

Format of report on Corporate Governance to be submitted by a listed entity on quarterly basis

1. Name of Listed Entity: Hindustan Copper Ltd
2. Quarter ending: 31st March, 2020

I. Composition of Board of Directors												
Title (Mr./ Ms)	Name of the Director	PANS & DIN	Category (Chairperson /Executive/ Non-Executive/ independent / Nominee)&	Initial Date of Appointment	Date of Re-appointment	Date of Cessation	Tenure*	Date of Birth	No. of directorship in listed entities including this listed entity [in reference to Regulation 17A(1)]	No of Independent Directorship in listed entities including this listed entity [in reference to proviso to regulation 17A(1)]	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.	Arun Kumar Shukla	PAN- ADAPS1096H DIN- 03324672	Executive/ Chairman and Managing Director	01-01-2020	-	-	NA	07-07-1963	1	Nil	Nil	Nil
Mr.	Sukhen Kumar Bandyopadhyay	PAN- ACRPB6422E DIN- 08173882	Executive/ Director (Finance)	09-07-2018	-	-	NA	19-11-1961	1	Nil	1	Nil
Mr.	Satendra Singh	PAN- AUJPS8419E DIN- 05195060	Non-Executive /Govt. Nominee Director	01-01-2020	-	-	NA	28-08-1971	1	Nil	Nil	Nil
Mr.	Alok Chandra	PAN- AACPC7353A DIN- 06929789	Non-Executive /Govt. Nominee Director	22-06-2018	-	-	NA	24-04-1968	1	Nil	Nil	Nil
Mr.	Subhash Sharma	PAN- DSIPS7218K DIN-05333124	Non- Executive/ Independent Director	18-07-2018	-	-	36 months	28-02-1978	1	1	2	Nil
Mr.	R Kalyansundaram	PAN- AHWPK2133M DIN-08518006	Non- Executive/ Independent Director	22-07-2019	-	-	36 months	06-05-1963	1	1	1	1

Mr.	Pawan Kumar Dhawan	PAN- ACWPD8193P DIN-07327568	Non- Executive/ Independent Director	22-07-2019	-	-	36 months	15-07-1964	1	1	Nil	1
Mr.	Balwinder Singh Canth	PAN- ABDPC4728M DIN-07239321	Non- Executive/ Independent Director	22-07-2019	-	-	36 months	26-01-1958	1	1	Nil	Nil
		Whether Regular chairperson appointed: Yes										
		Whether Chairperson is related to managing director or CEO: Shri Arun Kumar Shukla is the Chairman and Managing Director, Hindustan Copper Ltd with effect from 1.1.2020.										
		§ PAN 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	Whether Regular chairperson appointed	Name of Committee members	Category (Chairperson/ Executive/ Non- Executive/ Independent/ Nominee) \$	Date of Appointment	Date of Cessation
1. Audit Committee	Yes	Shri Pawan Kumar Dhawan	Chairperson/ Non- Executive/ independent Director	15-11-2019	
		Shri Subhash Sharma	Member / Non- Executive/ independent Director	07-12-2018	
		Shri R Kalyansundaram	Member / Non- Executive/ independent Director	15-11-2019	
2. Nomination & Remuneration Committee	Yes	Shri Subhash Sharma	Chairperson/ Non- Executive/ independent Director	07-12-2018	
		Shri R Kalyansundaram	Member / Non- Executive/ independent Director	15-11-2019	
		Shri Balwinder Singh Canth	Member / Non- Executive/ independent Director	15-11-2019	
3. Risk Management Committee(if applicable)	Yes	Shri Arun Kumar Shukla	Chairperson/ Executive/ Chairman and Managing Director	07-12-2018	
		Shri Sukhen Kumar Bandyopadhyay	Member / Executive/ Director (Finance)	07-12-2018	
		Shri Sunil Parashar	Head of M&C department	31-12-2019	
4. Stakeholders Relationship Committee'	Yes	Shri R Kalyansundaram	Chairperson/ Non- Executive/ independent Director	15-11-2019	
		Shri Subhash Sharma	Member/ Non- Executive/ independent Director	07-12-2018	
		Shri Sukhen Kumar Bandyopadhyay	Member / Non- Executive/ independent Director	07-12-2018	
5. Corporate Social Responsibility Committee	Yes	Shri Balwinder Singh Canth	Chairman / Non- Executive/ independent Director	15-11-2019	
		Shri Pawan Kumar Dhawan	Member/ Non- Executive/ independent Director	15-11-2019	
		Shri Arun Kumar Shukla	Member / Executive/ Chairman and Managing Director	15-11-2019	
\$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	Whether requirement of Quorum met*	Number of Directors present*	Number of independent directors present*	Maximum gap between any two consecutive (in number of days)
16.10.2019	13.2.2020	Yes	8	4	47
14.11.2019					
27.12.2019					

* to be filled in only for the current quarter meetings

IV. Meetings of Committees

Date(s) of meeting of the committee in the relevant quarter (Audit Committee)	Whether requirement of Quorum met (details)*	Number of Directors present*	Number of independent directors present*	Date(s) of meeting of the committee in the previous quarter	Maximum gap between any two consecutive meetings in number of days*
Audit Committee					
13.2.2020	Yes (Three out of three)	3	3	14.11.2019	47
				27.12.2019	
Corporate Social Responsibility Committee					
				27.12.2019	
Nomination and Remuneration Committee					
13.2.2020	Yes (Three out of three)	3	3		
Stakeholders Relationship Committee					
13.2.2020	Yes (Three out of three)	3	2		
Risk Management Committee					
16.3.2020	Yes (Three out of three)	2	0		

* This information has to be mandatorily be given for audit committee, for rest of the committees giving this information is optional

**to be filled in only for the current quarter meetings

V. Related Party Transactions

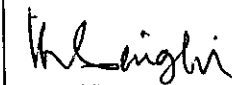
Subject	Compliance status (Yes/No/NA)
Whether prior approval of audit committee obtained	NA
Whether shareholder approval obtained for material RPT	NA
Whether details of RPT entered into pursuant to omnibus approval have been reviewed by the Audit Committee	NA

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 was not in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015 due to absence of women director on the Board w.e.f. 16.11.2019
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 500 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 the board of directors may be mentioned here: Report for the previous quarter ended 31.12.2019 was placed in the Board meeting held on 13.2.2020 and report for the quarter ended 31.3.2020 shall be placed in the next Board meeting.



(C S Singh)
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.

ANNEXURE II

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

I. Disclosure on website in terms of Listing Regulations		
Item	Compliance status (Yes/No/NA) refer note below	If Yes provide link to website. If No / NA provide reasons
As per regulation 46(2) of the LODR:		
a) Details of business	Yes	www.hindustancopper.com
b) Terms and conditions of appointment of independent directors	Yes	www.hindustancopper.com
c) Composition of various committees of board of directors	Yes	www.hindustancopper.com
d) Code of conduct of board of directors and senior management personnel	Yes	www.hindustancopper.com
e) Details of establishment of vigil mechanism/ Whistle Blower policy	Yes	www.hindustancopper.com
f) Criteria of making payments to non-executive directors	Yes	www.hindustancopper.com
g) Policy on dealing with related party transactions	Yes	www.hindustancopper.com
h) Policy for determining 'material' subsidiaries	NA	
i) Details of familiarization programmes imparted to independent directors	Yes	www.hindustancopper.com
j) Email address for grievance redressal and other relevant details	Yes	www.hindustancopper.com
k) Contact information of the designated officials of the listed entity who are responsible for assisting and handling investor grievances	Yes	www.hindustancopper.com
l) Financial results	Yes	www.hindustancopper.com
m) Shareholding pattern	Yes	www.hindustancopper.com
n) Details of agreements entered into with the media companies and/or their associates	NA	
o) Schedule of analyst or institutional investor meet and presentations made by the listed entity to analysts or institutional investors simultaneously with submission to stock exchange	Yes	www.hindustancopper.com
p) New name and the old name of the listed entity	NA	
q) Advertisements as per regulation 47 (1)	Yes	www.hindustancopper.com
r) Credit rating or revision in credit rating obtained by the entity for all its outstanding instruments	Yes	www.hindustancopper.com
s) Separate audited financial statements of each subsidiary of the listed entity in respect of a relevant financial year	Yes	www.hindustancopper.com
As per other regulations of the LODR:		
a) Whether company has provided information under separate section on its website as per Regulation 46(2)	Yes	www.hindustancopper.com
b) Materiality Policy as per Regulation 30	Yes	www.hindustancopper.com
c) Dividend Distribution policy as per Regulation 43A (as applicable)	Yes	www.hindustancopper.com

It is certified that these contents on the website of the listed entity are correct.

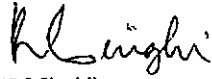
II Annual Affirmations		
Particulars	Regulation Number	Compliance status (Yes/No/NA) refer note below
Independent director(s) have been appointed in terms of specified criteria of 'independence' and / or 'eligibility'	16(1)(b) & 25(6)	Yes
Board composition	17(1), 17(1A) & 17(1B)	No (The composition of Board of Directors is not in terms of Reg 17(1) of SEBI (Listing obligations and disclosure requirements) Regulations, 2015 due to absence of women director on the Board w.e.f. 16.11.2019)
Meeting of board of directors	17(2)	Yes
Quorum of board meeting	17(2A)	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
Recommendation of board	17(11)	Yes
Maximum number of directorship	17A	Yes
Composition of Audit Committee	18(1)	Yes
Meeting of Audit Committee	18(2)	Yes
Composition of Nomination & Remuneration Committee	19(1) & (2)	Yes
Quorum of Nomination and Remuneration Committee meeting	19(2A)	Yes
Meeting of Nomination & Remuneration Committee	19(3A)	Yes
Composition of Stakeholder Relationship Committee	20(1), 20(2) and 20(2A)	Yes
Meeting of Stakeholder Relationship Committee	20 (3A)	Yes
Composition and role of Risk Management Committee	21(1),(2),(3),(4)	Yes
Meeting of Risk Management Committee	21(3A)	Yes
Vigil Mechanism	22	Yes
Policy for related party Transaction	23(1), (1A), (5), (6), (7) & (8)	Yes
Prior or Omnibus approval of Audit Committee for all related party transactions	23(2), (3)	Yes
Approval for material related party transactions	23(4)	NA
Disclosure of related party transactions on consolidated basis	23(9)	Yes
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)	Yes
Annual Secretarial Compliance Report	24(A)	Yes
Alternate Director to Independent Director	25(1)	Yes
Maximum Tenure	25(2)	Yes
Meeting of independent directors	25(3) & (4)	Yes
Familiarization of independent directors	25(7)	Yes
Declaration from Independent Director	25(8) & (9)	Yes
Directors and Officers insurance	25(10)	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

Note

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- 2 If status is "No" details of non-compliance may be given here.
- 3 If the Listed Entity would like to provide any other information the same may be indicated here.

III Affirmations:

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



(C S Singhi)

Compliance Officer/ GM & Company Secretary