



**DISCLOSURE UNDER REGULATION 25 AND 46 OF SEBI (LISTING  
OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS,  
2015**

**DETAILS OF FAMILIARIZATION PROGRAMMES IMPARTED TO  
INDEPENDENT DIRECTORS OF THE COMPANY DURING F.Y. 2024-25:**

### **Introduction**

Pursuant to the Companies Policy on the Familiarization Programme of the Independent Directors and Regulation 25(7) of the Securities and Exchange Board of India (Listing Obligations and Disclosures Requirements) Regulations, 2015 the Company shall familiarise the independent directors through various programmes about the listed entity, including the following:

- a) nature of the industry in which the listed entity operates;
- b) business model of the listed entity;
- c) roles, rights, responsibilities of independent directors; and
- d) any other relevant information.

### **Objectives**

The familiarization programme aims to provide Independent Directors with

- the Industry scenario,
- the socio-economic environment in which the Company operates,
- the business model,
- the operational and financial performance of the Company,
- to update the Independent Directors on a continuous basis on significant developments so as to enable them to take well informed decisions in a timely manner.

### **Roles & Responsibilities of IDs**

Pursuant to the provisions of the Schedule IV of the Companies Act, 2013 the independent directors shall:

1. help in bringing an independent judgment to bear on the Board's deliberations.
2. bring an objective view in the evaluation of the performance of board and management;
3. scrutinise the performance of management in meeting agreed goals and objectives and monitor the reporting of performance;

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4. satisfy themselves on the integrity of financial information and that financial controls.
5. safeguard the interests of all stakeholders,
6. determine appropriate levels of remuneration of executive directors, key managerial personnel and senior management.

### **Duties of the Independent Directors**

The independent directors shall-

1. Undertake appropriate induction and regularly update and refresh their skills, knowledge and familiarity with the company;
2. seek appropriate clarification or amplification of information and, where necessary, take and follow appropriate professional advice;
3. strive to attend all meetings of the Board of Directors and of the Board committees of which he is a member;
4. participate constructively and actively in the committees of the Board in which they are chairpersons or members;
5. strive to attend the general meetings of the company;
6. pay sufficient attention and ensure that adequate deliberations are held before approving related party transactions and assure themselves that the same are in the interest of the company;
7. ascertain and ensure that the company has an adequate and functional vigil mechanism;
8. report concerns about unethical behavior, actual or suspected fraud or violation of the company's code of conduct or ethics policy;
9. act within their authority, assist in protecting the legitimate interests of the company, shareholders and its employees;
10. not disclose confidential information unless such disclosure is expressly approved by the Board or required by law.



## **Liabilities of Independent Directors**

As per Section 149(12) of Companies Act, 2013 and Regulation 25(5) of the SEBI (LODR) Regulations, 2015 an independent director shall be held liable, only in respect of such acts of omission or commission by a company which had occurred with his knowledge, attributable through Board processes, and with his consent or connivance or where he had not acted diligently

The Company is imparting familiarization programme for its independent directors to emphasis on:

- a) Criteria of independence applicable to Independent Directors as per SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the Companies Act 2013;
- b) Time allocation by the Independent Directors on financial controls, overseeing systems of risk management, financial management compliance, corporate social responsibility, stakeholders conflicts, Board effectiveness, strategic direction, meetings and performance assessment;
- c) Roles, functions, duties, responsibilities and liabilities of Independent Directors;
- d) Directors responsibility statement forming part of Boards Report;
- e) Vigil mechanism including policy formulation, disclosures, code for Independent Directors;
- f) Risk management systems & framework; and
- g) Board evaluation process and procedures.

The familiarization programmes of the Independent Directors lets the IDs make a better understanding of insights about the Company. The familiarization programmes facilitates independent directors to take well informed decisions.

Apart from above, the Company had organized the familiarization programme to its Independent Directors on 3rd February, 2025 for Approx. 2 hours, were all the Independent Directors were present.