

THE MINUTES OF THE FIRST MEETING OF THE NOMINATION AND REMUNERATION COMMITTEE OF MADHAV COPPER LIMITED FOR THE FINANCIAL YEAR 2018-19 HELD ON MONDAY, 28TH MAY, 2018 AT 11:00 A.M. AT THE REGISTERED OFFICE OF THE COMPANY SITUATED AT PLOT NO. 2107/D, OFFICE NO. 203, 2ND FLOOR, D & I EXCELUS, WAGHAWADI ROAD, BHAVNAGAR - 364001

---

**Following members were present:**

- |                           |          |
|---------------------------|----------|
| 1. Mr. Manish Makodia     | Chairman |
| 2. Mr. Chaitnya Doshi     | Member   |
| 3. Mrs. Rakshaben Chauhan | Member   |

**In attendance of :**

- |                        |   |
|------------------------|---|
| 1. Mr. Kamlesh Solanki | Chief Financial Officer                   |
| 2. Mr. Kush Bhatt      | Company Secretary &<br>Compliance Officer |

All the directors were present and the proceedings of the meeting were held as under.

**1. CHAIRMAN**

**Mr. Manish Makodia**, at the request of the members occupied the chair and called the meeting to order.

**2. MINUTES OF THE PREVIOUS MEETING**

Minutes of the previous meeting held on 14<sup>th</sup> November, 2017 were circulated to members of the committee and the same was signed by the Chairman.

**3. EVALUATION OF PERFORMANCE OF BOARD OF DIRECTORS AND KEY MANAGERIAL PERSONNEL**

The committee has taken the note of the evaluation of all the Director's and Key Managerial Personnel of the Company.

The committee also reviewed that the duties and responsibilities as assigned by the Company to all the Directors and KMPs are followed and justified in true letter and spirit.

It has also noted that there are no discrepancies from what is expected or assigned to them.

**4. TO RECOMMEND THE RE-APPOINTMENT OF DIRECTOR LIABLE TO RETIRE BY ROTATION:**

The Chairman informed that pursuant to the provisions of Section 152 and all other applicable provisions of Section 152 and all other applicable provisions of the Companies Act, 2013 and the Articles of Association of the Company, Mrs. Rakshaben Chauhan (DIN: 07600985), whose period is liable to retire by rotation in the ensuing Annual General Meeting and whose period has been longest in the office since her last appointment, being eligible seeks reappointment as Director of the Company.

The Committee considered the same and passed the following resolution in this regard:

**“RESOLVED THAT** the Nomination & Remuneration Committee hereby recommends to the Board the re-appointment of Mrs. Rakshaben Chauhan, retiring Director, who being eligible is seeking re-appointment.”

**5. VOTE OF THANKS**

There being no other business to transact, the meeting was concluded with the vote of thanks to Chair at 11:55 a.m.

**Date:**

**Place: Bhavnagar**

  
**CHAIRMAN**