



HINDUSTAN COPPER LIMITED

(A Government of India enterprise)

Regd Office : 'Tamra Bhavan', 1, Ashutosh Chowdhury Avenue, Kolkata - 700 019

Tel. : 033 22832623, Fax : (033) 22832432, Website : www.hindustancopper.com

CIN : L27201WB1967G01028825

NOTICE OF POSTAL BALLOT

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

To the Shareholders of the Company

NOTICE is hereby given to the shareholders of Hindustan Copper Limited (the "Company") pursuant to the provisions of Section 110 of the Companies Act, 2013 (hereinafter referred as "the Act") read with the Companies (Management and Administration) Rules, 2014 (hereinafter referred as "the Rules") (including any statutory modification(s) or re-enactment(s) thereof) that the Company is seeking consent of its shareholders by passing resolutions through the Postal Ballot process, for the following Special Business :

Item No 1 : Approval of borrowing powers/limits and authority to the Board for borrowing. To consider and if thought fit, to accord assent/dissent to the following resolution as a Special Resolution :

"Resolved that in suppression of the earlier resolution passed by the shareholders in their meeting held on 12th January, 1998 and pursuant to Section 180(1)(c) and all other applicable provisions if any under the provisions of the Companies Act, 2013 (including any statutory modifications or re-enactments thereof), the Memorandum and Articles of Association of the Company, consent of the shareholders be and is hereby accorded to the Board of Directors, to borrow money for and on behalf of the Company across various products, as deemed to be requisite and proper for the business of the Company, on such terms and conditions as the Board of Directors may determine, as may be permitted by law from time to time, notwithstanding that the moneys to be borrowed together with the moneys already borrowed by the Company apart from temporary loans obtained from the Company's bankers in the ordinary course of business, will or may exceed the aggregate of the paid-up capital of the Company and its free reserves, provided that the total amount upto which the moneys may be borrowed by the Board of Directors and/or the Committee of Directors and outstanding at any time shall not exceed the sum of Rs.800,00,00,000/- (Rupees Eight hundred crore only) together with interest.

Resolved further that pursuant to the provisions of Section 42, 71 and other applicable provisions of the Companies Act, 2013 (including any statutory modifications or re-enactments thereof for the time being in force), Rule 14(2) of Companies (Prospectus and Allotment of Securities) Rules, 2014 and other applicable provisions, if any, and in accordance with the provisions of Securities and Exchange Board of India (Issue & Listing of Debt Securities) Regulations, 2008, the Memorandum and Articles of Association of the Company and subject to such other approvals as may be required from regulatory authorities from time to time, consent of the shareholders be and is hereby accorded to the Board of Directors to offer, issue and allot, in one or more tranches, secured or unsecured Non-convertible Debentures/Bonds on private placement basis amounting to not exceeding Rs.800 crore, on such terms and conditions and at such times at par or at such premium, as may be decided by the Board and, to such person or persons as the Board may decide, however that the aggregate amount of funds to be raised by issue of Non-convertible Debentures/Bonds shall not exceed Rs.800 crore together with interest or limits as approved by the shareholders from time to time.

Resolved further that in connection with the above, the Board, be and is hereby authorized to do all such acts, deeds, matters and things as may be deemed necessary, desirable, proper or expedient for the purpose of giving effect to this Resolution and for matters connected therewith or incidental thereto."

Item No 2 : Authority to the Board for creation of charge/providing of security for borrowing. To consider and if thought fit, to accord assent/dissent to the following resolution as a Special resolution :

"Resolved that the consent of the Company be and is hereby accorded, in terms of Section 180(1)(a) and all other applicable provisions, if any, of the Companies Act, 2013 to the Board of Directors of the Company, to create charge/provide security for the sum borrowed on such terms and conditions and in such form and manner and with such ranking as to priority, as the Board, in its absolute discretion thinks fit, on the assets of the Company, movable and/or immovable, present and/or future, as may be agreed to between the Company and the Lenders so as to secure the borrowings by the Company from time to time, together with interest costs, charges, expenses and all other monies payable by the Company to the concerned Lenders/ Institutions, under the respective arrangements entered into/to be entered by the Company and/or Board.

Resolved further that in connection with the above, the Board is hereby authorized to finalize/approve necessary security documents as may be required and to do all such acts, deeds, matters and things as may be deemed necessary, desirable, proper or expedient for the purpose of giving effect to this Resolution and for matters connected therewith or incidental thereto."

By Order of the Board

Place : Kolkata

Date : 17.2.2015

C S Singhi

GM & Company Secretary

Notes :

1. Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 setting out the material facts is annexed to this Notice.
2. The Company has appointed Shri Mohan Ram Goenka (CP No 2551 Membership No. FCS 4515) of M/s M R & Associates, Practising Company Secretaries of 46 B B Ganguli Street, 4th Floor, Room No 6 , Kolkata 700012 to act as Scrutinizer for conducting the Postal Ballot process in a fair and transparent manner pursuant to Rule 22 (5) of Companies (Management and Administration) Rules, 2014.
3. This Notice is being sent to all the shareholders, whose names appear in the Register of Members/List of Beneficial Owners as received from National Securities Depository Limited (NSDL)/Central Depository Services (India) Limited (CDSL) as on cut-off date of 13.02.2015.
4. Shareholders who have registered their e-mail IDs with their Depository Participants are being sent Notice of Postal Ballot by e-mail and those who have not registered their e-mail id will receive physical copy of Notice of Postal Ballot along with Postal Ballot Form. Shareholders who have received Postal Ballot Notice by e-mail and wish to vote through Physical Postal Ballot Form can download the same from the website of the Company at www.hindustancopper.com or can seek duplicate Postal Ballot Form from the Company's Registrar and Transfer Agent (RTA), M/s C B Management Services (P) Ltd, P-22, Bondel Road, Kolkata - 700 019, fill in the details and send the same to the Scrutinizer.
5. In compliance with provisions of Section 110 of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014, the Company is offering E-voting facility to all the Shareholders of the Company. For this purpose, the Company has entered into an agreement with Central Depository Services (India) Limited (CDSL) for facilitating e-voting facility to enable the Shareholders to cast their votes electronically instead of dispatching Postal Ballot Form. E-voting is optional. The Shareholders who wish to vote by Postal Ballot Form (instead of e-voting) can download Postal Ballot Form from www.hindustancopper.com or from the website of CDSL.
6. Kindly note that the Shareholders can opt for only one mode of voting, i.e., either by Physical Postal Ballot or e-voting. If you are opting for e-voting, then do not vote by Physical Postal Ballot and vice versa. However, in case Shareholders cast their vote by both Physical Postal Ballot and e-voting, then voting done through valid Physical Postal Ballot shall prevail and voting done by e-voting will be treated as invalid.
7. Shareholders desiring to exercise vote by Physical Postal Ballot are requested to carefully read the instructions printed in the Postal Ballot Form and return the Form duly completed and signed, in the enclosed self-addressed business reply envelope to the Scrutinizer, so as to reach the Scrutinizer not later than close of working hours (i.e. 17.30 hours) on 21.03.2015. The postage cost will be borne by the Company. However, envelopes containing Postal Ballots, if sent by courier or registered/speed post at the expense of the Shareholders will also be accepted. Assent/Dissent received after 21.03.2015 would be strictly treated as if reply from the shareholder has not been received.
8. The voting period ends on the close of working hours (i.e. 17.30 hours) on 21.03.2015. The e-voting module shall also be disabled by CDSL for voting thereafter.
9. The voting rights of Shareholders shall be in proportion to their shares of the paid up equity share capital of the Company as on 13.02.2015.
10. The Scrutinizer will submit his report to the Chairman-cum-Managing Director of the Company after completion of the scrutiny of the Postal Ballot Forms and the result of the Postal Ballot will be announced on 23.03.2015 at the registered office of the Company. The result of the Postal Ballot along with the Scrutinizer's Report will also be displayed on the Company's website www.hindustancopper.com and also on the website of CDSL and shall be communicated to the stock exchanges where the Company's shares are listed. In the event, the draft resolution is assented to by the requisite majority of Shareholders by means of Postal Ballot, the date of declaration of Postal Ballot result shall be deemed to be the date of passing of the said resolution.
11. All the documents referred to in the Notice and Explanatory Statement shall be open for inspection at the registered office of the Company on all working days between 11.00 hours to 13.00 hours up to the date of declaration of the result of Postal Ballot.

The instructions for e-voting are as under :

- (i) The voting period begins on 20.02.2015 at 09.00 hours and ends on 21.03.2015 at 17.30 hours. During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of 13.02.2015, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) The shareholders should log on to the e-voting website www.evotingindia.com.
- (iii) Click on Shareholders.
- (iv) Now enter your User ID
 - a. For CDSL : 16 digits beneficiary ID,
 - b. For NSDL : 8 Character DP ID followed by 8 Digits Client ID,
 - c. Members holding shares in Physical Form should enter Folio Number registered with the Company.

- (v) Next enter the Image Verification as displayed and Click on Login.
- (vi) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any company, then your existing password is to be used.
- (vii) If you are a first time user follow the steps given below :

For Members holding shares in Demat Form and Physical Form	
PAN	Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) <ul style="list-style-type: none"> ● Members who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of their name and the 8 digits of the sequence number in the PAN field. ● In case the sequence number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. eg. If your name is Ramesh Kumar with sequence number 1 then enter RA00000001 in the PAN field.
DOB	Enter the Date of Birth as recorded in your demat account or in the company records for the said demat account or folio in dd/mm/yyyy format.
Dividend Bank Details	Enter the Dividend Bank Details as recorded in your demat account or in the company records for the said demat account or folio. <ul style="list-style-type: none"> ● Please enter the DOB or Dividend Bank Details in order to login. If the details are not recorded with the Depository or Company please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (iv).

- (viii) After entering these details appropriately, click on "SUBMIT" tab.
- (ix) Members holding shares in physical form will then directly reach the Company selection screen. However, members holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (x) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (xi) Click on the EVSN for the relevant Company Name (i.e. Hindustan Copper Limited) on which you choose to vote.
- (xii) On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- (xiii) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- (xiv) After selecting the resolution if you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.
- (xv) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- (xvi) You can also take out print of the voting done by you by clicking on "Click here to print" option on the Voting page.
- (xvii) If Demat account holder has forgotten the same password then enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xviii) Note for Non-individual Shareholders and Custodians :
- Non-individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to www.evotingindia.com and register themselves as Corporates.
 - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
 - After receiving the login details a compliance user should be created using the admin login and password. The Compliance user would be able to link the account(s) for which they wish to vote on.
 - The list of accounts should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
 - A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
- (xix) In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at www.evotingindia.com, under help section or write an email to helpdesk.evoting@cdslindia.com.

Annexure to the Notice

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

Item 1

The Shareholders of the Company by passing an ordinary resolution under the erstwhile Section 293(1)(d) and other applicable provisions of the Companies Act, 1956 had authorized the Board of Directors of the Company earlier for borrowing from time to time any sum or sums of monies as considered fit and proper for the business of the Company (apart from temporary loans obtained from the Company's bankers in the ordinary course of business) in excess of the aggregate of the paid up capital and free reserve of the Company, which shall not exceed Rs. 800 crore.

As per MCA General Circular No 04/2014 dated 25.3.2014, fresh shareholders approval through Special Resolution under Section 180 of the Companies Act, 2013 is required with reference to borrowing and/or creation of security after the period of one year from the date of notification of Section 180 of the Act. It is pertinent to state that although the overall borrowing limit of Rs. 800 crore together with interest, proposed by the company is lower than the limit as per Section 180(1)(c) of the Companies Act, 2013, the Company is proposing this resolution under Section 180(1)(c) to follow the guidelines as stated in the MCA General Circular No 04/2014 dated 25.3.2014, as loans can generally be obtained in the present scenario, only by providing securities to the lenders/bankers through creation of charge on assets.

As per Section 42 and 71 of the Companies Act, 2013 read with Rule 14(2) of Companies (Prospectus and Allotment of Securities) Rules, 2014 and other applicable provisions of the Act and in accordance with the provisions of Securities and Exchange Board of India (Issue & Listing of Debt Securities) Regulations, 2008, the Rules, Regulations, Guidelines and Circulars, as amended from time to time, the Company can not make Private Placement of its securities unless the proposed offer of securities or invitation to subscribe to securities has been previously approved by the Shareholders of the Company by a Special Resolution.

In view of the above, the Board of Directors in their meeting held on 5.2.2015 recommended passing of the resolution mentioned at Item No 1 of the Notice by Shareholders of the Company as Special Resolution.

None of the Directors or Key Managerial Personnel of the Company or their relatives is in any way, concerned or interested, financially or otherwise in the resolution set out at Item No1 of the Notice.

Item 2

The Shareholders of the Company had earlier by way of an ordinary resolution and pursuant to the provisions of erstwhile Section 293(1)(a) of the Companies Act, 1956 approved creation of security, charge, mortgage or hypothecation on the assets of the Company for availing borrowings up to the limit approved by the shareholders.

According to the provisions of Section 180(1)(a) of the Companies Act, 2013, creation of charge, mortgage or hypothecation on the assets of the Company shall require the approval of the shareholders by way of Special Resolution. Further, as per MCA General Circular No 04/2014 dated 25.3.2014, fresh shareholders approval through special resolution under Section 180 of the Companies Act, 2013 is required with reference to borrowing and/or creation of security after the period of one year from the date of notification of Section 180 of the Act.

Accordingly, the Board of Directors recommends the resolutions as set out in item No.2 of the Notice in their meeting held on 5.2.2015 for the approval of the shareholders as Special Resolution for creation of charge/security in connection with borrowings from time to time.

None of the Directors or Key Managerial Personnel of the Company or their relatives is in any way, concerned or interested, financially or otherwise in the resolution set out at Item No 2 of the Notice.



HINDUSTAN COPPER LIMITED

(A Government of India enterprise)

Regd Office : 'Tamra Bhavan', 1, Ashutosh Chowdhury Avenue, Kolkata - 700 019

Tel. : 033 22832623, Fax : (033) 22832432, Website : www.hindustancopper.com

CIN : L27201WB1967G01028825

POSTAL BALLOT FORM

Postal Ballot No :

1. Name and Registered Address of :
the sole/first Named Member
(IN BLOCK LETTERS)

2. Name(s) of the Joint Member(s) :
if any (IN BLOCK LETTERS)

3. Registered Folio Number/
DP ID No/Client ID No.* :
(*Applicable to investors holding
shares in dematerialized form)

4. Number of Share(s) held :

5. I/We, hereby exercise my/our vote in respect of the Special Resolution to be passed through Postal Ballot for the Special Business stated in the Notice dated 17th February, 2015 of Hindustan Copper Limited by sending my/our assent (FOR) or dissent (AGAINST) to the said resolution by placing the tick mark (✓) at the appropriate column below :

Item (Resolution No.)	Description	No. of equity shares(s) held	I/We assent to the Special Resolution (FOR)	I/We dissent to the Special Resolution (AGAINST)
1.	Borrowing power upto Rs.800 Crore and or to authorize issue of debt securities on private placement basis.			
2.	Creation of charge and or mortgage in favour of Lenders.			

Place :

Date :

Signature of the Member)

ELECTRONIC VOTING

EVSN (E-Voting Sequence Number)	User ID	Your PAN / Sequence No

Note : 1. Please read the instructions printed overleaf carefully before exercising your vote.

2. Last date for receipt of Postal Ballot Forms by Scrutinizer is 21.3.2015

INSTRUCTIONS FOR VOTING IN PHYSICAL FORM

1. A shareholder desiring to exercise vote by Postal Ballot should complete this Postal Ballot Form and send it to the Scrutinizer in the attached self-addressed Business Reply envelope. Since postage is already paid by the Company, shareholders need not affix the postage stamp. However, envelope containing Postal Ballot Form, if sent by courier or hand delivered at the expense of the shareholder will also be accepted.
2. The self-addressed Business Reply envelope bears the name and postal address of the Scrutinizer appointed by the Company.
3. The Postal Ballot Form should be completed and signed by the Shareholder (as per specimen signature registered with the Company/ R&TA or Depository Participants, in respect of shares held in the physical form or dematerialized form respectively). In case of joint holding, this Form must be completed and signed by the first named shareholder and in his/her absence, by the next named shareholder;
4. Voting through Postal Ballot cannot be exercised by proxies.
5. Incomplete or unsigned Postal Ballot Forms will be rejected.
6. There will be one Postal Ballot Form for every Folio/Client Id. irrespective of the number of joint holder(s).
7. The Scrutinizer's decision on the validity of the Postal Ballot will be final.
8. Duly completed Postal Ballot Form should reach the Scrutinizer not later than the close of working hours i.e. 17.30 hours on 21st day of March, 2015. Postal Ballot Form received after this time will be treated as if not received and will not be considered for the purpose of Postal Ballot.
9. In case of shares held by Companies, Trusts, Societies, etc., the duly completed Postal Ballot Form should be accompanied by a certified true copy of Board resolution/authorization giving requisite authority to the person voting on the Postal Ballot Form, together with the duly attested specimen signature(s) of the authorized signatories;
10. Voting rights shall be reckoned on the paid up value of the shares registered in the name of the shareholder as on cut off date, i.e. 13.2. 2015.
11. A shareholder need not use all his/her votes in the same manner.
12. Shareholders are requested not to send any other paper along with the Postal Ballot Form in as much as all such envelopes will be sent to the Scrutinizer and any extraneous paper found in such envelope would be destroyed by the Scrutinizer.
13. The Company is pleased to offer e-voting facility as an alternative, for all the shareholders of the Company to enable them to cast their votes electronically instead of dispatching Postal Ballot Form. E-voting is optional. The detailed procedure of e-voting is enumerated in the Notes to the Postal Ballot Notice.
14. The result of the Postal Ballot shall be announced on 23.3.2015 at the Registered Office of the Company at 1, Ashutosh Chowdhury Avenue, Kolkata: 700019, and the same will also be posted on the website of the Company and CDSL.