



Hindustan Copper Limited
(CIN: L27201WB1967GOI028825)

Regd. Office: 'Tamra Bhavan', 1, Ashutosh Chowdhury Avenue, Kolkata - 700 019
Phone: (033) 2283-2226, Fax: (033) 2283-2676, E-mail: investors_cs@hindustancopper.com
Website: www.hindustancopper.com

Notice to the Members

Notice is hereby given that 51st Annual General Meeting of the members of Hindustan Copper Ltd will be held on Thursday, 27th September, 2018 at 11:00 AM at Hall 6 (Auditorium at level 1), Biswa Bangla Convention Centre, Biswa Bangla Sarani, Block DG, New Town, Kolkata 700156 to transact the following business:-

Ordinary Business

- 1) To receive, consider and adopt the audited Financial Statement for the year ended 31st March, 2018 together with the Reports of the Directors, Auditors and C&AG.
- 2) To declare dividend on equity shares.
- 3) To appoint a director in place of Shri Anupam Anand (DIN 02752767), who retires by rotation and is eligible for reappointment.
- 4) To appoint a director in place of Shri Sanjay Kumar Bhattacharya (DIN 07276836), who retires by rotation and is eligible for reappointment.
- 5) To fix remuneration of the Auditors.

Special Business

- 6) To consider and, if thought fit, to pass with or without modifications, the following resolution as Ordinary Resolution:
"RESOLVED THAT pursuant to Section 152 and all other applicable provisions of the Companies Act, 2013 and the rules made there under (including any statutory modification(s) or re-enactment thereof for the time being in force), appointment of Shri Alok Chandra (DIN 06929789) as part time Official Director on the Board of the Company with effect from 22.6.2018 in terms of Ministry of Mines' order No. 10/2/2002-Met.III dated 22.6.2018 be and is hereby approved."
- 7) To consider and, if thought fit, to pass with or without modifications, the following resolution as Ordinary Resolution:
"RESOLVED THAT pursuant to Section 152 and all other applicable provisions of the Companies Act, 2013 and the rules made there under (including any statutory modification(s) or re-enactment thereof for the time being in force), appointment of Shri Sukhen Kumar Bandyopadhyay (DIN 08173882) as Director (Finance) of the Company with effect from 9.7.2018 (A/N) in the pay scale of Rs. 1,80,000 - 3,40,000/- in terms of Ministry of Mines' order No. 10/2/2017-Met.III (Vol. II) dated 5.7.2018 and other terms and conditions as may be notified by the Government from time to time be and is hereby approved."
- 8) To consider and, if thought fit, to pass with or without modifications, the following resolution as Ordinary Resolution:
"RESOLVED THAT pursuant to Section 152 and all other applicable provisions of the Companies Act, 2013 and the rules made there under (including any statutory modification(s) or re-enactment thereof for the time being in force), appointment of Shri Subhash Sharma (DIN 05333124) as part time Non Official Independent Director on the Board of the Company with effect from 18.7.2018 in terms of Ministry of Mines' order No. 10/3/2015-Met.III (Pt.) dated 18.7.2018 be and is hereby approved."

- 9) To consider and, if thought fit, to pass with or without modifications, the following resolution as Ordinary Resolution:

“RESOLVED THAT pursuant to Section 148 of the Companies Act, 2013 and Companies (Audit and Auditors) Rules, 2016 (including any statutory modification(s) or re-enactment thereof for the time being in force), the remuneration of Rs.60,500/- (Rupees sixty thousand five hundred only) plus GST as applicable and reimbursement of actual travel and out-of-pocket expenses as recommended by the Audit Committee and approved by the Board of Directors, to be paid to M/s. Chatterjee & Co, Kolkata appointed, as Cost Auditor, to conduct audit of cost records of the Company for the financial year 2018-19 be and is hereby ratified and confirmed.”

- 10) To consider and, if thought fit, to pass with or without modifications, the following resolution as Special Resolution:

(i) “Resolved that in addition to all the resolutions passed in the 375th meeting of the Board of Directors dated 31.01.2018, the Board also recommends to raise capital by issue of fresh shares through QIP (Qualified Institutional Placement) up to 13,87,82,700 equity shares (i.e. 15% of existing paid up equity capital) by Hindustan Copper Limited”.

(ii) The resolutions passed in the 375th meeting of the Board of Directors dated 31.1.2018 are reproduced below:

“Resolved that in supersession of all previous resolution(s) in this regard and in accordance with the provisions of Section 23, 42, 62 and other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modifications or re-enactments thereof for the time being in force) as amended from time to time, Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009 (“SEBI Regulations”), SEBI (LODR) Regulations 2015, enabling provisions in the Memorandum and Articles of Association of the Company as also provisions of any other applicable laws, rules and regulations (including any amendments thereto or re-enactments thereof for the time being in force), uniform listing agreement entered into by the Company with the stock exchanges on which the equity shares having face value of Rs. 5 each of the Company are listed, Foreign Exchange Management Act, 1999, the current Consolidated FDI Policy issued by the Department of Industrial Policy and Promotion, Ministry of Commerce and Industry, Government of India and subject to other applicable rules, regulations and guidelines issued by the Ministry of Corporate Affairs (“MCA”), the Registrar of Companies, [·] at [·], Securities and Exchange Board of India (“SEBI”), the Reserve Bank of India, Government of India, the stock exchanges where the Company’s equity shares are listed viz. BSE Limited and National Stock Exchange of India Limited (“Stock Exchanges”) and / or any other competent authorities (herein referred to as “Applicable Regulatory Authorities”), from time to time and to the extent applicable, and subject to such approvals, permissions, consents and sanctions as may be necessary or required from the Applicable Regulatory Authorities in this regard and subject to such conditions and modifications, as may be prescribed by any of them in granting such approvals, consents, permissions and sanctions which may be agreed to by the Board of Directors of the Company (‘Board’) (which term shall be deemed to include any Committee which the Board hereafter constitutes for the time being exercising the powers conferred on the Board by this resolution), the Board be and is hereby authorized to offer, issue and allot in one or more tranches, to Investors whether Indian or Foreign, including Foreign Institutions, Corporate Bodies, Mutual Funds, Banks, Insurance Companies, Pensions Funds or otherwise, whether shareholders of the Company or not, through an issue of equity shares through Qualified Institutional Placement (‘QIP’), to Qualified Institutional Buyers (‘QIB’) in terms of Chapter VIII of the SEBI Regulations, through one or more placements of Equity Shares (hereinafter referred to as “Securities”), whether by way of private placement or otherwise so that the total amount raised shall not exceed INR 1400 Crore or USD 217 Mn, whichever is higher, and on such terms and conditions considering the prevailing market conditions and other relevant factors wherever necessary, as the Board may determine at its discretion and where necessary in consultation with the Lead Managers, Underwriters, Merchant Bankers, Guarantors, Financial and/ or Legal Advisors, Rating Agencies/Advisors, Depositories, Custodians, Principal Paying/Transfer/Conversion agents, Listing agents, Registrars, Trustees, Printers, Auditors, Stabilizing agents and all other Agencies/Advisors.”

“Resolved further that for the purpose of giving effect to the above, the Board be and is hereby also authorised to determine the form, terms and timing of the issue(s), including the class of investors to whom the Securities are to be allotted, number of Securities to be

allotted in each tranche, issue price, face value, premium amount in issue/conversion/exercise/redemption, rate of interest, redemption period, listings on one or more stock exchanges in India or abroad as the Board may in its absolute discretion deems fit and to make and accept any modifications in the proposals as may be required by the authorities involved in such issue(s) in India and/ or abroad, to do all acts, deeds, matters and things and to settle any questions or difficulties that may arise in regard to the issue(s).”

“Resolved further that QIP issue shall be completed within a period of 12 months from the date of passing of the special resolution by members/ shareholders of the company or such other time period as may be allowed under SEBI Regulations from time to time.”

“Resolved further that for QIP issue the relevant date for determination of the floor price of the Equity Shares to be issued shall be the date of meeting in which the Board decides to open the proposed issue in case of allotment of equity shares.”

“Resolved further that the Equity Shares so issued shall rank pari passu with the existing Equity Shares of the Company in all respects.”

“Resolved further that the Equity Shares to be offered and allotted shall be in dematerialized form.”

“Resolved further that for the purpose of giving effect to any offer, issue or allotment of Securities, the Board, be and is hereby authorised on behalf of the Company to do all such acts, deeds, matters and things as it may, in absolute discretion, deem necessary or desirable for such purpose, including without limitation, the determination of the terms thereof, for entering into arrangements for managing, underwriting, marketing, listing and trading, to issue placement documents and to sign all deeds, documents and writings and to pay any fees, commissions, remuneration, expenses relating thereto and with power on behalf of the Company to settle all questions, difficulties or doubts that may arise in regard to such offer(s) or issue(s) or allotment(s) as it may, in its absolute discretion, deem fit.”

“Resolved further that the Board be and is hereby authorised to appoint Lead Manager(s) in offerings of Securities and to remunerate them by way of commission, brokerage, fees or the like and also to enter into and execute all such arrangements, agreements, memoranda, documents, etc. with Lead Manager(s) and to seek the listing of such securities.”

“Resolved further that the Company do apply for listing of the new Equity Shares as may be issued with the BSE Limited and National Stock Exchange of India Limited or any other Stock Exchange(s).”

“Resolved further that the Board be and is hereby authorised to delegate all or any of the powers in such manner as they may deem fit.”

“Resolved further that the Board of Directors of the Company be and is hereby authorised to do all acts, deeds and things and take all such steps as may be necessary, proper or expedient to give effect to this resolution.”

- 11) To consider and, if thought fit, to pass with or without modifications, the following resolution as Special Resolution:

“Resolved that in supersession of the earlier resolution passed by the shareholders in their meeting held on 22.08.2017, 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 from India or foreign, 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 up to 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. 1500,00,00,000 /- (Rupees One thousand five hundred crore only) together with interest.”

“Resolved further that pursuant to the provisions of Section 42 and 71 of the Companies Act, 2013 ('the Act'), Rule 14(2) of Companies (Prospectus and Allotment of Securities) Rules, 2014

and other applicable provisions, if any, of the Act (including any statutory modifications or re-enactments thereof for the time being in force) 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 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 jointly, to offer, issue and allot, in one or more tranches Secured or Unsecured Non-convertible Debentures/Bonds on private placement basis amounting to Rs.1500 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. 1500 crore together with interest or limits as approved by the shareholders from time to time.”

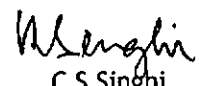
“Resolved further that in connection with the above, the Board, be and is hereby authorized to do all such acts, deeds, matters and things as may be deemed necessary, desirable, proper or expedient for the purpose of giving effect to this Resolution and for matters connected therewith or incidental thereto.”

- 12) To consider and, if thought fit, to pass with or without modifications, the following resolution as 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



C S Singhi
GM & Co Secretary
FCS 2570

Date: 28.8.2018

NOTES:

- 1) A member of the Company entitled to attend and vote at the meeting is entitled to appoint a proxy to attend and vote on a poll instead of himself / herself and the proxy need not be a member of the Company. Proxies, in order to be valid and effective, must be deposited at the registered office of the Company not less than 48 hours before the commencement of the meeting. A person can act as proxy on behalf of members not exceeding fifty and holding in the aggregate not more than ten percent of the total share capital of the Company carrying voting rights. A member holding more than ten percent of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person cannot act as a proxy for any other person or shareholder.
- 2) Corporate members are requested to send a duly certified copy of the Board Resolution authorizing their representative to attend and vote on their behalf at the meeting.
- 3) Statement pursuant to Section 102(1) of the Companies Act, 2013 (the Act), in respect of Item no 6 to 12 as set out above is annexed hereto. Route Map indicating venue of the Annual General Meeting (AGM) is given at the end of the Notice.
- 4) The Register of Members and Share Transfer Books of the Company will remain closed from 21st September, 2018 to 27th September, 2018 (both days inclusive).

- 5) Dividend on equity shares as recommended by the Board, if approved at the meeting will be paid within 30 days of declaration to those members whose names appear in the Company's Register of Members and as per beneficial owners position received from NSDL & CDSL as at the close of working hours on 20th September, 2018.
- 6) Members are requested to notify immediately change in their address, if any, to the Depository Participants (DPs) in respect of their electronic shares, and to the Company at its registered office in respect of their physical shares, quoting the folio numbers.
- 7) Members are requested to provide their Bank Account details (including MICR No., IFSC Code, Account Type etc.) to their Depository Participant if the shares are held in demat form. In case the shares are held in physical form, such details along with a cancelled cheque should be sent to the Company's Registrars & Share Transfer Agent (RTA), M/s. C B Management Services (P) Limited in order to enable the Company to credit the dividend amount directly to their Bank account. In case of non availability of MICR No. and IFSC Code, Dividend Warrant will be sent after mandatorily printing the Bank particulars on it. Further, members holding shares in dematerialized form and not submitted National Electronic Clearing System (NECS) form may please note that the bank account details as provided by their Depository Participants to the Company will be printed on the dividend warrants. The Company will not entertain any direct request from such members for deletion of or change in such Bank Account details. As such, they are requested to immediately intimate their Depository Participants about any changes in their bank account details.
- 8) Members are requested to register/ update their e-mail address by submitting the 'Email Registration Form' available at the Company's website www.hindustancopper.com. Members holding share in electronic form are requested to register/ update e-mail address with their respective DPs.
- 9) Pursuant to the provisions of Section 124 of the Companies Act, 2013 read with the Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016, the unclaimed final dividend for 2010-11 and the corresponding equity shares of the Company in respect of which dividend remain unclaimed for seven consecutive years will be due for transfer to the Investor Education and Protection Fund of the Central Government on 21st October, 2018. Details of such unclaimed dividend and corresponding shares are available on the Company's website www.hindustancopper.com under the section 'Investor Relations'. In respect of the said dividend and shares, it will not be possible to entertain any claim by the Company after 21st October, 2018.
- 10) Members holding shares in physical form are requested to convert their shares in demat mode. As per SEBI (Listing Obligation and Disclosure Requirements) (Fourth Amendment) Regulations, 2018 notified on 8.6.2018, except in case of transmission or transposition of securities, requests for effecting transfer of securities shall not be processed unless the securities are held in the dematerialized form with a depository. The above mentioned amendment shall come into force on the 180th day from the date of its publication in the Official Gazette i.e. with effect from 5th December, 2018.
- 11) Relevant documents referred to in the Notice are open for inspection at the registered office of the Company on all working days (barring Saturday, Sunday and Holidays) between 11:00 a.m. to 1:00 p.m. up to the date of the AGM.
- 12) Members desirous of getting any information about the accounts and operations of the Company or intending to raise any query at the AGM are requested to forward the same at least 10 days prior to the date of the meeting to the Company Secretary at the registered office of the Company so that the information required can be made readily available at the meeting.
- 13) Members are requested to:-
 - a. produce the enclosed Attendance Slip duly filled & signed as per specimen signature recorded with the Company / DPs for admission to the meeting venue.
 - b. bring their copy of Annual Report to the meeting as extra copies shall not be provided.
 - c. note that due to security reasons, briefcase, eatables, etc. are not allowed inside the meeting venue.
- 14) Voting through electronic means:
 - i. As per Section 108 of the Act and Rules notified there under and Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company is providing its members the facility to exercise their right to vote on resolutions using electronic voting system (remote e-voting) provided by National Securities Depository

Limited (NSDL). Shri Navin Kothari, (Membership No. FCS 5935 and CP No 3725) of M/s N K & Associates, Practicing Company Secretary, has been appointed as the Scrutinizer for conducting remote e-voting and voting at the AGM in a fair and transparent manner.

- II. The remote e-voting period commences on 24th September, 2018 (9:00 am) and ends on 26th September, 2018 (5:00 pm). During this period members of the Company, holding shares either in physical form or in dematerialized form as on the cut-off date of 20th September, 2018, may cast their vote by remote e-voting. The remote e-voting module shall be disabled by NSDL for voting thereafter. Once the vote on a resolution is cast by the member, the member shall not be allowed to change it subsequently. A member who has cast his vote by remote e-voting prior to the AGM may also attend the AGM but shall not be entitled to vote again and his vote, if any, cast at the AGM shall be treated as invalid.
- III. A person whose name is recorded in the Register of Members or in the Register of Beneficial Owners maintained by the depositories as on the cut-off date of 20th September, 2018 only shall be entitled to avail the facility of remote e-voting or voting at the AGM. A person who is not a member as on cut-off date should treat this Notice for information purposes only. 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 of 20th September, 2018.
- IV. The facility for voting through ballot process /tab voting shall be made available at the AGM and the members attending the AGM who have not cast their vote through remote e-voting shall be able to exercise their rights at the AGM. (Note: Ballot process may be carried out by distributing ballot / poll slips or by making arrangement for voting through computer or secure electronic systems as may be decided by the Company)
- V. The process and manner for remote e-voting are as under:
 - A. In case a member receives Notice of AGM by email from NSDL:
 - (i) Open email and open PDF file viz; "remote e-voting.pdf" with your Client ID or Folio No. as password. The said PDF file contains your user ID and password for remote e-voting. Please note that the password is an initial password. (NOTE: Shareholders already registered with NSDL for e-voting will not receive the PDF file "remote e-voting.pdf".)
 - (ii) Launch internet browser by typing the following URL: <https://www.evoting.nsdl.com/> and click on 'Shareholder - Login'.
 - (iii) Insert your user ID and password. Click Login.
 - (iv) Password change menu appears. Change the password/ PIN with new password of your choice with minimum 8 digits/characters or combination thereof. Note new password. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
 - (v) Home page of remote e-voting opens. Click on remote e-voting: Active Voting Cycles and select "EVEN" (Remote E-Voting Event Number) of Hindustan Copper Ltd.
 - (vi) Now you are ready for remote e-voting as 'Cast Vote' page opens. Cast your vote by selecting appropriate option and click on "Submit" and also "Confirm" when prompted. Upon confirmation, the message "Vote cast successfully" will be displayed. Once you have voted on the resolution, you will not be allowed to modify your vote.
 - (vii) 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. together with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer through e-mail to navin.kothari@yahoo.com with a copy marked to evoting@nsdl.co.in.
 - B. In case a member receives physical copy of the Notice of AGM:
 - (i) Initial password is provided as below/at the bottom of the Attendance Slip for the AGM:

| | | |
|--|----------------|----------------------|
| <u>EVEN (Remote e-voting Event Number)</u> | <u>USER ID</u> | <u>PASSWORD/ PIN</u> |
|--|----------------|----------------------|
 - (ii) Please follow all steps from Sl. No. (ii) to Sl. No. (vii) of A above, to cast vote.

- VI. 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. [NOTE: Shareholders who forgot the User Details/Password can use "Forgot User Details/Password?" or "Physical User Reset Password?" option available on www.evoting.nsdl.com. In case Shareholders are holding shares in demat mode, USER-ID is the combination of (DPID+ClientID). In case Shareholders are holding shares in physical mode, USER-ID is the combination of (Even No+Folio No).]
- VII. 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).
- VIII. Any person, who acquires shares of the Company and become member of the Company after dispatch of the AGM Notice and holding shares as of the cut-off date i.e. 20th September, 2018, may obtain the login ID and password by sending a request at evoting@nsdl.co.in or to the RTA of the Company.
- IX. The Chairman shall, at the AGM, at the end of discussion on the resolutions on which voting is to be held, allow voting with the assistance of Scrutinizer for all those members who are present at the AGM but have not cast their votes by availing the remote e-voting facility.
- X. The Scrutinizer shall after the conclusion of voting at the general meeting, will first count the votes cast at the meeting and thereafter 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, if any, to the Chairman or any other Director authorized by him in writing, who shall countersign the same and declare the result of the voting forthwith.
- XI. The Result of the voting with details of number of votes cast for and against the resolutions, invalid votes and whether the resolutions have been carried or not shall be displayed on the Notice Board of the Company at its registered and corporate office immediately after the declaration of result by the Chairman or a Director authorized by him in writing. Further, the results of the voting along with the Scrutinizer's Report shall also be placed on the Company's website www.hindustancopper.com and on the website of NSDL. The results shall also be immediately forwarded to the stock exchanges.
- XII. Name, designation, address, e-mail ID and phone number of the person responsible to address the grievances connected with the e-voting - Shri Mritunjay Kumar Dev, Dy. Mgr. (Company Secretary), Hindustan Copper Ltd, 1 Ashoutosh Chowdhury Avenue, Kolkata - 700019, E-mail: mritunjay_kd@hindustancopper.com, Phone No: (033) 2283-2226
- XIII. In case of any query, you may refer the Frequently Asked Questions for Members and remote e-voting user manual for Members available at the download section of www.evoting.nsdl.com or call on toll free no.: 1800-222-990 or contact Ms. Pallavi Mhatre, Assistant Manager, NSDL, Email id: evoting@nsdl.co.in, Phone: 022-24994545.

ANNEXURE TO NOTICE

[Explanatory Statement pursuant to Section 102(1) of the Companies Act, 2013 (the Act)]

Item No 6

Shri Alok Chandra has been appointed as part time Official Director of the Company with effect from 22.6.2018 in terms of Ministry of Mines' order No. 10/2/2002-Met.III dated 22.6.2018. It is now proposed to regularize his appointment at the ensuing 51st AGM of the Company in order to comply with the relevant provisions of the Companies Act, 2013 (the Act).

Born on 24.4.1968, Shri Alok Chandra is Post Graduate in Economics with specialization in Econometrics and belongs to the Indian Economic Service (IES) 1992 batch. Shri Alok Chandra has experience of about 25 years during which he developed expertise in the finance function having worked in the Department of Economic Affairs (Capital Markets Division), Department of Expenditure of the Ministry of Finance, Ministry of Petroleum & Natural Gas, Department of Consumer Affairs and Ministry of Railways. Shri Alok Chandra scrutinized and appraised project proposals of railways from economic and financial viability angles. Shri Alok Chandra is at present Economic Adviser in the Ministry of Mines, Government of India.

Shri Alok Chandra is also a Director on the Board of Bharat Aluminium Company Ltd. Shri Alok Chandra does not hold any share in the Company. The Board considers that his continued association would be of immense benefit to the Company and recommends his appointment as Director of the Company. None of the Directors, Managers and other Key Managerial Personnel (KMP) of the Company is related to Shri Alok Chandra. Except Shri Alok Chandra, none of the Directors or KMP of the Company or their relatives is in any way, concerned or interested, financially or otherwise in the resolution set out at Item No 6.

Item No. 7

Shri Sukhen Kumar Bandyopadhyay has joined as Director (Finance) of the Company with effect from 9.7.2018 (A/N) in terms of Ministry of Mines' order No. 10/2/2017-Met.III (Vol. II) dated 5.7.2018 in the pay scale of Rs.1,80,000- 3,40,000/- and other terms and conditions of appointment as notified by the Government of India from time to time. It is now proposed to regularize his appointment at the ensuing 51st AGM of the Company in order to comply with the relevant provisions of the Act.

Born on 19.11.1961, Shri Sukhen Kumar Bandyopadhyay is academically Science Graduate (B.Sc.) and holds Professional qualifications "Cost Accountants" passed in June 1988. In addition, he has also acquired training and exposures in diverse areas of Management from various prestigious institutions of the country and abroad. Before joining as Director (Finance) of the Company, Shri Sukhen Kumar Bandyopadhyay was CGM (Finance & Accounts) in SJVN Ltd, Schedule A CPSU. During his professional career spanning 29 years in executive position, he had served in many key administrative positions in the different fields of Finance & Accounts for the execution of Hydro/Thermal/Gas/Solar/Wind Projects in NEEPCO & SJVN Ltd (CPSUs) and in PPCL & IPGCL (Delhi Govt. PSU), on deputation. He was also Chairman / VC of EPF/DCPS & Treasurer - CSR of the various Trusts of SJVN Ltd. Shri Sukhen Kumar Bandyopadhyay has expertise in raising of long term loans, due diligence of project appraisal and evaluations, long term investment plan for project execution with budgeting, Treasury Management, Policy formulation, Accounts & Audit.

Shri Sukhen Kumar Bandyopadhyay does not hold directorship in any other company. He does not hold any share in the Company. The Board considers that his knowledge and vast experience in finance would be of immense benefit to the Company and recommends his appointment as Director (Finance) of the Company. None of the Directors, Managers and other Key Managerial Personnel (KMP) of the Company is related to Shri Bandyopadhyay. Except Shri Bandyopadhyay, none of the Directors or KMP of the Company or their relatives is in any way, concerned or interested, financially or otherwise in the resolution set out at Item No 7.

Item No. 8

Shri Subhash Sharma has been appointed as part time Non Official Independent Director of the Company with effect from 18.7.2018 in terms of MoM order No. 10/3/2015-Met.III (Pt.) dated 18.7.2018. It is now proposed to regularize his appointment at the ensuing 51st AGM of the Company in order to comply with the relevant provisions of the Act.

Born on 28.2.1978, Shri Sharma is B. Sc. Agriculture, MA Economics and Ph D Economics. Shri Sharma is founder director, Centre for Economic Policy Research and Member Syndicate/ Member Senate, Punjab University, Chandigarh. He did economic analysis of organic farming in Punjab in his research. He has expertise and immense interest in economic issues and public policy making. He frequently writes and publishes articles. About 150 articles has been published in various research journals, magazines and Newspapers. He has authored books on Organic Farming - Economic Analysis, Walmart - Threat to Indian Retail Sector and Bharat - Samridhi ka Marg.

Shri Sharma does not hold any share in the Company. He has furnished a declaration to the Board that he meets the criteria of independence as provided in Section 149(6) of the Act. In the opinion of the Board, Shri Sharma fulfils the conditions specified in the Act and rules made there under for his appointment as part time Non Official Independent Director and recommends his appointment on the Board. Shri Sharma shall be paid such sitting fees and reimbursement of actual travel expenses incurred for attending meetings of the Board and its Sub-Committee as the Board may approve from time to time. None of the Directors, Manager and other KMP of the Company is related to Shri Sharma. Except Shri Sharma, none of the Directors or KMP of the Company or their relatives is in any way, concerned or interested, financially or otherwise in the resolution set out at Item No 8.

Item No. 9

The Board, on the recommendation of the Audit Committee, approved appointment of M/s. Chatterjee & Co, as Cost Auditor, to conduct audit of cost records of the Company for the financial year 2018-19 at a remuneration of Rs.60,500/- (Rupees sixty thousand five hundred only) plus GST as applicable and reimbursement of actual travel and out-of-pocket expenses. In accordance with the provisions of Section 148 of the Act read with the Companies (Audit and Auditors) Rules, 2014, the remuneration payable to the Cost Auditors has to be ratified by the members of the Company. Accordingly, the Ordinary Resolution at Item No. 9 of the Notice requires approval and ratification by members of the Company. None of the Directors or KMP of the Company or their relatives is in any way, concerned or interested, financially or otherwise in the resolution.

Item No. 10

The Company has taken up ambitious mine expansion projects to increase the mining capacity from existing 3.6 mtpa to 20.02 mtpa in next 5-6 years at an estimated investment of Rs. 5,500 crore. Of the total fund requirement, the Company proposes to raise fund to the extent of Rs.1,400 crore or USD 217 Mn, whichever is higher, by issue of fresh equity shares through Qualified Institutional Placement (QIP) in terms of Chapter VIII of the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2009 (SEBI Regulations). This will also enable the Company to achieve minimum public shareholding of 25% as required by the Securities Contract (Regulations) Rules, 1957.

In QIP, the shares will be allotted only to Qualified Institutional Buyers (QIBs) as per SEBI Regulations and there will be no issue of shares to retail individual investors. The exact price, proportion and timing of the issue of the shares will be decided by the Board based on analysis of the specific requirements. The resolution seeks to authorize the Board to determine the terms of issue in consultation with Merchant Bankers. Allotment of shares pursuant to the special resolution is to be completed within 12 months from the date of passing of resolution or such other time period as may be allowed under SEBI Regulations from time to time.

As per provisions of Section 23, 42, 62 and other applicable provisions, if any, of the Act and SEBI Regulations, approval of shareholders by special resolution is required for issue of equity shares through QIP. The Board in its meeting held on 31.1.2018 recommended the resolution set out in item No.10 for approval of shareholders. None of the Directors, Managers and other KMP of the Company or their relatives is in any way, concerned or interested, financially or otherwise in the resolution.

Item No. 11

The Shareholders of the Company had by passing a special resolution under Section 180 (1) (c) and other applicable provisions of the Act through postal ballot on 23.3.2015 authorized the Board of Directors 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) up to Rs.800 crore together with interest. Out of above

limit, the Company has substantially utilized the limits. The Company is also in the process of raising further loans for its capex requirements in connection with its ongoing mine expansion and other capex program. The estimated fund requirement is around Rs.5,500 crore. During next 5-6 years, the internal accruals estimation being around Rs.2,300 crore, there will be a net fund gap of around Rs. 3,200 crore. In order to meet the net fund gap, the Company plans to raise an amount not exceeding Rs.1,500 crore through debt route including issue of secured or unsecured non-convertible Debentures/Bonds on private placement basis in line with the financial norms.

The aggregate of paid up share capital and free reserves of the Company as on 31.3.2018 is Rs.1,315.63 crore and the net worth is Rs.831.59 crore. It is proposed to increase the borrowing limit under Section 180 (1) (c) of the Act to Rs.1,500 crore in line with the borrowing plan of the Company. As per Section 180 (1) (c) of the Act, approval of shareholders by special resolution is required for authorization to the Board for borrowing in excess of the paid up share capital and free reserves of the Company, apart from the temporary loans obtained in the ordinary course of business. Further, as per Section 42, 71 and other applicable provisions of the Act read with Rule 14 (2) of Companies (Prospectus and Allotment of Securities) Rules, 2014 and in accordance with SEBI (Issue & Listing of Debt Securities) Regulations, 2008 & other applicable regulations as amended from time to time, approval of shareholders by special resolution is required for issue of secured or unsecured non-convertible Debentures/Bonds on private placement basis.

The Board in its meeting held on 25.5.2018 recommended the resolution set out in item No.11 for approval of shareholders by special resolution. None of the Directors, Managers and other KMP of the Company or their relatives is in any way, concerned or interested, financially or otherwise in the resolution.

Item No. 12

For availing borrowings from time to time up to the limit approved by shareholders, the Company is required to create charge, mortgage or hypothecation on the assets of the Company. As per the provisions of Section 180(1)(a) of the Companies Act, 2013, creation of charge, mortgage or hypothecation on the assets of the Company requires approval of the shareholders by way of special resolution.

The Board in its meeting held on 25.5.2018 recommended the resolution set out in item No. 12 for approval of shareholders by special resolution. None of the Directors, Managers and other KMP of the Company or their relatives is in any way, concerned or interested, financially or otherwise in the resolution.

Brief resume of directors who are retiring and eligible for reappointment furnished in terms of Regulations 36 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015:

Shri Anupam Anand

Shri Anupam Anand was appointed as Director (Personnel) of the Company with effect from 5.8.2009 in terms of MoM order No.10 (3)/2008 dated 14.7.2009. The Ministry vide letter No 10(3)/2008- Met.III (Vol.III) dated 3.12.2014 has approved extension of his tenure as Director (Personnel) for a further period of 5 years from 5.8.2014 to 4.8.2019 or until further orders, whichever is earlier.

Born on 9.4.1960, Shri Anand is M.Sc. (Physics) from Banaras Hindu University, M A (Public Administration) from Punjab University, Diploma in Social Work (DSW) from Calcutta University and passed Bihar Factory Welfare Officers' Examination conducted by Department of Labour, Government of Bihar. Before joining HCL, Shri Anand worked for around 24 years in SAIL in different positions and rose as Chief Personnel Manager. Later in 2005, he joined as General Manager (HR) in MTNL. Shri Anand has extensive experience in all facets of Human Resource including HRM, HRD, Administration and Industrial Relations.

Shri Anand does not hold directorship in other companies. He also does not hold any share in the Company. None of the Directors, Manager and other KMP of the Company is related to Shri Anand. Shri Anand attended three out of five Board meetings of the Company held during 2017-18.

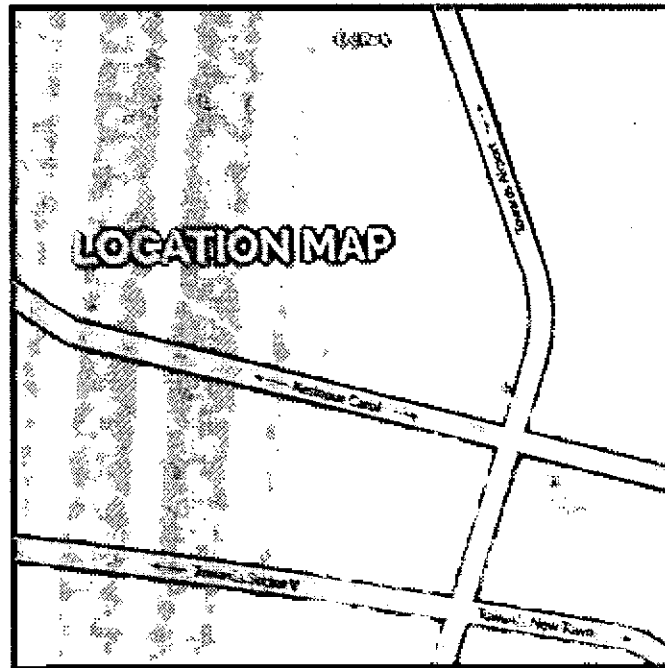
Shri Sanjay Kumar Bhattacharya

Shri Sanjay Kumar Bhattacharya assumed charge of the post of Director (Mining) on 15.9.2015 in terms of MoM Order No. 10/9/2014-Met.III (Vol.I) dated 14.9.2015. Prior to joining the Board, Shri Bhattacharya was General Manager (Mines) at Malanjkhand Copper Project of the Company.

Born on 3.12.1959, Shri Bhattacharya is B E (Mining) from NIT, Raipur and MBA (International Business). He is a qualified Mining Person under Mines Act, 1952, possessing first class Mines Manager Certificate of Competency to manage Open Cast Metalliferous Mines. He has 35 years of varied and diversified work experience in Copper mining (16 years at HCL), Iron Ore Mining (11 years at NMDC), Bauxite Mining (3 years at BALCO) and in construction activities for infrastructure developments like State Highways, Mining of Rock-Phosphate & Bauxite Minerals for State Govt. and State Mining PSUs through private participation (5 Years).

Shri Bhattacharya does not hold directorship in other companies. He also does not hold any share in the Company. None of the Directors, Manager and other KMPs of the Company is related to Shri Bhattacharya. Shri Bhattacharya attended all five Board meetings of the Company held during 2017-18.

ROUTE MAP FOR AGM VENUE





Hindustan Copper Limited
(CIN: L27201WB1967GOI028825)

Regd. Office: 'Tamra Bhavan', 1, Ashutosh Chowdhury Avenue, Kolkata - 700 019
Phone: 2283-2226, Fax: 2283-2676, E-mail: investors_cs@hindustancopper.com
Website: www.hindustancopper.com

Proxy Form

| |
|--|
| Name of the member (s): |
| Registered Address: |
| E-mail ID..... |
| Folio No. / Client ID DP ID: |

I/We, being the member (s) of shares of the Hindustan Copper Limited, hereby appoint.

1. Name:.....Address:
Email Id.....Signature.....or failing him
2. Name:Address.....
Email Id:Signature.....or failing him
3. Name:Address.....
Email Id: Signature:

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 51st Annual General Meeting of the Company, to be held on Thursday, 27th September, 2018 at 11:00 AM at Hall 6 (Auditorium at level 1), Biswa Bangla Convention Centre, Biswa Bangla Sarani, Block DG, New Town, Kolkata 700156 and at any adjournment thereof in respect of such resolutions as are indicated below:

Resolution No.

- 1.....2.....3.....4.....
5.....6.....7.....8.....
9..... 10..... 11.....12.....

Signed this..... day of 2018.

Signature of Shareholder..... (Affix Revenue Stamp)

Signature of Proxy Holder(s).....

Note: This form of Proxy in order to be effective should be duly completed, stamped as per applicable laws, signed and deposited at the Registered Office of the Company not less than forty eight hours before the commencement of the meeting. Unstamped or inadequately stamped Proxies or Proxies upon which the stamps have not been cancelled are invalid. The Proxy holder shall prove his identity at the time of attending the meeting.



HINDUSTAN COPPER LIMITED

(CIN : L27201WB1967GO1028825)

Regd. Office: 'Tamra Bhavan', 1, Ashutosh Chowdhury Avenue, Kolkata - 700 019
Phone : (033) 2283-2226, Fax : (033) 2283-2676, E-mail : investors_cs@hindustancopper.com
Website : www.hindustancopper.com

ATTENDANCE SLIP 51ST ANNUAL GENERAL MEETING

| | |
|---|---|
| Envelope No.: | |
| Name of the sole/ first named Member(s) | : |
| Registered Address of sole/first named member | : |
| Name(s) of Joint Holders | : |
| Registered Folio No./ DPID & Client ID No. | : |
| No. of Shares held | : |

I/We hereby record my/our presence at the 51st Annual General Meeting of the Company held on Thursday, 27th September, 2018 at 11:00 a.m. at Hall 6 (Auditorium at level 1), Biswa Bangla Convention Centre, Biswa Bangla Sarani, Block DG, New Town, Kolkata-700156.

Member's/Proxy's Name in Block Letters

Member's/Proxy's Signature

Note: Please complete the Attendance Slip and hand it over at the Attendance Verification Counter at the venue of the Meeting. Please also bring your copy of the Annual Report. Proxies are requested to carry a valid ID proof for verification at the time of attendance.

.....✂️.....Please cut here and bring the above Attendance Slip to the Meeting Hall✂️.....

REMOTE E-VOTING PARTICULARS

Dear Shareholder,

Sub: Process and manner for availing remote e-voting facility

As per Section 108 of the Companies Act, 2013 read with Rules notified there under and Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company is providing its members facility to cast their votes using an electronic voting system from a place other than venue of the meeting ("remote e-voting") in relation to the business to be transacted at the 51st Annual General Meeting (AGM) of the Company to be held on Thursday, 27th September, 2018 at 11:00 a.m. The Company has engaged the services of National Securities Depository Limited ("NSDL") to provide remote e-voting facilities. The Notice of AGM of the Company inter-alia indicating the process and manner of remote e-voting along with Attendance Slip and Proxy form can be downloaded from the link <https://www.evoting.nsdl.com> or www.hindustancopper.com

The remote e-voting particulars are set out below:

| EVEN (Remote e-voting event number) | User ID | PASSWORD |
|--|---------|----------|
| | | |

The remote e-voting facility will be available during the following voting period :

| Commencement of remote e-voting | End of remote e-voting |
|---|---|
| 24 th September, 2018 from 9:00 a.m. | 26 th September, 2018 till 5:00 p.m. |

Please read the instructions given at point no. 14 of the Notice to the 51st Annual General Meeting of the Company dated 28th August, 2018 carefully before availing remote e-voting facilities.

.....✂️.....

Registration Slip for Tab Voting

| | |
|---|--|
| Registered Folio No./DPID & Client ID No. | |
| Name of the Shareholder | |
| No. of Shares held | |
| Signature of the Shareholder | |
| Proxy / Authorized Representative Present | |