

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: 30th September, 2023


I. Composition of Board of Directors														
Title (Mr./Ms)	Name of the Director	DIN	Category (Chairperson /Executive/ Non-Executive/ independent / Nominee)s	Initial Date of Appointment	Date of Re-appointment	Date of Cessation	Tenure*	Date of Birth	Whether the Director is Disqualified	Current Status	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.	*Ghanshyam Sharma	DIN- 07090008	Executive/ Chairman and Managing Director (Addl. Charge) & Director Finance	13.9.2021	13.9.2021	-	NA	17-05-1965	No	Active	1	Nil	1	Nil
Mr.	Arun Kumar Shukla	DIN- 03324672	Executive/ Chairman and Managing Director	01-01-2020	01-01-2020	31-07-2023	NA	07-07-1963	No	Inactive	NA	NA	NA	NA
Mr.	Sanjay Panjiyar	DIN- 02846267	Executive/ Director (Operations)	31-07-2021	31-07-2021	-	NA	21-06-1964	No	Active	1	Nil	1	Nil
Mr.	Sanjiv Kumar Singh	DIN- 09548389	Executive/ Director (Mining)	26-03-2022	26-03-2022	-	NA	05-06-1966	No	Active	1	Nil	Nil	Nil
Mr.	Shakil Alam	DIN- 09272903	Non-Executive /Govt. Nominee Director	06-08-2021	06-08-2021	-	NA	15-03-1976	No	Active	1	Nil	Nil	Nil
Mr.	Sanjeev Verma	DIN- 08836996	Non-Executive /Govt. Nominee Director	07-08-2020	07-08-2020	-	NA	26-03-1979	No	Active	1	Nil	Nil	Nil

Mr.	Annadevara Gurunadha Krishna Prasad	DIN- 02557375	Non- Executive/ Independent Director	03-11-2021	03-11-2021	-	22 months	23-08-1976	No	Active	1	1	1	1
Mr.	Avinash Janardan Bhide	DIN- 09388571	Non- Executive/ Independent Director	03-11-2021	03-11-2021	-	22 months	21-04-1960	No	Active	1	1	2	1
Mrs.	Hemlata Verma	DIN- 09549304	Non- Executive/ Independent Director	22-03-2022	22-03-2022	-	18 months	12-02-1970	No	Active	1	1	1	Nil
* Shri Ghanshyam Sharma, Director (Finance), Hindustan Copper Ltd is also holding Additional Charge of the post of Chairman and Managing Director, Hindustan Copper Ltd w.e.f. 1.8.2023, in terms of Order No. Met.3-10/2/2022-METAL III-Part (1) dated 31.7.2023 issued by the Ministry of Mines, Government of India.														
Whether Regular chairperson appointed: Yes														
Whether Chairperson is related to managing director or CEO: Shri Ghanshyam Sharma is the Chairman and Managing Director (Additional Charge), Hindustan Copper Ltd with effect from 1.8.2023.														
¶ 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 Annadevara Gurunadha Krishna Prasad	Chairperson Non- Executive/ Independent Director	22-07-2022	
		Smt. Hemlata Verma	Member / Non- Executive/ Independent Director	22-07-2022	
		Shri Avinash Janardan Bhide	Member / Non- Executive/ Independent Director	22-07-2022	
2. Nomination & Remuneration Committee	Yes	Shri Avinash Janardan Bhide	Chairperson/ Non- Executive/ Independent Director	02-02-2022	
		Smt. Hemlata Verma	Member / Non- Executive/ Independent Director	22-07-2022	
		Shri Annadevara Gurunadha Krishna Prasad	Member / Non- Executive/ Independent Director	22-07-2022	
3. Risk Management Committee (if applicable)	Yes	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 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 Avinash Janardan Bhide	Chairperson/ Non- Executive/ Independent Director	22-07-2022	
		Shri Sanjay Panjiyar	Member / Executive/ Director (Operations)	22-07-2022	
		Shri Ghanshyam Sharma	Member / Executive/ Director (Finance)	13-09-2021	
5. Corporate Social Responsibility Committee	Yes	Smt. Hemlata Verma	Chairperson / Non- Executive/ Independent Director	22-07-2022	
		Shri Sanjay Panjiyar	Member / Executive/ Director (Operations)	22-07-2022	
		Shri Ghanshyam Sharma	Member / Executive/ Director (Finance)	13-09-2021	

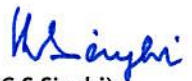
§Category of directors means executive/non-executive/independent/Nominee. if a director fits into more than one category write all categories separating them with hyphen

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*	Total Number of Directors as on the date of the meeting	Number of Directors present* (All directors including Independent Director)	Number of independent Attending the meeting*	Maximum gap between any two consecutive (in number of days)	
19.5.2023	10.7.2023	Yes	9	9	3	51	
	11.7.2023	Yes	9	4**	3	0	
	29.7.2023	Yes	9	9	3	17	
	14.8.2023	Yes	8	8	3	15	
* to be filled in only for the current quarter meetings							
**The Board meeting held on 11.7.2023 was convened as Reviewing Authority as per Hindustan Copper Ltd (Conduct, Discipline and Appeal) Rules, 2021 and therefore, the Disciplinary Authority [i.e. Chairman and Managing Director] and Appellate Authority [i.e. Director (Operations), Director (Finance) and Director (Mining)] recused themselves from the said meeting.							
IV. Meetings of Committees							
Date(s) of meeting of the committee in the relevant quarter	Whether requirement of Quorum met (details)*	Total Number of Directors as on date of the meeting	Number of Directors present (All directors including Independent Director)	Number of Independent Directors attending the meeting*	Number of members attending the meeting (other than Board of directors)	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>							
10.7.2023	Yes	3	3	3	0	19.5.2023	51
14.8.2023	Yes	3	2	2	0		34
<b>Corporate Social Responsibility Committee</b>							
10.7.2023	Yes	3	3	1	0	18.5.2023	21
<b>Nomination and Remuneration Committee</b>							
NIL	NA	NA	NA	NA	NA	18.5.2023	
<b>Stakeholders Relationship Committee</b>							
NIL	NA	NA	NA	NA	NA	NIL	NA
<b>Risk Management Committee</b>							
19.7.2023	Yes	4	4	1	1	NIL	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							
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		
<b>Note:</b>							
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. Details of Cyber Security Incidence			
Whether as per Regulation 27(2)(ba) of SEBI (LODR) Regulations, 2015 there has been cyber security incidents or breaches or loss of data or documents during the quarter			NIL
Date of the event	NA	Brief details of the event	NA
VII. Affirmations			
<p>1. The composition of Board of Directors was not in terms of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 as on 30th September,2023. Since number of Independent Directors is less than 50% of total strength of the Board. Three posts of Independent Directors are lying vacant. The Company has requested the ministry of mines, Government of India to fill up the vacant posts. The matter is under consideration of the Government.</p> <p>2. The composition of the following committees is in terms of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015</p> <ol style="list-style-type: none"> <li>Audit Committee</li> <li>Nomination &amp; Remuneration Committee</li> <li>Stakeholders Relationship Committee</li> <li>Risk management committee (applicable to the top1000 listed entities)</li> </ol> <p>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.</p> <p>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.</p> <p>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 30.6.2023 was placed in the Board meeting held on 10.7.2023 and report for the quarter ended 30.9.2023 shall be placed in the next Board meeting.</p>			
 (C S Singh) Company Secretary and Compliance Officer Date:9.10.2023			
<b>Note:</b> 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 III

Format to be submitted by listed entity at the end of 6 months after end of financial year along-with the second quarter's report of next financial year

Affirmations		
Broad heading	Regulation Number	Compliance status (Yes/No/NA)refer note below
Copy of the annual report including balance sheet, profit and loss account, directors report, corporate governance report, business responsibility & sustainability report displayed on website	46(2)	Yes
Presence of Chairperson of Audit Committee at the Annual General Meeting	18(1)(d)	Yes
Presence of Chairperson of the Nomination and Remuneration Committee at the Annual General Meeting	19(3)	Yes
Presence of Chairperson of the Stakeholder Relationship Committee at the Annual General Meeting	20(3)	Yes
Disclosure of the Secretarial Audit Report of the listed entity and the material subsidiaries in the Annual Report	24A(1)	Yes
Submission of Annual Secretarial Compliance Report	24A(2)	Yes
Whether "Corporate Governance Report" disclosed in Annual Report	34(3) read with para C of Schedule V	Yes
<p><b>Note</b></p> <p>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.</p> <p>2 If status is "No" details of non-compliance may be given here.</p> <p>3 If the Listed Entity would like to provide any other information the same may be indicated here.</p>		
<p> (C S Singhi) Compliance Officer/ Company Secretary</p>		

**ANNEXURE- IV**

**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**

Half year ending: 31st March, 2023

I Disclosure of Loans / guarantees / comfort letters / securities etc. (refer note below)				
(A)	Any loan or any other form of debt advanced by the listed entity directly or indirectly to:			
	<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	0	0	
	Promoter Group or any other entity controlled by them	0	0	
	Directors (including relatives) or any other entity controlled by them	0	0	
	KMPs or any other entity controlled by them	0	0	
(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>Entity</b>	<b>Type (guarantee, comfort letter etc.)</b>	<b>Aggregate amount of issuance 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	0	0	0
	Promoter Group or any other entity controlled by them	0	0	0
	Directors (including relatives) or any other entity controlled by them	0	0	0
	KMPs or any other entity controlled by them	0	0	0
(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>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	0	0	0
	Promoter Group or any other entity controlled by them	0	0	0
	Directors (including relatives) or any other entity controlled by them	0	0	0
	KMPs or any other entity controlled by them	0	0	0
<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>Name: <i>Ganeshyam Sharma</i> 9/10/23</p> <p><b>Name: Ganeshyam Sharma</b>  <b>Designation: Chairman and Managing Director (Addl. Charge) &amp; Director (Finance)</b>  <b>Chief Financial Officer &amp; Chairman and Managing Director (Addl. Charge)</b></p>				
<b>Note</b>				
<p>1. These disclosures shall exclude 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;</p> <p>a) by a government company to/ for the Government or government company  b) by the listed entity to/for 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</p> <p>2. If the Listed Entity would like to provide any other information, the same may be indicated as Para D in the above table..</p>				

*Jan 09/10/23*

Signatory Details	
Name of signatory	C S SINGHI
Designation of person	Company Secretary and Compliance Officer
Place	Kolkata
Date	09-10-2023