

## 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, 2022

i. Composition of Board of Directors												
Title (Mr. / Ms)	Name of the Director	PANS & DIN	Category (Chairperson / Executive/ Non-Executive/ Independent / Nominee)s	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.	Sanjay Panjiyar	PAN- AFSPS4544Q DIN- 02846267	Executive/ Director (Operations)	31-07-2021	-	-	NA	21-06-1964	1	NIL	NIL	NIL
Mr.	Ghanshyam Sharma	PAN- AHMPS0452P DIN- 07090008	Executive/ Director (Finance)	13-09-2021	-	-	NA	17-05-1965	1	NIL	1	NIL
Mr.	Sanjiv Kumar Singh	PAN- ACCPS6222Q DIN- 09548389	Executive/ Director (Mining)	26-03-2022	-	-	NA	05-06-1966	1	NIL	NIL	NIL
Mr.	Shakil Alam	PAN- AFKPA9289E DIN- 09272903	Non-Executive /Govt. Nominee Director	06-08-2021	-	-	NA	15-03-1976	1	NIL	NIL	NIL
Mr.	Sanjeev Verma	PAN- ADMPV1173A DIN- 08836996	Non-Executive /Govt. Nominee Director	07-08-2020	-	-	NA	26-03-1979	1	NIL	NIL	NIL
Mr.	R Kalyansundaram	PAN- AHWPk2133M DIN-08518006	Non- Executive/ Independent Director	22-07-2019	-	-	32 months	06-05-1963	1	1	1	NIL

Mr.	Pawan Kumar Dhawan	PAN- ACWPD8193P DIN-07327568	Non- Executive/ Independent Director	22-07-2019	-	-	32 months	15-07-1964	1	1	2	1
Mr.	Balwinder Singh Canth	PAN- ABDPC4728M DIN-07239321	Non- Executive/ Independent Director	22-07-2019	-	-	32 months	26-01-1958	1	1	NIL	NIL
Mr.	Annadevara Gurunadha Krishna Prasad	PAN- ADZPA8659H DIN- 02557375	Non- Executive/ Independent Director	03-11-2021	-	-	4 month	23-08-1976	1	1	2	1
Mr.	Avinash Janardan Bhide	PAN- ABLPB0764E DIN- 09388571	Non- Executive/ Independent Director	03-11-2021	-	-	4 month	21-04-1960	1	1	1	NIL
Mr.	Hemlata Verma	PAN- AJXPV3036F DIN- 09549304	Non- Executive/ Independent Director	22-03-2022	-	-	1 month	12-02-1970	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.												
<p>§ PAN of any director would not be displayed on the website of Stock Exchange</p> <p>&amp; 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</p> <p>* 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.</p>												

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 R Kalyansundaram	Member / Non- Executive/ Independent Director	15-11-2019	02-02-2022
		Shri Balwinder Singh Canth	Member / Non- Executive/ Independent Director	18-07-2021	02-02-2022
		Shri Annadevara Gurunadha Krishna Prasad	Member / Non- Executive/ Independent Director	02-02-2022	
		Shri Avinash Janardan Bhide	Member / Non- Executive/ Independent Director	02-02-2022	23-02-2022
		Shri R Kalyansundaram	Member / Non- Executive/ Independent Director	23-02-2022	
2. Nomination & Remuneration Committee	Yes	Shri Balwinder Singh Canth	Chairperson/ Non- Executive/ Independent Director	18-07-2021	
		Shri R Kalyansundaram	Member / Non- Executive/ Independent Director	15-11-2019	02-02-2022
		Shri Pawan Kumar Dhawan	Member / Non- Executive/ Independent Director	18-07-2021	02-02-2022
		Shri Annadevara Gurunadha Krishna Prasad	Member / Non- Executive/ Independent Director	02-02-2022	23-02-2022
		Shri Avinash Janardan Bhide	Member / Non- Executive/ Independent Director	02-02-2022	
		Shri Pawan Kumar Dhawan	Member / Non- Executive/ Independent Director	23-02-2022	
3. Risk Management Committee (if applicable)	Yes	Shri Sanjay Panjiyar	Chairperson/ Executive/ Director (Operations) and Addl Charge Director (Mining)	31-07-2021	26-03-2022
		Shri Sanjiv Kumar Singh	Chairperson/ Executive/ Director (Mining)	26-03-2022	
		Shri Sanjay Panjiyar	Member / Executive/ Director (Operations)	26-03-2022	
		Shri Ghanshyam Sharma	Member / Executive/ Director (Finance)	13-09-2021	
		Shri R Kalyansundaram	Member / Non- Executive/ Independent Director	15-09-2020	
		Shri Balwinder Singh Canth	Member / Non- Executive/ Independent Director	15-09-2020	
		Shri Avinash Janardan Bhide	Member / Non- Executive/ Independent Director	02-02-2022	23-02-2022
		Shri Annadevara Gurunadha Krishna Prasad	Member / Non- Executive/ Independent Director	23-02-2022	
		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	02-02-2022
		Shri Annadevara Gurunadha Krishna Prasad	Chairperson/ Non- Executive/ Independent Director	02-02-2022	
		Shri Pawan Kumar Dhawan	Member/ Non- Executive/ Independent Director	18-07-2021	02-02-2022
		Shri Sanjay Panjiyar	Member / Executive/ Director (Operations)	02-02-2022	23-02-2022
		Shri Ghanshyam Sharma	Member / Executive/ Director (Finance)	13-09-2021	
		Shri Pawan Kumar Dhawan	Member/ Non- Executive/ Independent Director	23-02-2022	
		Shri Avinash Janardan Bhide	Member / Non- Executive/ Independent Director	23-02-2022	
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	02-02-2022
		Shri Ghanshyam Sharma	Member / Executive/ Director (Finance)	13-09-2021	
		Shri Avinash Janardan Bhide	Member / Non- Executive/ Independent Director	02-02-2022	
		Shri R Kalyansundaram	Member / Non- Executive/ Independent Director	23-02-2022	

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)
9.11.2021	12.02.2022	Yes	9	4	46
18.12.2021					
27.12.2021					

\* 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	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*
<b>Audit Committee</b>					
12.02.2022	Yes	2	2	09.11.2021	56
16.03.2022	Yes	3	3	17.12.2021	31
<b>Corporate Social Responsibility Committee</b>					
11.02.2022	Yes	3	2	Nil	NA

Nomination and Remuneration Committee				
Nil	NA	NA	18.12.2021	NA
Stakeholders Relationship Committee				
01.02.2022	Yes	3	2	NA
Risk Management Committee				
01.02.2022	Yes	4	2	NA
* 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				
Whether prior approval of audit committee obtained			Compliance status (Yes/No/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	
Notes:				
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 from 16.11.2019 upto 21.3.2022. However, one Woman Independent Director was appointed by the Ministry of Mines, Government of India w.e.f 22.3.2022.				
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 31.12.2021 was placed in the Board meeting held on 12.02.2022 and report for the quarter ended 31.03.2022 shall be placed in the next Board meeting.				
 (C S Singh) Compliance Officer/ ED (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)**

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

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 of Hindustan Copper Ltd was not in terms of Reg 17(1) of SEBI (Listing obligations and disclosure requirements) Regulations, 2015 till 21.3.2022 due to absence of women director on the Board w.e.f. 16.11.2019. However, the post of woman Director was filled up on 22.3.2022 by the Ministry of Mines, Government of India by appointment of Smt. Hemlata Verma as Independent Director, HCL )
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)	NA (Hindustan Copper Ltd being a Government Company, the appointment and performance evaluation of Directors including Independent Directors is done by the Government of India.)
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**

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.

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. The Company has one subsidiary company namely Chhattisgarh Copper Ltd, which does not fall in the category of material subsidiary Company and therefore Material Subsidiary Policy is not applicable on the Company. However, the Company is complying Corporate Governance requirement pertaining to subsidiary Company.



(C S Singhi)

Compliance Officer/ ED (Company Secretary)



Hindustan Copper Limited Kolkata				
<b>Format to be submitted twice a year, on a half yearly basis by the listed entity at the end of every 6 months of the financial year</b>				
Half year ending: 31st March, 2022				
<b>I Disclosure of Loans / guarantees / comfort letters / securities etc. (refer note below)</b>				
<b>(A) Any loan or any other form of debt advanced by the listed entity directly or indirectly to:</b>				
	<b>Entity</b>	<b>Aggregate amount advanced during six months</b>	<b>Balance outstanding at the end of six months</b>	
	Promoter or any other entity controlled by them	Nil	Nil	
	Promoter Group or any other entity controlled by them	Nil	Nil	
	Directors (including relatives) or any other entity controlled by them	Nil	Nil	
	MPs or any other entity controlled by them	Nil	Nil	
<b>(B) Any guarantee/ comfort letter (by whatever name called) provided by the listed entity directly or indirectly, in connection with any loan(s) or any other form of debt availed by:</b>				
	<b>Entity</b>	<b>Type (guarantee, comfort letter etc.)</b>	<b>Aggregate amount of loan/ guarantee during six months</b>	<b>Balance outstanding at the end of six months (taking into account any invocation)</b>
	Promoter or any other entity controlled by them	Nil	Nil	Nil
	Promoter Group or any other entity controlled by them	Nil	Nil	Nil
	Directors (including relatives) or any other entity controlled by them	Nil	Nil	Nil
	MPs or any other entity controlled by them	Nil	Nil	Nil
<b>(C) Any security provided by the listed entity directly or indirectly, in connection with any loan(s) or any other form of debt availed by:</b>				
	<b>Entity</b>	<b>Type of security (cash, shares etc.)</b>	<b>Aggregate value of security provided during six months</b>	<b>Balance outstanding at the end of six months</b>
	Promoter or any other entity controlled by them	Nil	Nil	Nil
	Promoter Group or any other entity controlled by them	Nil	Nil	Nil
	Directors (including relatives) or any other entity controlled by them	Nil	Nil	Nil
	MPs or any other entity controlled by them	Nil	Nil	Nil
<b>II Affirmations:</b>				
All loans (or other form of debt), guarantees, comfort letters (by whatever name called) or securities in connection with any loan(s) (or other form of debt) given directly or indirectly by the listed entity to promoter(s), promoter group, director(s) (including their relatives), key managerial personnel (including their relatives) or any entity controlled by them are in the economic interest of the company.				
<p style="text-align: center;"><i>(Signature)</i> 11/4/22</p> Name: <b>Shantanu Sharma</b> Designation: <b>Director (Finance) &amp; CFO</b> (CIN: 0700008)				
<b>Note</b>				
1. These disclosures shall include any loan (or other form of debt), guarantee / comfort letter (by whatever name called) or security provided in connection with any loan or any other form of debt;				
a) by a government company or for the Government or government company				
b) by the listed entity to its subsidiary (and joint-venture company) whose accounts are consolidated with the listed entity;				
c) by a banking company or an insurance company; and				
d) by the listed entity to its employees or directors as a part of the service conditions				
2. If the Listed Entity would like to provide any other information, the same may be indicated as Para D in the above table.				