March 19, 2019

To,
Manager - Listing Department
National Stock Exchange of India Limited
Exchange Plaza, Plot no. C/1, G Block,
Bandra Kurla Complex, Bandra (East),
Mumbai - 400 051

Script Symbol: MCL

Dear Sir / Madam,

This is to inform you that the Board of Directors of the Company at their meeting held today March 19, 2019 has *inter alia* approved:

1. The proposal for sub-division (split) of the existing face value of the equity shares of the Company from Rs. 10/- (Rupees Ten only) each to Rs. 5/- (Rupees Five only) each, subject to the approval of the members of the Company. Details as required in terms of Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 are enclosed herewith.

2. The alteration of Capital Clause of the Memorandum of Association of the Company, subject to the approval of the members of the Company.

3. The notice of Extraordinary General Meeting pursuant to Sections 101 of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014, seeking approval of the members of the Company:

    a. Under Section 61(1)(d) and other applicable provisions of the Companies Act, 2013 for sub-division of the existing face value of the equity shares of the Company from Rs. 10/- (Rupees Ten only) each to Rs. 5/- (Rupees Five only) each and

    b. Under Section 13 read with Section 61 and other applicable provisions of the Companies Act, 2013 for the alteration of the existing Capital Clause V of the Memorandum of Association of the Company.

Notice of Extraordinary General Meeting is enclosed herewith as **Annexure A**.

The meeting of the Board of Directors commenced at 3.00 p.m. and concluded at 4.30 p.m.

You are requested to take note of the above.

Thanking you,

Yours sincerely,
For **Madhav Copper Limited**

MADHAV COPPER LTD. BHAVNAGAR

Nilesh Patel
Chairman & Whole Time Director
DIN: 05319890

Encl: As above

Details as required in terms of Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 for sub-division (split) of the existing face value of the equity shares of the Company:

Sr. No.	Particulars	Description
1	Split Ratio	2:1 i.e. Sub-division of existing 1 (one) Equity Share of face value of Rs. 10/- each fully paid up in to 2 (two) Equity shares of Rs. 5/- each fully paid up.
2	Rationale behind the split	To improve the liquidity of Company's equity shares in the stock market with higher floating stock in absolute numbers and to make it more affordable for the small retail investors to invest in the Company.
3	Pre and post share capital - Authorized, Paid-up and Subscribed	Pre Share Capital: *Authorized Share Capital:* Rs. 6,50,00,000/- divided into 65,00,000 Equity Shares of Rs. 10/- each *Subscribed and Paid-up share Capital:* *Rs.* 6,16,08,000/- divided into 61,60,800 Equity Shares of Rs. 10/- each. Post Share Capital: *Authorized Share Capital:* Rs. 6,50,00,000/- divided into 1,30,00,000 Equity Shares of Rs. 5/- each *Subscribed and Paid-up Share Capital:* *Rs.* 6,16,08,000/- divided into 1,23,21,600 Equity Shares of Rs. 5/- each.
4	Expected time of completion	Tentatively around May 25, 2019
5	Class of shares which are subdivided	Equity Shares
6	Number of shares of each class pre and post split	As mentioned at Sr. No. 3
7	Number of shareholders who did not get any shares in consolidation and their pre-consolidation shareholding	Not applicable

MADHAV COPPER LTD. BHAVNAGAR

ANNEXURE A

NOTICE OF EXTRA-ORDINARY GENERAL MEETING

(Pursuant to Section 101 of the Companies Act, 2013 read with Companies (Management & Administration) Rules, 2014)

NOTICE is hereby given that the **EXTRA ORDINARY GENERAL MEETING** of the members of Madhav Copper Limited will be held on **Wednesday, the 17th day of April, 2019, at 3.00 P.M.**, at Plot 2107/D, 202/203, 2nd Floor, D &I Excelus, Waghawadi Road, Bhavnagar – 364001 to transact the following businesses :

SPECIAL BUSINESS:

1. **SUB-DIVISION OF FACE VALUE OF EQUITY SHARES OF THE COMPANY FROM RS. 10/- EACH TO RS. 5/- EACH**

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

"**RESOLVED THAT** pursuant to the provisions of Sections 61(1)(d), 64 and all other applicable provisions, if any, of the Companies Act, 2013 and the rules made thereunder (including any statutory modification(s) or re-enactment thereof, for the time being in force) and the provisions of the Memorandum and Articles of Association of the Company and subject to such other approvals, consents, permissions as may be required from concerned authorities or bodies and subject to such other conditions and modifications as may be prescribed or imposed while granting such approvals, the consent of the Members of the Company be and is hereby accorded for sub-dividing the existing face value of equity shares of Rs. 10/- (Rupees Ten only) to Rs. 5/- (Rupees Five only).

RESOLVED FURTHER THAT pursuant to the sub-division of face value of equity shares of the Company, the authorised share capital of the Company i.e. Rs. 6,50,00,000 comprising of 65,00,000 equity shares of the face value of Rs.10 /- each shall stand sub-divided as follows:

Particulars	From			To		
	No. of shares	Face Value (in Rs.)	Total Share Capital (in Rs.)	No. of shares	Face Value (in Rs.)	Total Share Capital (in Rs.)
Authorised Share Capital	65,00,000	10/-	6,50,00,000/-	1,30,00,000	5/-	6,50,00,000/-

RESOLVED FURTHER THAT pursuant to the sub-division of face value of equity shares of the Company, the existing fully paid-up 61,60,800 equity shares of the Company of the Face Value of Rs.10 /- each (Rupees Ten Only) shall stand subdivided into fully paid-up 1,23,21,600 (after split) equity shares of face value of Rs. 5/- each (Rupees Five Only).

The existing Paid-up Equity Share Capital shall stand sub-divided as follows:

Particulars	From			To		
	No. of shares	Face Value (in Rs.)	Total Share Capital (in Rs.)	No. of shares	Face Value (in Rs.)	Total Share Capital (in Rs.)
Paid-up Share Capital	61,60,800	10/-	6,16,08,000/-	1,23,21,600	5/-	6,16,08,000/-

RESOLVED FURTHER THAT upon sub-division of the Face Value of Equity Shares as aforesaid, the existing share certificate(s) in relation to the existing equity shares of the face value of Rs. 10/- each held in physical form, if any, shall be deemed to have been automatically cancelled and be of no effect on and from the Record date, as determined by the Board and the Company may, without requiring to surrender the existing Share Certificate(s), directly issue and dispatch the new Share Certificate(s) of the Company, in lieu of such existing issued Share Certificate(s) subject to the provisions of the Companies (Share Capital and Debenture) Rules, 2014, as amended from time to time, and in case of the equity shares held in the dematerialized form, the number of sub-divided equity shares shall be credited to the respective beneficiary accounts of the members of the Company with their Depository Participants, in lieu of the existing credits representing the equity shares of the Company before sub-division.

RESOLVED FURTHER THAT for the purpose of giving effect to this Resolution, the Board of Directors of the Company be and is hereby authorized to do all such acts, deeds, matters and things and give such directions as it may in its absolute discretion deem necessary, proper or desirable and to settle any question, difficulty or doubt that may arise in this regard and also to the extent permitted by law, all or any of the powers herein conferred to any Committee of Directors or any Director(s) or any other Key Managerial Personnel or any other Officer(s) of the Company."

2. **ALTERATION OF CAPITAL CLAUSE OF THE MEMORANDUM OF ASSOCIATION OF THE COMPANY**

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

"**RESOLVED THAT** pursuant to the provisions of Sections 13, 61 and other applicable provisions, if any, of the Companies Act, 2013 and the rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Article 4 of the Articles of Association of the Company, the consent of the members of the Company be and is hereby accorded for the substitution of the existing Clause V of the Memorandum of Association of the Company with the following new Clause V:

> "V. The Authorised Share Capital of the Company is Rs. 6,50,00,000/- (Rupees Six Crores and Fifty Lakh Only) divided into 1,30,00,000 (One Crore and Thirty Lakh) Equity Shares of Rs. 5/- (Rupees Five only) each."

RESOLVED FURTHER THAT for the purpose of giving effect to this Resolution, the Board of Directors of the Company be and is hereby authorized to do all such acts, deeds, matters and things and give such directions as it may in its absolute discretion deem necessary, proper or desirable and to settle any question, difficulty or doubt that may arise in this regard and also to delegate to the extent permitted by law, all or any of the powers herein conferred to any Committee of Directors or any Director(s) or any other Key Managerial Personnel or any other Officer(s) of the Company."

By Order of the Board
For Madhav Copper Limited

Sd/-
Nilesh Patel
Chairman & Whole Time Director

Date : 19.03.2019
Place : Bhavnagar

NOTES:

1. The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013, in respect of Special Business to be transacted at the Extra-ordinary General Meeting (the 'EGM' or 'Meeting'), is annexed and forms part of this Notice.
2. **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY/ PROXIES TO ATTEND AND VOTE ON POLL INSTEAD OF HIMSELF/HERSELF. SUCH A PROXY/ PROXIES NEED NOT BE A MEMBER OF THE COMPANY.**
3. A person can act as proxy on behalf of members for not exceeding fifty (50) and holding in the aggregate not more than ten percent of the total share capital of the Company. The instrument appointing a Proxy in order to be effective, should be deposited at the Registered Office of the Company, duly completed, signed and stamped, not less than 48 hours before the commencement of the meeting. A Proxy Form is sent herewith. Proxies submitted on behalf of the companies, societies etc., must be supported by an appropriate resolution/authority, as applicable. During the period beginning 24 hours before the time fixed for the commencement of Meeting and ending with the conclusion of the Meeting, a Member would be entitled to inspect the proxies lodged at any time during the business hours of the company.
4. Members/Proxies should bring their Attendance slip duly completed for attending the meeting. The signature of the attendance slip should match with the signature(s) registered with the Company. Members holding shares in dematerialized form are requested to bring their Client ID and DP ID numbers for identification.
5. Corporate members intending to send their authorized representatives to attend the meeting are requested to send a certified copy of the board resolution authorizing their representative to attend and vote on their behalf at the meeting.
6. In case of joint holders attending the meeting together, only whose name appearing first will be entitled to vote.
7. 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.
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 EGM will also be displayed on the website (www.madhavcopper.com) of the Company and the other requirements of the aforesaid MCA circular will be duly complied with. Members holding shares in electronic mode are therefore requested to ensure to keep their email addresses updated with the Depository Participants.
11. In terms of provision of Section 108 of the Companies Act, 2013 read with Companies (Management and Administration) Amendment Rules, 2015, the Company is not required to provide the e-voting facility to shareholders of the Company.
12. The prominent Land mark near D & I Excelus is Takhateshavar Temple and the Venue of EGM is enclosed in the Notice.

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

Item No. 01:

In order to improve the liquidity of your Company's equity shares in the Stock Markets with higher floating stock in absolute numbers and to make it more affordable for the small retail investors to invest in the Company, the Board considered it desirable to sub-divide the face value of the equity shares of the Company from Rs. 10/- each to Rs. 5/- each and consequent sub-division of equity shares thereof. Accordingly, the Board of Directors of the Company at their meeting held on March 19, 2019, recommended the sub-division of 65,00,000 equity shares of Rs. 10/- each in the authorized share capital of the Company into 1,30,00,000 equity shares of Rs. 5/- each, subject to approval of members and such other authorities as may be necessary.

None of the Directors, Key Managerial Personnel of the Company and any of their relatives are in any way, concerned or interested, financially or otherwise, in the resolution, except to the extent of shares in the Company that may be held by them or their relatives or any entity in which they may be deemed to be concerned or interested.

The Board recommends the resolution set out at Item No. 01 of the Notice for your approval by way of passing Special Resolution.

Item No. 02:

The proposed sub-division of face value of equity shares of the Company requires alteration to the Capital Clause (Clause V) of the Memorandum of Association of the Company. In view of this, Clause V of Memorandum of Association is proposed to be substituted with a new Clause V to reflect the corresponding changes in the Authorised Share Capital consequent to the said sub-division of face value of equity shares of the Company.

None of the Directors, Key Managerial Personnel of the Company and any of their relatives are in any way, concerned or interested, financially or otherwise, in the resolution, except to the extent of shares in the Company that may be held by them or their relatives or any entity in which they may be deemed to be concerned or interested.

The Board recommends the resolution set out at Item No. 02 of the Notice for your approval by way of passing an Ordinary Resolution.

By order of the Board
For **Madhav Copper Limited**

Sd/-
Nilesh Patel
Chairman

Date : 19.03.2019
Place : Bhavnagar

MADHAV COPPER LIMITED

(CIN: L27201GJ2012PLC072719)

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

Phone No: +91 278 288 1001

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

Website: www.madhavcopper.com

PROXY FORM – Form No. MGT -11

[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: _____ Email ID: _____
   Address: _____ Signature: _____, or failing him/her;

2. Name: _____ Email ID: _____
   Address: _____ Signature: _____, or failing him/her;

3. Name: _____ Email ID: _____
   Address: _____ Signature: _____, or failing him/her;

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the Extra Ordinary General Meeting of the Company to be held on **Wednesday, the 17th day of April, 2019 at 3.00 p.m.** at **Plot 2107/D, 203, 2nd Floor, D & I Excelus, Opp. Home School, Waghawadi Road, Bhavnagar – 364 001** and at any adjournment thereof in respect of such resolutions and in such manner as are indicated below:

Resolution No.	Description	For	Against
1.	Sub-division of the face value of equity shares of the Company from Rs. 10/- each to Rs. 5/- each.		
2.	Alteration of Capital Clause of the Memorandum of Association of the Company.		

Signed this..... day of.....2019

Affix revenue stamp

_____ _____

Signature of Shareholder Signature of Proxy holder(s)

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

MADHAV COPPER LIMITED
(CIN: L27201GJ2012PLC072719)
Registered office: Plot 2107/D, 203, 2nd Floor, D & I Excelus, Opp. Home School, Waghawadi Road, Bhavnagar – 364 001
Phone No: +91 278 288 1001
E-mail : info@madhavcopper.com cs@madhavcopper.com
Website: www.madhavcopper.com

ATTENDANCE SLIP

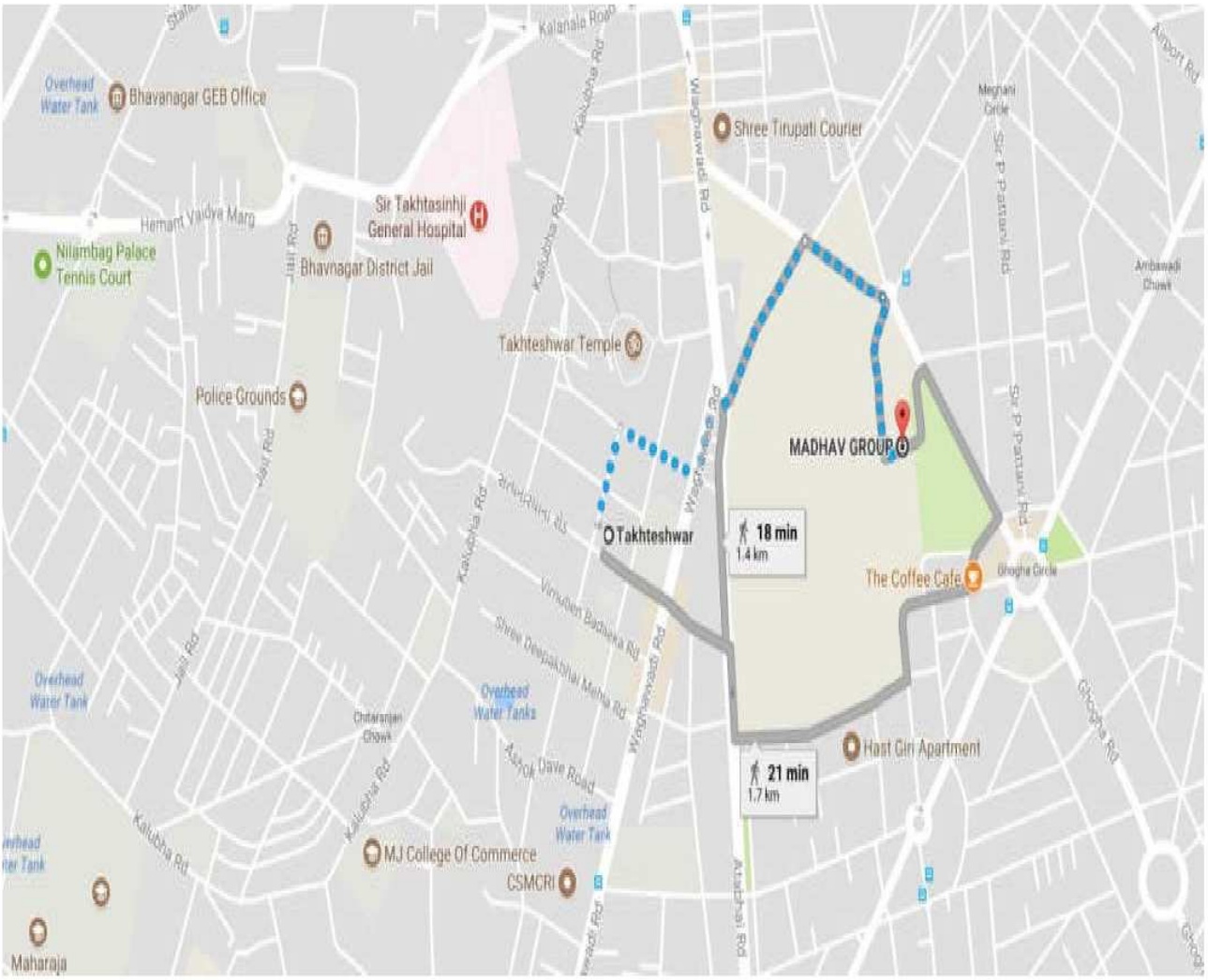
for Extra Ordinary General Meeting on
Wednesday, 17th April, 2019

(Please fill in the Attendance Slip and hand it over at the entrance of the meeting hall)

Folio No.	:
Name	:
Address	:
Joint Name(s)	:

I hereby record my presence at the Extra Ordinary General Meeting of the Company, being held on **Wednesday, the 17th day of April, 2019 at 3.00 p.m.** at **Plot 2107/D, 203, 2nd Floor, D & I Excelus, Opp. Home School, Waghawadi Road, Bhavnagar – 364 001**

_____

Signature of the Shareholder / Proxy / Authorized Representative

ROUTE MAP TO THE VENUE OF THE EXTRA ORDINARY GENERAL MEETING