

Format to be submitted by listed entity on quarterly basis

1. Name of Listed Entity: Hindustan Copper Ltd.  
2. Quarter ending: 31<sup>st</sup> March, 2017

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.	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
Mr.	Santosh Sharma	PAN- AKCPS2255D DIN- 07431945	Executive/ Director (Operations)	01/03/2016	NA	One	Nil	Nil
Mr.	Subhash Chandra	PAN- ABPPC5395L DIN- 07612049	Non-Executive /Govt. Nominee Director	20/10/2016	NA	Two	Nil	Nil
Ms.	T C A Kalyani	PAN- AAOPK5321Q	Non-Executive/	25/10/2016	NA	One	NA	NA

		DIN- 02406559	Govt. Nominee Director	(Appointment) 7/12/2016 (Cessation)				
Mr.	Niranjan Kumar Singh	PAN- ABEPN9588M DIN- 03361541	Non-Executive /Govt. Nominee Director	15/3/2017	NA	Two	One	Nil
Mrs.	Simantini Jena	PAN- ACRPJ6937E DIN- 07346980	Non- Executive/ Independent Director	17/11/2015	16/11/2018	One	One	Nil
Mr.	Hemant Mehtani	PAN- ACVPM3453C DIN- 02875561	Non- Executive/ Independent Director	17/11/2015	16/11/2018	One	One	Nil
Mr.	Dileep Raj Singh Chaudhary	PAN- AAVPC7061J DIN- 00269508	Non- Executive/ Independent Director	01/12/2015	30/11/2018	One	Two	One
Mr.	Niranjan Pant	PAN- AAXPP0529N DIN- 00229550	Non- Executive/ Independent Director	01/12/2015	30/11/2018	One	One	One

\* 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	Shri Dileep Raj Singh Chaudhary - Chairman	Non- Executive/ Independent Director
	Smt Simantini Jena - Member	Non- Executive/ Independent Director
	Shri Hemant Mehtani - Member	Non- Executive/ Independent Director
	Shri Niranjan Pant - Member	Non- Executive/ Independent Director
2. Nomination & Remuneration Committee	Smt. Simantini Jena - Chairman	Non- Executive/ Independent Director

	Shri Hemant Mehtani - Member	Non- Executive/ Independent Director
	Shri Dileep Raj Singh Chaudhary - Member	Non- Executive/ Independent Director
3. Risk Management Committee (if applicable)	NA	NA
4. Stakeholders Relationship Committee	Shri Niranjant Pant - Chairman	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)
13.12.2016	16.1.2017, 10.2.2017, 27.2.2017 and 29.3.2017	33 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*
Audit Committee: 10.2.2017	Yes (Four out of four)	13.12.2016	58 days
* This information has to be mandatorily be given for audit committee, for rest of the committees giving this information is optional			

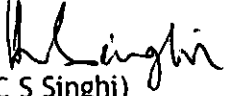
V. Related Party Transactions	
Subject	Compliance status (Yes/No/NA) refer note below
Whether prior approval of audit committee obtained	NA
Whether shareholder approval obtained for material RPT	NA
Whether details of RPT entered into pursuant to omnibus approval have been reviewed by Audit Committee	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 not in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015 since number of Independent directors is less than 50% of total strength of the Board. The post of one Independent Director is lying vacant since 19.3.2016 and two Independent Directors are lying vacant since 22.10.2016. The Company has requested the Ministry of Mines, Govt. of India to fill up the vacant post. The matter is under consideration of the Government.
2. The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015
  - a. Audit Committee
  - b. Nomination & remuneration committee
  - c. Stakeholders relationship committee
  - d. Risk management committee (applicable to the top 100 listed entities)- NA
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 previous quarter ended 31.12.2016 was placed in the Board meeting held on 16.1.2017 and report for the quarter ended 31.3.2017 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.

**Format to be submitted by listed entity at the end of the financial year (for the whole of financial year)**

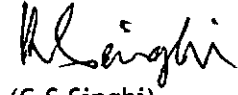
<b>I. Disclosure on website in terms of Listing Regulations</b>	
<b>Item</b>	<b>Compliance status (Yes/No/NA) refer note below</b>
Details of business	Yes
Terms and conditions of appointment of independent directors	Yes
Composition of various committees of board of directors	Yes
Code of conduct of board of directors and senior management personnel	Yes
Details of establishment of vigil mechanism/ Whistle Blower policy	Yes
Criteria of making payments to non-executive directors	Yes
Policy on dealing with related party transactions	Yes
Policy for determining 'material' subsidiaries	NA
Details of familiarization programmes imparted to independent directors	Yes
Contact information of the designated officials of the listed entity who are responsible for assisting and handling investor grievances	Yes
Email address for grievance redressal and other relevant details	Yes
Financial results	Yes
Shareholding pattern	Yes
Details of agreements entered into with the media companies and/or their associates	NA
New name and the old name of the listed entity	NA

<b>II Annual Affirmations</b>		
<b>Particulars</b>	<b>Regulation Number</b>	<b>Compliance status (Yes/No/NA) refer note below</b>
Independent director(s) have been appointed in terms of specified criteria of 'independence' and/or 'eligibility'	16(1)(b) & 25(6)	Yes
Board composition	17(1)	No (Total strength of the Board as on 31.3.2017 is 11 directors comprising of 5 functional, 2 Govt. Nominee and 4 Independent Directors. The post of one Independent Director is lying vacant since 19.3.2016 and two Independent Directors are lying vacant since 22.10.2016 which is to be filled up by the administrative Ministry.)

Meeting of Board of directors	17(2)	Yes
Review of Compliance Reports	17(3)	Yes
Plans for orderly succession for appointments	17(4)	Yes
Code of Conduct	17(5)	Yes
Fees/compensation	17(6)	Yes
Minimum Information	17(7)	Yes
Compliance Certificate	17(8)	Yes
Risk Assessment & Management	17(9)	Yes
Performance Evaluation of Independent Directors	17(10)	Yes
Composition of Audit Committee	18(1)	Yes
Meeting of Audit Committee	18(2)	Yes
Composition of nomination & remuneration committee	19(1) & (2)	Yes
Composition of Stakeholder Relationship Committee	20(1) & (2)	Yes
Composition and role of risk management committee	21(1),(2),(3), (4)	NA
Vigil Mechanism	22	Yes
Policy for related party Transaction	23(1),(5),(6), (7) & (8)	Yes
Prior or Omnibus approval of Audit Committee for all related party transactions	23(2), (3)	NA
Approval for material related party transactions	23(4)	NA
Composition of Board of Directors of unlisted material Subsidiary	24(1)	NA
Other Corporate Governance requirements with respect to subsidiary of listed entity	24(2),(3),(4), (5) & (6)	NA
Maximum Directorship & Tenure	25(1) & (2)	Yes
Meeting of independent directors	25(3) & (4)	Yes
Familiarization of independent directors	25(7)	Yes
Memberships in Committees	26(1)	Yes
Affirmation with compliance to code of conduct from members of Board of Directors and Senior management personnel	26(3)	Yes
Disclosure of Shareholding by Non-Executive Directors	26(4)	Yes
Policy with respect to Obligations of directors and senior management	26(2) & 26(5)	Yes
<p><b>Note</b></p> <ol style="list-style-type: none"> <li>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.</li> <li>2. If status is "No" details of non-compliance may be given here.</li> <li>3. If the Listed Entity would like to provide any other information the same may be indicated here.</li> </ol>		

**III Affirmations:**

The Listed Entity has approved Material Subsidiary Policy and the Corporate Governance requirements with respect to subsidiary of Listed Entity have been complied. NA



(C S Singhi)

Compliance Officer/ GM & Co Secretary