



December 20, 2024

To,  
Manager- Listing Department,  
National Stock Exchange India Limited,  
Exchange Plaza; Plot no C/1, G Block,  
Bandra- Kurla Complex- Bandra (E)  
Mumbai-400051  
Company Symbol: MCL

Dear Sir/madam,

**Sub: Postal Ballot Notice- Rregulation 30 of SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015**

Pursuant to Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, please find enclosed herewith the copy of Postal Ballot Notice along with Explanatory statements dated December 19, 2024.

The aforesaid Notice is sent to the members whose names appear in the Register of Members/List of Beneficial Owners as on the Cut-off date being Friday, December 13, 2024, on their registered email address.

The remote e-voting period commences on **Sunday, December 22, 2024, at 9:00 a.m. (IST)** and ends on **Monday, January 20, 2025, at 5:00 p.m. (IST)**.

The said Postal Ballot Notice will also be made available on the website of the Company [www.madhavcopper.com](http://www.madhavcopper.com)

Kindly take the same on record.

Thanking you,

For, Madhav Copper Limited



CS Sneha Langaliya  
Company Secretary & Compliance officer

## POSTAL BALLOT NOTICE NO.: 02/2024-25

**[Pursuant to Section 108 and 110 of the Companies Act, 2013 read with Rule 20 and 22 of the Companies (Management and Administration) Rules, 2014]**

REMOTE E-VOTING STARTS ON	REMOTE E- VOTING ENDS ON
Sunday, December 22, 2024, at 9:00 a.m.	Monday, January 20, 2025, at 5:00 p.m. (IST).

Dear Member(s),

Notice is hereby given that the resolutions set out below are proposed for approval by the members of Madhav Copper Limited (“the Company”) by means of Postal Ballot, only by remote e-voting process (“e-voting”) being provided by the Company to all its members to cast their votes electronically, pursuant to and in compliance with the provisions of Section 108 and 110 and other applicable provisions, if any, of the Companies Act, 2013 (hereinafter referred to as “the Act”), read with Rule 20 and 22 of the Companies (Management and Administration) Rules, 2014 (“Rules”), General Circular No. 14/2020 dated 8 April 2020, No. 17/2020 dated 13 April 2020, No. 22/2020 dated 15 June 2020, No. 33/2020 dated 28 September 2020, No. 39/2020 dated 31 December 2020, No. 10/2021 dated 23 June 2021, No. 20/2021 dated 8 December, 2021, No. 3/2022 dated 5 May, 2022, , No. 11/2022 dated 28 December, 2022 and No. 09/2023 dated September 25, 2023 and other relevant Circulars, if any, issued by the Ministry of Corporate Affairs (“MCA”) (collectively referred to as the “MCA Circulars”) (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and Regulation 44 and other applicable Regulations of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“the SEBI Listing Regulations”), including any statutory modification or re-enactment thereof for the time being in force, Secretarial Standard-2 on General Meetings (SS-2) issued by the Institute of Company Secretaries of India (ICSI), and any other applicable laws, rules and regulations (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force).

The Company has engaged the services of National Securities Depository Limited (‘NSDL’) to provide remote e-voting facility to the Members. The remote e-voting period commences on **Sunday, December 22, 2024, at 9:00 a.m. (IST)** and ends on **Monday, January 20, 2025, at 5:00 p.m. (IST)**. The e-voting module shall be disabled by NSDL thereafter. Voting rights of the Members shall be in proportion to the equity shares held by them in the paid-up equity share capital of the Company as on the Cut-off date. Please note that communication of assent or dissent of the Members would only take place through the remote e-voting system. The instructions for remote e-voting is provided in the ‘Notes’ section to the Notice. The Notice is also available on the website of the Company [www.madhavcopper.com](http://www.madhavcopper.com)

In accordance to the aforementioned MCA Circulars, Members shall be permitted to exercise their voting rights only through e-voting. Hence, physical copy of this postal ballot notice along with postal ballot forms and pre-paid business envelope are not being sent to the Members.

Approval of the Members is hereby sought for the proposal contained in the resolutions appended below. Pursuant to Section 102 and Section 110 and other applicable provisions of



the Act, the statement pertaining to the said Resolutions setting out the material facts and the reasons/ rationale thereof are annexed to this Postal Ballot Notice ('Notice') for your consideration.

Members desiring to exercise their vote through the remote e-voting process are requested to carefully read the instructions indicated in this Notice and record their assent (FOR) or dissent (AGAINST) by following the procedure as stated in the Notes forming part of the Notice for casting of votes by remote e-voting starting at **Sunday, December 22, 2024, at 9:00 a.m. (IST)** and not later than **Monday, January 20, 2025, at 5:00 p.m. (IST)**. The remote e-voting facility will be disabled by NSDL immediately thereafter.

The last date of e-voting, i.e., **Monday, January 20, 2025**, shall be the date on which the resolutions would be deemed to have been passed, if approved by the requisite majority.

### **SPECIAL BUSINESS**

#### **ITEM NO: 1 APPROVAL OF MATERIAL RELATED PARTY TRANSACTIONS WITH MR. NILESH NATUBHAI PATEL.**

To consider and pass the following resolution as an **Ordinary Resolution**:

**“RESOLVED THAT** pursuant to the provisions of Regulation 23 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time (“Listing Regulations”), the applicable provisions of the Companies Act, 2013 (“Act”) read with rules made there under, other applicable laws / statutory provisions, if any, (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), the Company’s Policy on Materiality of Related Party Transactions and on Dealing with Related Party Transactions and on the basis the approval of the Audit Committee and recommendation of the Board of Directors of the Company, confirmation and approval of the members of the Company be and is hereby accorded to the Company for the material related party transaction(s) / contract(s) / arrangement(s) / agreement(s) with Mr. Nilesh Natubhai Patel (DIN: 05319890) Chairman & Whole-time Director entered into for financial year 2023-24 as more specifically set out in **Table no. A1** in the explanatory statement to this resolution on the material terms & conditions set out therein;

**RESOLVED FURTHER THAT** the Board of Directors of the Company (hereinafter referred to as ‘Board’ which term shall be deemed to include the Audit Committee of the Board and any duly constituted committee empowered to exercise its powers including powers conferred under this resolution) be and is hereby authorised to do all such acts, deeds, matters and things as it may deem fit in its absolute discretion and to take all such steps as may be required in this connection including finalizing and executing necessary contract(s), arrangement(s), agreement(s) and such other documents as may be required, seeking all necessary approvals to give effect to this resolution, for and on behalf of the Company, to delegate all or any of its powers conferred under this resolution to any Director or Key Managerial Personnel or any officer / executive of the Company and to resolve all such issues, questions, difficulties or doubts whatsoever that may arise in this regard and all

**MADHAV COPPER LIMITED** (Erstwhile known as Madhav Copper Pvt Ltd.)

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• E-mail: info@madhavgcopper.com • www.madhavgcopper.com

action(s) taken by the Company in connection with any matter referred to or contemplated in this resolution, be and are hereby approved, ratified and confirmed in all respects.”

**ITEM NO: 2 APPROVAL OF MATERIAL RELATED PARTY TRANSACTIONS WITH MADHAV STEELS (MADHAV STEELS SHIP BREAKING).**

To consider and pass the following resolution as an **Ordinary resolution**:

“**RESOLVED THAT** pursuant to the provisions of Section 188 and other applicable provisions and Rules made thereon, if any, of the Companies Act, 2013 (the ‘Act’) read with The Companies (Meetings of Board and its Powers) Rules, 2014 and Regulation 23 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any amendment, modification, variation or re-enactment to any of the forgoing) and subject to such approvals as may be necessary, confirmation and approval of the members of the Company be and is hereby accorded to the Company for the material related party transaction(s) / contract(s) / arrangement(s) / agreement(s) (in terms of Regulation 2(1)(zc)(i) of the Listing Regulations) with “**MADHAV STEELS (MADHAV STEELS SHIP BREAKING)**” a ‘Related Party’ within the meaning of the Act and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 entered into for financial year 2023-24 as more specifically set out in **Table no. A2** of the explanatory statement to this Notice and on such terms and conditions as may be agreed upon between them.

**RESOLVED FURTHER THAT** the Board of Directors of the Company (hereinafter referred to as ‘Board’ which term shall be deemed to include the Audit Committee of the Board and any duly constituted committee empowered to exercise its powers including powers conferred under this resolution) be and is hereby authorised to do all such acts, deeds, matters and things as it may deem fit in its absolute discretion and to take all such steps as may be required in this connection including finalizing and executing necessary contract(s), arrangement(s), agreement(s) and such other documents as may be required, seeking all necessary approvals to give effect to this resolution, for and on behalf of the Company, to delegate all or any of its powers conferred under this resolution to any Director or Key Managerial Personnel or any officer / executive of the Company and to resolve all such issues, questions, difficulties or doubts whatsoever that may arise in this regard and all action(s) taken by the Company in connection with any matter referred to or contemplated in this resolution, be and are hereby approved, ratified and confirmed in all respects.”

**ITEM NO: 3 APPROVAL OF MATERIAL RELATED PARTY TRANSACTIONS WITH MR. NILESH NATUBHAI PATEL:**

To consider and pass the following resolution as an **Ordinary Resolution**:

“**RESOLVED THAT** pursuant to the provisions of Sections 188 read with Section 196, 197, 198, 203 and Schedule V and other applicable provisions, if any, of the Companies Act, 2013, and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, pursuant to the provisions of Regulation 23 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from

time to time (“Listing Regulations”), the applicable provisions of the Companies Act, 2013 (“Act”) read with rules made there under, other applicable laws / statutory provisions, if any, (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), the Company’s Policy on Materiality of Related Party Transactions and on Dealing with Related Party Transactions and on the basis the approval of the Audit Committee and recommendation of the Nomination and Remuneration Committee and the Board of Directors of the Company, confirmation and approval of the members of the Company be and is hereby accorded to the Company for the material related party transaction(s) / contract(s) / arrangement(s) / agreement(s) (in terms of Regulation 2(1)(zc)(i) of the Listing Regulations) with Mr. Nilesh Patel (DIN: 05319890) Chairman & Whole-time Director, of the Company entered into for the Financial Year 2023-24 as more specifically set out in **Table no. A3** of the explanatory statement to this Notice and on such terms and conditions as may be agreed upon between them

**RESOLVED FURTHER THAT** the Board of Directors of the Company (hereinafter referred to as ‘Board’ which term shall be deemed to include the Audit Committee of the Board and any duly constituted committee empowered to exercise its powers including powers conferred under this resolution) be and is hereby authorised to do all such acts, deeds, matters and things as it may deem fit in its absolute discretion and to take all such steps as may be required in this connection including finalizing and executing necessary contract(s), arrangement(s), agreement(s) and such other documents as may be required, seeking all necessary approvals to give effect to this resolution, for and on behalf of the Company, to delegate all or any of its powers conferred under this resolution to any Director or Key Managerial Personnel or any officer / executive of the Company and to resolve all such issues, questions, difficulties or doubts whatsoever that may arise in this regard and all action(s) taken by the Company in connection with any matter referred to or contemplated in this resolution, be and are hereby approved, ratified and confirmed in all respects.”

#### **ITEM NO: 4 APPROVAL OF MATERIAL RELATED PARTY TRANSACTIONS WITH MR. ROHIT BHIKHABHAI CHAUHAN:**

To consider and pass the following resolution as an **Ordinary Resolution**:

**"RESOLVED THAT** pursuant to the provisions of Sections 188 read with Section 196, 197, 198, 203 and Schedule V and other applicable provisions, if any, of the Companies Act, 2013, and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, pursuant to the provisions of Regulation 23 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time (“Listing Regulations”), the applicable provisions of the Companies Act, 2013 (“Act”) read with rules made there under, other applicable laws / statutory provisions, if any, (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), the Company’s Policy on Materiality of Related Party Transactions and on Dealing with Related Party Transactions and on the basis the approval of the Audit Committee and recommendation of the Nomination and Remuneration Committee and the Board of Directors of the Company, confirmation and approval of the members of the Company be and is hereby accorded to the Company for the material related party transaction(s) / contract(s) / arrangement(s) / agreement(s) (in terms of Regulation 2(1)(zc)(i) of the Listing Regulations) with Mr. Rohit Bhikhabhai Chauhan (DIN: 06396973) Managing Director of the Company



entered into for the Financial Year 2023-24 as more specifically set out in **Table no. A4** of the explanatory statement to this Notice and on such terms and conditions as may be agreed upon between them

**RESOLVED FURTHER THAT** the Board of Directors of the Company (hereinafter referred to as 'Board' which term shall be deemed to include the Audit Committee of the Board and any duly constituted committee empowered to exercise its powers including powers conferred under this resolution) be and is hereby authorised to do all such acts, deeds, matters and things as it may deem fit in its absolute discretion and to take all such steps as may be required in this connection including finalizing and executing necessary contract(s), arrangement(s), agreement(s) and such other documents as may be required, seeking all necessary approvals to give effect to this resolution, for and on behalf of the Company, to delegate all or any of its powers conferred under this resolution to any Director or Key Managerial Personnel or any officer / executive of the Company and to resolve all such issues, questions, difficulties or doubts whatsoever that may arise in this regard and all action(s) taken by the Company in connection with any matter referred to or contemplated in this resolution, be and are hereby approved, ratified and confirmed in all respects.”

#### **ITEM NO: 5 APPROVAL OF MATERIAL RELATED PARTY TRANSACTIONS WITH MR. KAMLESH BHAKTIBHAI SOLANKI:**

To consider and pass the following resolution as an **Ordinary Resolution**:

**"RESOLVED THAT** pursuant to the provisions of Sections 188 read with Section 196, 197, 198, 203 and Schedule V and other applicable provisions, if any, of the Companies Act, 2013, and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, pursuant to the provisions of Regulation 23 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time (“Listing Regulations”), the applicable provisions of the Companies Act, 2013 (“Act”) read with rules made there under, other applicable laws / statutory provisions, if any, (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), the Company’s Policy on Materiality of Related Party Transactions and on Dealing with Related Party Transactions and on the basis the approval of the Audit Committee and recommendation of the Nomination and Remuneration Committee and the Board of Directors of the Company, confirmation and approval of the members of the Company be and is hereby accorded to the Company for the material related party transaction(s) / contract(s) / arrangement(s) / agreement(s) (in terms of Regulation 2(1)(zc)(i) of the Listing Regulations) with Mr. Kamlesh Bhaktibhai Solanki, Chief Financial Officer, of the Company entered into for the Financial Year 2023-24 as more specifically set out in **Table no. A5** of the explanatory statement to this Notice and on such terms and conditions as may be agreed upon between them

**RESOLVED FURTHER THAT** the Board of Directors of the Company (hereinafter referred to as 'Board' which term shall be deemed to include the Audit Committee of the Board and any duly constituted committee empowered to exercise its powers including powers conferred under this resolution) be and is hereby authorised to do all such acts, deeds, matters and things as it may deem fit in its absolute discretion and to take all such steps as may be required in this connection including finalizing and executing necessary contract(s),

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arrangement(s), agreement(s) and such other documents as may be required, seeking all necessary approvals to give effect to this resolution, for and on behalf of the Company, to delegate all or any of its powers conferred under this resolution to any Director or Key Managerial Personnel or any officer / executive of the Company and to resolve all such issues, questions, difficulties or doubts whatsoever that may arise in this regard and all action(s) taken by the Company in connection with any matter referred to or contemplated in this resolution, be and are hereby approved, ratified and confirmed in all respects.”

**ITEM NO: 6 APPROVAL OF MATERIAL RELATED PARTY TRANSACTIONS WITH MRS. SNEHA PARTH LANGALIYA:**

To consider and pass the following resolution as an **Ordinary Resolution**:

**"RESOLVED THAT** pursuant to the provisions of Sections 188 read with Section 196, 197, 198, 203 and Schedule V and other applicable provisions, if any, of the Companies Act, 2013, and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, pursuant to the provisions of Regulation 23 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time (“Listing Regulations”), the applicable provisions of the Companies Act, 2013 (“Act”) read with rules made there under, other applicable laws / statutory provisions, if any, (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), the Company’s Policy on Materiality of Related Party Transactions and on Dealing with Related Party Transactions and on the basis the approval of the Audit Committee and recommendation of the Nomination and Remuneration Committee and the Board of Directors of the Company, confirmation and approval of the members of the Company be and is hereby accorded to the Company for the material related party transaction(s) / contract(s) / arrangement(s) / agreement(s) (in terms of Regulation 2(1)(zc)(i) of the Listing Regulations) with Mrs. Sneha Parth Langaliya, Company Secretary, of the Company entered into for the Financial Year 2023-24 as more specifically set out in **Table no. A6** of the explanatory statement to this Notice and on such terms and conditions as may be agreed upon between them

**RESOLVED FURTHER THAT** the Board of Directors of the Company (hereinafter referred to as ‘Board’ which term shall be deemed to include the Audit Committee of the Board and any duly constituted committee empowered to exercise its powers including powers conferred under this resolution) be and is hereby authorised to do all such acts, deeds, matters and things as it may deem fit in its absolute discretion and to take all such steps as may be required in this connection including finalizing and executing necessary contract(s), arrangement(s), agreement(s) and such other documents as may be required, seeking all necessary approvals to give effect to this resolution, for and on behalf of the Company, to delegate all or any of its powers conferred under this resolution to any Director or Key Managerial Personnel or any officer / executive of the Company and to resolve all such issues, questions, difficulties or doubts whatsoever that may arise in this regard and all action(s) taken by the Company in connection with any matter referred to or contemplated in this resolution, be and are hereby approved, ratified and confirmed in all respects.”



**Place: Bhavnagar**  
**Date: 19/12/2024**

**By Order of the Board of Directors**  
**Madhav Copper Limited**  
**Sd/-**  
**Mr. Nilesh Natubhai Patel**  
**Chairman & Whole-time Director**  
**DIN: 05319890**

**NOTES:**

- 1) The explanatory statement pursuant to Section 102 read with Section 110 of the Act, any other applicable provisions of the Act, the rules made there under, Listing Regulations and Secretarial Standards on General Meetings (SS-2) stating all material facts and the reasons thereof for the proposed resolution, forming part of this Notice, is annexed herewith.
- 2) In accordance with the MCA Circulars, this Postal Ballot Notice is being sent only by electronic mode to those members whose names appear on the Register of Members / List of Beneficial Owners as on **Friday, December 13, 2024 (“cut-off date”)** received from the Depositories and whose e-mail address is registered with the Company / Depositories. Physical copies of the Postal Ballot Notice, postal ballot forms and pre-paid business reply envelopes are not being sent to members for this Postal Ballot.
- 3) Pursuant to Sections 108, 110 and other applicable provisions of the Act and the Rules made there under, the MCA Circulars and Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015 and any amendments thereto, the Company is providing the facility to the members to exercise their right to vote on the proposed resolutions electronically. The Company has engaged the services of **National Securities Depository Limited (NSDL)**, the agency to provide e-voting facility. Members are requested to read carefully the instructions for e-voting that are provided as part of this Postal Ballot Notice before casting their vote.
- 4) The remote e-voting shall commence on **Sunday, December 22, 2024, at 9:00 a.m. (IST)** and shall end on **Monday, January 20, 2025, at 5:00 p.m. (IST)**. During this period, Members of the Company holding shares in physical or electronic form as on the Cut-Off Date may cast their vote electronically. The remote e-voting module shall be disabled by NSDL for e-voting thereafter.
- 5) The Board of Directors of the Company has appointed CS Ranjit Kumar Singh (ICSI Membership No. FCS 12564) of M/s. Ranjit & Associates, Practicing Company Secretaries, Vadodara as the Scrutinizer for conducting the Postal Ballot voting process through remote e-voting in a fair and transparent manner. The scrutinizer's decision on validity of the Postal Ballot shall be final. The Scrutinizer will submit the report to the Chairperson of the Company, or any person authorized by him upon completion of the scrutiny of the votes cast through remote e-voting. The results of the Postal Ballot will also be communicated to the Stock Exchange. The results along with the Scrutinizer's Report will also be displayed on the Company's website, [www.madhavcopper.com](http://www.madhavcopper.com) as well as on the website of NSDL at [www.evoting.nsdl.com](http://www.evoting.nsdl.com).

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6) The Resolutions, if passed by the requisite majority through Postal Ballot by remote e-voting, will be deemed to have been passed on the last date specified for e-voting i.e., **Monday, January 20, 2025, at 5:00 p.m. (IST).**

7) Members may download the Notice from the website of the Company at [www.madhavcopper.com](http://www.madhavcopper.com) or from the website of NSDL at [www.evoting.nsdl.com](http://www.evoting.nsdl.com) a copy of the Notice is also available on the website of NSE at [www.nseindia.com](http://www.nseindia.com).

8) The vote in this Postal Ballot cannot be exercised through proxy.

9) Members desirous of inspecting the documents referred to in the Notice or Statement may send their requests to [cs@madhavcopper.com](mailto:cs@madhavcopper.com) from their registered e-mail addresses mentioning their names, folio numbers, DP ID and Client ID.

**10) Process for Registration of e-mail addresses:**

**A) One-time registration of e-mail address with RTA for receiving the Notice and casting votes electronically:**

As part of Company's green initiative and to facilitate Members to receive this Notice electronically, the Company has made special arrangements with its RTA, Bigshare Services Private Limited for registration of e-mail addresses. Eligible Members, who have not registered their e-mail addresses with the RTA, are required to provide the same to the RTA.

**B) Process to be followed for one-time registration of e-mail address (for shares held in physical form or in electronic form) is as follows:**

- a) Visit the link: <https://www.bigshareonline.com/>
- b) Select the name of the Company from drop-down: Madhav Copper Limited.
- c) Enter details in respective fields such as DP ID and Client ID (if shares held in electronic form) /Folio no. and Certificate no. (if shares held in physical form), Shareholder name, PAN, mobile number and e-mail id
- d) System will send One Time Password ('OTP') on mobile no. and e-mail id
- e) Enter OTP received on mobile no. and e-mail id and submit.

After successful submission of the e-mail address, NSDL will e-mail a copy of this Notice along with the e-Voting user ID and password. If you are an Individual shareholder holding securities in demat mode, you are requested to refer to the login method explained at step 1 (A) below i.e. Login method for e-voting for individual shareholders holding securities in demat mode. In case of any queries, Members may write to [cs@madhavcopper.com](mailto:cs@madhavcopper.com) or [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in)

**C) Registration of e-mail address permanently with Company / DP:**

Members are requested to register the e-mail address with their concerned DPs, in respect of electronic holding and with the Company / RTA in respect of physical holding, please visit <https://www.madhavcopper.com/notice.php> to know more about the registration process. Further, those Members who have already registered their e-mail addresses are requested to ensure that their e-mail ID is valid or in case of change, update the same with their DPs/RTA to enable service of notices/documents/Integrated Reports and other communications electronically to their e-mail address in future.

**11) Process to cast votes through remote e-voting:**

The way to vote electronically on NSDL e-Voting system consists of ‘Two Steps’ which are mentioned below:

**Step 1: Access to NSDL e-Voting system**

**A. Login method for e-Voting for Individual shareholders holding securities in demat mode**

In terms of SEBI circular dated December 9, 2020, on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and Email Id in their demat accounts to access e-Voting facility.

**Login method for Individual shareholders holding securities in demat mode is given below:**

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL.	<p><b>A.NSDL IDeAS facility</b></p> <p><b>If you are already registered, follow the below steps:</b></p> <ol style="list-style-type: none"> <li>Existing <b>IDeAS</b> user can visit the e-Services website of NSDL Viz. <a href="https://eservices.nSDL.com">https://eservices.nSDL.com</a> either on a Personal Computer or on a mobile.</li> <li>On the e-Services home page click on the “<b>Beneficial Owner</b>” icon under “<b>Login</b>” which is available under ‘<b>IDeAS</b>’ section , this will prompt you to enter your existing User ID and Password.</li> <li>After successful authentication, you will be able to see e-Voting services under Value added services. Click on “<b>Access to e-Voting</b>” under e-Voting services and you will be able to see e-Voting page.</li> </ol>

4. Click on options available against Company name or **e-voting service provider – NSDL** and you will be re-directed to NSDL e-voting website for casting your vote during the remote e-voting period.

5. If you are not registered for IDeAS e-Services, option to register is available at <https://eservices.nsd.com>. Select **“Register Online for IDeAS Portal”** or click at <https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp>

### B. e-Voting website of NSDL

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsd.com/> either on a Personal Computer or on a mobile.

2. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section.

3. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen.

4. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or **e-Voting service provider i.e. NSDL** and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period

5. Shareholders/Members can also download NSDL Mobile App “**NSDL Speede**” facility by scanning the QR code mentioned below for seamless voting experience.

**NSDL Mobile App is available on**



Individual Shareholders holding securities in demat mode with CDSL

1. Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login Easi /Easiest are requested to visit CDSL website [www.cdslindia.com](http://www.cdslindia.com) and click on login icon

	<p>&amp; New System Myeasi Tab and then user your existing my easi username &amp; password.</p> <p>2. After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly.</p> <p>3. If the user is not registered for Easi/Easiest, option to register is available at CDSL website <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login &amp; New System Myeasi Tab and then click on registration option.</p> <p>4. Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from an e-Voting link available on <a href="http://www.cdslindia.com">www.cdslindia.com</a> home page. The system will authenticate the user by sending OTP on registered Mobile &amp; Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.</p>
<p>Individual Shareholders (holding securities in demat mode) login through their depository participants</p>	<p>1. You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility.</p> <p>2. Upon logging in, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature.</p> <p>3. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period</p>

**Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at above mentioned website.**

**Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e., NSDL and CDSL:**

Login type	Helpdesk details
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at <a href="mailto:evoting@nsdl.com">evoting@nsdl.com</a> or call at 022 - 4886 7000 and 022 - 2499 7000
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or contact at toll free No. 1800 22 55 33

**B. Login Method for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode.**

**How to Log-in to NSDL e-Voting website?**

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.
2. Once the home page of e-Voting system is launched, click on the icon 'Login' which is available under 'Shareholder/Member' section.
3. A new screen will open. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen.

*Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e., Cast your vote electronically.*

4. Your User ID details are given below:

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
For Members who hold shares in demat account with NSDL	8 Character DP ID followed by 8 Digit Client ID For example: if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****.
For Members who hold shares in demat account with CDSL	16 Digit Beneficiary ID For example: if your Beneficiary ID is 12***** then your user ID is 12*****
For Members holding shares in Physical Form	EVEN Number followed by Folio Number registered with the Company. For example, if folio number is S1***** and EVEN is 127660 then user ID is 127660S1*****

5. Password details for shareholders other than Individual shareholders are given below:

a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.

b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.

c) How to retrieve your 'initial password'?

(i) If your e-mail address is registered in your demat account or with the company, your 'initial password' is communicated to you on your e-mail address. Trace the e-mail sent to you from NSDL from your mailbox. Open the e-mail and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.

(ii) If your e-mail address is not registered, please follow the detailed procedure with respect to registration of e-mail addresses as mentioned in note no. 16 of this Notice.

6. If you are unable to retrieve or have not received the 'Initial password' or have forgotten your password:

a) Click on **Forgot User Details/Password?** (If you are holding shares in your demat account with NSDL or CDSL) option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com)

b) Click on **Physical User Reset Password?** (If you are holding shares in physical mode) option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com)

c) If you are still unable to get the password by aforesaid two options, you can send a request at [evoting@nsdl.com](mailto:evoting@nsdl.com) mentioning your demat account number/folio number, your PAN, your name and your registered address etc.

d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.

7. After entering your password, tick on Agree to 'Terms and Conditions' by selecting on the check box.

8. Now, you will have to click on 'Login' button.

9. After you click on the 'Login' button, Home page of e-Voting will open.

## **Step 2: Cast your vote electronically on NSDL e-Voting system.**

How to cast your vote electronically on NSDL e-Voting system?

1. After successful login at Step 1, you will be able to see all the companies 'EVEN' in which you are holding shares having voting cycle.
2. Select 'EVEN' of the Company, which is 127660 for which you wish to cast your vote during the remote e-Voting period.
3. Now you are ready for e-Voting as the Voting page opens.
4. Cast your vote by selecting appropriate options i.e., assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on 'Submit' and also 'Confirm' when prompted.
5. Upon confirmation, the message 'Vote cast successfully' will be displayed.
6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
7. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

## **General Guidelines for shareholders**

1. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to upload their Board Resolution / Power of Attorney / Authority Letter by clicking on '**Upload Board Resolution/Authority Letter**' displayed under 'e-Voting' tab on the screen or send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to [ranjit11cs@gmail.com](mailto:ranjit11cs@gmail.com) with a copy marked to [evoting@nsdl.com](mailto:evoting@nsdl.com)
2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the 'Forgot User Details/Password?' or 'Physical User Reset Password?' option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com) to reset the password.
3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of [www.evoting.nsdl.com](http://www.evoting.nsdl.com) or call on toll free no.: 022 - 4886 7000 and 022 - 2499 7000 or send a request to Mr. Amit Vishal, Asst. Vice President-NSDL or Mr. Sanjeev Yadav, Assistant Manager-NSDL at [evoting@nsdl.com](mailto:evoting@nsdl.com) or contact at NSDL, 4th Floor, 'A' Wing, Trade World, Kamala Mills Compound, Senapati Bapat Marg, Lower Parel, Mumbai 400 013.



**Place: Bhavnagar**  
**Date: 19/12/2024**

**By Order of the Board of Directors**  
**Madhav Copper Limited**  
**Sd/-**  
**Mr. Nilesh Natubhai Patel**  
**Chairman & Whole-time Director**  
**DIN: 05319890**

**STATEMENT PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013 READ WITH RULE 22 OF THE COMPANIES (MANAGEMENT AND ADMINISTRATION) RULES, 2014 AND ADDITIONAL INFORMATION AS REQUIRED UNDER THE SECURITIES AND EXCHANGE BOARD OF INDIA (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015 AND CIRCULARS ISSUED THEREUNDER.**

**The following Statement sets out all material facts relating to the Special Business proposed in this Postal Ballot Notice.**

**Item No 1 to 6:**

The Company is engaged in manufacturing activities of Copper Busbar, Copper Rod, Copper fabricated products, Enamelled Copper wire, Paper covered Copper conductor, Poly wrap Submersible Winding wire, Fiber glass Copper conductor, Tapped Insulated Copper conductors, Bare copper wire and Copper strips which are carried out with third parties. The annual turnover of the Company as on March 31, 2024 is Rupees 35 Crore (excluding duties and taxes) and the annual turnover of the Company as on March, 31, 2023 is Rupees zero.

In furtherance of its business activities, the Company have entered into transactions / contract(s) / agreement(s) / arrangement(s) with related parties in terms of Regulation 2(1)(zc)(i) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”).

All related party transactions of the Company are at arm’s length and in the ordinary course of business.

In terms of Regulation 23 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, (“SEBI Listing Regulations”), as amended, any transactions with a related party shall be considered material, if the transaction(s) entered into/ to be entered into individually or taken together with the previous transactions during a financial year exceeds 1,000 crore or 10% of annual consolidated turnover of the Company as per the last audited financial statements of the Company, whichever is lower and shall require prior approval of shareholders. Since the turnover of the company in FY 2022-23 was Nil, the transactions with related parties during the FY 2023-24, as mentioned in Table A1 to 6 became “material transactions” as per the SEBI Listing Regulations, though the same are at arms’ length basis and in ordinary course of business. Accordingly, confirmation and approval of the shareholders is being sought for such material related party transactions during the FY 2023-24.

**MADHAV COPPER LIMITED** (Erstwhile known as Madhav Copper Pvt Ltd.)

Works: Plot No : 5B/B, Survey No. 346-47, Nr. Kobdi, Ukharla,  
Bhavnagar - Talaja Rd, Bhavnagar - 364050, Gujarat, India.  
T : 9925 65 0101, 9925 65 0202.

Office : 202/203, D&I Excelus, Opp. Home School, Waghawadi Road,  
Bhavnagar - 364001, Gujarat, India.  
T : +91 278 3001034, 2221034.

• Company CIN No: L27201GJ2012PLC072719 •  
• E-mail: info@madhavgcopper.com • www.madhavgcopper.com



- Mr. Nilesh Natubhai Patel (DIN: 05319890) is a Chairman & Whole-time Director of the Company. Mr. Nilesh Natubhai Patel had given interest free Unsecured Loan to the Company during F.Y. 2023-24. Madhav Copper Limited avails interest free Unsecured Loan from Mr. Nilesh Natubhai Patel, Whole-time Director at arm's length and in the ordinary course of business.
- Mr. Nilesh Natubhai Patel (whole time Director) is the key Managerial Personnel (KMP) of the Company. The transaction involves receiving of services such as Remuneration paid to such KMP at arm's length and in the ordinary course of business. It is pertinent to note that The Members of the Company at the 07<sup>th</sup> Annual General Meeting held on September 30, 2019 approved the remuneration of Mr. Nilesh Natubhai Patel (DIN: 05319890) Whole-Time Director "WTD" of the Company for a period of 5 years i.e. effective from 01/10/2019 to 30/09/2024.
- The "Madhav Steels (Madhav Steels Ship Breaking)" is a Partnership Firm in which relative of Mr. Divya Monpara, Non-Executive Director of the Company is a member of the Firm. The Firm has given office situated at Plot No.2107/D, office No.203, 2nd Floor D & I Excelus, Waghawadi Road, Bhavnagar – 364001, Gujarat, India, 3001034 on rental basis to the Company. The transaction of Office Rent paid to "Madhav Steels (Madhav Steels Ship Breaking)" is at arm's length and in the ordinary course of business.
- Mr. Rohit Bhikhabhai Chauhan (DIN: 06396973) Managing Director is the key Managerial Personnel (KMP) of the Company. The transaction involves receiving of services such as Remuneration paid to such KMP at arm's length and in the ordinary course of business. It is pertinent to note that The Members of the Company at the 07<sup>th</sup> Annual General Meeting held on September 30, 2019 approved the remuneration of Mr. Rohit Bhikhabhai Chauhan (DIN: 06396973) Managing Director of the Company for a period of 5 years i.e. effective from 01/10/2019 to 30/09/2024.
- Mr. Kamlesh Solanki (Chief Financial Officer) is the key Managerial Personnel (KMP) of the Company. The transaction involves Remuneration paid to such KMP at arm's length and in the ordinary course of business.
- Mrs. Sneha Parth Langaliya (Company Secretary) is the key Managerial Personnel (KMP) of the Company. The transaction involves Remuneration paid to such KMP is at arm's length and in the ordinary course of business.

Further, all related party transactions of the Company are undertaken after obtaining prior approval of the Audit Committee. All related party transactions as set out in this Postal Ballot Notice have been unanimously approved by the Audit Committee after satisfying itself that the related party transactions are at arm's length and in the ordinary course of business. The Audit Committee of the Company reviews on a quarterly basis, the details of all related party transactions entered into by the Company during the previous quarter, pursuant to its approvals.

The details of transactions as required under Regulation 23(4) of the Listing Regulations read with Section III-B of the SEBI Master Circular bearing reference no. SEBI/HO/CFD/PoD2/CIR/P/2023/120 dated July 11, 2023 (“SEBI Master Circular”) are set forth below:

#### A1. Transactions with “Mr. Nilesh Natubhai Patel”

SN	Description	Details
1.	Name of the related party and its relation with the listed entity or its subsidiary, including nature of its concern or interest (financial or otherwise);	Mr. Nilesh Natubhai Patel(DIN: 05319890) is a Chairman and Whole-time Director
2.	Name of the director or key managerial personnel (KMP) who is related, if any and nature of relationship	Mr. Nilesh Natubhai Patel is a Chairman and Whole-time Director.  His interest or concern or that of his relatives is limited only to the extent of his directorship/shareholding in Madhav Copper Limited.
3.	Type, Nature, material terms, and particulars	The aggregate transaction involves interest free Unsecured Loan from Mr. Nilesh Natubhai Patel, Chairman and Whole-time Director.  Approval of the members is being sought for transactions for financial year 2023-24.
4.	Value of transaction	For FY 2023-24 Rs. 2,55,47,000
5.	The percentage of the listed entity’s annual consolidated turnover, for the immediately preceding financial year, that is represented by the value of the proposed transaction (and for a RPT involving a subsidiary, such percentage calculated on the basis of the subsidiary’s annual turnover on a standalone basis shall be additionally provided)	As in the FY 2022-23, there was no turnover in the Company, so transaction value in percentage of Madhav Copper Limited’s annual turnover was more than 10% in FY 2023-24.
6.	Justification for the transaction	Due to unpaid GST liability, Our GST number was cancelled by GST department and to restore the GST number and active in the portal, it was prime condition that we have to pay unpaid liability of Rs. 2,55,47,000 and at the time the company has no liquidity to comply with GST matter. Therefore, Company availed interest free Unsecured loan from Mr. Nilesh Natubhai

		Patel (WTD).
7.	Details of transaction relating to any loans, inter-corporate deposits, advances or investments made or given by the listed entity or its subsidiary:	Not Applicable
8.	Any valuation or other external party report relied upon by the listed entity in relation to the transactions	Not Applicable
9.	Any other information that may be Relevant	All important information forms part of the statement setting out material facts, pursuant to Section 102(1) of the Companies Act, 2013 forming part of this Notice.

## A2. Transactions with “Madhav Steels (Madhav Steels Ship Breaking)”

SN	Description	Details
1.	Name of the related party and its relation with the listed entity or its subsidiary, including nature of its concern or interest (financial or otherwise);	“Madhav Steels (Madhav Steels Ship Breaking)” is Partnership firm in which relative of Director of Madhav Copper Limited is member of the Firm.
2.	Name of the director or key managerial personnel (KMP) who is related, if any and nature of relationship	Mr. Divya Monpara is a Non-Executive Director of Madhav Copper Limited.  His father Mr. Arvind Monpara is a Partner of Madhav Steels, a partnership firm  His interest or concern or that of his relatives is limited only to the extent of his directorship/shareholding in Madhav Copper Limited.
3.	Type, Nature, material terms, and particulars	The aggregate transaction involves availing office premises situated at Plot No.2107/D, office No.203, 2nd Floor D & I Excelus, Waghawadi Road, Bhavnagar – 364001, Gujarat, India, 3001034, on rent from Madhav Steels (Madhav Steels Ship Breaking) during the financial year 2023-24.  The above arrangements are proposed to be continuing business transactions. Confirmation and approval of the members is being sought for transactions for financial year 2023-24.
4.	Value of transaction	For FY 2023-24 Rs. 85,000/-
5.	The percentage of the listed entity’s	As in the FY 2022-23, there was no turnover

	annual consolidated turnover, for the immediately preceding financial year, that is represented by the value of the proposed transaction (and for a RPT involving a subsidiary, such percentage calculated on the basis of the subsidiary's annual turnover on a standalone basis shall be additionally provided)	recorded in the Company, so transaction value in percentage of Madhav Copper Limited's annual turnover was more than 10% in FY 2023-24.
6.	Justification for the transaction	The transactions entered into/ continuing or future transactions are at arms' length price and in ordinary course of business. It enable the Company to use the premises for administrative operations of the Company and it will help smoothen business operations for Madhav Copper Limited.
7.	Details of transaction relating to any loans, inter-corporate deposits, advances or investments made or given by the listed entity or its subsidiary:	Not Applicable
8.	Any valuation or other external party report relied upon by the listed entity in relation to the transactions	Not Applicable
9.	Any other information that may be Relevant	All important information forms part of the statement setting out material facts, pursuant to Section 102(1) of the Companies Act, 2013 forming part of this Notice.

### A3. Transactions with "Mr. Nilesh Natubhai Patel"

SN	Description	Details
1.	Name of the related party and its relation with the listed entity or its subsidiary, including nature of its concern or interest (financial or otherwise);	Mr. Nilesh Natubhai Patel (DIN: 05319890) Chairman and Whole-time Director is key Managerial Personnel (KMP) of the Company.
2.	Name of the director or key managerial personnel (KMP) who is related, if any and nature of relationship	Mr. Nilesh Natubhai Patel (whole time Director) interest or concern is limited only to the extent of their directorship/shareholding in Madhav Copper Limited.
3.	Type, Nature, material terms, and particulars	The aggregate transaction involves managerial remuneration as Whole Time Director during the financial year 2023-24.  The above arrangements are proposed to be continuing related party transactions.

		Confirmation and approval of the members is being sought for transactions for financial year 2023-24.
4.	Value of transaction	For FY 2023-24 Rs. 1,81,000/-
5.	The percentage of the listed entity's annual consolidated turnover, for the immediately preceding financial year, that is represented by the value of the proposed transaction (and for a RPT involving a subsidiary, such percentage calculated on the basis of the subsidiary's annual turnover on a standalone basis shall be additionally provided)	As in the FY 2022-23, there was no turnover, so transaction value in percentage of Madhav Copper Limited's annual turnover was more than 10% in FY 2023-24.
6.	Justification for the transaction	The remuneration is comparable to the managerial personnel across the industry.
7.	Details of transaction relating to any loans, inter-corporate deposits, advances or investments made or given by the listed entity or its subsidiary:	Not Applicable
8.	Any valuation or other external party report relied upon by the listed entity in relation to the transactions	Not Applicable
9.	Any other information that may be relevant	All important information forms part of the statement setting out material facts, pursuant to Section 102(1) of the Companies Act, 2013 forming part of this Notice.

#### A4. Transactions with “Mr. Rohit Bhikhabhai Chauhan”

SN	Description	Details
1.	Name of the related party and its relation with the listed entity or its subsidiary, including nature of its concern or interest (financial or otherwise);	Mr. Rohit Bhikhabhai Chauhan (DIN: 06396973) (Managing Director) is key Managerial Personnel (KMP) of the Company.
2.	Name of the director or key managerial personnel (KMP) who is related, if any and nature of relationship	Mr. Rohit Bhikhabhai Chauhan (Managing Director) interest or concern is limited only to the extent of their directorship/shareholding in Madhav Copper Limited.
3.	Type, Nature, material terms, and particulars	The aggregate transaction involves payment of managerial remuneration as Managing Director to such KMP during the financial

		year 2023-24.
4.	Value of transaction	For FY 2023-24 Rs. 1,81,000/-
5.	The percentage of the listed entity's annual consolidated turnover, for the immediately preceding financial year, that is represented by the value of the proposed transaction (and for a RPT involving a subsidiary, such percentage calculated on the basis of the subsidiary's annual turnover on a standalone basis shall be additionally provided)	As in the FY 2022-23, there was no turnover, so transaction value in percentage of Madhav Copper Limited's annual turnover was more than 10% in FY 2023-24.
6.	Justification for the transaction	The remuneration is comparable to the managerial personnel across the industry.
7.	Details of transaction relating to any loans, inter-corporate deposits, advances or investments made or given by the listed entity or its subsidiary:	Not Applicable
8.	Any valuation or other external party report relied upon by the listed entity in relation to the transactions	Not Applicable
9.	Any other information that may be relevant	All important information forms part of the statement setting out material facts, pursuant to Section 102(1) of the Companies Act, 2013 forming part of this Notice.

#### A5. Transactions with “Mr. Kamlesh Solanki”

SN	Description	Details
1.	Name of the related party and its relation with the listed entity or its subsidiary, including nature of its concern or interest (financial or otherwise);	Mr. Kamlesh Solanki (Chief Financial Officer) is key Managerial Personnel (KMP) of the Company.
2.	Name of the director or key managerial personnel (KMP) who is related, if any and nature of relationship	Mr. Kamlesh Solanki (Chief Financial Officer) is not related except he being KMP
3.	Type, Nature, material terms, and particulars	The aggregate transaction involves remuneration to such KMP during the financial year 2023-24.
4.	Value of transaction	For FY 2023-24 Rs. 1,94,000/-

5.	The percentage of the listed entity's annual consolidated turnover, for the immediately preceding financial year, that is represented by the value of the proposed transaction (and for a RPT involving a subsidiary, such percentage calculated on the basis of the subsidiary's annual turnover on a standalone basis shall be additionally provided)	As in the FY 2022-23, there was no turnover, so transaction value in percentage of Madhav Copper Limited's annual turnover was more than 10% in FY 2023-24.
6.	Justification for the transaction	The remuneration paid to CFO being KMP is reasonable and in ordinary course of business.
7.	Details of transaction relating to any loans, inter-corporate deposits, advances or investments made or given by the listed entity or its subsidiary:	Not Applicable
8.	Any valuation or other external party report relied upon by the listed entity in relation to the transactions	Not Applicable
9.	Any other information that may be relevant	All important information forms part of the statement setting out material facts, pursuant to Section 102(1) of the Companies Act, 2013 forming part of this Notice.

#### A6. Transactions with "Mrs. Sneha Parth Langaliya"

SN	Description	Details
1.	Name of the related party and its relation with the listed entity or its subsidiary, including nature of its concern or interest (financial or otherwise);	Mrs. Sneha Parth Langaliya (Company Secretary) is key Managerial Personnel (KMP) of the Company.
2.	Name of the director or key managerial personnel (KMP) who is related, if any and nature of relationship	Mrs. Sneha Parth Langaliya (Company Secretary) interest or concern is limited only to the extent of her being KMP.
3.	Type, Nature, material terms, and particulars	The aggregate transaction involves remuneration to such KMP during the financial year 2023-24.
4.	Value of transaction	For FY 2023-24 Rs. 3,00,000/-
5.	The percentage of the listed entity's	As in the FY 2022-23, there was no

	annual consolidated turnover, for the immediately preceding financial year, that is represented by the value of the proposed transaction (and for a RPT involving a subsidiary, such percentage calculated on the basis of the subsidiary's annual turnover on a standalone basis shall be additionally provided)	turnover, so transaction value in percentage of Madhav Copper Limited's annual turnover was more than 10% in FY 2023-24.
6.	Justification for the transaction	The remuneration paid to Company Secretary is reasonable and as per the industry standards.
7.	Details of transaction relating to any loans, inter-corporate deposits, advances or investments made or given by the listed entity or its subsidiary:	Not Applicable
8.	Any valuation or other external party report relied upon by the listed entity in relation to the transactions	Not Applicable
9.	Any other information that may be relevant	All important information forms part of the statement setting out material facts, pursuant to Section 102(1) of the Companies Act, 2013 forming part of this Notice.

The Members may note that in terms of the provisions of the SEBI Listing Regulations, the related parties as defined there under (whether such related party(ies) is a party to the aforesaid transactions or not), shall not vote to approve resolutions under Item No. 1 to 6.

Except as mentioned above, none of the Directors and/or Key Managerial Personnel of the Company and/or their respective relatives is in any way concerned or interested either directly or indirectly, financially or otherwise in the Resolution mentioned at Item No. 1 to 6 of the Notice.

**Place: Bhavnagar**  
**Date: 19/12/2024**

**By Order of the Board of Directors**  
**Madhav Copper Limited**  
**Sd/-**  
**Mr. Nilesh Natubhai Patel**  
**Chairman & Whole-time Director**  
**DIN: 05319890**