



हिन्दुस्तान कॉपर लिमिटेड

HINDUSTAN COPPER LIMITED

CIN No. : L27201WB1967GOI028825

भारत सरकार का उपक्रम
A GOVT. OF INDIA ENTERPRISE

पंजीकृत एवं प्रधान कार्यालय
Registered & Head Office

ताम्र भवन TAMRA BHAVAN
1, आशुतोष चौधरी एवेन्यू
1, Ashutosh Chowdhury Avenue,
पो.बॉ.सं. P.B. NO. 10224
कोलकाता KOLKATA - 700 019

Date: 8.1.2016

The Sr. General Manager
Dept. of Corporate Services
BSE Limited
Phiroze Jeejeebhoy Towers
Dalal Street
Mumbai 400 001
BSE Scrip Code: 513599

The Vice President
Listing Department
National Stock Exchange of India Ltd
Exchange Plaza, C-1, Block G
Bandra-Kurla Complex, Bandra(East)
Mumbai 400 051
NSE Symbol: HINDCOPPER

Sir / Madam,

Sub: Compliance Report on Corporate Governance for the quarter ended 31.12.2015

Pursuant to Regulation 27(2) (a) of the SEBI (Listing Obligations And Disclosure Requirements) Regulations, 2015, we enclose herewith a Compliance Report on Corporate Governance in the prescribed format for the quarter ended 31st December, 2015.

The above is submitted for information and record please.

Thanking you,

Yours Faithfully,


(C S Singh)

GM & Co Secretary

Encl: As stated

फोन Tel : 2283-2226 (Hunting), फैक्स Fax : (033) 2283-2478/2640

तार Cable : हिन्दताम HINDCOPPER, ई-मेल E-mail : hindcop@vsnl.com, वेब Web : www.hindustancopper.com

Format to be submitted by listed entity on quarterly basis

1. Name of Listed Entity: Hindustan Copper Ltd.
2. Quarter ending: 31st December, 2015

| I. Composition of Board of Directors | | | | | | | | |
|--------------------------------------|---------------------------|---------------------------------|---------------------------------------------------------------------------|----------------------------------------------------|-----------|--------------------------------------------------------------------------------------------------------------------|---------------------------------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------------------------------------------------------------------------------------------------------|
| Title (Mr. / Ms) | Name of the Director | PAN * & DIN | Category (Chairperson/ Executive/ Non-Executive/ independent/ Nominee) ** | Date of Appointment in the current term /cessation | Tenure*** | No of Directorship in listed entities including this listed entity (Refer Regulation 25(1) of Listing Regulations) | Number of memberships in Audit/ Stakeholder Committee(s) including this listed entity (Refer Regulation 26(1) of Listing Regulations) | No of post of Chairperson in Audit/ Stakeholder Committee held in listed entities including this listed entity (Refer Regulation 26(1) of Listing Regulations) |
| Mr | Kailash Dhar Diwan | PAN-ACWPD2874M DIN- 01829545 | Executive/ Chairman-cum- Managing Director | 14/09/2007 | NA | One | Nil | Nil |
| Mr | Anupam Anand | PAN-ACWPA5259P DIN- 02752767 | Executive/ Director (Personnel) | 05/08/2009 | NA | One | One | Nil |
| Mr. | Subhendra Nanda | PAN-ACOPN3574C DIN- 06608867 | Executive/ Director (Operations) | 06/05/2013 | NA | One | Nil | Nil |
| Mr. | V. V. Venugopal Rao | PAN-ABMPV7383G DIN- 02950920 | Executive/ Director (Finance) | 10/09/2013 | NA | One | One | Nil |
| Mr | Sanjay Kumar Bhattacharya | PAN-ADBPB6460F DIN- 07276836 | Executive/ Director (Mining) | 15/09/2015 | NA | One | Nil | Nil |

| | | | | | | | | |
|------|----------------------------------|-------------------------------------|---------------------------------------------|------------|------------|-------|-------|-----|
| Mrs. | Sujata Prasad | PAN- AHSP9283D DIN- 06587461 | Non-Executive /Govt. Nominee Director | 30/04/2013 | NA | Four | Three | Nil |
| Mr. | Nikunja Bihari Dhal | PAN- ABRPD7060M DIN- 01710101 | Non-Executive/ Govt. Nominee Director | 14/09/2015 | NA | One | Nil | Nil |
| Mrs. | Bulbul Sen | PAN- AASPS9035K DIN- 06561386 | Non- Executive/ Independent Director | 19/03/2013 | 18/03/2016 | Two | One | Two |
| Mr. | Dr. Upendra Dutta Choubey | PAN- ADEPC2097E DIN- 00153988 | Non- Executive/ Independent Director | 22/10/2013 | 21/10/2016 | One | Nil | One |
| Mr. | Ashok Kumar Singh | PAN- AFWPS8308G DIN- 00907683 | Non- Executive/ Independent Director | 22/10/2013 | 21/10/2016 | Two | One | Nil |
| Mrs. | Simantini Jena | PAN- ACRPJ6937E DIN- 07346980 | Non- Executive/ Independent Director | 17/11/2015 | 16/11/2018 | One | Nil | Nil |
| Mr. | Hemant Mehtani | PAN- ACVPM3453C DIN- 02875561 | Non- Executive/ Independent Director | 17/11/2015 | 16/11/2018 | One | Nil | Nil |
| Mr. | Dileep Raj Singh Chaudhary | PAN- AAVPC7061J DIN- 00269508 | Non- Executive/ Independent Director | 01/12/2015 | 30/11/2018 | Three | Two | Nil |
| Mr. | Niranjan Pant | PAN- AAXPP0529N DIN- 00229550 | Non- Executive/ Independent Director | 01/12/2015 | 30/11/2018 | One | Nil | Nil |

* PAN number of any director would not be displayed on the website of Stock Exchange

** Category of directors means executive/non-executive/independent/Nominee. if a director fits into more than one category write all categories separating them with hyphen

*** to be filled only for Independent Director. Tenure would mean total period from which Independent director is serving on Board of directors of the listed entity in continuity without any cooling off period.

| II. Composition of Committees | | |
|----------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-------------------------------------------------|-----------------------------------------------------------------------------|
| Name of Committee | Name of Committee members | Category (Chairperson/Executive/Non-Executive/independent/Nominee) * |
| 1. Audit Committee | Dr. Upendra Dutta Choubey - Chairman | Non- Executive/ Independent Director |
| | Smt. Bulbul Sen- Member | Non- Executive/ Independent Director |
| | Shri Ashok Kumar Singh - Member | Non- Executive/ Independent Director |
| 2. Nomination & Remuneration Committee | Shri Ashok Kumar Singh- Chairman | Non- Executive/ Independent Director |
| | Dr. Upenda Dutta Choubey- Member | Non- Executive/ Independent Director |
| | Smt. Bulbul Sen- Member | Non- Executive/ Independent Director |
| 3. Risk Management Committee(if applicable) | Shir Subhendra Nanda- Chairman | Executive/ Director (Operations) |
| | Shri Anupam Anand- Member | Executive/ Director (Personnel) |
| | Shri V. V. Venugopal Roa- Member | Executive/ Director (Finance) |
| | Shri Dilip Mahajan, Head of Commercial - Member | NA |
| | Shri Santosh Sharma, Head of Operations- Member | NA |
| 4. Stakeholders Relationship Committee' | Smt. Bulbul Sen- Chairperson | Non- Executive/ Independent Director |
| | Shri Anupam Anand- Member | Executive/ Director (Personnel) |
| | Shri V. V. Venugopal Roa- Member | Executive/ Director (Finance) |
| * Category of directors means executive/non-executive/independent/Nominee. if a director fits into more than one category write all categories separating them with hyphen | | |

| III. Meeting of Board of Directors | | |
|------------------------------------------------------------|-------------------------------------------------------------------|--------------------------------------------------------------------|
| Date(s) of Meeting (if any) in the previous quarter | Date(s) of Meeting (if any) in the relevant quarter | Maximum gap between any two consecutive (in number of days) |
| 11 th August, 2015 | 6 th November, 2015 23 rd December, 2015 | 87 days 46 days |

| IV. Meeting of Committees | | | |
|---------------------------------------------------------------------------------------------------------------------------------------|----------------------------------------------------|--------------------------------------------------------------------|----------------------------------------------------------------------------|
| Date(s) of meeting of the committee in the relevant quarter | Whether requirement of Quorum met (details) | Date(s) of meeting of the committee in the previous quarter | Maximum gap between any two consecutive meetings in number of days* |
| 6 th November, 2015 | Yes (Three out of three) | 11 th August, 2015 | 87 days |
| * This information has to be mandatorily be given for audit committee, for rest of the committees giving this information is optional | | | |

| V. Related Party Transactions | |
|-----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-------------------------------------------------------|
| Subject | Compliance status (Yes/No/NA) refer note below |
| Whether prior approval of audit committee obtained | NA |
| Whether shareholder approval obtained for material RPT | NA |
| Whether details of RPT entered into pursuant to omnibus approval have been reviewed by Audit Committee | NA |
| Note 1. In the column "Compliance Status", compliance or non-compliance may be indicated by Yes/No/N.A. For example, if the Board has been composed in accordance with the requirements of Listing Regulations, "Yes" may be indicated. Similarly, in case the Listed Entity has no related party transactions, the words "N.A." may be indicated. 2. If status is "No" details of non-compliance may be given here. | |

| VI. Affirmations |
|---------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| 1. The composition of Board of Directors is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015. 2. The composition of the following committees is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015 <ol style="list-style-type: none"> Audit Committee Nomination & remuneration committee Stakeholders relationship committee |

- d. Risk management committee (applicable to the top 100 listed entities)
3. The committee members have been made aware of their powers, role and responsibilities as specified in SEBI (Listing obligations and disclosure requirements) Regulations, 2015.
 4. The meetings of the board of directors and the above committees have been conducted in the manner as specified in SEBI (Listing obligations and disclosure requirements) Regulations, 2015.
 5. This report and/or the report submitted in the previous quarter has been placed before Board of Directors. Any comments/observations/advice of Board of Directors may be mentioned here: Report for the quarter ended 31.12.2015 shall be placed in the next Board meeting.



(C S Singhi)

Compliance Officer/ GM & Company Secretary

Note:

Information at Table I and II above need to be necessarily given in 1st quarter of each financial year. However if there is no change of information in subsequent quarter(s) of that financial year, this information may not be given by Listed entity and instead a statement "same as previous quarter" may be given.