

Date: 07/09/2021

To,

National Stock Exchange of India Ltd  
Exchange Plaza,  
5th Floor, Plot No. C/1, G Block,  
Sandra Kurla Complex,  
Bandra East  
Mumbai - 400051  
NSE Symbol: MCL

Dear Sir,

**Sub: 09<sup>th</sup> Annual General Meeting of the Company**

In continuation to outcome dated 03<sup>rd</sup> September, 2021 intimating the date of the 09<sup>th</sup> Annual General Meeting (AGM) of the Company, please find attached herewith a copy of the Notice of the 09<sup>th</sup> AGM to be held on Thursday, 30<sup>th</sup> September, 2021 at 3:00 p.m. through Video Conference facility ('VC')/ Other Audio Visual Means ('OAVM') without physical presence of the members at a common venue, in compliance with the provisions of the Companies Act, 2013 ('the Act'), MCA circulars dated May 5, 2020 read with circulars dated April 8, 2020, April 13, 2020 and January 13, 2021 and SEBI circular dated May 12, 2020 and January 15, 2021 (collectively referred to as 'Circulars'), to transact the business as set out in the Notice of 09<sup>th</sup> AGM dated 03<sup>rd</sup> September, 2021 along with the Annual Report for the year 2020 – 21 attached herewith.

The same is also available on the website of the Company, viz. [www.madhavcopper.com](http://www.madhavcopper.com).

Request you to kindly take the above on record.

For Madhav Copper Limited



Swati Kathrotiya  
Company Secretary





**MADHAV  
COPPER**

*Wires for innovative electrical solutions*

**ANNUAL REPORT 2020-21**



**MADHAV COPPER LIMITED**  
(CIN: L27201GJ2012PLC072719)

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## CORPORATE INFORMATION

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CIN: L27201GJ2012PLC072719

### BOARD OF DIRECTORS

Mr. Nilesh Natubhai Patel	Chairman & Whole Time Director
Mr. Rohit Bhikhabhai Chauhan	Managing Director
Mr. Divya Arvindbhai Monpara	Non-Executive Director
Mr. Chaitnya Bhanubhai Doshi	Independent Director
Mrs. Dinal Ashokbhai Lakhani	Independent Director (w.e.f 4 <sup>th</sup> June 2020)
Mr. Jaysukh Bhanabhai Dabhi	Additional Independent Director (W.e.f. 19 <sup>th</sup> May 2021)
Mr. Manish Pratapbhai Makodia	Independent Director (Upto 13 <sup>th</sup> February 2021)
Mr. Parag Parekh	Additional Independent Director (w.e.f 13 <sup>th</sup> February 2021 and Upto 19 <sup>th</sup> May 2021)

### CHIEF FINANCIAL OFFICER

Mr. Kamlesh Solanki

### COMPANY SECRETARY & COMPLIANCE OFFICER

CS Swati Ashishbhai Kathrotiya

### INTERNAL AUDITOR

M/s. H.K. Makwana & Co.  
Chartered Accountants

### STATUTORY AUDITORS

M/s. Nirav Patel & Co.  
Chartered Accountants

### SECRETARIAL AUDITOR

M/s. Kashyap Shah & Co.  
Company Secretaries

### GST AUDITOR

M/s. Nirav Patel & Co.  
Chartered Accountants

### REGISTERED OFFICE:

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

Phone No: +91 278 3001034

Email Id : cs@madhavcopper.com

### FACTORY

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

### BANKERS

1. Bank of Baroda
2. Axis Bank Ltd

### 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

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.

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**BRIEF PROFILE OF OUR BOARD OF DIRECTORS, KEY MANAGERIAL PERSONNEL:**

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**Mr. Nileshbhai Patel****(Chairman & Whole-time Director)**

Nileshbhai Patel, aged 40 years, a resident Indian national, is the Chairman and Whole Time 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 and marketing.

**Mr. Rohitbhai Chauhan (Managing Director)**

Rohitbhai Chauhan, aged 38 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 27 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.

**Mr. Chaitnya Doshi (Independent Director)**

Chaitnya Doshi, aged 65 years, a resident Indian national, is appointed as an Independent Director of our Company. He Holds Master Degree in Commerce and bachelor degree in Law from Gujarat University, Ahmedabad. He has an experience of around 35 years in the various fields.

**Mrs. Dinal Ashokbhai Lakhani(Independent Director)**

Dinalben Lakhani, aged 29 years, a resident Indian national, is appointed as an Independent Director of our Company. She is double graduate in commerce as well as LAW and practicing as an advocate in criminal court.

**Mr. Parag Parekh(Independent Director)**

Mr. Parag Maheshbhai Parekh, age 44 years, is an advocate by profession, and he is the practising advocate since 15 years. He has wide experience in the field of taxation.

**Mr. Jaysukh Bhanabhai Dabhi(Independent Director)**

Jaysukh Bhanabhai Dabhi, aged 42 years, a resident Indian National, is appointed as Additional Director in the capacity of Independent Director in the Board of Directors of our Company. He has done Master of social Work and works as a professor. He has enriched experience of 15 years in the field of teaching profession.

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

Kamlesh Solanki, aged 51 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 26 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 organization and has held senior positions in various reputed organizations.

**Mrs. Swati Ashishbhai Kathrotiya**  
**(Company Secretary)**

Swati Kathrotiya, aged 34 years is the Company Secretary and Compliance Officer of our Company. She holds membership of the Institute of Company Secretaries of India. She holds a Bachelor's degree in Commerce from the M. S. University of Baroda, Vadodara. She has also obtained Bachelor's degree in Law from the M. S. University of Baroda, Vadodara. She has joined our Company w.e.f October 24, 2020.

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

**Registered office: Plot No.2107/D, Office No.203, 2nd Floor D & I Excelus, Waghawadi Road  
Bhavnagar 364001 Gujarat India Phone No: +91 278 3001034**

**Email:** [info@madhavgcopper.com](mailto:info@madhavgcopper.com); [cs@madhavgcopper.com](mailto:cs@madhavgcopper.com)  
[www.madhavgcopper.com](http://www.madhavgcopper.com)

**Website:**

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**NOTICE**

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**NOTICE** is hereby given that the **9<sup>th</sup> ANNUAL GENERAL MEETING** of the members of M/s. Madhav Copper Limited ("the Company") will be held through Video Conferencing (VC) / Other Audio-Visual Means (OAVM) Facility to transact the following business on Thursday, 30<sup>th</sup> day of September, 2021, at 03:00 P.M., 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 March 31, 2021 and the Statement of Profit and Loss and Cash flow statement for the financial year ended on March 31, 2021 together with Board of Directors' and the Auditors' Report thereon.

"RESOLVED THAT the Audited Financial Statements of the Company for the financial year ended 31<sup>st</sup> March, 2021 together with the reports of the Board of Directors and the Auditors thereon be and are hereby considered, approved and adopted."

2. To appoint Mr. Divya Arvindbhai Monpara (DIN: 06396970), who retires by rotation and being eligible, offers himself for re-appointment.

"RESOLVED THAT Mr. Divya Arvindbhai Monpara (DIN: 06396970), Director of the Company, who retires by rotation at this Annual General Meeting in accordance with section 152 of the Companies Act, 2013 and being eligible for re-appointment, be and is hereby appointed as Director of the Company, liable to retire by rotation."

**SPECIAL BUSINESS:**

3. **RATIFICATION OF REMUNERATION PAYABLE TO M/S. S. K. RAJANI & CO., APPOINTED AS COST AUDITORS OF THE COMPANY FOR FY 2021-22:**

**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 Section 148 and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Audit and Auditors) Rules, 2014M/s S. K. Rajani & Co., Cost Accountants, appointed as Cost Auditors by the Board of Directors of the Company to audit the cost records of the Company for the financial year 2021-22, be paid a remuneration of ₹ 60,000 (Rupees Sixty Thousands only) per annum plus applicable Goods and Service Tax and out of pocket expenses that may be incurred.

**RESOLVED FURTHER THAT** any of the Board of Directors of the Company be and is hereby authorized to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution."

#### **4. Appointment of Mr. Jaysukh Bhanabhai Dabhi (09177201) as an Independent Director of the Company**

To consider and, if thought fit, to pass, the following resolution as an **Ordinary Resolution**:

"RESOLVED THAT pursuant to the provisions of section 149, 150, 152 read with Schedule IV and all other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and the Articles of Association of the Company, Mr. Jaysukh Bhanabhai Dabhi (holding DIN: 09177201), who was appointed as Additional Independent Director of the Company by the Board of Directors in its meeting held on 19<sup>TH</sup> May 2021 and who holds office upto the date of this Annual General Meeting pursuant to Section 161(1) of the Companies Act, 2013 and upon recommendation of Nomination and Remuneration Committee and Board of Directors and in respect of whom a written Notice pursuant to Section 160 of the Companies Act, 2013 has been received from a member signifying his intention to propose Mr. Jaysukh Bhanabhai Dabhi as a candidate for the office of Director of the Company, be and is hereby appointed as an Independent Director of the Company to hold office for five consecutive years from 19<sup>th</sup> May, 2021 to 18<sup>th</sup> May, 2026 whose period of office shall not be liable to determination by retirement by rotation.

RESOLVED FURTHER THAT the Board of Directors be and is hereby authorized to do all acts, deeds, matters and things as may be considered necessary, desirable or expedient to give effect to this resolution."

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

**Place: Bhavnagar**

**Date: 3<sup>rd</sup> September 2021**

SD/-  
**ROHITBHAI CHAUHAN**  
**MANAGING DIRECTOR**  
**DIN: 06396973**

#### **NOTES:**

1. Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 ("the Act") setting out material facts concerning the special business under Item Nos. 3 & 4 of the accompanying Notice, is annexed hereto. The Board of Directors of the Company on September 3, 2021 considered that the special business under Item Nos. 3 & 4, being considered unavoidable, be transacted at the 9th AGM of the Company.
2. Considering the ongoing Covid-19 pandemic, the Ministry of Corporate Affairs ("MCA") has, vide its circular no. 02/2021 dated January 13, 2021 read together with circulars dated April 8, 2020, April 13, 2020 and May 5, 2020 (collectively referred to as "MCA Circulars"), permitted convening the Annual General Meeting ("AGM"/ "Meeting") through Video Conferencing ("VC") or Other Audio Visual Means ("OAVM"), without physical presence of the members at a common venue. In accordance with the MCA Circulars, provisions of the Companies Act, 2013 ("the Act") and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations"), the 9<sup>th</sup> AGM of the Company is being held through VC / OAVM Facility, which does not require physical presence of Members at a common venue. The deemed venue for the 9<sup>th</sup> AGM shall be the Registered Office of the Company.
3. Since this AGM is being held pursuant to the MCA Circulars through VC/ OAVM, physical attendance of Members has been dispensed with. Accordingly, the facility for appointment of proxies by the

Members will not be available for the AGM and hence the Proxy Form is not annexed to this Notice. Further, Attendance Slip and Route Map are also not annexed to this Notice.

4. The Register of Directors and Key Managerial Personnel and their shareholding maintained under Section 170 of the Act, the Register of Contracts or Arrangements in which the Directors are interested, maintained under Section 189 of the Act, and the relevant documents referred to in the Notice will be available, electronically, for inspection by the Members during the AGM. All documents referred to in the Notice will be available electronically for inspection by the Members from the date of circulation of this Notice up to the date of AGM. Members seeking to inspect such documents can send an e-mail to [www.madhavcopper.com](http://www.madhavcopper.com).
5. The attendance of the Members attending the AGM through VC/OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013.
6. The Members can join the AGM in the VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice.
7. In compliance with the MCA Circulars and SEBI Circular dated January 15, 2021 read with Circular dated May 12, 2020, notice of the AGM along with the Annual Report 2020-21 is being sent only through electronic mode to those Members whose e-mail address is registered with the Company/ Depository Participants. Members may note that the Notice and Annual Report 2020-21 will also be available on the Company's website that is [www.madhavcopper.com](http://www.madhavcopper.com), website of the National Stock Exchange that is [www.nseindia.com](http://www.nseindia.com) and AGM Notice is also available on the website of NSDL (agency for providing the Remote e-Voting facility) at [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
8. **The Register of Members and Share Transfer Books of the Company will remain closed from Friday September 24, 2021 to Thursday September 30, 2021 (both days inclusive) for annual book closing and the cutoff date shall be as on Thursday, September 23, 2021 to determine the shareholders entitled to avail the facility of remote e-voting.**
9. In terms of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 details of director retiring by rotation at the ensuing annual general meeting is given in Annexure I to this notice.
  - 9.1 In respect of shares held in electronic/demat form, beneficial owners are requested to notify any change in their address, bank account, mandate, etc. to their respective Depository Participant or to the RTA, Bigshare Services Pvt, Ltd. At [www.bigshareonline.com](http://www.bigshareonline.com).
10. M/s. Bigshare Services Private Limited, the Registrar and Transfer Agent (RTA) having their administrative office situated at 1<sup>st</sup> Floor, Bharat Tin Works Building, Opp. Vasant Oasis, Makwana Road, Marol Andheri – East, Mumbai – 400059 in the State of Maharashtra, is handling registry work in respect of shares held both in physical form and in electronic/demat form. Bigshare Services has put in place a module to enable the shareholders to update the Email Id, Mobile No., PAN No. and Bank Details by visiting the website, [www.bigshareonline.com](http://www.bigshareonline.com). (For Investors section).
11. Green Initiative – Members who have not registered their e-mail addresses so far are requested to register their e-mail address for receiving all communication including Annual Report, Notices, Circulars etc. from the Company electronically. Members may also note that Annual Report for the FY 2020-21 will also be available on the website of the Company at [www.madhavcopper.com](http://www.madhavcopper.com).

## 12. **VOTING THROUGH ELECTRONIC MEANS:**

In compliance with provisions of Section 108 of the Companies Act, 2013, Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended by the Companies (Management and Administration) Amendment Rules, 2015 and Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015 the Company is pleased to provide members facility to exercise their

right to vote on resolutions proposed to be considered at the Annual General Meeting (AGM) by electronic means and the business may be transacted through e-Voting Services. The facility of casting the votes by the members using an electronic voting system from a place other than venue of the AGM (“remote e-voting”) will be provided by **National Securities Depository Limited (NSDL)**.

**The instructions for members for remote e-voting and joining general meeting are as under: -**

The remote e-voting period begins on Monday, September 27, 2021 (09:00 A.M. IST) and ends on Wednesday, September 29, 2021 (05:00 P.M. IST) The remote e-voting module shall be disabled by NSDL for voting thereafter. The Members, whose names appear in the Register of Members / Beneficial Owners as on the record date (cut-off date) i.e., 23<sup>rd</sup> September, 2021 may cast their vote electronically. The voting right of shareholders shall be in proportion to their share in the paid-up equity share capital of the Company as on the cut-off date, being 23<sup>rd</sup> September, 2021.

**How do I vote electronically using NSDL e-Voting system?**

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 and joining virtual meeting 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>Users already registered for IDeAS e-Services facility of NSDL may follow the following procedure:</b></p> <ol style="list-style-type: none"> <li>1. Type in web browser/ Click the following e-Services Link: <a href="https://eservices.nsd.com/">https://eservices.nsd.com/</a> (either on a Personal Computer or on a mobile).</li> <li>2. Once the home page of e-Services is launched, click on the “Beneficial Owner” icon under “Login” which is available under “IDeAS” section.</li> <li>3. A new screen will open. Enter your User ID and Password.</li> <li>4. On successful authentication, you will be able to see e-Voting services. Click on “Access to e-Voting” under e-Voting services and you will be able to see e-Voting page.</li> <li>5. Click on options available against company name or <b>e-Voting service provider - NSDL</b> and you will be re-directed to NSDL e-Voting website for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting.</li> </ol> <p><b>Users not registered for IDeAS e-Services, have option to register at <a href="https://eservices.nsd.com/">https://eservices.nsd.com/</a>.</b></p>

	<ol style="list-style-type: none"> <li>1. Select “<b>Register Online for IDeAS</b>” Portal or click at <a href="https://eservices.nSDL.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nSDL.com/SecureWeb/IdeasDirectReg.jsp</a></li> <li>2. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <a href="https://www.evoting.nSDL.com/">https://www.evoting.nSDL.com/</a> either on a Personal Computer or on a mobile.</li> <li>3. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section.</li> <li>4. A new screen will open. You will have to enter your User ID (i.e., your sixteen-digit demat account number held with NSDL), Password/OTP and a Verification Code as shown on the screen.</li> <li>5. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page.</li> <li>6. Click on options available against company name or <b>e-Voting service provider - NSDL</b> and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting.</li> </ol>
<p><b>Individual Shareholders holding securities in demat mode with CDSL</b></p>	<ol style="list-style-type: none"> <li>1. Existing users who have opted for Easi / Easiest, they can login through their user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi / Easiest are <a href="https://web.cdslindia.com/myeasi/home/login">https://web.cdslindia.com/myeasi/home/login</a> or <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on New System Myeasi.</li> <li>2. After successful login of Easi/Easiest the user will be also able to see the E Voting Menu. The Menu will have links of <b>e-Voting service provider i.e., NSDL</b>. Click on <b>NSDL</b> to cast your vote.</li> <li>3. If the user is not registered for Easi/Easiest, option to register is available at <a href="https://web.cdslindia.com/myeasi/Registration/EasiRegistration">https://web.cdslindia.com/myeasi/Registration/EasiRegistration</a></li> <li>4. Alternatively, the user can directly access e-Voting page by providing demat Account Number and PAN No. from a link in <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 provided links for the respective ESP i.e., <b>NSDL</b> where the e-Voting is in progress.</li> </ol>
<p><b>Individual Shareholders (holding securities in demat mode) login through their depository participants</b></p>	<ol style="list-style-type: none"> <li>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.</li> <li>2. Once login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature.</li> <li>3. Click on options available against company name or <b>e-Voting service provider-NSDL</b> and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-</li> </ol>

	Voting period or joining virtual meeting & voting during the meeting.
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**Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned 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.co.in">evoting@nsdl.co.in</a> or call at toll free no.: 1800 1020 990 and 1800 22 44 30
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 022-23058738 or 022-23058542-43

**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 Shareholders' section.
3. A new section will open. You will have to enter your User ID, your Password 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:**

- |  |  |
|--|--|
| a) 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*****. |
| b) For Members who hold shares in demat account with CDSL. | 16 Digit Beneficiary ID<br>For example, if your Beneficiary ID is 12***** then your user ID is   |

- c) For Members holding shares in Physical Form. EVEN Number followed by Folio Number registered with the company. For example, if folio number is 001\*\*\* and EVEN is 101456 then user ID is 101456001\*\*\*
5. Your password details are given below:
- If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
  - 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.
  - How to retrieve your 'initial password'?
    - If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email 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'.
    - If your email ID is not registered, please follow steps mentioned below in process for those shareholders whose email ids are not registered.
6. If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:
- 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).
  - [Physical User Reset Password?](#)" (If you are holding shares in physical mode) option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
  - If you are still unable to get the password by aforesaid two options, you can send a request at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) mentioning your demat account number/folio number, your PAN, your name and your registered address.
  - 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.

**Details on Step 2 are given below:**

**How to cast vote electronically on NSDL e-voting system?**

- After successful login at Step 1, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle and General Meeting is in active status.

2. Select "EVEN" of company for which you wish to cast your vote during the remote e-Voting period and casting your vote during the General Meeting. For joining virtual meeting, you need to click on "VC/OAVM" link placed under "Join General Meeting".
  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.
- ❖ You can also update your mobile number and e-mail id in the user profile details of the folio which may be used for sending future communication(s).
  - ❖ The voting rights of members shall be in proportion to their shares of the paid-up equity share capital of the Company as on the cut-off date that is September 23, 2021.
  - ❖ Any person, who acquires shares of the Company and become member of the Company after dispatch of the notice and holding shares as of the cut-off date i.e. September 23, 2021, may obtain the login ID and password by sending a request at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) or [cs@madhavcopper.com](mailto:cs@madhavcopper.com).

However, if you are already registered with NSDL for remote e-voting then you can use your existing user ID and password for casting your vote. If you forgot your password, you can reset your password by using "**Forgot User Details/Password?**" or "**Physical User Reset Password?**" option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com) or contact NSDL at the following toll-free no.: 1800-222-990.

- vii. The Chairman shall, at the AGM, at the end of discussion on the resolutions on which voting is to be held, allow voting for all those members who are present at the AGM but have not cast their votes by availing the remote e-voting facility during the AGM.

**PROCESS FOR THOSE SHAREHOLDERS WHOSE EMAIL IDS ARE NOT REGISTERED WITH THE DEPOSITORIES FOR PROCURING USER ID AND PASSWORD AND REGISTRATION OF E MAIL IDS FOR E-VOTING FOR THE RESOLUTIONS SET OUT IN THIS NOTICE:**

1. In case shares are held in physical mode please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) by email to [cs@madhavcopper.com](mailto:cs@madhavcopper.com).
2. In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) to [cs@madhavcopper.com](mailto:cs@madhavcopper.com). 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) i.e., Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode.**
3. Alternatively, shareholder/members may send a request to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) for procuring user id and password for e-voting by providing above mentioned documents.

**GENERAL INSTRUCTIONS:**

- a. **The e-voting period commences on Monday, September 27, 2021 (09:00 A.M. IST) and ends on Wednesday, September 29, 2021 (05:00 P.M. IST). During this period, shareholders of the Company holding shares either in physical form or in dematerialized form, as on the cut-off date of September 23, 2021, may cast their vote electronically. The e-voting module shall also be disabled by NSDL for voting thereafter but will again be opened during the AGM. Once the vote**

**on a resolution is cast by the shareholder, the shareholder shall not be allowed to change it subsequently.**

- a. Mr. Kashyap Shah, Practicing Company Secretary (Membership No. FCS 7662), has been appointed as the Scrutinizer to scrutinize the e-voting process in a fair and transparent manner.
- c. The Scrutinizer shall, after the conclusion of voting at the General Meeting, unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the Company and shall make not later than three days of the conclusion of the AGM a Consolidated Scrutinizer's Report of the total votes cast in favour or against and invalid votes if any. The results declared along with the Scrutinizer's report, will be posted on the website of the Company [www.madhavcopper.com](http://www.madhavcopper.com) and on the website of NSDL immediately after the declaration of the result by the Chairman or any person authorised by him and communicated to the Stock Exchange.
- d. Institutional shareholders (i.e., other than individuals, HUF, NRI, etc.) are required to 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 [kashyap.cs@gmail.com](mailto:kashyap.cs@gmail.com) with a copy marked to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in).
- e. 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.
- f. 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.: 1800-222-990 or send a request at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in).

**THE INSTRUCTIONS FOR MEMBERS FOR e-VOTING ON THE DAY OF THE AGM ARE AS UNDER:-**

1. The procedure for e-Voting on the day of the AGM is same as the instructions mentioned above for remote e-voting.
2. Only those Members/ shareholders, who will be present in the AGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system in the AGM.
3. Members who have voted through Remote e-Voting will be eligible to attend the AGM. However, they will not be eligible to vote at the AGM.
4. The details of the person who may be contacted for any grievances connected with the facility for e-Voting on the day of the AGM shall be the same person mentioned for Remote e-voting.

**INSTRUCTIONS FOR MEMBERS FOR ATTENDING THE AGM THROUGH VC/OAVM ARE AS UNDER:**

1. Member will be provided with a facility to attend the AGM through VC/OAVM through the NSDL e-Voting system. Members may access by following the steps mentioned above for Access to NSDL e-Voting system. After successful login, you can see link of "VC/OAVM link" placed under "Join General meeting" menu against company name. You are requested to click on VC/OAVM link placed under Join General Meeting menu. The link for VC/OAVM will be available in Shareholder/Member login where the EVEN of Company will be displayed. Please note that the members who do not have the User ID and Password for e-Voting or have forgotten the User ID and Password may retrieve the same by following the remote e-Voting instructions mentioned in the notice to avoid last minute rush.
2. Members are encouraged to join the Meeting through Laptops for better experience.

3. Further Members will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
4. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
5. Shareholders who would like to express their views/ask questions during the meeting may register themselves as a speaker and may send their request mentioning their name, demat account number/folio number, email id, mobile number at [cs@madhavgcopper.com](mailto:cs@madhavgcopper.com)
6. Shareholders who would like to express their views/have questions may send their questions in advance mentioning their name demat account number/folio number, email id, mobile number at [cs@madhavgcopper.com](mailto:cs@madhavgcopper.com). The same will be replied by the company suitably.
7. Those shareholders who have registered themselves as a speaker will only be allowed to express their views/ask questions during the meeting. Members will have the option to post their comments / queries on Chat and we will be making arrangements to carry your messages.

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

**Place: Bhavnagar  
Date: 3<sup>rd</sup> September 2021**

SD/-  
**ROHITBHAI CHAUHAN  
MANAGING DIRECTOR  
DIN: 06396973**

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

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**Item No. 3****RATIFICATION OF REMUNERATION PAYABLE TO M/S. S. K. RAJANI & CO., APPOINTED AS COST AUDITORS OF THE COMPANY FOR FY 2021-22**

In pursuance of Section 148 of the Companies Act, 2013 and Rule 14 of the Companies (Audit and Auditors) Rules, 2014, the Company is required to appoint a cost auditor to audit the cost records of the applicable products of the Company. On the recommendation of the Audit Committee at its meeting held on September 3rd, 2021, the Board has, considered and approved the appointment of M/s. S. K. Rajani & Co., Cost Accountants as the cost auditor for the financial year 2021-22 at a remuneration of ₹ 60,000 (Rupees Sixty thousands only) per annum plus applicable Goods and Service Tax and reimbursement of out of pocket expenses. The Board recommends this resolution for approval of the Members.

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

**Item No. 4**

The Board of Directors at their meeting held on 19<sup>th</sup> May 2021 appointed Mr. Jaysukh Bhanabhai Dabhi as an Additional Director in the capacity of Independent Director of the Company. Mr. Jaysukh Bhanabhai Dabhi holds office upto the date of the forthcoming Annual General Meeting. Nomination and Remuneration Committee and Board of Directors have recommended appointment of Mr. Jaysukh Bhanabhai Dabhi for the office of Director.

The Board considers that his continued association would be of immense benefit to the Company and it is desirable to continue to avail services of Mr. Jaysukh Bhanabhai Dabhi as an Independent Director. Accordingly, the Board recommends this resolution for your approval.

Except Mr. Jaysukh Bhanabhai Dabhi, no other Director or Key Managerial Personnel or their respective relatives are in any way, concerned or interested, financial or otherwise, in the resolution set out at Item No 4 of the Notice.

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

**Place: Bhavnagar**

**Date: 3<sup>rd</sup> September, 2021**

**SD/-  
ROHITBHAI CHAUHAN  
MANAGING DIRECTOR  
DIN: 06396973**

**Annexure: Details of Directors seeking re-appointment at the forthcoming Annual General Meeting**

**(PURSUANT TO REGULATION 36(3) of THE SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015)**

<b>Name of Director</b>	<b>Divya Arvindbhai Monpara</b>	<b>Jaysukh Bhanabhai Dabhi</b>
Date of Birth	23/03/1993	28/10/1979
Date of Appointment	01/10/2019	19/05/2021
Expertise in Specific Functional Area	He is Commerce graduate from Bhavnagar. He is very young, dynamic and enthusiastic.	He has wide experience of more than 15 years in the field of teaching.
Qualifications	Graduate in Commerce	Master in Social Work (MSW)
Directorship in other companies	NIL	NIL
Membership of committees in other public limited companies	NIL	NIL
Inter relationship	No	No
Shares held in the company	NIL	NIL

## BOARD REPORT

Dear members,

Your Directors have pleasure in presenting the 9<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 2021.

### SUMMARY OF FINANCIAL RESULTS:

(Amount in Rupees)

Particulars	Current Year 2020-21	Previous Year 2019-20
Net Sales/Income from Business operations	3,833,474,109	2,022,783,485
Other Income	3,024,404	6,773,065
<b>Total income</b>	<b>3,836,498,513</b>	<b>2,029,556,550</b>
Less: Expense (Excluding depreciation)	3,750,470,118	1,946,357,845
<b>Profit before Depreciation</b>	<b>86,028,395</b>	<b>83,198,705</b>
Less: Depreciation	26,315,448	23,512,675
<b>Profit before Tax</b>	<b>59,712,947</b>	<b>59,686,030</b>
Add: Exceptional item	1,134,978	1,079,680
<b>Profit before Tax</b>	<b>60,847,925</b>	<b>60,765,709</b>
Less: Current tax	16,814,711	16,535,977
Less: Deferred tax	-1,507,184	-1,052,301
Less : Taxes for previous years	852,917	-
Less: Net Tax Expenses	-	785,355
<b>Net Profit/ (Loss) after Tax for the year</b>	<b>44,687,481</b>	<b>44,496,678</b>
<b>Balance carried to the Balance Sheet</b>	<b>44,687,481</b>	<b>44,496,678</b>
<b>Earnings per share(Basic &amp; Diluted)</b>	<b>1.65</b>	<b>1.64</b>

### KEY FINANCIAL RATIOS :

Sr. No.	Particulars	FY 20-21	FY 19-20	% Change
1	<b>Debtors Turnover Ratio</b>	<b>15.52</b>	11.03	4.49
2	<b>Inventory Turnover Ratio</b>	<b>0.53</b>	1.80	-1.27
3	<b>Interest Coverage</b>	<b>11.53</b>	8.98	2.55
4	<b>Current Ratio</b>	<b>1.36</b>	3.11	-1.48
5	<b>Debt Equity Ratio</b>	<b>1.79</b>	0.42	1.37
6	<b>Operating Profit Margin (%)</b>	<b>1.69%</b>	3.13%	-1.44
7	<b>Net Profit Margin (%)</b>	<b>1.16%</b>	2.19%	-1.03
8	<b>Return on Net worth (%)</b>	<b>32.93%</b>	32.79%	<b>0.14</b>

Board noted that Company key financial ratios have declined as compared to previous year owing to shutdown of production operations during the FY 2020-21 as per the environmental directives issued by the Government Authorities. The decline in Debt Equity Ratio demonstrates that your Company is less leveraged and operating with minimum borrowed fund.

### 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, 2021.

## **OPERATIONAL HIGHLIGHTS AND PROSPECTS:**

### **Operational highlights:**

The Company earned operational income of ₹3,833,474,109 compared to ₹2,022,783,485 in the previous year. The other income is ₹3,024,404 compared to ₹6,773,065 in the previous year.

Profit after tax for the year under review is ₹44,687,481 as compared to previous year figure of ₹44,496,678.

### **Transfer To Reserves:**

No amount is transferred to the reserves by the Company.

### **Change in Memorandum of Association**

During the year company has change the object Clause of the Memorandum of Association.

## **SUBSIDIARIES, JOINT VENTURES AND ASSOCIATE COMPANIES:**

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

## **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 and HDFC Bank Limited. 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.

## **SHARE CAPITAL AND CHANGES:**

Changes in Share Capital during the year under review are as follow:

### **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:**

The Company has not issued bonus shares during the year under review

### **Employees Stock Option Plan:**

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

### **Split of Equity Shares:**

During the Year Company has not Split Equity Share.

### **Utilisation of Money Raised by Public Offer**

Out of the FPO proceeds of Rs. 2549.59 lakhs, following is the table of utilization of the funds:

Particulars	Amount Utilized (Rs.) (lakhs)
Purchase of Plant and Machinery	236.33
Prepayment/ Repayment of secured borrowings	31.77
Funding the Working Capital requirement	1399.81
General Corporate purpose	113.60
Issue related expenses	61.41
Total	1842.92

#### **MATERIAL CHANGES:**

There are no significant events affecting the financial position between the end of the financial year and date of the Report. However, there was search conducted by State Goods & Service Tax Authorities in respect to fake GST bills issues. We hereby affirm that all the transaction of the Company are genuine whereas the departments has claimed fake bills amount having more than actual turnover of the Company. The SGST department has provisionally attached land, building, machinery, inventory, bank accounts of the Company. At present, the matter is sub juice.

#### **CAPITAL EXPENDITURE FOR EXPANSION PROJECT:**

As mentioned in previous report, the Company was undergoing an expansion and accordingly, the Company has completed installation of copper Furnace in November 2018 for new products. The Company proudly announces that the production through such furnace is already started. However, the Company has not incurred any capital expenditure for expansion during the year under review.

#### **CHANGE IN THE NATURE OF BUSINESS, IF ANY**

During the financial year, the Company has altered the object clause of its Memorandum of Association by incorporating therein; a) aquaculture, inland fisheries, marine fisheries, hatcheries etc activities in Memorandum of Association. It has been proposed to insert such activities in main object clause of the Company which will help to the company which would enhance scale of operations of the Company.

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

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.

#### **RISK MANAGEMENT:**

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.

#### **CORPORATE SOCIAL RESPONSIBILITY INITIATIVES:**

As per the provisions of Section 135 of the Companies Act, 2013 read with Rule 9 of the Companies (Accounts) Rules, 2013 the CSR committee has been constituted. During the financial year, the average net profit of

previous 3 years has been arrived at Rs. 5,08,53,885/- and hence the company was required to incur 2% i.e. Rs. 10,17,077.71/- on CSR. However, the company couldn't spend as it could not find proper agencies or CSR activities in nearby areas. The Annual Report on CSR Activities, provided in Annexure, is attached to this report. **Annexure II**

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

Loans, guarantees or investments made by the Company under Section 186 of the Companies Act, 2013 form part of the Notes to the financial statements provided in this Annual Report.

#### **RELATED PARTY TRANSACTIONS:**

There were 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. All transactions entered into with the related parties are occurred at Arms' length price and in ordinary course of business. 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 III**.

The Board of Directors of the Company has, on the re-commendation 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 SEBI (Listing Obligation and Disclosure Requirement) Regulation, 2015. 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.

#### **DIRECTORS AND KEY MANAGERIAL PERSONNEL:**

During the year under review, Mr Rohitbhai Bhikhabhai Chauhan was re-appointed as a rotational Director in 8<sup>th</sup> AGM of the Company. Mrs. Dinal Ashokbhai Lakhani (DIN: 08753875) was appointed as Additional Director by the Board of Directors with effect from 4<sup>th</sup> June, 2020 which was regularised in the 8<sup>th</sup> AGM held on 30<sup>th</sup> September, 2020 and appointed for a period of five years from 4<sup>th</sup> June, 2020 to 3<sup>rd</sup> June, 2025.

Mr. Chaitnya Doshi and Mr. Manish Makodia have been re-appointed as Independent Directors of the Company in 8<sup>th</sup> AGM held 30<sup>th</sup> September, 2020 for a further period of five years.

Mr. Manish Makodia has resigned from the Directorship of the Company with effect from the closure of business hours of 13<sup>th</sup> February, 2021.

Mr. Jaysukh Bhanabhai Dabhi has been appointed as an Additional Director with effect from 19<sup>th</sup> May, 2021.

The Board recommends re-appointment of Mr. Divya Ashokbhai Monpara as a rotational director on rotation basis in the ensuing AGM of the Company. The Board also recommends appointment of Mr. Jaysukh Bhanabhai Dabhi as a regular Director in the capacity of Independent Director of the Company, who was appointed as an Additional Independent Director w.e.f 19<sup>th</sup> May, 2021.

Mr. Pratik Ashokbhai Patel, Company Secretary of the Company has resigned w.e.f 15<sup>th</sup> September, 2020 and Mrs. Swati Kathrotiya was appointed as Company Secretary w.e.f 24<sup>th</sup> October, 2020.

There are no other changes in Key Managerial personnel of the Company. Mr. Nilesh Natubhai Patel is Chairman and Whole Time Director, Mr. Rohit Bhikhabhai Chauhan is Managing Director, Mr. Chaitnya Bhanubhai Doshi is Independent Director and Mr. Kamlesh Solanki is Chief Financial Officer of the Company.

### **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.

### **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 [www.madhavcopper.com](http://www.madhavcopper.com) under InvestorInfo/Policies/NominationandRemunerationPolicy.

### **Meetings:**

During the year five(5) Board Meetings and four Audit Committee Meetings were convened and held. The intervening gap between the Meetings was within the period prescribed under the Companies Act, 2013 the details of the meeting are given in corporate governance report.

### **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.

### **WHISLE BLOWER & VIGIL MECHANISM:**

In pursuant to the provisions of section 177(9) & (10) of the Companies Act, 2013, a Vigil Mechanismfordirectorsandemployeestoreportgenuineconcernshasbeenestablished.The Vigil Mechanism Policy has been uploaded on the website of the Company at [www.madhavcopper.com](http://www.madhavcopper.com) underInvestors/policies/VigilMechanismPolicylink.

### **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 annual basis.

### **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 oftheCompanyunderInvestorInfo/Polices/CodeofConductforpreventionofInsiderTrading Policy.

### **Familiarisation Programme for Independent Director:**

The Company has made practice of regularly informing the Directors all the changes in the Company as well as changes in laws which are applicable to the Company at Board meeting held during the year.

### **DIRECTORS RESPONSIBILITY STATEMENT:**

In accordance with the provisions of Section 134(5) of the Companies Act, 2013 the Board hereby submit 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 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.

#### **ANNUAL RETURN:**

The Annual Return of the Company will be placed at the website of the Company at [www.madhavcopper.com](http://www.madhavcopper.com) pursuant to the provisions of Section 92 read with Rule 12 of the Companies (Management and Administration) Rules, 2014. Weblink of the same is as <http://www.madhavcopper.com/investor>

#### **MANAGEMENT DISCUSSION AND ANALYSIS**

MDAR is appended as annexure IV to this report.

#### **DEPOSITS:**

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

#### **AUDITORS:**

##### **Statutory Auditors:**

M/s. Nirav Patel & Co., Chartered Accountants were appointed as Statutory Auditors of your Company at the Annual General Meeting held on 8<sup>th</sup> August, 2017, for term of five consecutive years. The Report given by the Auditors on the financial statement of the Company is a part of this Report. There has been no qualification, reservation, adverse mark or disclaimer given by the Auditors in their Report. The auditors have not reported any frauds under sub section 12 of Section 143 other than those which are reportable to the Central Government.

##### **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 2020-21 as required under Section 204 of the Companies Act, 2013 and Rules thereunder.

##### **Secretarial Auditor's Report:**

The Secretarial Audit Report for the financial year ended 31st March, 2021 is self-explanatory and does not call for any further comments except the following.

(a) *The Company has not filed Resolutions passed by the Board of Directors under the provisions of section 179 of the Act; under forms MGT-14 for approval of Audited Financial Statements, appointment of Secretarial*

*Auditors and appointment of Company Secretary as KMP of the company.*

– The Board noted the same and state that this relates during the period of COVID 19 pandemic and may be escaped due to such situation and will resolve the same by taking appropriate action and will take care further properly.

*(b) As per MCA circular no. 14/2020, the Company was required to file all resolutions passed at Annual General Meeting held on 30.09.2020 with the Registrar of Companies, however the Company has not filed Ordinary Resolutions passed at the meeting under form MGT-14.*

- We have filed Form MGT-14 for all the resolutions except the Ordinary Resolutions thinking that only special Business-related resolutions are to be filed and due to such misinterpretation, it was escaped to file and will resolve the same by taking appropriate action and will take care further properly.

*(c) The Company contravened provisions of section 164(2) of the Act as it made appointment of Mr. Parag Maheshbhai Parekh (DIN- 02508318) w.e.f. 13.02.2021 who is disqualified to be appointed as Non-Executive Independent Director.*

- The Board has made necessary formalities/consent/approval for appointment of Mr. Parag Maheshbhai Parekh but escaped to check the status of his DIN before appointment. He is disqualified to be appointed a Director and now he is not in the Board. We have appointed another Director also to comply with the applicable Rules and Regulations.

*(d) Discrepancies found in dates of meetings, attendance registers and minutes of meetings.*

- We have rectified the discrepancies as observed by the Secretarial Auditor of the company.

The Secretarial Audit Report for the financial year ended March 31, 2021 is annexed here with marked as **Annexure VI** to this Report.

#### **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 .H. K. Makvana & Co., as Internal Auditors of the Company.

#### **Cost Auditor:**

M/s. S. K. Rajani & Co., Cost Accountants have been appointed to conduct Cost Audit of the Company for the year ending 31<sup>st</sup> March, 2021. Pursuant to the provisions of Section 148 of the Act read with the Companies (Audit and Auditors) Rules, 2014, members are requested to consider the ratification of the remuneration payable to M/s. S. K. Rajani & Co.

The remuneration of Cost Auditors has been approved by the Board of Directors on the recommendation of Audit Committee. The requisite resolution for ratification of remuneration of Cost Auditors by members of the Company has been set out in the Notice of ensuing Annual General Meeting. The Cost Auditors have confirmed that their appointment is within the limits prescribed u/s 141(3)(g) of the Companies Act, 2013 and that they are not disqualified from being appointed within the meaning of the said Act.

#### **INTERNAL CONTROL SYSTEM AND THEIR ADEQUACY:**

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.

#### **CORPORATE GOVERNANCE:**

Provisions relating to Corporate Governance Report under Schedule V of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 are given in **Annexure V** forming part of this Board's Report.

#### **PARTICULARS OF EMPLOYEES:**

Disclosure under the provisions of Section 197 of the Companies Act, 2013 read with Rule 5 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014:

a) The ratio of the remuneration of each director to the median remuneration of the employees of the Company for the financial year.

Ratio of remuneration of

MD

Whole Time Director – 2.89:1 (Rs. 520000: 180000)

Other Directors – Not Applicable

b) The percentage increase in the remuneration of each director, Chief Executive Officer, Chief Financial Officer and Company Secretary, if any in the financial year – During the FY 2020-21 there was 10.08% increase in remuneration of WTD and MD. There was no increase in the remuneration of CFO & CS.

c) The percentage increase in the median remuneration of employees in the financial year – Median Remuneration is Rs. 180000/- and average increase of all employees is 13.21 % for the F.Y. 2020-21.

d) The number of permanent employees on the rolls of the Company as on 31.03.2021 – 59 nos.

e) Average percentile increase already made in the salaries of employees other than the managerial personnel in the last financial year and its comparison with the percentile increase in the managerial remuneration and justification thereof and point out if there are any exceptional circumstances for increase in the managerial remuneration – Average 13.21% increase in salaries of Employees and 10.08 % increase in Managerial Remuneration during F.Y. 2020-21. The increase in remuneration of managerial person is commensurate with the efforts put in by them in leading the Company to greater heights and as per the prescribed limits of section 197 of the Companies Act, 2013.

f) Affirmation that the remuneration is as per the remuneration policy of the company.

The Company's remuneration policy is driven by the success and performance of the individual employees and the Company. Through the compensation package, the company endeavors to attract, retain, develop and motivate high performance staff. The Company follows a compensation mix of fixed pay, benefits and performance based variable pay. The Company affirms that the remuneration is as per remuneration policy of the Company.

Details pertaining to remuneration as required under Section 197 (12) of the Companies Act, 2013 read with Rule 5 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 with reference to remuneration of employees in excess of the limits prescribed – None of the employees were in receipt of remuneration above Rs. 8 lakh 50 thousand per month or Rs. One crore Two lakhs per annum and above.

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.

#### **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.

#### **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 pending or received from any employee during the financial year 2020-21 and hence, no complaint is outstanding as on March 31, 2021 for redressal.

#### **COMPLIANCE OF SECRETARIAL STANDARDS**

The Company has complied with the Secretarial Standard 1 (SS 1) relating to the meetings of Directors and Secretarial Standard 2 (SS 2) relating to General Meeting issued by the institute of Company Secretary of India and approved by Central Government.

#### **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.

#### **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. Your 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 COPPERLIMITED**

SD/-

**Divya Monpara**

**Director**

**DIN: 06396970**

SD/-

**Rohit Chauhan**

**Managing Director**

**DIN: 06396973**

**Place: Bhavnagar**

**Date: September 3, 2021**

**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	2020-21	2019-20
1.	<b>Electricity:</b>		
	Unit		--
	Total Amount (in Rs.)	1,97,30,715	2,34,26,790
	Rate/ Unit		--

**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	2020-21 (Current Year)	2019-20 (Previous Year)
1	Earning from Export during the year	NIL	NIL
2	Outgo of Foreign Exchange	SEK 157684.66 US\$ 504010.18	US\$ 509,968.80 CHF 69000.00 EURO 8759.00

The payment of US\$ 504010.18 & SEK 157684.66 was made for the purchase of Machineries & Machinery spares, and import Insulation paper.

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

SD/- <b>Divya Monpara</b> Director DIN: 06396970	SD/- <b>Rohit Chauhan</b> Managing Director DIN: 06396973
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Place: Bhanvagar  
Date: 3rd September, 2021

## ANNUAL REPORT ON CSR ACTIVITIES

1. Brief outline on CSR Policy of the Company.

We at Madhav Copper Limited believe that profit has no significance if the organization does not play its role, giving back the due to the society and environment. Madhav Copper Limited CSR commitments include, but are not limited to, education, healthcare, energy and climate change, and betterment of the society through respect for universal human rights and the environment, acting with integrity and accountability and operating responsibly and sustainably.

2. Composition of CSR Committee:

Sl. No	Name of Director	Designation /Nature of Directorship	Number of meetings of CSR Committee held during the year	Number of meetings of CSR Committee attended during the year
1	Mr. Nilesh Patel	Chairman	1	1
2	Mr. Rohit Chauhan	Director	1	1
3	Mr. Manish Makodia	Independent Director	1	1

3. Provide the web-link where Composition of CSR Committee, CSR Policy and CSR projects approved by the board are disclosed on the website of the company.

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

4. Provide the details of Impact assessment of CSR projects carried out in pursuance of sub-rule (3) of rule 8 of the Companies (Corporate Social Responsibility Policy) Rules, 2014, if applicable (attach the report).

**NOT APPLICABLE**

5. Details of the amount available for set off in pursuance of sub-rule (3) of rule 7 of the Companies (Corporate Social Responsibility Policy) Rules, 2014 and amount required for set off for the financial year, if any

Sl. No.	Financial Year	Amount available for set-off from preceding financial years (in Rs)	Amount required to be set off for the financial year, if any (in Rs)
1	2018-2019	NA	NA
2	2019-2020	NA	NA
3	2020-2021	NA	NA
	<b>Total</b>		

6. Average net profit of the company as per section 135(5). **Rs. 5,08,53,885/-**

7. (a) Two percent of average net profit of the company as per section 135(5) **Rs. 10,17,077.71/-**

(b) Surplus arising out of the CSR projects or programmes or activities of the previous financial years. **NA**

(c) Amount required to be set off for the financial year, if any: **NA**

(d) Total CSR obligation for the financial year (7a+7b-7c). **Rs. 10,17,077.71/-**

8. (a) CSR amount spent or unspent for the financial year: **NIL**  
 (b) Details of CSR amount spent against **ongoing projects** for the financial year: **NOT APPLICABLE**  
 (c) Details of CSR amount spent against **other than ongoing projects** for the financial year: **NIL**  
 (d) Amount spent in Administrative Overheads: **NA**  
 (e) Amount spent on Impact Assessment, if applicable: **NA**  
 (f) Total amount spent for the Financial Year (8b+8c+8d+8e): **NA**  
 (g) Excess amount for set off, if any: **NA**

Sl. No.	Particular	Amount (in Rs.)
(i)	Two percent of average net profit of the company as per section 135(5)	<b>10,17,077.71/-</b>
(ii)	Total amount spent for the Financial Year	NIL
(iii)	Excess amount spent for the financial year [(ii)-(i)]	NIL
(iv)	Surplus arising out of the CSR projects or programmes or activities of the previous financial years, if any	NIL
(v)	Amount available for set off in succeeding financial years[(iii)-(iv)]	NIL

9. (a) Details of Unspent CSR amount for the preceding three financial years: N.A.

Sl. No.	Preceding Financial Year.	Amount transferred to Unspent CSR Account under section 135 (6) (in Rs.)	Amount spent in the reporting Financial Year (in Rs.).	Amount transferred to any fund specified under Schedule VII as per section 135(6), if any.			Amount remaining to be spent in succeeding financial years. (in Rs.)
				Name of the Fund	Amount (in Rs).	Date of transfer.	
1.	2017-18	NA	NA	NA	NA	NA	NA
2.	2018-19	NA	NA	NA	NA	NA	NA
3.	2019-20	NA	NA	NA	NA	NA	NA
	Total						

- (b) Details of CSR amount spent in the financial year for **ongoing projects** of the preceding financial year(s): **NIL**

(1)	(2)	(3)	(4)	(5)	(6)	(7)	(8)	(9)
Sl. No.	Project ID.	Name of the Project.	Financial Year in which the project was commenced.	Project duration.	Total amount allocated for the project (in Rs.).	Amount spent on the project in the reporting Financial Year (in Rs).	Cumulative amount spent at the end of reporting Financial Year. (in Rs.)	Status of the project - Complete d/Ongoing.
1.	NA	NA	NA	NA	NA	NA	NA	NA
2.								
3.								
	<b>Total</b>							

10. In case of creation or acquisition of capital asset, furnish the details relating to the asset so created or acquired through CSR spent in the financial year.

**(Asset-wise details) NOT APPLICABLE**

- A. Date of creation or acquisition of the capital asset(s).
- B. Amount of CSR spent for creation or acquisition of capital asset.
- C. Details of the entity or public authority or beneficiary under whose name such capital asset is registered, their address etc.
- D. Provide details of the capital asset(s) created or acquired (including complete address and location of the capital asset).

11. Specify the reason(s), if the company has failed to spend two per cent of the average net profit as per section 135(5). **NOT APPLICABLE**

<b>Rohit Chauhan</b> (Managing Director) Bhavnagar	<b>Nileshbhai Patel</b> (Director) Bhavnagar
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## 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, 2021**

**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:

(Rs. In Lakhs)

Name of related party	Nature of relationship	Duration of contract	Salient terms	Amount ( ₹ )
<b>Nature of Contract</b>				
1. Madhav Metcast Pvt. Ltd.	Group Concern	01/04/2020 to 31/03/2021	Purchased Raw material at arm's length price	195.46
2. Madhav Steels (S.B.D.)	Group Concern	Jan 2015 – On going	Office rent	0.85
4. Madhav Steels (S.B.D.)	Group Concern	01/04/2020 to 31/03/2021	Purchased Raw material at arm's length price	23.72
5. Madhav Industrial Corporation	Group Concern	01/04/2020 to 31/03/2021	Purchased Raw material at arm's length price	73.42

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

SD/-

**Divya Monpara**  
Director  
DIN: 06396970

SD/-

**Rohit Chauhan**  
Managing Director  
DIN: 06396973

Place: Bhanvagar

Date: 3rd September, 2021

## **Management Discussion and Analysis**

### **A) INDUSTRY STRUCTURE AND DEVELOPMENTS**

#### **Industry Structure:**

Your company, as you are aware, has been manufacturing copper winding wires, mainly enameled copper wires. Based on market demand, company's products have been diversified into enameled copper round winding wire, Poly wrap submersible winding wires, enameled aluminum round winding wire, bare copper wire and other copper strips and wires.

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.

Winding wires & strips form a very important segment of Indian Electrical Equipment Industry which includes both - power generation, Transmission and Distribution (T&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.

#### **Developments:**

Modernization and expansion into more value added products and Technological development has been the tradition of your Company. The production of enameled copper round winding wire, Poly wrap submersible winding wires, enameled aluminum round winding wire, bare copper wire and other copper strips and wires witnessed higher growth.

In addition, as mentioned in last annual report that your company was going under expansion. Your company feels immense pleasure that the expansion project was completed in due time (in November, 2018) and the Company has set up copper Furnace and production through the same is already started. This has resulted into added capacity to our existing manufacturing capacity as well as introduction of new products i.e. Copper Bus Bars, Profile, Copper Stripes, Oxygen Free Copper Rod, Paper Insulated Copper Conductor, Fibber Glass Copper Conductor.

#### **Global Business Scenario**

World copper mine production remained essentially unchanged in calendar year (CY) 2020 compared to CY 2019. The concentrate production increased by 0.4% and solvent extraction-electro winning (SX-EW) declined by about 2%. World refined copper production increased by about 1.5% in CY 2020 with primary production (electrolytic and electro winning) up by 2.8% and secondary production (from scrap) down by 4.5%. World apparent refined copper usage increased by 2.2% in CY 2020. World refined copper balance for CY 2020 indicates an apparent deficit of about 560,000 tonnes due to strong Chinese usage.

ICSG has reported that World copper mine production after three years is expected to increase by about 3.5% from 20.59 million tonnes CY 2020 to 21.32 million tonnes in CY 2021 and 3.7% from 21.32 million tonnes in CY 2021 to 22.10 million tonnes in CY 2022.

In CY 2020 World mine production remained flat as recovery in production in some countries from constrained output in 2019 (e.g. Chile and Indonesia) and additional output from projects including those in Panama, Russia and the D.R. Congo helped in balancing the negative impact which Covid-19 pandemic had on copper mine output in few countries, like Peru.

In CY 2021, growth of 3.5% is anticipated as global output is expected to recover from CY 2020 constrained levels and benefit from increased supply resulting from the ramp-up of recently commissioned mines and expansions as well as from the planned start-up of larger projects. Major projects starting in CY 2021/2022

include Kamoakakula in the D.R of Congo, Quellaveco in Peru, Spence-SGO (already started), and Quebrada Blanca QB2 in Chile and Udokan in Russia. A number of medium and small projects are also expected to come on stream.

After increasing by 1.6% in CY 2020, world refined copper production is expected to rise by about 3% in both CY 2021 and CY 2022 and expected to reach production level of 25.16 million tonnes in CY 2021 & 25.93 million tonnes in CY 2022.

After a decline of 4% in world secondary refined production (from scrap) in CY 2019 and CY 2020, due to the Chinese scrap ban and the negative impact of the lockdown on the supply of copper scrap, world secondary refined production is expected to grow in CY 2021 and CY 2022 on the basis of continued improvement in scrap availability.

World primary electrolytic refined production (from concentrates and SX-EW) is also forecasted to increase by 2.9% in CY 2021 and CY 2022, with SX-EW output presenting lower growth of 0.6% in CY 2021 and 2.2% in CY 2022.

World apparent refined copper usage is expected to remain essentially unchanged in CY 2021 and to grow by about 3% in CY 2022.

In CY 2020, the world consumption of refined copper was 25.04 million tonnes registering an increase of 2.5%. Sustained growth in copper demand is also expected to continue as copper is essential to economic activity and even more so to the modern society. Infrastructure development in major countries such as China and India and the global trend towards cleaner energy and electric cars will continue to support copper demand in the longer term.

## **B) OPPORTUNITIES**

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 & strips, which is one of the principal inputs to electrical machines & electronic equipment. It is expected that customer base will expand and new customer base will be generated.

## **C) THREATS**

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.

## **D) SEGMENT WISE PERFORMANCE**

The Company has only one segment. Performance of the same is given below in *point H*.

## **E) OUTLOOK**

Copper demand is expected to grow at 7% -8% in India. The growing demand from the power sector in view of Government laying thrust on renewable energy and increasing demand from the households for consumer durables will increase demand for copper in India. Manufacturing of hybrid and electric vehicles (EVs) will also augment the consumption of copper as EVs use four times more copper than traditional internal combustion engines. Copper is essential to EV technology and its supporting infrastructure. The evolving EVs market will have a substantial impact on copper demand. Copper demand is expected to increase further in health sector due to its biocidal properties.

The per capita copper consumption in India is expected to increase from the current level of 0.5 Kg to 1 kg in coming years. The average per capita copper consumption in the world is 3.2 kg.

## **F) RISKS AND CONCERNS**

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.

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.

Your company's manufacturing facilities are based in India. Any changes in the 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) INTERNAL CONTROL SYSTEM**

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.

To ensure effective Financial Controls the Company has laid down following measures:

- All legal and regulatory compliance are ensured on quarterly basis. Any amendment is regularly updated by internal and external agencies.
- Approval of all transactions is ensured through pre approved Delegation of Authority Schedule which is reviewed periodically.

#### **H) DISCUSSION ON FINANCIAL PERFORMANCE WITH RESPECT TO OPERATIONAL PERFORMANCE**

The Company earned operational income of ₹3,833,474,109 compared to ₹ 2,022,783,485 in the previous year. This shows significant increase in turnover during the year under review.

Profit after tax for the year under review is ₹44,687,481 as compared to previous year figure of ₹ 44,496,678. Continued efforts of your company have come up with significant results.

#### **I) HUMAN RESOURCE DEVELOPMENT**

##### **Training:**

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.

## CORPORATE GOVERNANCE REPORT

## A. MANDATORY REQUIREMENTS

## 1. Company's Philosophy on Code of Governance

The Company's purpose is business and to maximize long-term shareholder value by selling its goods and services. Therefore, our Corporate Governance processes are directed at ensuring that Company's actions, assets and agents are directed to achieving this purpose while complying with the Code of Governance and the Company's own policies and expectations and covers aspects such as ethical conduct, health, safety and the environment; control and finance; commitment to employees; and relationships.

Company's corporate governance conforms to regulatory and legal requirements, such as the terms of Listing Regulations. In addition, it incorporates several practices aimed at a high level of business ethics, effective supervision and enhancement of value for all stakeholders. The Board lays emphasis on integrity and accountability.

Key aspects of the Company's Governance Processes are:

- Clear statements of Board Processes and Board Executive linkage.
- Disclosure, accountability, transparency, adequate systems and procedures to monitor the state of affairs of the Company to enable the Board in effectively discharging its responsibilities to the stakeholders of the Company.
- Identification and management of key risks to delivery of performance of the Company.

## 2. Board of Directors:

The Management of your Company is entrusted to the Managing Director.

Your Board of Directors closely monitors the performance of the Company and its Management, accord approvals and reviews strategies and, determines the remuneration of the management based on its performance. Your Board ensures legal and ethical conduct and high quality financial reporting. It holds itself accountable to the shareholders as well as other stakeholders for the long-term health of the Company.

## (a) Composition &amp; Category of Directors

Category	Number of Directors	%
Non-Executive and Independent Directors	03	50
Other Non-Executive Directors	01	16.67
Executive Directors	02	33.33
Total	06	100.00

As of the year ended 31<sup>st</sup> March, 2021, the Board of Directors had 6 (Six) members that includes one-woman director. The Board comprises of 1 (One) Non-Executive Director named Mr. Divya Arvindbhai Monpara. Mr. Rohit Bhikhabhai Chauhanis Managing Director and Mr. Nilesh Natubhai Patelis the Chairman & Whole time Director.

Mr. Chaitnya Bhanubhai Doshi and Mrs. Dinal Ashokbhai Lakhani are Independent Directors as on 31<sup>st</sup> March, 2021, Mr. Manish Pratapbhai Makodia has resigned from Directorship w.e.f 13<sup>th</sup> February,

2021. Mr. Parag Parekh was appointed as an Additional Independent Director w.e.f 13<sup>th</sup> February, 2021.

Accordingly, the numbers of independent directors or numbers of non-executive directors are in agreement with the numbers stipulated by the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

**(b) Number of Board Meetings held, dates on which held and Attendance of each Director at the Board Meetings and the last Annual General Meeting.**

**Board Meetings held during the Year: 05**

Dates on which Board Meetings were held	Total Strength of Board	No. of Directors Present
30.06.2020	6	5
02.09.2020	6	6
23.10.2020	6	5
12.11.2020	6	5
13.02.2021	6	6

**Attendance of Directors at Board Meeting and Annual General Meeting:**

Name of Director	Attendance at Board Meetings held on						Attendance at Annual General Meeting held on 30.09.2020
	30.06.2020	02.09.2020	23.10.2020	12.11.2020	13.02.2021	% of Attendance	
Mr. Nilesh Natubhai Patel	√	√	√	√	√	100	√
Mr. Rohit Bhikhabhai Chauhan	√	√	√	√	√	100	√
Mr. Divya Arvindbhai Monpara	√	√	√	√	√	100	√
Mr. Chaitnya Bhanubhai Doshi	-	√	√	√	√	80	√
Mrs. Dinal Ashokbhai Lakhani	√	√	√	√	√	100	√
Mr. Manish Pratapbhai Makodia	√	√	-	-	√	60	√
Mr. Parag Parekh	NA	NA	NA	NA	-	NIL	NA

**(c) Number of other Boards or Board Committees in which the Director is a Director/Member/Chairperson**

Name of the Director(s)	Number of other Companies in which Director (including Alternate/Nominee Director)	Number of Committees (other than Shilchar Technologies Limited) in which Chairman / Member		Name of other Listed company in which holding directorship & category
		Chairman	Member	
Mr. Rohit Bhikhabhai Chauhan, Managing Director	NIL	NIL	NIL	NIL
Mr. Nilesh Natubhai Patel Chairman and Whole Time Director	NIL	NIL	NIL	NIL
Mr. Divya Arvindbhai Monpara, Non-Executive Director	NIL	NIL	NIL	NIL
Mr. Chaitnya Bhanubhai Doshi, Independent Director	NIL	NIL	NIL	NIL
Mrs. Dinal Ashokbhai Lakhani, Independent Director	NIL	NIL	NIL	NIL
Mr. Manish Pratapbhai Makodia, Independent Director	NIL	NIL	NIL	NIL
Mr. Parag Parekh (Additional Independent Director)	NIL	NIL	NIL	NIL

**(d) Directors Profile & Chart of skill/ expertise/ competence of Board of Directors:-**

The Board of Directors consists of multifaceted experienced directors in different field. A brief profile of all the Directors which outlines their expertise and competence on the Board is given herein below:

**Mr. Nileshbhai Patel**

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

Nileshbhai Patel, aged 40 years, a resident Indian national, is the Chairman and Whole Time 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 and marketing.

**Mr. Rohitbhai Chauhan (Managing Director)**

Rohitbhai Chauhan, aged 38 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 27 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.

**Mr. Chaitnya Doshi (Independent Director)**

Chaitnya Doshi, aged 65 years, a resident Indian national, is appointed as an Independent Director of our Company. He Holds Master Degree in Commerce and bachelor degree in Law from Gujarat University, Ahmedabad. He has an experience of around 35 years in the various fields.

**Mrs. Dinal Ashokbhai Lakhani (Independent Director)**

Dinalben Lakhani, aged 29 years, a resident Indian national, is appointed as an Independent Director of our Company. She is double graduate in commerce as well as LAW and practicing as an advocate in criminal court.

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

Manish Makodia, aged 47 years, a resident Indian national, is an Independent Director of our Company. He is commerce graduate from M. J. College of Commerce, Bhavnagar in the year 1994.

**Mr Parag Parekh (Independent Director)**

Mr. Parag Maheshbhai Parekh, age 44 years, is an advocate by profession, and he is the practising advocate since 15 years. He has wide experience in the field of taxation.

**3. Audit Committee**

**(a) Terms of Reference:**

The terms of reference of this Committee include matters mandated in the Listing Agreement and the Companies Act, 2013, respectively. The Audit Committee reviews the audit reports submitted by the Internal Auditors, Cost Auditors and Statutory Auditors and to meet them to discuss their findings, suggestions and other related matters, financial results, effectiveness of internal audit processes, Company's risk management strategy and Company's established systems and procedures. The Audit Committee also reviews the functioning of the Whistle Blower mechanism. Besides having access to all the required information from within the Company, the Committee may obtain external professionals advice, whenever required. The Committee acts as a link between the Statutory and the Internal Auditors and the Board of Directors of the Company.

**(b) The Composition of Audit Committee as at 31.03.2021 and details of the Members participation at the Meetings of the Committee are as under:**

As on 31<sup>st</sup> March 2021, the Audit Committee comprised of 3 Directors out of which one is Whole Time Director, Mr. Nilesh Natubhai Patel and Two Are Independent Directors viz., Mr. Chaitnya Bhanubhai Doshi and Mr. Manish Makodia (resigned w e f 13<sup>th</sup> February) and Mr. Parag Parekh (appointed w e f 13<sup>th</sup> February)

Mr. Manish Makodia is Chairman of the Audit Committee. All the members of Audit Committee have financial and accounting knowledge.

Four meetings were held during the financial year 1<sup>st</sup> April, 2020 to 31<sup>st</sup> March, 2021. The attendance of each Member of the Committee is given below:

Name of Director	Category	Attendance at Audit Committee Meetings held on				% of Attendance
		30.06.2020	16.10.2020	12.11.2020	13.02.2021	
Mr. Nilesh Natubhai Patel	Whole Time Director	√	√	√	√	100
Mr. Chaitnya Bhanubhai Doshi	Independent Director	√	√	√	√	100
Mr. Manish Makodia	Independent Director	√	√	√	√	100
Mr. Parag Parekh	Independent Director	-	-	-	-	-

#### 4. Nomination and Remuneration Committee

##### (a) Terms of Reference:

This Committee shall identify the persons, who are qualified to become Directors of the Company / who may be appointed in Senior Management in accordance with the criteria laid down, recommend to the Board their appointment and removal and also shall carry out evaluation of every director's performance. Committee shall also formulate the criteria for determining qualifications, positive attributes, independent of the Directors and recommend to the Board a Policy, relating to the remuneration for the Directors, Key Managerial Personnel and other employees.

##### (b) The Composition of the Nomination and Remuneration Committee as at 31.03.2021 and details of the Members participation at the Meetings of the Committee are as under:

As on 31st March, 2021, the Committee comprised of 3 Independent Directors viz. Mr. Chaitnya Bhanubhai Doshi, Dinal Ashok Lakhani and Mr. Manish Makodia (resigned w e f 13<sup>th</sup> February) and Mr. Parag Parekh (appointed w e f 13<sup>th</sup> February) Mr. Chaitnya Bhanubhai Doshi is Chairman of the Committee.

Name of Director	Category	Attendance at Nomination and Remuneration Committee Meetings held on		% of Attendance
		23.10.2020	13-02-2021	
Chaitnya Bhanubhai Doshi	Independent Director	√	√	100
Dinal Ashok Lakhani	Independent Director	√	√	100
Mr. Manish Makodia	Independent Director	√	√	100
Mr. Parag Parekh	Independent Director	NA	NA	-

##### (c) Remuneration & Board Diversity Policy

## Managing and Executive Directors

The Company pays remuneration to its Managing Director by way of salary, allowances and perquisites as per the Company's rules. The salary and other perquisites are approved by the Board of Directors on recommendation of the Nomination and Remuneration Committee and the salary is paid within the overall limits approved by the members of the Company. The Board on the recommendation of Nomination and Remuneration Committee approves the annual increment effective 1<sup>st</sup> April each year.

The Remuneration paid to the Directors is as under:

(Rs in lacs)							
Sr. No.	Name of Director	Basic Salary Rs.	Perquisites & Allowances	Sitting Fees Rs.	Bonus Rs.	Professional Fees Rs.	Total Rs.
1.	Nileshbhai N Patel	5.20	-	NIL	-	NIL	5.20
2.	Rohitbhai Chauhan	5.20	-	NIL	-	NIL	5.20
3.	Divya A Monpara	NIL	NIL	NIL	NIL	NIL	NIL
4.	Dinalben Lakhani	NIL	NIL	0.07	NIL	NIL	0.07
5.	Manish Makodia	NIL	NIL	0.06	NIL	NIL	0.06
6.	Chaitnya Doshi	NIL	NIL	0.06	NIL	NIL	0.06

No sitting fee is paid to Executive Directors.

Remuneration paid to Executive Directors includes Company's contribution to Provident Fund and Pension Fund.

### 1. Introduction: Remuneration Policy

The remuneration policy for members of the Board of Directors and Executive Management of Madhav Copper Limited (herein after referred to as "Madhav") reflects the interest of the shareholders and the Company taking into consideration any specific matters, including the assignments, the responsibilities undertaken and also be competitive with the external market. The Company recognizes the benefit of a Board that possesses the right balance of skills, knowledge, experience, expertise and diversity of perspective.

- The Nomination and Remuneration Committee** shall formulate eligible criteria for nomination and selection of Directors and recommended remuneration policy for the directors.
- Appointment and Qualification of the Directors and the Composition of the Board shall be governed by the Nomination and Remuneration Committee.**

In recognition of the fact that the selection of qualified directors is complex and crucial to the long-term success of the Company, the Nomination and Compensation Committee has established the following guidelines for the identification and evaluation of candidates for the membership on the Company's Board of Directors.

Candidates should be distinguished individuals who are prominent in their fields or otherwise possess exemplary qualities that will enable them to effectively function as directors of the Company. While the Nomination and Compensation Committee may not believe it appropriate at this to establish any specific minimum qualification for candidates, the Committee shall focus on the following qualities in identifying and evaluating candidates for Board membership.

## **Board Membership Criteria**

- Educational background, business experience and skills
- Charter, reputation of highest ethical standards and personal integrity
- Practical wisdom, Sound Business Judgment and strong sense of professionalism
- Independence and objectivity
- Diversity and multi-cultural experience and understanding
- Strong understanding of marketing, finance and other disciplines relevant to the success of business.
- Willingness to commit, as well as have sufficient time to discharge his or her duties to the Board.
- Ability to consider and understand all the constituencies of the Company, which includes stockholders, employees, customers, governmental units, creditors and the general public.
- Any other factors that the Nomination and Compensation Committee may consider to be relevant and appropriate for the appointment.

Recognizing that the overall composition of the Board is essential to the effective functioning of the Board the Nomination and Compensation Committee shall make appointment in the context of the existing composition of the Board so as to achieve an appropriate mix of backgrounds, skills, diversity and qualities. In making its determinations, the Nomination and Compensation Committee shall take into account all applicable legal, regulatory and stock exchange requirements concerning the composition of the Board and its committees.

### **4. Evaluation Criteria:**

The Board constantly evaluates the contribution of the members and re-appoints them for tenure as per company requirement based on their performance linked to strategic objectives of the Company. Evaluation criteria may be membership accountability, governance, board operations, legal responsibilities, financial overview, board management relations and personal leadership.

### **5. Remuneration to the Board of Directors and Executive Management:**

The remuneration of the Board of Directors and Executive Management is set by the Nomination and Remuneration Committee under the delegated powers of Board.

Efforts are made to ensure that the remuneration of the Managing Director / Whole time Director matches the level in comparable companies, whilst also taking into consideration board members' required competencies, qualification, efforts and scope of the board work, including the number of meetings.

Attracting and retaining top talent is the key objective of our approach to remuneration. This is done keeping in mind that the competitive and fair awards are linked to the key deliverable and also aligned with the market practices and stakeholders' expectations.

Accordingly, the Board of Directors believes that a combination of fixed and performance based pay to the Executive Management helps ensure the Company can attract, motive and retain key employees while reflecting the short and long term performance objectives and goal of the Company.

### **6. Linkage to Performance:**

The relationship of remuneration to performance is clear and ties the larger part of remuneration to long-term performance. The level varies according to performance relative to measure linked directly to strategic priorities.

### **7. Policy on Diversity:**

MCL is committed to the highest standards of corporate governance, transparency and accountability.

Hence, we strive to leverage Diversity to contribute to the achievement of MCL's strategic objectives.

Accordingly, the Board aims to attract and maintain a Board which has an appropriate mix of Diversity, education, skills, knowledge, experience, expertise and cultural background. The MCL Board recognizes the value of appointment of individual who bring a variety of diverse opinions, perspectives, skills, experience, background and orientations to its business decision and its decision-making processes.

An overriding principle is that all appointment to the Board will be based upon the merit and suitability of the candidate. Taking this in to account, appointment of female members to the Board is also to add value of a more diverse board.

#### **8. Review of the Board Diversity Policy:**

The Nomination and Remuneration committee shall review this policy, as appropriate, to ensure the effectiveness of this policy. The nomination committee shall discuss any revision that may be required and recommend any such revisions to the Board for consideration any approval.

#### **9. Meeting of Independent Directors:**

The Company has complied with the definition of Independence as per Listing Regulations and according to the Provisions of section 149(6) Companies Act, 2013. The company has also obtained declarations from all the Independent Directors pursuant to section 149 (7) of the Companies Act, 2013.

#### **10. Training of Independent Directors:**

Whenever new Non-executive and Independent Directors are inducted in the Board they are introduced to our Company's culture and they are also introduced to Company's organization structure, business, constitution, board procedures, major risks and management strategy. The appointment letters of Independent Directors has been placed on the Company's website at [www.madhavcopper.com](http://www.madhavcopper.com) under investors/ policy documents / independent directors' letters link.

#### **11. Performance Evaluation of non-executive and Independent Directors**

The Board has done evaluating the performance of Non-executive and Independent Directors for the financial year ended on 31/03/2021. All the Non-executive and Independent Directors are eminent personalities having wide experience in the field of business, industry and administration. Their presence on the Board is advantageous and fruitful in taking business decisions.

#### **12. Separate Meeting of the Independent Directors:**

A meeting of the Independent Directors was held on 01.02.2021 during the current financial year without the attendance of Non-Independent Directors and members of Management for:

- I) reviewing the performance of non-independent directors and the Board as a whole;
- II) Reviewing the performance of the Chairperson of the Company, taking into account the views of Executive Directors and Non-Executive Directors;
- III) Assessing the quality, quantity and timeliness of flow of information between the Company Management and the Board that is necessary for the Board to effectively and reasonably perform their duties.

Independent Directors viz., Mr. Chaitnya Bhanubhai Doshi, Mrs. Dinal Ashokbhai Lakhani and Mr.

Manish makodia were present at the above meeting.

### 13. Stakeholder's Relationship Committee

As on 31<sup>st</sup> March, 2021, the Stakeholder's Relationship Committee comprised of Mr. Chaitnya Bhanubhai Doshi, Mrs. Dinal Ashokbhai Lakhani and Mr. Manish Makodia (resigned w e f 13<sup>th</sup> February) and Mr. Parag Parekh (appointed w e f 13<sup>th</sup>February). Mrs Swati Kathrotiya, Compliance Officer is the Secretary of the Committee.

#### (a) Terms of Reference

The Committee focuses primarily on monitoring expeditious redressal of investors / stakeholder's grievances.

#### (b) The Composition of the Stakeholder's Relationship Committee as at 31.03.2021 and details of the Members participation at the Meetings of the Committee are as under:

Name of Director	Category	Attendance at Stakeholder's Relationship Committee held on		% of Attendance
		02.11.2020	28.12.2020	
Mr. Chaitnya Bhanubhai Doshi	Independent Director	√	√	100
Mrs. Dinal Ashokbhai Lakhani	Independent Director	√	√	100
Mr. Manish Makodia	Independent Director	√	√	100
Mr Parag Parekh	Independent Director	NA	NA	-

#### (c) Shareholder's Services:

Sr. No.	Nature of Complaints	2020-21		2019-20	
		Received	Answered	Received	Answered
1.	Non receipt of Shares lodged for Demat	NIL	NIL	NIL	NIL
2.	Non receipt of Dividend Warrants	NIL	NIL	NIL	NIL
3.	Others	NIL	NIL	NIL	NIL

### 13. General Body Meetings:

Location and time for the last three AGMs:

Year	Date	Venue	Time	Special Resolution(s)
2017-18	29/08/2018	No. 2107/D, D & I Excelus, Waghawadi Road, Bhavnagar – 364001 Gujarat	04:00 p.m.	NIL
2018-19	30/09/2019	No. 2107/D, D & I Excelus, Waghawadi Road, Bhavnagar – 364001 Gujarat	03.00 p.m.	1. Issue and allotment of Bonus shares 2. To approve issue of further capital

2019-20	30/09/2020	AGM held Through Video Conference Hence Deemed Venue is Registered office of the company: Plot No.2107/D, Office No.203, 2nd Floor D & I Excelus, Waghawadi Road Bhavnagar 364001 Gujarat	03.00 p.m.	<ol style="list-style-type: none"> <li>1. Re-appointment of Mr. Chaitnya Bhanubhai Doshi (DIN: 07600986) as an Independent Director</li> <li>2. Re-appointment of Mr. Manish Pratapbhai Makodia (DIN: 07600988) as an Independent Director</li> <li>3. To Alter Main Object of Memorandum of Association</li> </ol>
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#### Postal Ballot:

Pursuant to the provisions of Section 110 of the Companies Act, 2013, there were no Resolutions passed through Postal Ballot during the financial year 2020-21.

#### 14. Disclosure

##### **(I) Disclosures on materially significant related party transactions that may have potential conflict with the interest of company at large:**

All transactions entered into with related parties as defined under the Act, and Regulation 23 of the Listing Regulations during FY 2020-21 were in the ordinary course of business and on arm's length pricing basis and therefore no approval of the Board of Directors/Shareholders is applicable under the provisions of Section 188 of the Act. There were no materially significant transactions with the related parties during the financial year 2020-21 which were in conflict with the interest of Company. Suitable disclosures as required by Indian Accounting Standards (Ind AS 24) have been made in the notes to the Financial Statements. There was no transaction of a material nature with any of the related parties which was in conflict with the interest of the Company.

In terms of Schedule V of SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 the Company is complying with the relevant Accounting Standards with reference to Related Party Disclosures. Further, the Company does not have any holding/ subsidiary and associate company and hence disclosure requirement under Para A.2 of Schedule V of the Regulations are not applicable. Policy dealing with related party transaction can be accessed at [www.madhavcopper.com](http://www.madhavcopper.com).

##### **(ii) Disclosures in relation to the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013:**

- a. number of complaints filed during the financial year: Nil
- b. number of complaints disposed of during the financial year:- Nil
- c. number of complaints pending as on end of the financial year:- Nil

##### **(iii) Cases of Non-Compliance:**

During the period under review, the Company has complied with the provisions of the Act, Rules, Regulations, Guidelines, and Standards etc. The Company does not have any holding company or subsidiary company or associate company.

##### **(IV) Whistle Blower Policy / Vigil Mechanism:**

The Company has designed Whistle Blower Policy / Vigil

Mechanism to enable any person dealing with the Company to raise the alarm to the Audit Committee of the Company if he has reliable information about a mal practice, unethical practice, impropriety, abuse or financial wrong doing. The disclosure will be thoroughly investigated by the Committee. The members of the Committee may seek information from any sources inside and outside the organization investigate this, as deemed fit.

#### 15. Means of Communication

(a)	Half – yearly report sent to each household of shareholders	:	No, as the results of the Company are published in the Newspapers.
(b)	Quarterly results Newspapers in which results are normally published in	:	English and Gujarati newspapers
	Any website, where displayed	:	<a href="http://www.madhavcopper.com">www.madhavcopper.com</a>
	Whether it also displays official news releases	:	Yes
	The presentations made to institutional investors or to the analysts	:	NIL

All quarterly and annual filings are made with Stock Exchange through the specified online portal. SEBI has initiated SCORES for processing the investor complaints in a centralized web based redress system and online redressal of all the shareholders complaints. The Company is in compliance with the online portal of the Stock Exchange and SCORES.

#### 16. General Shareholder information

(a)	9 <sup>th</sup> AGM Date, Time and Venue	:	30 <sup>th</sup> September, 2021 at 03.00 p.m. at Madhav Copper Limited, Plot No.2107/D, Office No.203, 2nd Floor D & I Excelus, Waghawadi Road Bhavnagar 364001 Gujarat.
(b)	Financial calendar	:	i. April 2021 to March 2022
			ii. First Quarter 2021 Results – on or before 30 <sup>th</sup> June, 2021
			iii. Second Quarter/ Half yearly Results 2021 – on or before 14 <sup>th</sup> November, 2021
			iv. Third Quarter 2021 Results – on or before 14 <sup>th</sup> February, 2022
			v. Audited Results for the Fourth Quarter/ Year ending 31 <sup>st</sup> March 2022, - on or before 30 <sup>th</sup> May, 2022.
(c)	Date of Book closure	:	24/09/2021 to 30/09/2021 (both days inclusive)
(d)	Dividend Payment date	:	N.A
(e)	Listing on Stock Exchange.	:	The Company has paid Listing Fees for the period 1 <sup>st</sup> April, 2021 to 31 <sup>st</sup> March 2022 to NSE Limited.
(f)	(i) Stock Code – Physical	:	MCL
	(ii) Demat ISIN Number for NSDL & CDSL	:	INE813V01022
(g)	Market price Date : High, Low during each month in last Financial	:	The High / Low market price of the shares during the year 2020-21 at the National Stock Exchange, Mumbai were as under.

year		Month	High	Low	
		Apr-20	76.70	66.00	
		May-20	76.00	52.10	
		Jun-20	77.35	67.00	
		Jul-20	82.80	62.40	
		Aug-20	81.70	66.95	
		Sep-20	77.95	60.30	
		Oct-20	72.05	54.30	
		Nov-20	63.10	55.00	
		Dec-20	116.00	60.00	
		Jan-21	102.00	84.00	
		Feb-21	106.15	87.00	
		Mar-21	102.00	85.05	
(h)	Stock Performance in comparison to Broad-based indices BSE Sensex.			:	N.A.

(i)	Registrar and Transfer Agents	:	M/s. <b>Bigshare Services Pvt Ltd</b> 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
(j)	Share Transfer System	:	All the transfer and transmission requests are processed on fortnightly basis by our above Registrar and Share Transfer Agent(RTA). To facilitate prompt services, the RTA is also authorized to approve the transfers and dispatch the share certificates within stipulated time frame.

#### DISTRIBUTION OF HOLDINGS AS ON 31.03.2021

Shareholders			Nos. of Shares	
Shareholding of Nominal	Holders	% To Total	Share Amount	% of total
Up to 5000	1222	53.3624	1284010	0.9461
5001 to 10000	635	27.7293	3943435	2.9057
10001 to 20000	130	5.6769	1809355	1.3332
20001 to 30000	104	4.5145	2641465	1.9463
30001 to 40000	29	1.2664	1020985	0.7523
40001 to 50000	32	1.3974	1473900	1.0860
50001 to 100000	75	3.2751	5412715	3.9883
100001 to 9999999	63	2.7511	118128135	87.0420
<b>Total</b>	<b>2290</b>	<b>100</b>	<b>135714000</b>	<b>100</b>

(l)	Dematerialization of Shares and liquidity	:	100% of the paid-up capital has been dematerialized as on 31 <sup>st</sup> March, 2021.
(m)	Outstanding GDRs / ADRs / Warrants or any Convertible instruments, conversion date and likely impact on equity.	:	The company has not issued any GDRs / ADRs / Warrants or any convertible instruments

(n)	Commodity price risk or foreign exchange risk and hedging activities	:	N.A.
(o)	Plant Locations	:	The Company's plants are located at Plot No.2107/D, Office No.203, 2nd Floor D & I Excelus, Waghawadi Road Bhavnagar 364001 Gujarat
(p)	Address for correspondence	:	i Shareholders correspondence should be addressed to either at Registered Office of the Company or at the address of RTA as above :
			i Shareholders holding shares in electronic mode i should address all their correspondence to their i respective Depository Participant.

17. The Company has adopted and been complying with the discretionary requirements as per Regulation 27(1) and Part E of Schedule II of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. The Company has displayed all applicable policies at its website at [www.madhavcopper.com](http://www.madhavcopper.com).

18. The Company has been complying with the corporate governance requirements specified in Regulation 17 to 27 of the Regulations and Website disclosures as envisaged in clause (b) to (i) of Regulation 46(2) of the Regulations.

19. Familiarization programme for independent Directors: The Chairman and secretary of the Company used to familiarize the independent Directors of the Company, their roles, rights, responsibilities, nature of industry, compliance procedures & checkpoints etc., from time to time.

20. Details of significant changes (i.e. Change of 25% or more as compared to the immediately previous financial year) in key financial ratios, along with details explanations as under:

Ratios	Current Financial Year 2020-2021	Previous Financial Year 2019-2020
Debtors Turnover Ratio	15.52	11.03
Inventory Turnover Ratio	0.53	1.0
Interest Coverage Ratio	11.53	8.98
Operating Profit Margin % Ratio	1.69	3.13
Net Profit Margin % or sector-specific equivalent ratio (as Applicable )	1.16	2.19
Details of any change in return on Net worth as with immediately previous financial year.	32.93	32.79

21. Total fees paid by the Company to M/s.Nirav Patel & Co. as Remuneration of Statutory Auditors is a below:

Sr.	Particulars	Amount (Rs)
1	Statutory Audit Fees	300000
2	Other Services	25000
3	Re-imbusement of Expenses	-----

**Declaration / Certification:**

**a. Code of Conduct:**

The Board has laid down a Code of Conduct applicable to all the Directors and senior management of the Company. Necessary certification to this effect is appended to this Corporate Governance Report.

**b. CEO& CFO Certification:**

As per requirements of Corporate Governance Code, Mr. Rohit Bhikhabhai Chauhan, Managing Director and Mr. Kamlesh Solanki, Chief Financial Officer has jointly furnished the necessary Certificate to the Board of Directors with respect to financial statements and cash flow statements for the year ended 31<sup>st</sup> March, 2021.

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**Declaration by Managing Director on Code of Conduct**

I, Rohit Bhikhabhai Chauhan, Managing Director of Madhav Copper Limited, do hereby declare that a formal code of Conduct has been laid down by the Board of Directors of the Company, which has been applicable to all the Directors and senior management of the Company. The code of Conduct has been affirmed to by all the Directors and Senior management of the Company.

Place: Bhavnagar  
Date: 03.09.2021

**Rohit Bhikhabhai Chauhan**  
**MANAGING DIRECTOR**  
**DIN: 06396973**

## Secretarial Audit Report

(For the Financial year ended on 31st March, 2021)

[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, 2021 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, 2021, 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 (Share Based Employee Benefits) Regulations, 2014.- - 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, 2018. -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 except:(a) *The Company has not filed Resolutions passed by the Board of Directors under the provisions of section 179 of the Act; under forms MGT-14 for approval of Audited Financial Statements, appointment of Secretarial Auditors and appointment of Company Secretary as KMP of the company. (b) As per MCA circular no. 14/2020, the Company was required to file all resolutions passed at Annual General Meeting held on 30.09.2020 with the Registrar of Companies, however the Company has not filed Ordinary Resolutions passed at the meeting under form MGT-14. (c) The Company contravened provisions of section 164(2) of the Act as it made appointment of Mr. Parag Maheshbhai Parekh (DIN- 02508318) w.e.f. 13.02.2021 who is disqualified to be appointed as Non Executive Independent Director. (d) Discrepancies found in dates of meetings, attendance registers and minutes of meetings. (e) the company has not spent the CSR expenditure under section 135 of the Act, for financial year 2020-2021.*

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

**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 except *the Company contravened provisions of section 164(2) of the Act as it made appointment of Mr. Parag Maheshbhai Parekh (DIN- 02508318) w.e.f. 13.02.2021 who is disqualified to be appointed as Non Executive Independent Director. Except above observations, 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 generally 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 *the Company is required to adhere and maintain adequate systems and process* 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 there was a migration of trading in the equity shares of the company from SME Platform (EMERGE) to NSE Main Board w.e.f. 19.08.2020. The Company has passed following major resolutions at Annual General Meeting held on 30.09.2020: (a) Appointment of Mrs. Dinal Lakhani as Independent Director for term of 5 years w.e.f. 04.06.2020. (b) Re-appointment of Mr. Chaitanya Doshi and Mr. Manish Makodia as Independent Directors for second term of 5 years w.e.f 30.09.2020. (c) Alteration of Main Object Clause III(A) of the Memorandum of Association.

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

**Place: Vadodara  
Date: 03.09.2021**

**(Kashyap Shah)  
Proprietor  
FCS No. 7662. CP No. 6672  
UDIN:- F007662C000888289**

**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.
7. We have not carried out physical verification of any records due to prevailing conditions of COVID-2019 in the Country. We have relied on the records as made available by the Company through digital mode.

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

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

**Place: Vadodara**  
**Date: 03.09.2021**

**CERTIFICATE OF NON-DISQUALIFICATION OF DIRECTORS**  
***(pursuant to Regulation 34(3) and Schedule V Para C clause (10)(i) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015)***

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

We have examined the relevant registers, records, forms, returns and disclosures received from the Directors of Madhav Copper Limited having **CIN: L27201GJ2012PLC072719** and having registered office at Plot No.2107/D, Office No.203, 2nd Floor, D & I Excelus, Waghawadi Road, Bhavnagar- 364001. (hereinafter referred to as 'the Company'), produced before us by the Company for the purpose of issuing this Certificate, in accordance with Regulation 34(3) read with Schedule V Para-C Sub clause 10(i) of the Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations,2015.

In our opinion and to the best of our information and according to the verifications (including Directors Identification Number (DIN) status at the portal [www.mca.gov.in](http://www.mca.gov.in)) as considered necessary and explanations furnished to us by the Company & its officers, We hereby certify that none of the Directors on the Board of the Company as stated below for the Financial Year ending on 31<sup>st</sup> March, 2021 have been debarred or disqualified from being appointed or continuing as Directors of companies by the Securities and Exchange Board of India, Ministry of Corporate Affairs, \_\_or any such other Statutory Authority *except that the Company made appointment of Mr. Parag Maheshbhai Parekh (DIN- 02508318) as Non Executive Independent Director on 13.03.2021, was already disqualified by Ministry Of Corporate Affairs under section 164(2) of the Companies Act, 2013 for his appointment as Director.*

Sr. No.	Name of Director	DIN	Date of appointment in Company
1	NILESHBHAI NATUBHAI PATEL	05319890	19/11/2012
2	DIVYA ARVINDBHAI MONPARA	06396970	19/11/2012
3	ROHITBHAI BHIKHABHAI CHAUHAN	06396973	19/11/2012
4	CHAITNYA BHANUBHAI DOSHI	07600986	01/09/2016
5	DINAL ASHOKBHAI LAKHANI	08753875	04/06/2020
6	JAYSUKH BHANABHAI DABHI	09177201	19/05/2021

Ensuring the eligibility of for the appointment / continuity of every Director on the Board is the responsibility of the management of the Company. Our responsibility is to express an opinion on these based on our verification. This certificate is neither an assurance as to the future viability of the Company nor of the efficiency or effectiveness with which the management has conducted the affairs of the Company.

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

**(Kashyap Shah)**  
**Proprietor**  
**FCS No. 7662; CP No. 6672**  
**UDIN: F007662C000888322**  
Place: Vadodara  
Date: 03.09.2021

CERTIFICATE ON COMPLIANCE WITH THE CONDITIONS OF CORPORATE GOVERNANCE

To the Members of  
**Madhav Copper Limited**

We have examined the compliance of the conditions of Corporate Governance by “**Madhav Copper Limited**” having **CIN: L27201GJ2012PLC072719** and having registered office at Plot No.2107/D, Office No.203, 2nd Floor, D & I Excelus, Waghawadi Road, Bhavnagar- 364001 (hereinafter referred to as the Company), for the financial year ended on March 31, 2021 as stipulated in SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (hereinafter referred to as Listing Regulations).

The compliance of conditions of Corporate Governance is the responsibility of the Management of the Company. Our examination was limited to procedures and implementation thereof adopted by the Company for ensuring the compliance of the conditions of Corporate Governance.

In our opinion and to the best of our information and according to the explanations given to us, we certify that the Company has complied with the conditions of Corporate Governance as stipulated in the above mentioned Listing Regulations during the financial year 2020-2021. *The Company contravened provisions of section 164(2) of the Act as it made appointment of Mr. Parag Maheshbhai Parekh (DIN- 02508318) w.e.f. 13.02.2021 who is disqualified to be appointed as Non-Executive Independent Director.*

We state that in respect of investor grievances received during the year ended March 31, 2021, no investor grievance is pending against the Company, as per the records maintained by the Company and presented to the Stakeholders Relationship Committee.

It is neither an audit nor an expression of opinion on the financial statements of the Company.

We further state that such compliance is neither an assurance as to the future viability of the Company nor efficiency or effectiveness with which the Management has conducted the affairs of the Company.

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

**(Kashyap Shah)**  
**Proprietor**  
**FCS No. 7662; CP No. 6672**  
**UDIN: F007662C000898794**

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**INDEPENDENT AUDITOR'S REPORT**

**To,**  
**The Members of**  
**MADHAV COPPER LIMITED**  
**Bhavnagar.**

**Report on the Ind AS Financial Statements**

**Opinion**

We have audited the accompanying Ind AS financial statements of **Madhav Copper Limited ("the Company")**, which comprise the Balance Sheet as at 31st March, 2021, and the Statement of Profit and Loss (including other comprehensive income), the Cash Flow Statement and the Statement of Changes in Equity for the year then ended, and a summary of the significant accounting policies and other explanatory information (herein after referred to as "Ind AS financial statements").

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid Standalone Financial Statements give the information required by the Companies Act, 2013 ("the Act") in the manner so required and give a true and fair view in conformity with the Indian Accounting Standards prescribed under section 133 of the Act read with the Companies (Indian Accounting Standards) Rules, 2015, as amended, ("Ind AS") and other accounting principles generally accepted in India, of the state of affairs of the Company as at March 31, 2020 and its profit (including Other Comprehensive profit), changes in equity and its cash flows for the year ended on that date.

**Basis for Opinion**

We conducted our audit in accordance with the Standards on Auditing ("SAs") specified under section 143(10) of the Companies Act, 2013 ("the Act"). Our responsibilities under those SAs are further described in the Auditor's Responsibilities for the Audit of the Financial Results section of our report. We are independent of the Company, in accordance with the Code of Ethics issued by the Institute of Chartered Accountants of India together with the ethical requirements that are relevant to our audit of the financial results under the provisions of the Act, and the Rules there under, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the Code of Ethics. We believe that the

audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

### **Responsibilities of management and those charged with Governance for the Ind AS 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 Ind AS financial statements that give a true and fair view of the state of affairs (financial position), profit or loss (financial performance including other comprehensive income), cash flows and changes in equity of the Company in accordance with the accounting principles generally accepted in India, including the Indian Accounting Standards (Ind AS) prescribed under Section 133 of the Act.

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 Ind AS financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

In preparing the financial statements, management is responsible for assessing the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the concern basis of accounting unless management either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so.

Those Board of Directors are also responsible for overseeing the Company's financial reporting process.

### **Auditor's Responsibility for the Audit of the Financial Statements**

Our objectives are to obtain reasonable assurance about whether the financial results as a whole is free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with SAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of this financial results.

As part of an audit in accordance with SAs, we exercise professional judgment and maintain professional skepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the Financial Results, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under Section 143(3) (i) of the Act, we are also responsible for expressing our opinion on whether the company has adequate internal financial controls with reference to financial statements in place and the operating effectiveness of such controls
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates made by the Board of Directors.
- Conclude on the appropriateness of the Board of Directors' use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the ability of the Company to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the Statement or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the Financial Results, including the disclosures, and whether the Financial Results represent the underlying transactions and events in a manner that achieves fair presentation.
- We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.
- We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to

communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

### **Other matter**

The financial information of the Company for the year ended 31st March, 2021 and the transition date opening Balance Sheet as at 01st April, 2019 included in these Ind AS financial statements are based on the previously issued statutory financial statements for the years ended 31st March, 2020 and 31st March, 2019 prepared in accordance with the Company's (Accounting Standards) Rules, 2006 (as amended) which were audited by us, on which we expressed an unmodified opinion dated 30th June, 2020 and 30th May, 2019 respectively. The adjustments to those financial statements for the differences in accounting principles adopted by the Company on transition to Ind AS have been audited by us.

Our opinion is not modified in respect of this matter.

### **Report on other legal and regulatory requirements**

1. As required by the Companies (Auditor's Report) Order, 2016 ("the Order"), issued by the Central Government of India in terms of Section 143(11) of the Act, we give in the Annexure-I a statement on the matters specified in paragraphs 3 and 4 of the Order.
2. As required by section 143(3) of the Act, we report, to the extent applicable, 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 and returns adequate for the purposes of our audit have been received from the branches not visited by us.
  - c) The reports on the accounts of the branch office (NIL) of the company audited under section 143(8) of the Act by branch auditors have been sent to us and have been properly dealt with us in preparing this report.

- d) The Balance Sheet, the Statement of Profit and Loss, the Cash Flow Statement and the Statement of Change in Equity dealt with by this Report are in agreement with the books of account and with the returns received from branches (NIL) not visited by us
- e) In our opinion, the aforesaid Ind AS financial statements comply with the Indian Accounting Standards specified under Section 133 of the Act, to the extent applicable.
- f) With respect to the adequacy of internal financial control over financial reporting of the company and the operating effectiveness of such controls, refer to our separate report in the Annexure-II, and
- 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 Auditor's) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:
- 1) The Company has disclosed the impact of pending litigations on its financial position in its Ind AS financial statements.
  - 2) The Company did not have any material foreseeable losses on long-term contract including derivative contracts.
  - 3) According to the information and explanations given to us, there were no amounts which were required to be transferred to Investor Education and Protection Fund by the company.

**For, Nirav Patel & Co.**  
**Chartered Accountants**  
F.No.134617W

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(Nirav B. Patel)  
Partner  
M. No. 149360  
UDIN: **21149360AAAACI9397**

Place: Bhavnagar  
Date:29/06/2021

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**ANNEXURE-I**

**Reports under The Companies (Auditor's Report) Order, 2016 (CARO 2016) for the year ended on 31<sup>st</sup> March 2021**

**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 its fixed Assets.
- b) The company has a regular program of physical verification of its fixed assets by which all fixed assets are verified in a phased manner over a period of three years. Accordingly, fixed assets of some plants &/or offices of the company were verified by internal staff during the year and no material discrepancies were noticed on such verification. In our opinion, the periodicity of physical verification is reasonable having regard to the size of the company and the nature of its assets. We also to get it verified from external agencies.
- c) The company has taken steps to maintain register of Land and Building ( immovable property ) showing the details of title deeds held in the name of company or otherwise including total number of such cases and whether the same are leasehold/freehold.

However, the amount of gross block and net block of immovable property as on the balance sheet have been shown in the financial records.

**2. In Respect of Inventories**

- a) According to the information and explanations given to us, the inventories of Finished Goods, Raw Materials and store & spares have been physically verified by the management/ external agencies during the year.
- b) In our opinion , the periodicity of physical verification is reasonable having regard to the size of the company and the nature of its business.
- c) The Company is maintaining proper records of inventories. In our opinion, certain discrepancies arising out of verification of store & spares between the physical stocks and book records were noticed, which were not material considering size of the company and the nature of its business and the same have been properly dealt with in the books of accounts.

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

- a) According to the information and explanation given to us, the company has not granted any loans, secured or unsecured to companies, firms, limited liability partnership or other parties covered in the register maintained under section 189 of the companies Act, 2013
- b) This clause is not applicable since there are no loans granted during period covered under audit.
- c) There is no overdue amount of loans granted to Companies, firms or other parties listed in the register maintained under section 189 of the companies Act, 2013

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

According to information and explanation given to us, the company has not advanced any loan, given any guarantee or provided any security in connection with such loan and given/made any loan/investment within the meaning of section 185 and 186 of the companies Act,2013 and as such, reporting under this clause is not applicable to the company.

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

According to the information and explanation given to us, the company has not accepted any deposit from the public within the meaning of section 73 to 76 or any other relevant provisions of companies Act , 2013 and the Rules framed there under and as such, reporting under this clause is not applicable to the company.

**6. Maintenance of cost records**

According to the information and explanations given to us, maintenance of cost records by the company has been specified by central Government under sub section (1) of the section 148 of the companies Act, 2013. We have broadly reviewed such cost records and we are of the opinion that, prima facie , such 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**

(a) According to the records of the company and information and explanations given to us, the company is generally regular in depositing undisputed statutory dues including provident fund, employee state insurance, income tax, sales tax, service tax, custom duty, duty of excise, value added tax , Cess and other statutory dues with the appropriate authorities where applicable. There is no arrear of outstanding statutory dues as at 31st ,march 2021

for a period of more than six months from the date they became payable excepting Rs.0.36 Lac of professional Tax and 0.80 Lac of IGST Payable.

(b) According to the records of the company and information and explanations given to us, the following are the details disputed statutory dues including provident fund, employee state insurance, income tax, sales tax, service tax, custom duty, duty of excise, value added tax , Cess and other statutory dues as on 31st March, 2021.

<b>Name of the Statue</b>	<b>Nature of Dues</b>	<b>Period to which amount relates</b>	<b>Forum where dispute is pending</b>	<b>Amount (In Lac)</b>
Central Excise Act	Cenvat and Additional Duty on Import Purchase	F.Y.2014-15	Appellate Tribunal	18.00
Central Excise Act	Cenvat and Additional Duty on Import Purchase	F.Y.2015-16	Appellate Tribunal	32.87

#### **8. Repayment of Loans and Borrowings**

According to the information and explanations given to us, the Company has not defaulted in repayment of loan or borrowing to financial institutions, banks or government.

#### **9. Utilization of Money Raised by Public Offers and Term Loan for which they raised**

According to the information and explanations given to us, the company did not raise any money by way of initial public offer or further public offer (including debt instruments) or term loan during the year.

#### **10. Reporting of fraud During the Year**

According to the information and explanations given to us, no fraud by the company or any fraud on the company by its officers and employees has been noticed or reported during the year.

#### **11. Managerial Remuneration**

According to the information and explanation given to us, provisions of sections 197 of companies Act, 2013 regarding managerial remuneration has been paid or provided within the limit.

#### **12. Compliance by Nidhi company Regarding net owned Fund to deposit Ratio**

Regarding In our opinion and according to the information and explanations given to us, the company is not a Nidhi company and as such, reporting under this clause is not applicable to the company.

**13. Related Party Compliance with Section 177 and 188 of Companies Act -2013**

According to the information and explanation given to us and based on our examination of the records of the company, transactions with the related parties are in compliance with sections 177 and 188 of the companies Act,2013 where applicable and details of such transactions have been disclosed in note no 1 in the financial statements as required by the applicable accounting standards, where applicable.

**14. Compliance under Section 42 of Companies Act – 2013 Regarding private Placement of Shares or Debentures**

According to the information and explanation given to us and based on our examination of the records of the company, the company has not made any preferential allotment or private placement of shares or shares or fully or partly convertible debentures during the year and as such, reporting under this clause is not applicable to the company.

**15. Compliance under Section 192 of Companies Act – 2013**

According to the information and explanation given to us and based on our examination of the records of the company, the company has not entered into any non-cash transactions with directors or persons connected with him/her and such, reporting under this is not applicable to the company.

**16. Requirements of Registration under 45 – IA of Reserve Bank of India Act,1934**

In our opinion, the company is not required to be registered under section 45-IA of the reserve bank of India Act 1934 and as such, reporting under this clause is not applicable to the company.

**For, Nirav Patel & Co.**  
**Chartered Accountants**  
F.No.134617W

\_\_\_\_\_  
(Nirav B. Patel)  
Partner  
M. No. 149360  
UDIN: [21149360AAAACI9397](#)

Place: Bhavnagar  
Date:29/06/2021

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**ANNEXURE-II**

**To The Independent Auditor'S Report Of even date on the Ind AS 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 31st March, 2021 in conjunction with our audit of the Ind AS 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 ('ICAI'). 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 controls system over financial reporting and their operating effectiveness. Our audit of internal financial controls over financial reporting included obtaining an understanding of internal financial controls over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating

effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the Ind AS 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 place, 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 **31st March 2021**, based on the internal control over financial reporting criteria established by the Company considering the essential

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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, Nirav Patel & Co.**  
**Chartered Accountants**  
F.No.134617W

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(Nirav B. Patel)  
Partner  
M. No. 149360  
UDIN: **21149360AAAACI9397**

Place: Bhavnagar  
Date:29/06/2021

**ANNUAL REPORT 2020-21  
MADHAV COPPER LIMITED**

**BALANCE SHEET AS AT 31ST MARCH, 2021**

[Rs. In Lakh]

Particulars	Note No.	As at		
		31.03.2021	31.03.2020	01.04.2019
<b>A ASSETS</b>				
<b>1 NON CURRENT ASSETS</b>				
(a) Property, Plant Equipment	2	1,529.94	1,282.58	1,210.39
(b) Capital Work in Progress	3	161.93	-	-
(c) Investment Property		-	-	-
(d) Goodwill		-	-	-
(e) Other Intangible assets		-	-	-
(f) Intangible assets under development		-	-	-
(g) Biological Assets other than bearer plants		-	-	-
(h) Financial Assets	4			
(i) Investments		114.60	114.60	118.12
(ii) Loans		-	-	-
(iii) Other Financial Assets		5.06	4.80	4.53
(i) Deferred tax assets (net)		-	-	-
(j) Other non-current assets		-	-	-
(k) Non current Assets classified as held for Sale		-	-	-
<b>2 CURRENT ASSETS</b>				
(a) Inventories	5	4,947.06	1,076.43	699.95
(b) Financial Assets	6			
(i) Investments		-	-	-
(ii) Trade receivables		3,629.53	1,310.27	2,358.94
(iii) Cash and cash equivalents		7.98	718.67	5.55
(iv) Bank Balance other than (iii) above		24.16	24.85	23.43
(v) Loans		10.10	8.13	8.15
(vi) Other Financial Assets		9.23	34.32	7.04
(c) Current Tax Assets	7	155.91	87.61	77.30
(d) Other current assets	8	2,433.29	1,319.95	40.03
<b>TOTAL ASSETS</b>		<b>13,028.79</b>	<b>5,982.22</b>	<b>4,553.44</b>

Particulars	Note No.	As at		
		31.03.2021	31.03.2020	01.04.2019
<b>B EQUITY AND LIABILITIES</b>				
<b>1 EQUITY</b>				
(a) Equity Share capital	9	1,357.14	1,357.14	616.08
(b) Other Equity	10	3,307.72	2,860.85	688.96
<b>2 LIABILITY</b>				
<b>NON CURRENT LIABILITIES</b>				
(a) Financial Liabilities	11			
(i) Borrowings		76.56	261.82	289.60
(ii) Trade payables		-	-	-
(iii) Other financial liabilities		10.21	-	-
(b) Provisions		-	-	-
(c) Deferred tax liabilities (Net)	12	16.20	31.27	41.79
(d) Other non-current liabilities		-	-	-
(e) Liabilities associated with groups(s) of assets held for disposal		-	-	-
<b>CURRENT LIABILITIES</b>				
(a) Financial Liabilities	13			
(i) Borrowings		86.60	-	739.99
(ii) Trade payables		7,787.98	982.16	1,745.79
(iii) Other financial liabilities		131.71	152.24	162.17
(b) Other current liabilities	14	55.23	156.06	80.64
(c) Provisions	15	31.30	15.33	8.43
(d) Current tax liabilities	16	168.14	165.36	180.00
<b>TOTAL EQUITY AND LIABILITIES</b>		<b>13,028.79</b>	<b>5,982.22</b>	<b>4,553.44</b>

Notes forming part of Financial Statements 1 to 24

The accompanying notes form an integral part of the financial statement.

As per our attached report of even date

**For Nirav Patel & Co.**  
**Chartered Accountants**  
**FRN: 134617W**

**For and on behalf of Board of Director**  
**Madhav Copper Limited**

Sd/-  
(Nirav B patel)  
Partner  
M. No. 149360  
Date : 29/06/2021  
Place: Bhavnagar  
UDIN:21149360AAAACI9397

Sd/-  
Rohitbhai B. Chauhan  
Managing Director  
DIN:06396973  
Date : 29/06/2021

Sd/-  
Nileshbhai N. Patel  
Wholetime Director  
DIN:05319890  
Place: Bhavnagar

SD/-  
Kamlesh Solanki (CFO)

SD/-  
Swati Kathrot (CS)

**ANNUAL REPORT 2020-21  
MADHAV COPPER LIMITED**

**STATEMENT OF PROFIT AND LOSS FOR THE YEAR ENDED 31ST MARCH, 2021**

[Rs. In Lakh]

Particulars	Note No.	As at 31.03.2021	As at 31.03.2020
<b>Continuing Operation</b>			
<b>I</b> Revenue From Operations	17	38,334.74	20,227.83
<b>II</b> Other Income	18	30.24	67.73
<b>III Total Revenue (I+II)</b>		<b>38,364.99</b>	<b>20,295.57</b>
<b>IV EXPENSES</b>			
(a) Cost of Material Consumed	19	29,797.83	10,480.66
(b) Purchase	20	8,613.88	8,558.04
(c) Changes in inventories	21	-1,771.57	-525.18
(d) Employee Benefit expense	22	111.21	113.49
(e) Financial Costs	23	82.78	105.62
(f) Depreciation and Amortization Expenses	2	263.15	235.13
(g) Other Expenses	24	670.57	730.96
<b>Total Expenses(IV)</b>		<b>37,767.86</b>	<b>19,698.70</b>
<b>V</b> Profit/(loss) before exceptional items and taxes (III-IV)		<b>597.13</b>	<b>596.86</b>
<b>VI</b> Exceptional items		11.35	10.80
<b>VII</b> Profit/(loss) before tax (V-VI)		<b>608.48</b>	<b>607.66</b>
<b>VIII Tax Expense:</b>			
(a) Current Tax		168.15	165.36
(b) Deffered Tax		-15.07	-10.52
(c) Tax Expense		8.53	7.85
<b>IX</b> Profit(Loss) for the period from continuing operations (VII-VIII)		<b>446.87</b>	<b>444.97</b>
<b>X Discounted Operation</b>			
(a) Profit/(loss) from discontinued operations			
(b) Tax expense of discontinued operations			
<b>XI</b> Profit/(loss) after tax from Discontinued operations		-	-
<b>XII</b> Profit/(loss) for the period (IX+XI)		<b>446.87</b>	<b>444.97</b>

Particulars	Note No.	As at 31.03.2021	As at 31.03.2020
<b>XIII Other Comprehensive Income</b>			
A (i) Items that will not be reclassified to profit or loss			
(ii) Income tax relating to items that will not be reclassified to profit or loss			
B (i) Items that will be reclassified to profit or loss			
(ii) Income tax relating to items that will be reclassified to profit or loss			
<b>XIV</b> Total Comprehensive Income for the period (XII+XIII)		<b>446.87</b>	<b>444.97</b>
<b>XV Earnings per equity share (for continuing operation):</b>			
(1) Basic		1.65	1.64
(2) Diluted		1.65	1.64
<b>XVI Earnings per equity share (for discontinued operation):</b>			
(1) Basic		0	0
(2) Diluted		0	0
<b>XVII Earnings per equity share (for discontinued &amp; continuing operations)</b>			
(1) Basic		1.65	1.64
(2) Diluted		1.65	1.64

Notes forming part of Financial Statements

1 to 24

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The accompanying notes form an integral part of the financial statement.

As per our attached report of even date

**For Nirav Patel & Co.**  
**Chartered Accountants**  
**FRN: 134617W**

**For and on behalf of Board of Directors of  
Madhav Copper Limited**

Sd/-  
(Nirav B patel)  
Partner  
M. No. 149360  
Date : 29/06/2021  
Place: Bhavnagar  
UDIN:21149360AAAACI9397

Sd/-  
Rohitbhai B. Chauhan  
Managing Director  
DIN:06396973  
Date : 29/06/2021

Sd/-  
Nileshbhai N. Patel  
Wholetime Director  
DIN:05319890  
Place: Bhavnagar

SD/-  
Kamlesh Solanki (CFO)

SD/-  
Swati Kathrotiya





**CASH FLOW STATEMENT FOR THE YEAR ENDED ON 31ST MARCH, 2021**      **Annexure-A**

[Rs. In Lakh]

<b>1</b>	<b>CASH AND CASH EQUIVALENTS -Opening Balance</b>	<b>01-04-2020</b>	<b>01-04-2019</b>
i)	Current Financial Assets -Cash & Cash Equivalents (Note-6)	718.67	5.55
ii)	Current Financial Assets -Bank Balance other than above (Note- 6) (Excluding unpaid Dividend)	24.85	23.43
iii)	Current Financial Assets -Investments (Note-6)	0.00	0.00
iv)	Non Current Financial Assets -Others (Note-4)	4.80	4.53
		<b>748.33</b>	<b>33.51</b>
	<b>CASH AND CASH EQUIVALENTS -Closing Balance</b>	<b>31-03-2021</b>	<b>31-03-2020</b>
i)	Current Financial Assets -Cash & Cash Equivalents (Note-6)	7.98	718.67
ii)	Current Financial Assets -Bank Balance other than above (Note-6 ) (Excluding unpaid Dividend)	24.16	24.85
iii)	Current Financial Assets -Investments (Note-6)	0.00	0.00
iv)	Non Current Financial Assets -Others (Note-4)	5.06	4.80
		<b>37.19</b>	<b>748.33</b>

**2** The Cash Flow statement has been prepared under the Indirect Method as set out in Indian Accounting Standard Ind AS -7 Statement of Cash Flows.

**ANNUAL REPORT 2020-21  
MADHAV COPPER LIMITED**

Statement of Changes in Equity						
<b>(A) Equity share capital</b>						[Rs. In Lakh]
Particulars		31.03.2021	31.03.2020			
Balance at the beginning of the reporting period		1,357.14	616.08			
Add:						
Bonus Issue		0	616.08			
Fresh Issue During the year		0	124.98			
Less:		-	741.06			
<b>Balance at the end of the reporting Period</b>		<b>1,357.14</b>	<b>1,357.14</b>			
<b>(B) Other Equity</b>						[Rs. In Lakh]
Particulars	Reserve and Surplus					Total Other Equity
	Retained Earnings	General Reserve	Capital Reserve	Securities Premium	CSR Reserve	
<b>Balance at 1st April,2019</b>	<b>673.96</b>	-	<b>15.00</b>	-	-	<b>688.96</b>
Profit for the year	444.97	-	-	-	-	444.97
Created during the year	-	-	-	2,424.61	-	2,424.61
Utilised during the year	616.08	-	-	81.61	-	697.69
Dividend & Dividend Tax	-	-	-	-	-	-
Other Comprehensive Income	-	-	-	-	-	-
<b>Balance at 31st March,2020</b>	<b>502.85</b>	-	<b>15.00</b>	<b>2,343.00</b>	-	<b>2,860.85</b>
<b>Balance at 1st April,2020</b>	<b>502.85</b>	-	<b>15.00</b>	<b>2,343.00</b>	-	<b>2,860.85</b>
Profit for the year	446.87	-	-	-	-	446.87
Created during the year	-	-	-	-	-	-
Utilised during the year	-	-	-	-	-	-
Dividend & Dividend Tax	-	-	-	-	-	-
Other Comprehensive Income	-	-	-	-	-	-
<b>Balance at 31st March,2021</b>	<b>949.72</b>	-	<b>15.00</b>	<b>2,343.00</b>	-	<b>3,307.72</b>

As per our attached report of even date

**For Nirav Patel & Co.**  
**Chartered Accountants**  
**FRN: 134617W**

**For and on behalf of Board of Directors of  
Madhav Copper Limited**

(Nirav B patel)  
Partner  
M. No. 149360  
UDIN:21149360AAAACI9397  
Date : 29/06/2021

Sd/-  
Rohitbhai B. Chauhan  
Managing Director  
DIN:06396973  
Place: Bhavnagar

Sd/-  
Nileshbhai N. Patel  
Wholetime Director  
DIN:05319890

Sd/-  
Kamlesh Solanki  
CFO

Sd/-  
Swati Kathrotiya  
CS

**BALANCE SHEET**

I. The following reconciliations provide the effect of transition to Ind AS from IGAAP (Previous Accounting standards) in accordance with Ind AS 101

[Rs. In Lakh]

Particulars	Note No.	Opening Balance sheet as at 1st April, 2019			Balance sheet as at 31st March, 2020		
		IGAAP	Effect of Transition to Ind AS	Ind AS	IGAAP	Effect of Transition to Ind AS	Ind AS
<b>ASSETS</b>							
<b>1 NON CURRENT ASSETS</b>							
(a) Property, Plant Equipment		1210.39	-	1,210.39	1,282.58	0.00	1,282.58
(b) Capital Work in Progress		-	-	-	-	-	0.00
(c) Investment Property		-	-	-	-	-	0.00
(d) Goodwill		-	-	-	-	-	0.00
(e) Other Intangible assets		-	-	-	-	-	0.00
(f) Intangible assets under development		-	-	-	-	-	0.00
(g) Biological Assets other than bearer plants		-	-	-	-	-	0.00
(h) Financial Assets							
(i) Investments		118.12	-	118.12	114.60	0.00	114.60
(ii) Loans		-	-	-	-	-	0.00
(iii) Other Financial Assets	A	-	4.53	4.53	-	4.80	4.80
(i) Deferred tax assets (net)		-	-	-	-	-	0.00
(j) Other non-current assets		-	-	-	-	-	0.00
(k) Non current Assets classified as held for Sale		-	-	-	-	-	0.00
<b>2 CURRENT ASSETS</b>							
(a) Inventories		699.95	-	699.95	1,076.43	-	1,076.43
(b) Financial Assets							0.00
(i) Investments		-	-	-	-	-	0.00
(ii) Trade receivables		2358.94	-	2,358.94	1,310.27	-	1,310.27
(iii) Cash and cash equivalents		5.55	-	5.55	718.67	-	718.67
(iv) Bank Balance other than (iii) above	B	-	23.43	23.43	-	24.85	24.85
(v) Loans	C	160.48	-152.33	8.15	1,479.67	-1,471.54	8.13
(vi) Other Financial Assets	D	-	7.04	7.04	-	34.32	34.32
(c) Current Tax Assets	E	0.00	77.30	77.30	-	87.61	87.61
(d) Other current assets	F	0.00	40.03	40.03	-	1,319.95	1,319.95
<b>TOTAL ASSETS</b>		<b>4,553.44</b>	<b>-</b>	<b>4,553.44</b>	<b>5,982.22</b>	<b>0.00</b>	<b>5,982.22</b>

[Rs. In Lakh]

Particulars	Note No.	Opening Balance sheet as at 1st April, 2019			Balance sheet as at 31st March, 2020		
		IGAAP	Effect of Transition to Ind AS	Ind AS	IGAAP	Effect of Transition to Ind AS	Ind AS
<b>B EQUITY AND LIABILITIES</b>							
<b>1 EQUITY</b>							
(a) Equity Share capital		616.08	-	616.08	1,357.14	-	1,357.14
(b) Other Equity		688.96	-	688.96	2,860.84	0.00	2,860.85
<b>2 LIABILITY</b>							
<b>NON CURRENT LIABILITIES</b>							
(a) Financial Liabilities							
(i) Borrowings		289.60	-	289.60	261.82	0.00	261.82
(ii) Trade payables		-	-	-	-	-	0.00
(iii) Other financial liabilities		-	-	-	-	-	0.00
(b) Provisions		-	-	-	-	-	0.00
(c) Deferred tax liabilities (Net)		41.79	-	41.79	31.27	-	31.27
(d) Other non-current liabilities		-	-	-	-	-	0.00
(e) Liabilities associated with groups(s) of assets held for disposal		-	-	-	-	-	0.00
<b>CURRENT LIABILITIES</b>							
(a) Financial Liabilities							
(i) Borrowings		739.99	-	739.99	-	-	0.00
(ii) Trade payables		1,745.79	-	1,745.79	982.16	-	982.16
(iii) Other financial liabilities	G	-	162.17	162.17	-	152.24	152.24
(b) Other current liabilities	H	233.61	-152.97	80.64	275.27	-119.21	156.06
(c) Provisions	I	197.62	-189.20	8.43	213.73	-198.39	15.33
(d) Current tax liabilities	J	-	180.00	180.00	-	165.36	165.36
<b>TOTAL EQUITY AND LIABILITIES</b>		<b>4,553.44</b>	<b>-</b>	<b>4,553.44</b>	<b>5,982.22</b>	<b>0.00</b>	<b>5,982.22</b>

## STATEMENT OF PROFIT AND LOSS

II. The following reconciliations provide the effect of transition to Ind AS from IGAAP (Previous Accounting standards) in accordance with Ind AS 101

[Rs. In Lakh]				
Particulars	Note No.	For the year endedn 31st March, 2020 as per I-GAAP	Effect of Transition to Ind-AS	For the year endedn 31st March, 2020 As per Ind AS
<b>Contiuning Operation</b>				
<b>I</b> Revenue From Operations		20227.83	0.00	20,227.83
<b>II</b> Other Income		67.73	-	67.73
<b>III Total Revenue (I+II)</b>		<b>20,295.57</b>	<b>0.00</b>	<b>20,295.57</b>
<b>IV EXPENSES</b>				
(a) Cost of Material Consumed		10480.66	-	10,480.66
(b) Purchase		8558.04	-	8,558.04
(c) Changes in inventories		-525.18	-	-525.18
(d) Employee Benefit expense	A	113.36	0.13	113.49
(e) Financial Costs	B	113.94	-8.32	105.62
(f) Depreciation and Amortization Expenses		235.13	-	235.13
(g) Other Expenses	C	722.77	8.19	730.96
<b>Total Expenses(IV)</b>		<b>19,698.71</b>	<b>-0.00</b>	<b>19,698.70</b>
<b>V</b> Profit/(loss) before exceptional items and taxes (III-IV)		<b>596.86</b>	<b>0.00</b>	596.86
<b>VI</b> Exceptional items		10.80	-	10.80
<b>VII</b> Profit/(loss) before tax (V-VI)		<b>607.66</b>	<b>0.00</b>	<b>607.66</b>
<b>VIII</b> Tax Expense:				
(a) Current Tax		165.36	-	165.36
(b) Deffered Tax		-10.52	-	-10.52
(c) Tax Expense		7.85	-	7.85
<b>IX</b> Profit(Loss) for the period from continuing operations		<b>444.97</b>	<b>0.00</b>	<b>444.97</b>
<b>X</b> Discounted Operation				
(a) Profit/(loss) from discontinued operations		-	-	-
(b) Tax expense of discontinued operations		-	-	-
<b>XI</b> Profit/(loss) after tax from Discontinued operations		-	-	-
<b>XII</b> Profit/(loss) for the period (IX+XI)		<b>444.97</b>	<b>0.00</b>	<b>444.97</b>
<b>XIII</b> Other Comprehensive Income				
A (i) Items that will not be reclassified to profit or loss		-	-	-
(ii) Income tax relating to items that will not be reclassified to profit or loss		-	-	-
B (i) Items that will be reclassified to profit or loss		-	-	-
(ii) Income tax relating to items that will be reclassified to profit or loss		-	-	-
<b>XIV</b> Total Comprehensive Income for the period (XII+XIII)		<b>444.97</b>	<b>0.00</b>	<b>444.97</b>

### Explanations for reconciliation of Statement of Profit and Loss as previously reported under IGAAP to Ind AS

- A. Director sitting of Rs. 0.13 Lacs has been reclassified to employee benefit expenses from other Expenses.
- B. Bank Charges of Rs.8.32 Lacs has been reclassified to other expense from Financial Cost.
- C. Bank Charges of Rs.8.32 Lacs has been reclassified to other expense From Financial Cost and Director sitting of Rs. 0.13 Lacs has been reclassified to employee benefit expenses from other Expenses.

## CASH FLOW STATEMENT

III. The following reconciliations provide the effect of transition to Ind AS from IGAAP (Previous Accounting standards) in accordance with Ind AS 101

[Rs. In Lakh]

	For the year endedn 31st March, 2020 as per I-GAAP	Effect of Transition to Ind-AS	For the year endedn 31st March,2020 As per Ind AS
<b>A Cash Flow from the Operating Activities</b>			
Net Profit Before Tax	607.66	0.00	607.66
Add : Adjustments for - Depreciation	235.13	-0.00	235.13
- Finance Costs	113.94	-8.32	105.62
- Misc. Expenses W/Off	0.00	0.00	0.00
Less : Adjustments - Interest Received	3.21	0.00	3.21
- Profit on Sale of Fixed Asset	0.00	0.00	0.00
<b>Operating Profit before Working Capital Changes</b>	<b>953.51</b>	<b>-8.32</b>	<b>945.19</b>
<u>Changes in Working Capital</u>			
in Short term Borrowings	-739.99	1,788.66	1,048.67
in Trade Payable	-763.63	839.05	75.42
in Trade Receivable	1,048.67	-1,058.60	-9.92
in Other Current Liabilities	41.66	-34.75	6.91
in Short term Provision	-149.25	121.99	-27.26
in Short Term Loans & Advances	-1,231.57	855.10	-376.48
in Inventory	-376.48	-903.44	-1,279.92
in Long Term Loans & Advances & Deposits	0.00	-1,121.01	-1,121.01
<b>Cash Generated from Operations</b>	<b>-1,217.08</b>	<b>478.69</b>	<b>-738.39</b>
Tax Refund Received	0.00	-1,319.17	-1,319.17
Taxes Paid	95.47	-95.47	0.00
<b>Net Cash Flow from Operating Activities (A)</b>	<b>-1,312.55</b>	<b>-745.01</b>	<b>-2,057.56</b>
<b>B Cash Flow from Investing Activities</b>			
<u>Inflows</u>			
Sale of Fixed Assets	22.53	-352.38	-329.85
Sale of Investments	13.52	-13.52	0.00
Interest Received	3.21	-3.21	0.00
<u>Outflows</u>			
Purchase of Fixed Assets	-329.85	329.85	0.00
Purchase of Investments	-10.00	10.00	0.00
Interest Paid	0.00	2,467.98	2,467.98
<b>Net Cash Used in Investing Activities (B)</b>	<b>-300.59</b>	<b>2,438.72</b>	<b>2,138.13</b>
<b>C Cash Flow from Financing Activities</b>			
Proceeds from Equity Share Capital Issued	2,467.98	-2,467.98	0.00
Proceeds from Preference Share Capital Issued	0.00	2,334.58	2,334.58
in Long Term Borrowings	-27.78	27.78	0.00
Less - Finance Cost of Interest & Other	-113.94	828.75	714.82
Less - Repayment of Secured Loan & Unsec. Loan		34	33.51
<b>Net Cash Flow from Financing Activities (C)</b>	<b>2,326.26</b>	<b>756.65</b>	<b>3,082.91</b>
Net Decrease/Increase in Cash & Cash Equivalents	<b>713.12</b>	<b>2,450.36</b>	<b>3,163.48</b>
Cash & Cash Equivalents (Opening Balance) Ann.-A	<b>5.55</b>	<b>27.96</b>	<b>33.51</b>
Cash & Cash Equivalents (Closing Balance) Ann.-A	<b>718.67</b>	<b>29.66</b>	<b>748.33</b>

Reconciliation of Cash Flow Statement for the year ended 31st March, 2020

Explanation for differences between the previously reported IGAAP line and Ind AS line items due to the effects of transition to Ind AS are as per Note No. I & II for Balance sheet and Statement of Profit and Loss respectively.

## **NOTE:-1 FORMING PART OF IND AS FINANCIAL STATEMENTS**

### **A. Corporate Information**

Madhav Copper Limited (“The Company”) was originally incorporated as Private limited Company on 19<sup>th</sup> Day of November, 2012 and having passed the Special Resolution in the Extra Ordinary General Meeting of the Company held on 2<sup>nd</sup> Day of August, 2016 terms in Section 18 and 14 of the Companies Act, 2013 read with Rule 33 of Companies (Incorporation) Rules, 2014. The constitution of company is changed to MADHAV COPPER LIMITED as per certificate dated 17<sup>th</sup> Day of August, 2016.

Madhav copper has world class manufacturing facilities ISO 9000:2015, ISO 14001:2015 and ISO 18001 accreditation. The group has a diverse product portfolio ranging from ferrous product Steel, Round Bars, Ingots, Ship Breaking, Construction, Textile, Diamond and Jewelry etc.

Madhav Copper, a part of Madhav Group, has a great vision and power of innovation in the field of Copper Busbar, Copper Rod, Profile, copper fabricated products, Enamelled Copper Wire, Paper Covered Copper Conductor, Poly wrap submersible winding wire, Fiberglass Copper Conductor, Tapped Insulated Copper Conductors, Bare Copper Wire, and Copper Strips.

Madhav Copper draws its strength and quality from the latest technological state-of-the-art manufacturing facilities. Also, the latest PC based equipment for measurement of Dielectric Dissipation Factor (Tan d), Spectrometer for Metallographic of copper, Oxygen Analyzer to maintain < 5 ppm oxygen content and torsion tests ensure that only the flawless copper rods are made available for processing. and well-equipped quality testing laboratories ensures consistent wire quality during production.

Madhav Copper offers extensive range of Copper Busbar, Copper Rod, Profile, copper fabricated products, Enamelled Copper Wire, Paper Covered Copper Conductor, Poly wrap submersible winding wire, Fiberglass Copper Conductor, Tapped Insulated Copper Conductors, Bare Copper Wire, and Copper Strips, suitable for any known application in Pump, Motors, Transformer, Generators, Hydro Generators, Alternators, wind generators, Panel, Switch Gear – has enormously contributed to this success. Our wires and Copper Product are also suitable for use in high speed automatic coil winding machines and to fabricate in automatic CNC machine.

Our Copper Fabricated Product and Winding wires as manufactured to National and International Standards such as IS, IEC, NEMA, BS, ASTM, EN and JIS. The Copper Rod is manufactured from 100% LME (London Metal Exchange) registered grade ‘A’ copper cathode used as a raw material. The Copper Conductors are manufactured from 99.997% of pure ETP and OFC grade copper and insulated with high thermal class engineered insulation material, which provides excellent dielectric properties and excellent resistance to cracking.

### **B. Significant accounting policies:**

#### **1. Basic of Accounting**

The financial statements are prepared under historical cost convention from the books of accounts maintained under accrual basis except for certain financial instruments which are measured at

fair value and in accordance with the Indian Accounting Standards prescribed under Companies Act, 2013.

## **2. Application of Indian Accounting Standard (Ind-AS)**

In the current year, Indian Accounting Standards (Ind AS) have been notified by MCA under the Companies (Indian Accounting Standards) Rules, 2015 ("Ind AS Rules"), of the Companies Act, 2013 and are mandatorily effective for the accounting period that begins on or after 1 April 2020.

The Company has adopted all the Ind AS as applicable and its adoption was carried out in accordance with Ind AS 101 - First Time Adoption of Indian Accounting Standards. The transition was carried out from the previous accounting principles generally accepted in India (IGAAP) to the current Ind AS and its effect with reconciliation and description have been summarized in Note No. I,II & III.

## **3. Use of Estimates**

The preparation of the Company's financial statements requires management to make judgments, estimates and assumptions that affect the reported amounts of revenues, expenses, assets and liabilities, and the accompanying disclosures, and the disclosure of contingent liabilities. Uncertainty about these assumptions and estimates could result in outcomes that require a material adjustment to the carrying amount of assets or liabilities affected in future periods.

## **4. Revenue Recognition**

The company earns and recognizes the income on accrual basis. The revenue is recognized when it is earned and no significant uncertainty exists as to its ultimate realization or collection.

## **5. Employees Benefit**

### **Retirement benefit costs and termination benefits**

Payments to defined contribution retirement benefit plans are recognized as an expense when employees have rendered service entitling them to the contributions.

For defined benefit retirement benefit plans, the cost of providing benefits is determined using the projected unit credit method, with actuarial valuations being carried out at the end of each annual reporting period. Re-measurement, comprising actuarial gains and losses, the effect of the changes to the asset ceiling (if applicable) and the return on plan assets (excluding interest), is reflected immediately in the statement of financial position with a charge or credit recognized in other comprehensive income in the period in which they occur. Re-measurement recognized in

other comprehensive income is reflected immediately in retained earnings and will not be reclassified to Statement of Profit or Loss. Past service cost is recognized in Statement of Profit or Loss in the period of a plan amendment. Net interest is calculated by applying the discount rate at the beginning of the period to the net defined benefit liability or asset. Defined benefit costs are categorized as follows:

- i. Service cost (including current service cost, past service cost, etc.);
- ii. Net interest expense or income; and
- iii. Re-measurement.

The company presents the first two components of defined benefit costs in profit or loss in the line item 'employee benefits expense'.

The retirement benefit obligation recognized in the statement of financial position represents the actual deficit or surplus in the company defined benefit plans. Any surplus resulting from this calculation is limited to the present value of any economic benefits available in the form of refunds from the plans or reductions in future contributions to the plans.

A liability for a termination benefit is recognized at the earlier of when the company can no longer withdraw the offer of the termination benefit and when the company recognizes any related restructuring costs.

#### **Short-term and other long-term employee benefits**

A liability is recognized for benefits accruing to employees in respect of wages and salaries, annual leave and sick leave in the period the related service is rendered at the undiscounted amount of the benefits expected to be paid in exchange for that service.

Liabilities recognized in respect of short-term employee benefits are measured at the undiscounted amount of the benefits expected to be paid in exchange for the related service.

Liabilities recognized in respect of other long-term employee benefits are measured at the present value of the estimated future cash outflows expected to be made by the company in respect of services provided by employees up to the reporting date.

#### **6. Depreciation and Amortization**

The company has used the exemption available in Ind AS 101 with respect to recognition of Plant, Property and Equipment (PPE) and Intangible Assets at their carrying value being deemed cost.

The depreciable amount of an item of PPE is allocated on a WDV basis over its useful life prescribed in Schedule II of the Companies Act, 2013. The residual value and the useful life of an asset are reviewed, at each financial year-end. Each part of an item of PPE with a cost that is significant in relation to the total cost of the item is depreciated separately. Depreciation on all such items have been provided from the date they are 'Put to Use' till the date of sale. Freehold land is not depreciated. The residual value of all such items is taken at 5% of the original cost of individual asset.

An item of PPE is derecognized upon disposal or when no future economic benefits are expected to

arise from the continued use of the asset. Certain consumable items of small value whose useful life is very limited are directly charged to revenue in the year of purchase..

From the date Ind AS came into effect, the carrying amount of an asset is depreciated over the remaining useful life of the asset as per estimate of remaining useful life. Wherever, the remaining useful life of an asset is nil, the carrying amount is recognized in the opening balance of retained earnings after retaining the residual value.

## 7. Taxation

Income tax expense represents the sum of current tax.

### Current Tax

The current tax payable is based on taxable profit for the year as determined from net profit before tax as represented in Statement of Profit and Loss and Other Comprehensive Income, in line with different provisions under Income Tax Act 1961. Current tax is calculated using tax rates that have been enacted or substantively enacted by the end of the reporting period.

### Deferred Tax

Deferred tax is recognized on temporary differences between the carrying amounts of assets and liabilities in the financial statements and the corresponding tax bases used in the computation of taxable profit. Deferred tax liabilities are generally recognized for all taxable temporary differences. Deferred tax assets are generally recognized for all deductible temporary differences to the extent that it is probable that taxable profits will be available against which those deductible temporary differences can be utilized.

The carrying amount of deferred tax assets is reviewed at the end of each reporting period and reduced to the extent that it is no longer probable that sufficient taxable profits will be available to allow all or part of the asset to be recovered.

Deferred tax liabilities and assets are measured at the tax rates that are expected to apply in the period in which the liability is settled or the asset realized, based on tax rates (and tax laws) that have been enacted or substantively enacted by the end of the reporting period.

Deferred tax is not applicable to company as the company has opted section 115BAA of income tax act.

### Current and Deferred Tax for the year

Current and deferred tax are recognized in Statement of Profit or Loss, except when they relate to items that are recognized in other comprehensive income or directly in equity, in which case, the current and deferred tax are also recognized in other comprehensive income or directly in equity respectively.

-:DTL/DTA Calculation:-

Particulars	Amount
-------------	--------

	<b>In Lacs</b>
Closing Balance of Assets As per Companies Act, 2013	1,498.63
Closing Balance of Assets As per IT Act.	1,423.58
<b>Difference Liability/(Assets)</b>	<b>75.05</b>
<b>Gratuity</b>	
Provision for Gratuity as per Companies Act, 2013	10.70
Provision for Gratuity as per Income Tax Act	-
<b>Difference Liability /(Assets)</b>	<b>(10.70)</b>
<b>Net Difference</b>	<b>64.35</b>
Income Tax @ 25.17%	
Deferred tax Liability/(Assets) at the End of the year	16.20
Adjustment for Opening Liability / (Assets)	31.27
Net Deferred tax Liability / (Assets) for the year	<b>(15.07)</b>

## 8. Property Plant and Equipments

The cost of an item of PPE is recognized as an asset if and only if, it is probable that future economic benefits associated with the item will flow to the company and the cost of the item can be measured reliably. The cost of an item of PPE is the cash price equivalent at the recognition date. The cost of an item of PPE comprises:

- 1) Purchase price, including import duties and non-refundable purchase taxes, after deducting trade discounts and rebates.
- 2) Costs directly attributable to bringing the PPE to the location and condition necessary for it to be capable of operating in the manner intended by management.
- 3) The initial estimate of the costs of dismantling and removing the item and restoring the site on which it is located, the obligation for which the company incurs either when the PPE is acquired or as a consequence of having used the PPE during a particular period for purposes other than to produce inventories during that period.

The company has chosen the cost model of recognition and this model is applied to an entire

class of PPE. After recognition as an asset, an item of PPE is carried at its cost less any accumulated depreciation and any accumulated impairment losses.

In respect of expenditure during construction/development of a new unit/project in a new location, all direct capital expenditure as well as all indirect expenditure incidentals to construction are capitalized allocating to various items of PPE on an appropriate basis. Expansion program involving construction concurrently run with normal production activities in an existing unit, all direct capital expenditure in relation to such expansion are capitalized but indirect expenditure are charged to revenue. Borrowing costs that are attributable to the acquisition or construction of qualifying asset are capitalized as part of the cost of such assets. A qualifying asset is one that necessarily takes substantial period of time to get ready for its intended use.

Expenses incurred for implementation of new projects are carried forward against respective projects till execution. Expenses rendered in fruitless projects abandoned subsequently are provided for in the Statement of Profit & Loss.

## **9. Intangible Assets**

Identifiable intangible assets are recognized when the company controls the asset; it is probable that future economic benefits associated with respective assets will be realized for more than one economic period. At initial recognition, intangible assets are recognized at cost. Intangible assets are amortized on straight line basis over estimated useful life from the date on which they are available on use. Intangible Assets other than Software are amortized over estimated useful life which is equivalent to license period, generally not more than 5 years. However, Software which are considered as Intangible Assets are fully amortized in the year in which the expenses are incurred.

## **10. Inventories**

Stocks of raw materials and other stock of manufacturing purchase are valued at cost and incidental expenses there too. Loose tools when issued are charged off to revenue.

Finished goods and Traded goods are valued at the lower of the cost of material consumed plus manufacturing expenses incidental there to or market value.

Scrap are valued at average market value of last month's sales.

Consumable items are valued at latest purchase price as the latest stock are in the inventory.

The inventories out of inter-unit transfers at the close of the year are valued on the basis of cost to the transferor unit.

## **11. Foreign Exchange Transactions**

Transactions in currencies other than the company's functional currency (foreign currencies) are recognized at the rates of exchange prevailing at the dates of the transactions.

At the end of each reporting period, monetary items denominated in foreign currencies are retranslated at the rates prevailing at that date. Non-monetary items carried at fair value that are denominated in foreign currencies are re-translated at the rates prevailing at the date when the fair value was determined. Non-monetary items that are measured in terms of historical cost in a foreign currency are not retranslated.

Foreign currency monetary items (except overdue recoverable where reliability is uncertain) are converted using the closing rate as defined in the Ind AS-21- The effects of changes in Foreign Exchange Rates. Non-monetary items are reported using the exchange rate at the date of the transaction. The exchange difference gain/loss is recognized in the Statement of Profit and Loss.

Liability in foreign currency loans relating to acquisition of fixed assets is converted using the closing rate as defined in Ind AS 21-The effects of changes in Foreign Exchange Rates and the difference in exchange is recognized in terms of exemptions given in paragraph D13AA of Appendix D to Ind AS-101, where the effect of exchange differences on foreign currency loans of the company is accounted for by addition or deduction to the cost of the assets so far it relates to the depreciable capital assets and shall be depreciated over the balance life of the assets.

## **12. Provisions**

Provisions are recognized when the company has a present obligation (legal or constructive) as a result of a past event and it is probable that the company will be required to settle the obligation, and a reliable estimate can be made of the amount of the obligation.

## **13. Events Occurring after the Reporting Period**

The company adjusts the amount recognized in its financial statements to reflect adjusting material events after the reporting period and does not adjust the amount to reflect non-adjusting events after the reporting period. However where retrospective restatement is not practicable for a particular prior period then the circumstances that lead to the existence of that condition and the description of how and from where the error is corrected are disclosed in Notes on Accounts.

## **14. Prior Period Items**

Errors of material amount relating to prior period(s) are disclosed by a note with nature of prior period errors, amount of correction of each such prior period presented retrospectively, to the

extent practicable along with change in basic and diluted earnings per share. However where retrospective restatement is not practicable for a particular period then the circumstances that lead to the existence of that condition and the description of how and from where the error is corrected are disclosed in Notes on Accounts.

## 15. Dividends

Final dividend on shares are recorded as a liability on the date of approval by the share holders in general meeting and interim dividends are recorded as a liability on the date of declaration by the directors in the meeting of the Board of Directors.

## 16. First Time Adoption Of Ind AS

This financial statement of the Company for the year ended 31.03.2021 have been prepared in accordance with Ind AS. For the purpose of transition to Ind AS, the Company has followed the guidance prescribed in Ind AS 101-First time adoption of Indian Accounting Standard with 01.04.2019 as the transition date. The transition to Ind AS has resulted in changes in the presentation of the financial statements, disclosure in notes there to and accounting policies and principles. The accounting policies set out in Note No. B have been applied in preparing this financial statement for the year ended 31.03.2021 and the comparative information. Some exemptions on first time adoption of Ind AS have been availed by the Company in accordance with Ind AS101.

## 17. In terms of IND As 24 on “Related Party Disclosures”:

[Rs. In Lacs]

Name of Related Party	Relationship	Nature of Transaction	Total Amount	O/s Amount As on Date
<b>Key Managerial Persons</b>				
Nileshbhai N. Patel	Chairman/Whole Time Director	Remuneration	5.20	0.41
Rohitbhai B. Chauhan	Managing Director	Remuneration	5.20	0.41
Kamleshbhai Solanki	CFO	Salary	2.08	0.16
Pratik Patel	Secretary	Salary	1.40	-
Swati Kathrotiya	Secretary	Salary	1.49	0.25
<b>Other Managerial Persons</b>				

Divya A. Monpara	Director	-	-	-
Dinalben Lakhani	Non-Executive Director	Director Setting Fees	0.07	0.07
Manish Makodiya	Independent Director	Director Setting Fees	0.06	0.06
Chaitanya Doshi	Independent Director	Director Setting Fees	0.06	0.06
<b>Related Party</b>				
Madhav Metcast Pvt. Ltd.	Group Concern	Purchase	195.46	-
Madhav Steels (S.B.D)	Group Concern	Purchase	23.72	-
Madhav Steels (S.B.D)	Group Concern	Office Rent	0.85	0.85
Madhav Industrial Corporation	Group Concern	Purchase	73.12	-

#### 18. In terms of IND AS 33 on "Earning per Share":

##### Earnings Per Share Calculation:-

[Rs. In Lacs]

Particulars	Basic EPS	Diluted EPS
Net Profit before Extraordinary Item (Net of Tax Expenses) (a)	435.53	435.53
Weighted Average No. of Equity Shares (b)	2,71,42,800	2,71,42,800
<b>EPS (a/b)</b>	<b>1.60</b>	<b>1.60</b>
Net Profit after Extraordinary Item (Net of Tax Expenses) (a)	446.87	446.87
Weighted Average No. of Equity Shares (b)	2,71,42,800	2,71,42,800
<b>EPS (a/b)</b>	<b>1.65</b>	<b>1.65</b>

#### 19. Calculation of Managerial Remuneration as per companies Act, 2013

**DETERMINATION OF NET PROFIT FOR CALCULATION OF MANAGERIAL REMUNERATION**

	Amount In Lacs
Particulars	31.03.2020
Profit before tax as per P&L Statement of 31.03.2020	596.86
<b>Add:- The following items if debited to P&amp;L Statement before arriving profit before tax</b>	
Managerial remuneration	9.45
Provision for Bad doubtful debts	-
Loss on sale/disposal/discarding of assets.	-
Loss on sale of investments	-
Provision for diminution in the value of investments	-
Fixed assets written off	-
Fall in the value of foreign currency monetary assets	-
Loss on cancellation of foreign exchange contracts	-
Write off of investments	-
Provision for contingencies and unascertained liabilities	-
Lease premium written off	-
Provision for warranty spares/supplies	-
Infructuous project expenses written off	-
Provision for anticipated loss in case of contracts	-
Loss on sale of undertaking	-
Provision for wealth tax	-
compensation paid under VRS	-
<b>Total</b>	<b>606.31</b>
<b>Less:- The following if credited to P&amp;L statement for arriving at profit before tax:</b>	

Capital profit on sale/disposal of fixed assets(the same should be added if the co., business compromises of buying & selling any such property or asset) and revenue profit (difference between original cost and WDV should not be deducted)	-
Profit on sale of any undertaking or its part	-
Profit on buy back of shares	-
Profit/discount on redemption of shares or debentures	-
Profit on sale of investments	-
Compensation received on non-compete agreements	-
Write back of provision for doubtful debts	-
Write back of provision for doubtful advances	-
Appreciation in value of any investments	-
Compensation received on surrender of tenancy rights	-
Profit on sale of undertaking	-
Write back of provision for diminution in the value of investments	-
Profit on sale of forfeited shares & shares of subsidiary/associated companies	-
<b>Total</b>	-
<b>Net Profit as per Section 198</b>	<b>606.31</b>

**Calculation of Managerial Remuneration:-**

<b>Particulars</b>	<b>Amount In Lacs</b>
Profit before Tax as per sec.198	606.31
Profit Eligible(@11% for all directors)	66.69
Profit Eligible(@5% for one such directors)	30.32
Profit Eligible(@1% for other than managing & Whole Time directors)	6.06

<b>Managerial Remuneration Details</b>	<b>Paid In Lacs</b>
Nileshbhai N. Patel	5.20

Rohitbhai B. Chauhan	5.20
<b>Total</b>	<b>10.40</b>

## 20. Payments to Auditors

[Rs. In Lacs]

<b>PAYMENTS TO STATUTORY AUDITORS</b>	<b>2020-21</b>	<b>2019-20</b>
Tax Audit Fees	1.25	1.25
Audit Fees	1.75	1.50
<b>Total</b>	<b>3.00</b>	<b>2.75</b>

## 21. Other financial assets

Credit risk relating to cash and cash equivalents is considered negligible because our counterparties are scheduled banks. We consider the credit quality of term deposits with such banks as good as these banks are under the regulatory framework of Reserve Bank of India. We review these banking relationships on an ongoing basis.

## 22. Capital Management

For the purpose of the Company's capital management, capital includes issued equity capital and all other equity reserves attributable to the Company. The primary objective of the Company's capital management is to maximize the shareholder value.

### 23.

The physical verification of raw materials, WIP and finished goods have been conducted departmentally at reasonable intervals during the year. In respect of stores and spares, physical verification has been conducted by the external agencies once during the year. Shortages/ (Excesses) identified on such physical verification have been duly adjusted in the books of accounts.

### 24.

In the opinion of the board of directors, the current assets, loans and advances are approximately of the same value if realized 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.

The previous year's figures have been regrouped / rearranged, wherever necessary.

**Signatures to Notes 2 to 24 of profit & loss and Balance Sheet.**

As per our report of even date

For and on behalf of Board

**For, NIRAV PATEL & CO.**  
Chartered Accountants

**MADHAV COPPER LTD.**

[Nirav B. Patel]  
Partner.

SD/-  
Rohitbhai B. Chauhan  
**(Managing Director)**

SD/-  
Nileshbhai N. Patel  
**(Whole Time Director)**

M.No. 149360  
FRN. 134617W  
Place: Bhavnagar.  
Date : 29/06/2021  
UDIN: [21149360AAAACI9397](#)

(DIN:06396973) (DIN:05319890)

SD/-  
Kamlesh Solanki  
**Chief Financial Officer**

SD/-  
Swati Kathrotiya  
**Company Secretary**

**ANNUAL REPORT 2020-21  
MADHAV COPPER LIMITED**

**Note 2 : -Property, Plant and Equipment**

DEPRECIATION CALCULATION AS PER COMPANIES ACT 2013 ON WDV BASIS

[Rs. In Lakh]

DESCRIPTION	Land	Land-Staff Colony	Factory Building	Building Colony	Plant and Machinery	Office Equipments	Computer & Peripherals	Electric Installation	Vehicles	Furniture and Fixture	laboratory Equip-	Factory Building New	Total
<b>Rate</b>	0.00%	0.00%	9.51%	9.50%	18.10%	45.07%	63.16%	25.89%	31.23%	25.89%	25.89%	9.51%	
<b>Year ended 31st March,2020</b>													
<b>Gross Carrying Amount</b>													
Opening as at 1st April,2019	23.92	7.39	31.93	34.47	732.48	5.53	12.94	41.81	57.78	4.23	49.83	208.07	1,210.39
Addition	-	-	-	32.25	210.29	0.75	1.07	5.92	34.02	5.87	32.48	7.21	329.85
Inter Head Adjustments	-	-	-	-	-	-	-	-	-	-	-	-	-
Disposal	-	-	-	0.53	1.76	-	-	-	-	-	-	20.25	22.53
<b>Closing Gross Carrying Amount</b>	<b>23.92</b>	<b>7.39</b>	<b>31.93</b>	<b>66.19</b>	<b>941.02</b>	<b>6.28</b>	<b>14.01</b>	<b>47.73</b>	<b>91.79</b>	<b>10.10</b>	<b>82.31</b>	<b>195.04</b>	<b>1,517.71</b>
<b>Accumulated Depreciation</b>													
Depreciation charged during the year	-	-	3.04	0.54	152.88	1.73	3.90	12.06	20.21	1.67	19.85	19.25	235.13
Inter Head Adjustments	-	-	-	-	-	-	-	-	-	-	-	-	-
Disposal	-	-	-	-	-	-	-	-	-	-	-	-	-
<b>Closing Accumulated Deprecia</b>	<b>-</b>	<b>-</b>	<b>3.04</b>	<b>0.54</b>	<b>152.88</b>	<b>1.73</b>	<b>3.90</b>	<b>12.06</b>	<b>20.21</b>	<b>1.67</b>	<b>19.85</b>	<b>19.25</b>	<b>235.13</b>
<b>Net Carrying Amount</b>	<b>23.92</b>	<b>7.39</b>	<b>28.89</b>	<b>65.66</b>	<b>788.14</b>	<b>4.55</b>	<b>10.10</b>	<b>35.67</b>	<b>71.58</b>	<b>8.43</b>	<b>62.47</b>	<b>175.78</b>	<b>1,282.58</b>
<b>Year ended 31st March,2021</b>													
<b>Gross Carrying Amount</b>													
Opening as at 1st April,2020	23.92	7.39	28.89	65.66	788.14	4.55	10.10	35.67	71.58	8.43	62.47	175.78	1,282.58
Addition	-	-	10.98	3.89	416.71	7.78	21.11	19.25	23.52	62.51	48.61	-	614.36
Inter Head Adjustments	-	-	-	-	-	-	-	-	-	-	-	-	-
Disposal	-	-	-	-	103.81	-	0.03	-	-	-	-	-	103.84
<b>Closing Gross Carrying Amount</b>	<b>23.92</b>	<b>7.39</b>	<b>39.87</b>	<b>69.54</b>	<b>1,101.04</b>	<b>12.33</b>	<b>31.19</b>	<b>54.92</b>	<b>95.10</b>	<b>70.93</b>	<b>111.08</b>	<b>175.78</b>	<b>1,793.10</b>
<b>Accumulated Depreciation</b>													
Depreciation charged during the year	-	-	3.08	6.42	171.12	2.74	7.55	9.94	26.97	4.15	16.63	16.72	265.32
Inter Head Adjustments	-	-	-	-	-	-	-	-	-	-	-	-	-
Disposal	-	-	-	-	2.16	-	0.00	-	-	-	-	-	2.17
<b>Closing Accumulated Deprecia</b>	<b>-</b>	<b>-</b>	<b>3.08</b>	<b>6.42</b>	<b>168.95</b>	<b>2.74</b>	<b>7.55</b>	<b>9.94</b>	<b>26.97</b>	<b>4.15</b>	<b>16.63</b>	<b>16.72</b>	<b>263.15</b>
<b>Net Carrying Amount</b>	<b>23.92</b>	<b>7.39</b>	<b>36.79</b>	<b>63.12</b>	<b>932.09</b>	<b>9.59</b>	<b>23.64</b>	<b>44.98</b>	<b>68.14</b>	<b>66.79</b>	<b>94.44</b>	<b>159.07</b>	<b>1,529.94</b>

**Note:** The Company has taken the exemption available in Ind AS 101 with respect to recognition of Property, Plant and Equipment(PPE) and Intangible assets at their carrying value, as their deemed cost on the date of transition and the same became the New Gross Block as on 01.04.2019

**ANNUAL REPORT 2020-21**  
**MADHAV COPPER LIMITED**

**NOTES FORMING PART OF THE FINANCIAL STATEMENTS**

[Rs. In Lakh]

	As at 31.03.2021	As at 31.03.2020	As at 01.04.2019
<b>Note 3: CAPITAL WORK IN PROGRESS</b>			
Opening Balance	-	-	-
Addition During the year	162.04	-	-
Deduction During the year	0.12	-	-
<b>TOTAL</b>	<b>161.93</b>	<b>-</b>	<b>-</b>
<b>Note 4: NON CURRENT FINANCIAL ASSETS</b>			
<b>(i) Investments (At Cost)</b>			
Panthomath Sabrimala AIF	100.31	100.31	90.31
Shares-Hindustan Motors Ltd	14.29	14.29	14.29
Shubh Laxmi Jewels	-	-	13.52
<b>Aggregate Book Value-Unquoted</b>	<b>-</b>	<b>-</b>	<b>-</b>
<b>Aggregate Book Value -Quated</b>	<b>114.60</b>	<b>114.60</b>	<b>118.12</b>
<b>Market Price of Quated Investments</b>	<b>98.05</b>	<b>58.67</b>	<b>138.41</b>
<b>TOTAL</b>	<b>114.60</b>	<b>114.60</b>	<b>118.12</b>
<b>(ii) Loans</b>	<b>-</b>	<b>-</b>	<b>-</b>
<b>TOTAL</b>	<b>-</b>	<b>-</b>	<b>-</b>
<b>(iii) Other Fiancial Assets</b>			
Deposit with Maturity above 12 Months	5.06	4.80	4.53
<b>TOTAL</b>	<b>5.06</b>	<b>4.80</b>	<b>4.53</b>
<b>Note 5: INVENTORIES</b>			
Raw Material	2,548.40	473.80	622.50
Finished Goods	800.70	391.85	44.40
Finished Goods Branch	2.66	26.90	27.31
Trading Goods	1,514.51	115.55	5.74
Consumable	24.46	-	-
Copper Scrap	56.32	68.33	-
<b>TOTAL</b>	<b>4,947.06</b>	<b>1,076.43</b>	<b>699.95</b>
a) The quantity and value of the stock as taken and certified by the management of the company.			
<b>Note 6: CURRENT FINANCIAL ASSETS</b>			
<b>(i) Investments</b>			
Unquoted	-	-	-
Quated	-	-	-
Market Price of Quated Investments	-	-	-
<b>TOTAL</b>	<b>-</b>	<b>-</b>	<b>-</b>

	As at 31.03.2021	As at 31.03.2020	As at 01.04.2019
<b><u>(ii) Trade Receivables</u></b>			
(a) Secured - Considered Good	-	-	-
(b) Unsecured - Considered Good	3,629.53	1,310.27	2,358.94
(c) Doubtful	-	-	-
<b>TOTAL</b>	<b>3,629.53</b>	<b>1,310.27</b>	<b>2,358.94</b>
<b><u>(iii) Cash and cash Equivalents</u></b>			
(a) Cash on Hand	2.21	5.49	1.45
(b) Balances with Scheduled Banks	5.77	713.18	4.10
<b>TOTAL</b>	<b>7.98</b>	<b>718.67</b>	<b>5.55</b>
<b><u>(iv) Bank Balance other than (iii) above</u></b>			
Short Term Bank Deposits	24.16	24.85	23.43
<b>TOTAL</b>	<b>24.16</b>	<b>24.85</b>	<b>23.43</b>
<b><u>(v) Loans</u></b>			
Short Term Loan	10.10	8.13	8.15
<b>TOTAL</b>	<b>10.10</b>	<b>8.13</b>	<b>8.15</b>
<b><u>(vi) Other Financial Assets</u></b>			
<b><u>(a) Deposit.</u></b>	1.17	26.17	0.25
	1.17	26.17	0.25
<b><u>(b) Advance Receivable</u></b>	0.95	0.95	0.74
	0.95	0.95	0.74
<b><u>(c) Interest Receivable</u></b>	7.11	7.20	6.05
	7.11	7.20	6.05
<b>TOTAL</b>	<b>9.23</b>	<b>34.32</b>	<b>7.04</b>
<b>Note 7: CURRENT TAX ASSETS [NET]</b>			
Advance Income Tax	130.10	87.21	76.21
Income Tax	0	-	0.28
TCS on Purchase	25.81	0.40	0.81
<b>TOTAL</b>	<b>155.91</b>	<b>87.61</b>	<b>77.30</b>

**Note 8: OTHER CURRENT ASSETS**

<b>(a) Advance To Suppliers of Goods</b>	1374.17	1,291.54	20.77
	<u>1,374.17</u>	<u>1,291.54</u>	<u>20.77</u>
<b>(b) Advance To Supplier of Exp.</b>	11.20	13.73	-
	<u>11.20</u>	<u>13.73</u>	<u>-</u>
<b>(c) Advance To Supplier of Capital Goods</b>	1.67	1.84	-
	<u>1.67</u>	<u>1.84</u>	<u>-</u>
<b>(d) Advance to Govt. Authority</b>	1039.27	10.20	17.57
	<u>1,039.27</u>	<u>10.20</u>	<u>17.57</u>
<b>(e) Prepaid Insurance</b>	5.45344	2.65	1.69
	<u>5.45</u>	<u>2.65</u>	<u>1.69</u>
<b>(f) Other Current Assets</b>	1.52	-	-
	<u>1.52</u>	<u>-</u>	<u>-</u>
<b>TOTAL</b>	<b>2,433.29</b>	<b>1,319.95</b>	<b>40.03</b>

**ANNUAL REPORT 2020-21  
MADHAV COPPER LIMITED****NOTES FORMING PART OF THE FINANCIAL STATEMENTS**

[Rs. In Lakh]

**Note 9 : SHARE CAPITAL**

	As At 31.03.2021		As At 31.03.2020		As At 01.04.2019	
	Number of Shares	Value of Shares	Number of Shares	Value of Shares	Number of Shares	Value of Shares
(a) <b>Authorised</b> Equity shares of Rs. 5 each with Voting rights Equity shares of Rs. 10 each with Voting rights	3,00,00,000	1,500.00	3,00,00,000	1,500.00	65,00,000	650.00
(b) <b>Issued &amp; Subscribed Capital</b> Equity shares of Rs. 5 each with Voting rights Equity shares of Rs. 10 each with Voting rights	2,71,42,800	1,357.14	2,71,42,800	1,357.14	61,60,800	616.08
(c) <b>Called Up &amp; Paid Up Share Capital</b> Equity shares of Rs. 5 each with Voting rights Equity shares of Rs. 10 each with Voting rights	2,71,42,800	1,357.14	2,71,42,800	1,357.14	61,60,800	616.08
		<b>1,357.14</b>		<b>1,357.14</b>		<b>616.08</b>

(i) Reconciliation of the number of shares and amount outstanding at the beginning of the period and at the end of the period:

Particulars	31.03.2021		As At 31.03.2020		As At 01.04.2019	
	No. Shares	Amount	No. Shares	Amount	No. Shares	Amount
At the beginning of the period	2,71,42,800	1,357.14	61,60,800	616.08	20,53,600	205.36
Split of Equity Shares	-	-	61,60,800	-	-	-
Bonus Issued	-	-	1,23,21,600	616.08	41,07,200	410.72
Issued during the period	-	-	24,99,600	124.98	-	-
Outstanding at the end of the period	2,71,42,800	1,357.14	2,71,42,800	1,357.14	61,60,800	616.08

During the financial year 2018-19 company has allotted 2 bonus equity share for 1 share held as on 22.09.2018

During the financial year 2019-20 company has split equity share of Rs. 10 into Rs.5 each on 06.05.2019

During the financial year 2019-20 company has allotted 1 bonus equity share for 1 share held as on 23.10.2019

During the financial year 2019-20 company has issued 24,99,600 equity shares having par value of Rs.5 each as on 04.02.2020

(ii) Details of Shareholders holding more than 5 % shares:

Class of Shares / Name of Shareholder	As at 31.03.2021		As at 31.03.2020		As at 01.04.2019	
	Number of Shares Held	% of Holding in that class of shares	Number of Shares Held	% of Holding in that class of shares	Number of Shares Held	% of Holding in that class of shares
Equity Shares with Voting Rights						
Nilesh Natubhai Patel	27,00,000	9.95%	27,00,000	9.95%	6,75,000	10.96%
Rohitbhai B Chauhan	68,40,000	25.20%	68,40,000	25.20%	17,10,000	27.76%
Divya Arvindbhai Patel	18,00,000	6.63%	18,00,000	6.63%	4,50,000	7.30%
Rajeshbhai Odhavjibhai Patel	18,00,000	6.63%	18,00,000	6.63%	4,50,000	7.30%
Sanjaybhai N Patel	27,00,000	9.95%	27,00,000	9.95%	6,75,000	10.96%
Vishal Talsibhai Monpara	18,00,000	6.63%	18,00,000	6.63%	4,50,000	7.30%

(iii) The company has issued only one class of shares referred to as equity shares having a par value of Rs. 5/- . All equity shares carry one vote per share without restrictions and are entitled to dividend, as and when declared. All shares rank equally with regards to company's residual assets.

**Note 10 : OTHER EQUITY****(a) Security Premium**

Opening Balance as per Last Financial Statement	2,343.00	-	351.51
Add : During the year	-	2,424.61	-
Less : Issue Expense		81.61	-
Less : Bonus Issue	-	-	351.51
Add: Reversal of FPO Charges	-		
<b>Closing Balance</b>	<b>2,343.00</b>	<b>2,343.00</b>	<b>-</b>

**(b) Capital Subsidy**

Capital Subsidy	15.00	15.00	15.00
	<b>15.00</b>	<b>15.00</b>	<b>15.00</b>

**(c) General Reserve**

	-	-	-
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**(d) Surplus in Statement of Profit & Loss**

Opening Balance	502.85	673.96	369.00
Add : Profit for the Year	446.87	444.97	364.17
	<b>949.72</b>	<b>1,118.93</b>	<b>733.17</b>
Less : Used in Bonus Share Issue	-	616.08	59.21
<b>Closing Balance</b>	<b>949.72</b>	<b>502.85</b>	<b>673.96</b>

<b>TOTAL</b>	<b>3,307.72</b>	<b>2,860.85</b>	<b>688.96</b>
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	As at 31.03.2021	As at 31.03.2020	As at 01.04.2019
<b>Note 11 : NON CURRENT FINANCIAL LIABILITIES</b>			
<b>(i) Borrowings</b>			
<u>(a) Secured Loans</u>			
(i) From Bank	194.28	264.43	348.92
Less : Current Maturity of Long Term Debt	125	136.64	147.94
	<u>68.85</u>	<u>127.79</u>	<u>200.98</u>
<u>(b) Unsecured Loans</u>			
(i) From Directors	-	38.82	77.08
(ii) From Shareholders	-	-	-
(iii) From Other Corporate Body	-	87.37	-
(iv) Vehicle Loan From BOB & HDFC Bank	13.99	23.44	25.76
Less : Current Maturity of Long Term Debt	6.28	15.60	14.23
	<u>7.71</u>	<u>7.83</u>	<u>11.53</u>
	<b><u>7.71</u></b>	<b><u>134.03</u></b>	<b><u>88.61</u></b>
<b>Total of Borrowings</b>	<b><u>76.56</u></b>	<b><u>261.82</u></b>	<b><u>289.60</u></b>
<b>TOTAL</b>	<b><u>76.56</u></b>	<b><u>261.82</u></b>	<b><u>289.60</u></b>

- Term Loan from bank of Baroda is secured By the hypothication of all Plant & Machinery factory Building &
- a) Gauranteed by the directors of the company Repayable in 60 monthly installments and No defaults.
- b) Term Loan for Vehicles from HDFC Bank and BOB Main Br.is against hypothication of Vehicle and repayable in 36 Monthlv Installments and No defaults.

<b>(ii) Trade payables</b>	-	-	-
	<u>-</u>	<u>-</u>	<u>-</u>
<b>(iii) Other financial liabilities</b>	10.21	-	-
	<b><u>10.21</u></b>	<b><u>-</u></b>	<b><u>-</u></b>

**Note 12 : DEFERRED TAX LIABILITIES**

Opening Balance	31.27	41.79	-
<u>Less</u>			
(i) Depreciation and amortisation	-	-	-
(ii) Transferred from Deffered tax Assets	-	-	-
(iii) Reversal of Deffered tax Liability	15.07	10.52	-
	<u>15.07</u>	<u>10.52</u>	<u>-</u>
<u>Add</u>			
(i) Deffered Tax assets Created	-	-	41.79
<b>TOTAL</b>	<b><u>16.20</u></b>	<b><u>31.27</u></b>	<b><u>41.79</u></b>

	As at 31.03.2021	As at 31.03.2020	As at 01.04.2019
<b>Note 13 : CURRENT FINANCIAL LIABILITIES</b>			
<b>(i) SHORT-TERM BORROWINGS</b>			
<u>(a) Secured Loans</u>			
(i) From Bank			
From Bank of Baroda CC	86.60	-	733.64
From Bank of Baroda CA	-	-	6.36
<u>(b) Other Loans and Advance (Raw Material Chennai Finance)</u>	-	-	-
<b>TOTAL</b>	<b>86.60</b>	<b>-</b>	<b>739.99</b>
Cash Credit loan From Bank of Baroda is secured by the hypothecation of inventories and			
<b>(ii) TRADE PAYABLES</b>	7,787.98	982.16	1,745.79
<b>TOTAL</b>	<b>7,787.98</b>	<b>982.16</b>	<b>1,745.79</b>
In the absence of any Information from vendors regarding the status of their registration under "Micro Small and Medium Enterprise Development Act, 2006", the company is unable to comply with the disclosure required to be made under the said Act.			
<b>(iii) OTHER FINANCIAL LIABILITIES</b>			
Current Maturity of Long Term Debt	132	152.24	162.17
<b>TOTAL</b>	<b>131.71</b>	<b>152.24</b>	<b>162.17</b>
<b>Note 14 : OTHER CURRENT LIABILITIES</b>			
(a) Other Current Liabilities	36.72	18.99	0.23
(b) Advance From Customers	9.94	104.04	71.21
(c) Statutory Liabilities	8.57	33.03	9.20
<b>TOTAL</b>	<b>55.23</b>	<b>156.06</b>	<b>80.64</b>
<b>Note 15 : PROVISIONS</b>			
Provision for Expense	31.30	15.33	8.43
<b>TOTAL</b>	<b>31.30</b>	<b>15.33</b>	<b>8.43</b>
<b>Note 16 : CURRENT TAX LIABILITIES [NET]</b>			
Provision for Taxation	168.15	165.36	180.00
<b>TOTAL</b>	<b>168.15</b>	<b>165.36</b>	<b>180.00</b>

	As at 31.03.2021	As at 31.03.2020	As at 01.04.2019
<b>Note 17 : REVENUE FROM OPERATIONS</b>			
Sales -Branch	887.19	1,132.59	901.42
Sales	29,966.14	10,343.85	17,963.99
Sales Trading Goods	7,481.41	8,751.39	2,422.34
<b>TOTAL</b>	<b>38,334.74</b>	<b>20,227.83</b>	<b>21,287.75</b>
<b>Note 18: OTHER INCOME</b>			
<b>(a) TRADE</b>			
Interest Income from Customers	17.65	-	-
Claims	-	-	-
<b>(b) NON TRADE</b>			
Interest Income	1.29	1.89	1.84
DIC Interest Subsidy	-	1.32	3.36
<b>(c) OTHER INCOME</b>			
Foreign Exchange Gain	1.85	-	0.22
Export Duty Drawback	8.85	-	0.17
Discount / Kasar	0.18	1.47	0.57
Round Off	0.01	-	-
Short Term Capital Gain/Gain on Mutual Fund	0.41	57.46	0.34
Commission Received	-	0.52	-
DIS Subsidy for IPO Received	-	5.00	-
Other Income	-	0.08	-
<b>TOTAL</b>	<b>30.24</b>	<b>67.73</b>	<b>6.50</b>
<b>Note 19: COST OF MATERIAL CONSUMED</b>			
<b>Raw Material Consumption</b>			
Opening Stock of Raw Material	473.80	622.50	98.18
Add: Consumption of Raw Material			
Manufacturing Purchase	31,847.58	10,233.79	18,139.41
Custom Duty	23.35	51.88	11.92
Central Excise on Purchase	-	0.10	0.03
Import Clearing Charges	1.50	46.19	4.80
Total Material Consumption	31,872.43	10,331.96	18,156.16
Less: Closing Stock of Raw Material	2,548.40	473.80	622.50
<b>TOTAL</b>	<b>29,797.83</b>	<b>10,480.66</b>	<b>17,631.84</b>
<b>Note 20 : PURCHASE OF TRADED GOODS</b>			
Trading Goods Purchase	8,613.88	8,558.04	2,310.89
Branch Purchase	-	-	-
<b>TOTAL</b>	<b>8,613.88</b>	<b>8,558.04</b>	<b>2,310.89</b>

	As at 31.03.2021	As at 31.03.2020	As at 01.04.2019
<b>Note 21 : CHANGES IN INVENTORIES OF FINISHED GOODS, WIP AND STOCK IN TRADE</b>			
<u>(A) Inventories at the End of the Year</u>			
- Finished Goods	800.70	391.85	44.40
- Finished Goods Branch	2.66	26.90	27.31
- Trading Goods	1,514.51	115.55	5.74
- Copper Scrap	56.32	68.33	-
	2,374.20	602.63	77.45
<u>(B) Inventories at the beginning of the Year</u>			
- Finished Goods	391.85	44.40	31.71
- Finished Goods Branch	26.90	27.31	23.21
- Trading Goods	115.55	5.74	-
- Copper Scrap	68.33	-	20.69
	602.63	77.45	75.60
<b>NET (INCREASE) / DECREASE</b>	<b>-1,771.57</b>	<b>-525.18</b>	<b>-1.85</b>

**Note 22: EMPLOYEE BENEFIT EXPENSES**

Salary & Wages	87.77	90.90	46.45
Director Remuneration	10.40	9.45	8.45
Gratuity Expense	0.83	5.66	0.86
Contribution To PF ESIC	3.22	3.11	1.55
Bonus Exp.	4.58	-	-
Director Sitting Fees	0.18	0.13	-
Staff Labour Welfare	4.24	4.25	2.26
<b>TOTAL</b>	<b>111.21</b>	<b>113.49</b>	<b>59.57</b>

**Note 23 : FINANCIAL COSTS**

Interest Expenses			
Interest to Bank	31.25	104.41	79.53
Interest to Others	51.53	1.20	24.86
<b>TOTAL</b>	<b>82.78</b>	<b>105.62</b>	<b>104.39</b>