. DEFERRED TAX LIABILITIES (NET) :

	AS AT 31.03.2017 Amount `	AS AT 31.03.2016 Amount `
<b>Deferred Tax Liabilities</b>		
Fixed Assets: Impact of difference between Book and Tax Depreciation	8,599	10,28,463
<b>Gross Deferred Tax Liabilities</b>	<b>8,599</b>	<b>10,28,463</b>
<b>Deferred Tax Assets</b>		
Fixed Assets: Impact of difference between Book and Tax Depre	0	0
<b>Gross Deferred Tax Assets</b>	<b>0</b>	<b>0</b>
<b>TOTAL: DEFERRED TAX ASSETS (NET)</b>	<b>8,599</b>	<b>10,28,463</b>

a) In accordance with accounting standard 22, Accounting for taxes on Income, issued by the Institute of Chartered Accountants India, the Deferred Tax Assets (net of Liabilities) is provided in the books of account as at the end of the year.

# MADHAV COPPER LIMITED.

## NOTES TO FINANCIAL STATEMENT FOR THE PERIOD ENDED 31ST MARCH 2017

### NOTES No.. LONG-TERM PROVISIONS :

	AS AT 31.03.2016 Amount `
1 Provision for employee benefits	0
Provision for Gratuity	0
Provision for Leave-encashment	0
	<b>0</b>
2 Others:	0
<b>TOTAL: LONG-TERM PROVISIONS</b>	<b>0</b>

### NOTES No.6. SHORT-TERM BORROWINGS :

	AS AT 31.03.2017 Amount `	AS AT 31.03.2016 Amount `
1 Loans repayable on demand:		
Cash Credit From Bank (Secured)		
From Bank of Baroda	5,06,79,687	3,31,80,151
4 Other loans and advances (Raw-material channel finance)	3,52,89,514	0
<b>TOTAL: SHORT-TERM BORROWINGS</b>	<b>8,59,69,201</b>	<b>3,31,80,151</b>
a) Cash Credit Loan from Bank of Baroda is secured by the hypothecation of inventories and book debt of the company and secured by personal guaurantee of directors.		
b) Raw Material Channel Finance from Axis Bank and Aditya Birla Finance are unsecured in nature.		

### NOTES No.7. TRADE PAYABLES :

	AS AT 31.03.2017 Amount `	AS AT 31.03.2016 Amount `
Trade Payables	4,22,92,965	29,98,389
<b>TOTAL: TRADE PAYABLES</b>	<b>4,22,92,965</b>	<b>29,98,389</b>
a) In the absence of any information from vendor's regarding the status of their registration under the "micro small and medium Enterprise Development ACT 2006 " the company is unable to comply with the disclosing required to be made under the said Act.		

**MADHAV COPPER LIMITED.**

**NOTES TO FINANCIAL STATEMENT FOR THE PERIOD ENDED 31ST MARCH 2017**

**NOTES No.8. OTHER CURRENT LIABILITIES :**

	AS AT 31.03.2017 Amount `	AS AT 31.03.2016 Amount `
1 Current maturities of long-term debt	70,73,524	42,13,992
2 Income received in advance/Advance from Customers	0	0
3 Other Payables:		
Statutory liabilities	3,47,449	5,51,449
Others.	5,329	2,08,080
	<u>3,52,778</u>	<u>7,59,529</u>
<b>TOTAL: OTHER CURRENT LIABILITIES</b>	<b><u>74,26,302</u></b>	<b><u>49,73,521</u></b>

**NOTES No.9. SHORT-TERM PROVISIONS :**

	AS AT 31.03.2017 Amount `	AS AT 31.03.2016 Amount `
1 Provision for employee benefits		
Salary Payable	74,000	0
Provision for Gratuity	2,36,707	0
	<u>3,10,707</u>	<u>0</u>
2 Others:		
Provision for Taxation.	39,00,000	25,00,000
	<u>39,00,000</u>	<u>25,00,000</u>
<b>TOTAL: SHORT-TERM PROVISIONS</b>	<b><u>42,10,707</u></b>	<b><u>25,00,000</u></b>



MADHAV COPPER LIMITED.

NOTES TO FINANCIAL STATEMENT FOR THE PERIOD ENDED 31ST MARCH 2017

NOTES No.10. (I) TANGIBLE ASSETS :

Description	G R O S S			DE PRECIATION/AMORTIZATION				NET CARRYING BALANCE	
	As at 01-04-2016	Addition.	Disposed/ Adjustment	As at 31/03/2017	As at 01-04-2016	For the Year	Disposed Adjustme nt	As at 31/03/2017	AS AT 31.03.2016
1 Land.	9,53,270	0	3,35,372	6,17,898	0	0	0	6,17,898	9,53,270
2 Factory Building.	66,28,259	0	13,17,456	53,10,803	14,20,534	3,88,827	-2,01,957	37,03,399	52,07,725
3 Plant & Machinery	2,28,75,552	1,82,50,834	0	4,11,26,386	38,93,399	39,13,124	32,21,197	1,10,27,720	1,89,82,153
4 Office Equipments	75,528	17,250	0	92,778	36,795	10,401	0	47,197	38,733
5 Computers & Peripherals	3,58,518	76,525	0	4,35,043	1,90,145	19,411	1,32,380	3,41,936	1,68,373
6 Electrical Installation	4,51,076	0	0	4,51,076	1,62,158	70,124	18,940	2,51,222	2,88,918
7 Vehicle	0	36,58,832	0	36,58,832	0	56,051	0	36,02,781	0
9 Furniture & fixture	0	60,175	0	60,175	0	8,595	0	51,580	0
<b>TOTAL</b>	<b>3,13,42,203</b>	<b>2,20,63,616</b>	<b>16,52,828</b>	<b>5,17,52,991</b>	<b>57,03,031</b>	<b>44,66,535</b>	<b>31,70,560</b>	<b>1,33,40,126</b>	<b>2,56,39,172</b>
<b>Previous Year Total</b>	<b>3,05,35,181</b>	<b>8,07,022</b>	<b>0</b>	<b>3,13,42,203</b>	<b>34,91,039</b>	<b>22,11,992</b>	<b>0</b>	<b>2,56,39,172</b>	<b>2,70,44,142</b>

**MADHAV COPPER LIMITED.**

**NOTES TO FINANCIAL STATEMENT FOR THE PERIOD ENDED 31ST MARCH 2017**

**NOTES No.11. LONG-TERM LOANS AND ADVANCES :**

	AS AT 31.03.2017 Amount `	AS AT 31.03.2016 Amount `
<b>1 Security Deposits:</b>		
a Unsecured, considered good;	10,49,213	15,36,934
	<b>10,49,213</b>	<b>15,36,934</b>
<b>TOTAL: LONG-TERM LOANS AND ADVANCES</b>	<b>10,49,213</b>	<b>15,36,934</b>

**NOTES No.12. OTHER NON-CURRENT ASSETS :**

	AS AT 31.03.2017 Amount `	AS AT 31.03.2016 Amount `
<b>Other Non-Current Assets:</b>		
Deposits with maturity more than 12 months	93,12,068	12,45,270
<b>TOTAL: OTHER NON-CURRENT ASSETS</b>	<b>93,12,068</b>	<b>12,45,270</b>
	<b>93,12,068</b>	<b>12,45,270</b>

**NOTES No.13. INVENTORIES :**

	AS AT 31.03.2017 Amount `	AS AT 31.03.2016 Amount `
- Raw Materials.	45,55,345	1,46,39,055
- Finished goods.	6,02,10,355	69,27,874
- Finished goods.(Consignment Stock)	40,95,126	0
- Trading goods	84,55,353	0
- Consumables.	3,12,271	0
<b>TOTAL: INVENTORIES</b>	<b>7,76,28,449</b>	<b>2,15,66,929</b>

a) The quantity and value of the stock as taken & certified by the management of the company.

**MADHAV COPPER LIMITED.**

**NOTES TO FINANCIAL STATEMENT FOR THE PERIOD ENDED 31ST MARCH 2017**

**NOTES No.14. TRADE RECEIVABLES :**

	AS AT 31.03.2017 Amount `	AS AT 31.03.2016 Amount `
<b>1 Trade Receivables</b>		
Unsecured, considered good unless stated otherwise		
O/s for period exceeding 6 months from the date of due:	1,10,62,550	0
Other Receivables:	7,54,72,594	3,51,14,770
<b>TOTAL: TRADE RECEIVABLES</b>	<b>8,65,35,144</b>	<b>3,51,14,770</b>

**NOTES No.15. CASH AND CASH EQUIVALENTS :**

	AS AT 31.03.2017 Amount `	AS AT 31.03.2016 Amount `
<b>Cash and cash equivalents:</b>		
Balances with banks;		
On current accounts	9,96,579	6,251
Cash on hand	1,19,488	2,57,839
<b>TOTAL: CASH AND CASH EQUIVALENTS</b>	<b>11,16,067</b>	<b>2,64,090</b>

**NOTES No.16. SHORT-TERM LOANS AND ADVANCES :**

	AS AT 31.03.2017 Amount `	AS AT 31.03.2016 Amount `
<b>Other loans and advances: (Unsecured, considered good)</b>		
a Advance to suppliers of goods & services.	16,58,330	29,64,902
b Balance with Govt. Authority	87,00,533	2,48,426
<b>TOTAL: SHORT-TERM LOANS AND ADVANCES</b>	<b>1,03,58,862</b>	<b>32,13,328</b>

**NOTES No.17. OTHER CURRENT ASSETS :**

	AS AT 31.03.2017 Amount `	AS AT 31.03.2016 Amount `
<b>Other Assets:</b>		
a Advance payment of Income tax (Net of Provisions)	30,85,255	23,60,413
b Interest Subsidy Receivable	7,15,190	1,70,670
<b>TOTAL: OTHER CURRENT ASSETS</b>	<b>38,00,445</b>	<b>25,31,083</b>

**MADHAV COPPER LIMITED.**

**NOTES TO FINANCIAL STATEMENT FOR THE PERIOD ENDED 31ST MARCH 2017**

**NOTES No.18. REVENUE FROM OPERATIONS :**

	2016-2017 Amount `	2015-2016 Amount `
<b>Sales of Products</b>		
- Sales (Manufactured goods.)	46,18,15,356	35,59,81,893
- Sales Trading Goods	25,32,55,755	0
	<b>71,50,71,111</b>	<b>35,59,81,893</b>
<b>Other Operating Revenue</b>		
<u>Others:</u>		
Export Incentives	0	32,228
Foreign Exchange gain (Export)	0	13,336
Kasar/discount Old outstanding w/off	1,021	1,44,408
	<b>1,021</b>	<b>1,89,972</b>
<b>Revenue From operations ( Gross)</b>	71,50,72,132	35,61,71,865
Less : Excise duty	-6,42,579	0
<b>TOTAL: REVENUE FROM OPERATIONS</b>	<b>71,44,29,553</b>	<b>35,61,71,865</b>

**NOTES No.19. OTHER INCOME :**

	2016-2017 Amount `	2015-2016 Amount `
Interest Income	3,27,268	5,74,679
DIC interest subsidy	8,48,590	0
<u>Other non-operating income:</u>		
Insurance Claim Received	0	1,59,337
Profit on Sale of Assets	6,81,556	0
<b>TOTAL: OTHER INCOME</b>	<b>18,57,414</b>	<b>7,34,016</b>

**NOTES No.20. COST OF MATERIALS CONSUMED :**

	2016-2017 Amount `	2015-2016 Amount `
<b>Materials Consumed:</b>		
Inventory at the beginning of the year	1,46,39,055	1,02,28,958
Add: Purchases	47,57,28,616	32,29,62,468
	49,03,67,671	33,31,91,426
Less: Inventory at the end of the year	-45,55,345	-1,46,39,055
<b>TOTAL:</b>	<b>48,58,12,326</b>	<b>31,85,52,371</b>
Indigenous in %	84.42%	86.38%
Imported in %	15.58%	13.62%

**NOTES No.. PURCHASES OF STOCK-IN-TRADE :**

	2016-2017 Amount `	2015-2016 Amount `
Trading Goods	25,91,37,543	0
<b>TOTAL:</b>	<b>25,91,37,543</b>	<b>0</b>
<b>Particulars of Purchases of Stock in Trade</b>		
- Copper Flat Scrap	25,91,37,543	0

**MADHAV COPPER LIMITED.**

**NOTES TO FINANCIAL STATEMENT FOR THE PERIOD ENDED 31ST MARCH 2017**

**NOTES No.21. CHANGES IN INVENTORIES OF FINISHED GOODS WORK-IN-PROGRESS AND STOCK-IN-TRADE :**

	2016-2017 Amount `	2015-2016 Amount `
<b>Inventories at the end of the year</b>		
Finished Goods	6,00,63,683	63,56,562
Finished Goods Branch	40,95,126	0
Trading Goods	84,55,353	0
Copper Scrap	1,46,671	5,71,312
	<b>7,27,60,833</b>	<b>69,27,874</b>
<b>Inventories at the beginning of the year</b>		
Finished Goods	63,56,562	1,37,77,717
Copper Scrap	5,71,312	3,92,162
Trading Goods	0	0
	69,27,874	1,41,69,879
<b>TOTAL CHANGE (Net)</b>	<b>-6,58,32,960</b>	<b>72,42,005</b>

**NOTES No.22. EMPLOYEE BENEFITS EXPENSE :**

	2016-2017 Amount `	2015-2016 Amount `
Salaries, Wages & bonus	33,39,044	19,36,700
Staff welfare expenses	44,038	989
Gratuity exp	2,36,707	0
<b>TOTAL: EMPLOYEE BENEFITS EXPENSE</b>	<b>36,19,789</b>	<b>19,37,689</b>

**NOTES No.23. FINANCE COSTS :**

	2016-2017 Amount `	2015-2016 Amount `
Interest	88,24,449	75,52,762
Bank charges & commission	15,28,762	5,57,201
<b>TOTAL: FINANCE COSTS</b>	<b>1,03,53,212</b>	<b>81,09,963</b>

**NOTES No.24. DEPRECIATION AND AMORTIZATION EXPENSE :**

	2016-2017 Amount `	2015-2016 Amount `
Depreciation/Amortization of tangible assets	44,66,535	22,11,992
<b>Total Depreciation And Amortization Expense</b>	<b>44,66,535</b>	<b>22,11,992</b>

**NOTES No.25. OTHER EXPENSES :**

	2016-2017 Amount `	2015-2016 Amount `
<b>Manufacturing expenses.</b>		
Factory Expenses.	15,750	19,898
Freight.	6,71,033	5,01,651
Motive Power.	40,02,535	46,89,123
Lab & Qc Expenses	8,730	74,565
Stores & Consumables.	4,26,611	78,301
Machinery Repairs & Maintenance	43,705	11,80,841
Packing Materials	7,98,491	4,43,070
Vat Credit Reduction.	16,673	16,584
	<b>59,83,528</b>	<b>70,04,033</b>

## MADHAV COPPER LIMITED.

### NOTES TO FINANCIAL STATEMENT FOR THE PERIOD ENDED 31ST MARCH 2017

#### Administrative expenses.

Advertisement Exp.	21,642	15,000
Audit Fees.	1,50,000	29,500
Clearing & forwarding charges	0	38,822
Speculation Loss F & O	0	45,027
Loss from Copper Hedging	0	1,37,344
Insurance Exp.	1,32,362	33,060
Membership & Subscription.	19,627	2,36,587
Telephone & Postage.	1,31,479	89,727
Rent, Rates & Taxes.	1,97,375	1,07,285
Legal & Prof. Fees.	4,19,422	1,76,583
Office Expenses.	59,370	132
Stationery & Printing.	88,965	19,283
Security Expense	0	1,30,234
Traveling & Conveyance	2,37,064	1,733

#### TOTAL: OTHER EXPENSES

<b>14,57,306</b>	<b>10,60,317</b>
<b>74,40,834</b>	<b>80,64,350</b>

#### NOTES NO.25:

25.1 In the opinion of the Board of Directors, the current assets, loans and advances are approximately of the same value if realised in the ordinary courses of business and the provision for all known liabilities is adequately made and not in excess of the amount reasonably consider necessary.

25.2 The figures and groupings of the previous year are regrouped whenever necessary so as to make them comparable with the current year.

25.3 Paises have been rounded off to the nearest rupee amount.

**MADHAV COPPER LIMITED**  
**(Erstwhile Madhav Copper Pvt. Ltd.)**  
**(CIN: L27201GJ2012PLC072719)**

**Registered office: Plot 2107/D, 203, 2<sup>nd</sup> Floor, D & I Excelus, Opp. Home School,  
Waghawadi Road, Bhavnagar – 364 001**

**Phone No: +91 278 3001034**

E-mail : [info@madhavgcopper.com](mailto:info@madhavgcopper.com)  
[cs@madhavgcopper.com](mailto:cs@madhavgcopper.com)

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

**ATTENDANCE SLIP**

for 5<sup>th</sup> Annual General Meeting on  
**Tuesday, 8<sup>th</sup> August, 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 5<sup>th</sup> Annual General Meeting of the Company, being held on Tuesday, 8<sup>th</sup> August, 2017 at 4.00 p.m. at **Plot 2107/D, 203, 2<sup>nd</sup> Floor, D & I Excelus, Opp. Home School, Waghawadi Road, Bhavnagar – 364 001**

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**Signature of the Shareholder / Proxy/Authorized Representative**

**MADHAV COPPER LIMITED**  
**(Erstwhile Madhav Copper Pvt. Ltd.)**  
**(CIN: L27201GJ2012PLC072719)**

**Registered office: Plot 2107/D, 203, 2<sup>nd</sup> Floor, D & I Excelus, Opp. Home School,  
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**Phone No: +91 278 3001034**

E-mail : [info@madhavicopper.com](mailto:info@madhavicopper.com)  
[cs@madhavicopper.com](mailto:cs@madhavicopper.com)

Website: [www.madhavicopper.com](http://www.madhavicopper.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
3. 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 Annual General Meeting of the Company to be held on Tuesday, 8<sup>th</sup> August, 2017 at 04.00 p.m. at **Plot 2107/D, 203, 2<sup>nd</sup> 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:



No.	Item No.	I assent to the resolution(For*)	I dissent from the resolution(Against*)
<b>ORDINARY BUSINESS</b>			
1	To receive, consider and adopt the Audited Balance Sheet of the Company as at 31 March, 2017 and the Statement of Profit and Loss for the year ended on that date together with Directors' and the Auditors' Report thereon.		
2.	To appoint a Director in place of Mr. Divya Monpara (DIN 06396970), who retires by rotation and being eligible, offers herself for re-appointment.		
3.	To approve Appointment of Mr. Nirav Patel & Co., Chartered Accountants (FRN: 134617W) as a Statutory Auditor of the Company.		

<b>SPECIAL BUSINESS</b>			
4.	Regularisation of Mr. Chaitnya Doshi as an Independent Director of the Company		
5.	Regularisation of Mr. Manish Makodia as an Independent Director of the Company		
6.	Regularisation of Mrs. Rakshaben Chauhan as a Non Executive Director of the Company.		
7.	Revision in the limits of borrowing power of the Directors of the Company		
8.	Approval of appointment of Statutory Auditor of the Company in casual vacancy.		

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.**

## PRODUCT MIX

- **Size of Enamelled Wires :**  
Size Range from 0.150 mm to 3.00 mm with all intermediate AWG and SWG Wires.
- **Size of Submersible Winding Wires :**  
Size Range from 0.4 mm to 3.0 mm.
- **Bare Copper Wire / Copper Strips & Profile :**  
Conductor size 0.40 mm to 6.00 mm / Cross Sectional Area 4 to 75 sq. mm  
Width : 4 to 15 mm, Thickness : 1 to 5 mm
- **Copper Lamination / Copper End Ring :**  
Thickness : 1 to 3 mm Purity : 99.50 to 99.99% / Dia.: 30 to 100 mm
- **Insulation Types :**  
Polyester  
Polyester-imide  
Dual Coated  
Polyimide-imide  
Polyurethane  
BOPP  
Transparent BOPP  
Polyester film

## QUALITY AND STANDARDS :

- IEC - 60317 for specification and IEC - 60851 for testing methods, same way IS-8783, IS 4412, IS 1897, IS 6160, NEMA and JIS.
- The Enamelling, Poly wrap and wire drawing machine is one of the best in class and has excellent process control techniques, whereby it ensures highly even coating of Insulation.
- HV Test, BDV and all Mechanical, electrical, thermal, chemical, properties are conducted as per standards and customer requirements.

**Wire Manufactures from 99.997% Pure ETP Grade Copper**



## Madhav Copper Ltd.

Survey No. 346-347, Plot No. 5-B/B, NHB-E, Village : Ukharla, Tal. Ghogha,  
Bhavnagar - Talaja Highway, Bhavnagar - 364 050, Gujarat, India.

**Phone :** 0278 - 288 1001 **Mobile :** 98790 17173, 98793 23334

**E-mail :** info@madhavcopper.com **Website :** www.madhavcopper.com