



हिन्दुस्तान कॉपर लिमिटेड

पंजीकृत एवं प्रधान कार्यालय
Registered & Head Office

HINDUSTAN COPPER LIMITED

CIN No. : L27201WB1967GOI028825

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

भारत सरकार का उपक्रम

A GOVT. OF INDIA ENTERPRISE

No. HCL/ SCY/SE/ 2018

5.7.2019

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

Dear Sir,

Sub: Notice of 52nd Annual General Meeting

It has been decided to hold the 52nd Annual General Meeting (AGM) of the Members of Hindustan Copper Ltd on Wednesday, the 31st July, 2019 at 11:00 AM at Hall 6 (Auditorium at level 1), Biswa Bangla Convention Centre, Biswa Bangla Sarani, Block DG, New Town, Kolkata 700156. A copy of the AGM Notice is enclosed.

The above is submitted pursuant to Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulation, 2015 for information please.

Thanking you,

Yours faithfully

C S Singhi
(C S Singhi)

GM (IA) & Co Secretary

Encl: As stated



Hindustan Copper Limited
(CIN: L27201WB1967GOI028825)

Regd. Office: 'Tamra Bhavan', 1, Ashutosh Chowdhury Avenue, Kolkata- 700 019
Phone: (033) 2283-2226, Fax:(033) 2283-2676, E-mail: investors_cs@hindustancopper.com
Website: www.hindustancopper.com

Notice to the Members

Notice is hereby given that 52nd Annual General Meeting of the members of Hindustan Copper Ltd will be held on Wednesday, 31st July, 2019 at 11:00 AM at Hall 6 (Auditorium at level 1), Biswa Bangla Convention Centre, Biswa Bangla Sarani, Block DG, New Town, Kolkata 700156 to transact the following business:-

Ordinary Business

- 1) To receive, consider and adopt the audited Financial Statement for the year ended 31st March, 2019 together with the Reports of the Directors, Auditors and C&AG.
- 2) To declare dividend on equity shares.
- 3) To appoint a director in place of Shri Santosh Sharma (DIN 07431945), who retires by rotation and is eligible for reappointment.
- 4) To appoint a director in place of Shri Sukhen Kumar Bandyopadhyay (DIN 08173882), who retires by rotation and is eligible for reappointment.
- 5) To fix remuneration of the Auditors.

Special Business

- 6) To consider and, if thought fit, to pass with or without modifications, the following resolution as Ordinary Resolution:
"RESOLVED THAT pursuant to Section 152 and all other applicable provisions of the Companies Act, 2013 and the rules made there under (including any statutory modification(s) or re-enactment thereof for the time being in force), appointment of Shri Arun Kumar Shukla (DIN 03324672) as Director (Operations) of the Company with effect from 1.10.2018 in the pay scale of Rs. 1,80,000 - 3,40,000/- in terms of Ministry of Mines' order No. 10/3/2017-Met.III dated 27.9.2018 and other terms and conditions as may be notified by the Government from time to time be and is hereby approved."
- 7) To consider and, if thought fit, to pass with or without modifications, the following resolution as Special Resolution:
"RESOLVED THAT pursuant to Section 152 and all other applicable provisions of the Companies Act, 2013 and the rules made there under (including any statutory modification(s) or re-enactment thereof for the time being in force), re-appointment of Smt Simantini Jena (DIN 07346980) as part time Non Official Independent Director on the Board of the Company with effect from 17.11.2018 in terms of Ministry of Mines' order No. 10/3/2015-Met.III (Pt.) dated 22.11.2018 be and is hereby approved."
- 8) To consider and, if thought fit, to pass with or without modifications, the following resolution as Special Resolution:
"RESOLVED THAT pursuant to Section 152 and all other applicable provisions of the Companies Act, 2013 and the rules made there under (including any statutory modification(s) or re-enactment thereof for the time being in force), re-appointment of Shri Hemant Mehtani (DIN 02875561) as part time Non Official Independent Director on the Board of the Company with effect from 17.11.2018 in terms of Ministry of Mines' order No. 10/3/2015-Met.III (Pt.) dated 22.11.2018 be and is hereby approved."
- 9) To consider and, if thought fit, to pass with or without modifications, the following resolution as Special Resolution:

"RESOLVED THAT pursuant to Section 152 and all other applicable provisions of the Companies Act, 2013 and the rules made there under (including any statutory modification(s) or re-enactment thereof for the time being in force), re-appointment of Shri Dileep Raj Singh Chaudhary (DIN 00269508) as part time Non Official Independent Director on the Board of the Company with effect from 1.12.2018 in terms of Ministry of Mines' order No. 10/3/2015-Met.III (Pt.) dated 22.11.2018 be and is hereby approved."

- 10) To consider and, if thought fit, to pass with or without modifications, the following resolution as Ordinary Resolution:

"RESOLVED THAT pursuant to Section 148 of the Companies Act, 2013 and Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), the remuneration of Rs.70,000/- (Rupees seventy thousand only) plus taxes as applicable and reimbursement of actual travel and out-of-pocket expenses as recommended by the Audit Committee and approved by the Board of Directors, to be paid to M/s. Chatterjee & Co, Kolkata, appointed as Cost Auditor, to conduct audit of cost records of the Company for the financial year 2019-20 be and is hereby ratified and confirmed."

- 11) To consider and, if thought fit, to pass with or without modifications, the following resolution as Special Resolution:

"RESOLVED THAT in supersession of the earlier resolution of the shareholders regarding the issue of up to 13,87,82,700 equity shares through a qualified institutions placement passed in the 51st annual general meeting held on September 27, 2018 and without affecting the action(s) already taken under the board resolutions no. 375-B-2 dated January 31, 2018 and no. 379-B-3 dated July 26, 2018, and the shareholders' special resolution dated September 27, 2018, and in accordance with the provisions of Sections 23, 42, 62, and other applicable provisions and rules, if any, of the Companies Act, 2013 (including any amendment(s) thereto or modification(s) or re-enactment thereof for the time being in force and as may be enacted from time to time), the relevant provisions of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended ("SEBI ICDR Regulations"), Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, ("Listing Regulations") the Memorandum and Articles of Association of the Company, applicable provisions of the Foreign Exchange Management Act, 1999 and the rules and regulations made thereunder ("FEMA"), the Consolidated Foreign Direct Investment Policy issued by the Department of Industrial Policy & Promotion, and the applicable rules, regulations, guidelines or laws and / or subject to any approval, consent, permission or sanction of Securities and Exchange Board of India, the Reserve Bank of India, Registrar of Companies, West Bengal at Kolkata, BSE Limited and National Stock Exchange of India Limited and other appropriate authorities, institutions or bodies, including lenders of the Company, as may be required in this regard and further subject to such terms and conditions or modifications as may be prescribed or imposed by any of them while granting any such approvals, permissions, consents and/or sanctions which may be agreed to by the Board, and further subject to the approval of the shareholders of the Company, the Board be and is hereby authorized to create, offer, issue and allot (including with provisions for reservation on firm and / or competitive basis, of such part of issue and for such categories of persons, as may be permitted), with or without a green shoe option, up to 13,87,82,700 equity shares of the Company (i.e. 15% of the existing paid-up capital of the Company) with a face value of Rs. 5 (Rupees five) each ("Equity Shares") in India or in course of international offering(s) in one or more foreign markets, to Qualified Institutional Buyers ("QIBs") as defined under the SEBI ICDR Regulations, and / or any other eligible investors and / or to such other investors including, Indian or foreign investors, institutions, corporate bodies, mutual funds, insurance companies, pension funds or otherwise, who are eligible to acquire the securities in accordance with all applicable laws, rules, regulations, guidelines and approvals, whether they be holders of the Equity Shares of the Company or not, in consultation with the lead managers, advisors or other intermediaries, for an aggregate amount not exceeding Rs.1,400 crore or USD 217 million, whichever is higher, in one or more tranches, by way of a Qualified Institutions Placement ("QIP") within the meaning of Chapter VI of the SEBI ICDR Regulations, at such price or prices, at market price(s) or at a permissible discount or premium to market price(s) in terms of applicable regulations to be determined by the Board at the time of such issue, at its absolute discretion, in consultation with the lead managers, advisors or other intermediaries appointed pursuant to the issue, without requiring any further approval or consent from the shareholders of the Company and subject to the applicable regulations / guideline in force."

"RESOLVED FURTHER THAT in case of any issue of Equity Shares made by way of QIP, in accordance with Regulation 171 of the SEBI ICDR Regulations, the 'Relevant Date' for

determination for the floor price of the Equity Shares to be issued pursuant to the issue shall be the date of meeting in which the Board decides to open the proposed QIP.”

“RESOLVED FURTHER THAT in case of any issue of Equity Shares made by way of QIP, in accordance with Regulation 179 of the SEBI ICDR Regulations, a minimum of 10% of the Equity Shares shall be allotted to mutual funds and if mutual funds do not subscribe to the aforesaid minimum percentage or part thereof, such minimum portion may be allotted to other QIBs and that no allotment shall be made directly or indirectly to any QIB who is a promoter or any person related to promoters of the Company.”

“RESOLVED FURTHER THAT in case of any issue of Equity Shares made by way of QIP, in accordance with Regulation 176 of the SEBI ICDR Regulations, the Board may at its absolute discretion, issue Equity Shares at a discount of not more than five percent or such other discount to the floor price as determined in terms of SEBI ICDR Regulations and as permissible under the applicable law.”

“RESOLVED FURTHER THAT the issue of Equity Shares shall be subject to the following terms and conditions:

- i. The Equity Shares that may be issued and allotted shall rank *pari-passu* with the then existing Equity Shares of the Company in all respects including dividend;
- ii. The number of Equity Shares that may be issued and allotted shall be appropriately adjusted for corporate actions such as bonus issue, rights issue, stock split and consolidation of share capital, merger, de-merger, transfer of undertaking, sale of division or any such capital or corporate restructuring;
- iii. The QIP issue shall be completed within a period of 12 months from the date of passing of the special resolution by the members / shareholders of the Company or such other time period as may be allowed under the SEBI ICDR Regulations from time to time; and
- iv. The Equity Shares to be offered and allotted shall be in dematerialized form.”

“RESOLVED FURTHER THAT for the purpose of giving effect to any offer, issue or allotment of Equity Shares as described above, the Board, where required in consultation with the lead managers and/or other advisors, be and is hereby authorized on behalf of the Company, to do all such acts, deeds, matters and things as it may, in its absolute discretion, deem necessary or desirable for such purpose, including but not limited to the selection of QIBs to whom the Equity Shares are to be offered, issued and allotted, and matters related thereto, and with power on behalf of the Company to settle all questions, difficulties or doubts that may arise in regard to such issue(s) or allotment(s) as it may, in its absolute discretion deem fit.”

“RESOLVED FURTHER THAT the Company do apply for listing of the new Equity Shares as may be issued with the BSE Limited and National Stock Exchange of India Limited or any other Stock Exchange(s).”

“RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorised to do all acts, deeds and things and take all such steps as may be necessary, proper or expedient to give effect to this resolution.”

“RESOLVED FURTHER THAT the Board be and is hereby authorised to delegate all or any of the powers pertaining to the QIP in such manner as they may deem fit to a committee of the Board and to delegate the execution or signing of all QIP related documents other than the documents pertaining to the statutory filings done with Registrar of Companies (“RoC”), BSE Limited (“BSE”) and National Stock Exchange of India Limited (“NSE”) on behalf of the Company with respect to the QIP to the extent necessary, to any two finance executives, jointly, not below the rank of Manager of the Company.”

“RESOLVED FURTHER THAT the Board be and is hereby authorised to delegate the signing and execution of documents pertaining to the statutory filings done with the RoC, BSE and NSE on behalf of the Company with respect to the QIP to the Company Secretary.”

12) To consider and, if thought fit, to pass with or without modifications, the following resolution as Special Resolution:

“RESOLVED THAT, subject to the approval of the shareholders of the Company, a Committee viz., QIP Committee be and is hereby constituted with the following Directors as its Members: the Chairman and Managing Director, the Director (Finance) and a whole-time director nominated by CMD, for dealing with all matters pertaining to the further issue of shares / securities.”

“RESOLVED FURTHER THAT subject to the approval of the shareholders of the Company, the said QIP Committee, be and is hereby authorized to take such steps and to do all such acts, deeds, matters and things and accept any alteration(s) or modification(s) as they deem fit and proper and give such directions as may be necessary in regard to the issue of further Equity Shares and allotment thereof including but not limited to:

- a) Appointment and/or ratification of the appointment of the various agencies to the issue including the merchant bankers, legal counsel, international legal counsel, underwriters, other advisors, consultants, co-managers, bankers, registrar to the issue, professionals and intermediaries and all such agencies as may be involved, etc.;
- b) Approving execution of all contracts, including but not limited to the placement agreement, the escrow agreement and all other agreements and documents, deeds and instruments as may be required or desirable in connection with the raising of funds through issue of securities by the Company;
- c) Approving the offer document and filing the same with the Stock Exchange and / or such other authorities or persons as may be required;
- d) Determine terms of the Issue including Approval of the issue price, rate of discount (if any), to the floor price subject to compliance with applicable rules and regulations; issue size, the number of Equity Shares to be allotted etc.;
- e) Approving affixation of the Common Seal of the Company on any agreement(s)/document(s) as may be required to be executed in connection with the above, as per Articles of Association of the Company;
- f) Approving opening and operation of Bank accounts as may be required for the transaction;
- g) Approve the dates for opening and closure of the issue;
- h) Finalization of allocation and allotment of the Equity Shares on the basis of the subscription received;
- i) To do all such acts, deeds, matters and things and execute all such other documents and pay all such fees, as it may, in its absolute discretion, deem necessary or desirable for the purpose of the transactions;
- j) To make and submit applications as may be necessary with the appropriate authorities and make the necessary regulatory filings in this regard in accordance with the SEBI ICDR Regulations and the Listing Regulations;
- k) Approve determination of the list of QIBs to whom the offer to subscribe shall be made and doing all acts necessary in this regard, including organization of any meetings in this regard with such QIBs, subject to compliance with applicable laws;
- l) Approval of all expenses incurred in relation to the QIP;
- m) Approve submission of application for in principle approval, listing of the Equity Shares of the Company on the stock exchange(s) where the Company's shares are listed and to execute and to deliver or arrange the delivery of the listing agreement(s) or equivalent documentation of the concerned stock exchange(s); and
- n) To authorize or delegate the signing and execution of documents pertaining to the statutory filings done with RoC, BSE and NSE on behalf of the Company with respect to the QIP to the

Company Secretary and for execution or signing of all other QIP related documents to the extent necessary, to any two finance executives, jointly, not below the rank of Manager of the Company.”

“RESOLVED FURTHER THAT the Chairman of the said QIP Committee shall be appointed at each such meeting of the Committee.”

“RESOLVED FURTHER THAT the quorum for the meetings of the aforesaid Committee shall be any two members.”

“RESOLVED FURTHER THAT the action taken by the QIP Committee pursuant to the aforesaid delegation of powers be submitted to the Board for records at the time of the next Board Meeting(s).”

13) To consider and, if thought fit, to pass with or without modifications, the following resolution as Special Resolution:

“RESOLVED THAT in supersession of the earlier resolution passed by the shareholders in their meeting held on 27.09.2018, pursuant to Section 180(1)(c) and all other applicable provisions if any under the provisions of the Companies Act, 2013 (including any statutory modifications or re-enactments thereof), the Memorandum and Articles of Association of the Company, consent of the shareholders be and is hereby accorded to the Board of Directors, to borrow money from India or foreign, for and on behalf of the Company across various products, as deemed to be requisite and proper for the business of the Company, on such terms and conditions as the Board of Directors may determine, as may be permitted by law from time to time, notwithstanding that the moneys to be borrowed together with the moneys already borrowed by the Company apart from temporary loans obtained from the Company's bankers in the ordinary course of business, will or may exceed the aggregate of the paid-up capital of the Company and its free reserves, provided that the total amount upto which the moneys may be borrowed by the Board of Directors and/or the Committee of Directors and outstanding at any time shall not exceed the sum of Rs. 2500,00,00,000 /- (Rupees Two thousand five hundred crore only) together with interest.”

“RESOLVED FURTHER THAT pursuant to the provisions of Section 42 and 71 of the Companies Act, 2013 ('the Act'), Rule 14(2) of Companies (Prospectus and Allotment of Securities) Rules, 2014 and other applicable provisions, if any, of the Act (including any statutory modifications or re-enactments thereof for the time being in force) and in accordance with the provisions of Securities and Exchange Board of India (Issue & Listing of Debt Securities) Regulations, 2008, the Rules, Regulations, Guidelines and Circulars, as amended from time to time, the Memorandum and Articles of Association of the Company and subject to such other approvals as may be required from regulatory authorities from time to time, consent of the shareholders be and is hereby accorded to the Board of Directors jointly, to offer, issue and allot, in one or more tranches Secured or Unsecured Non-convertible Debentures/Bonds on private placement basis amounting to Rs.2500 crore, on such terms and conditions and at such times at par or at such premium, as may be decided by the Board and, to such person or persons as the Board may decide, however that the aggregate amount of funds to be raised by issue of Non-convertible debentures/Bonds shall not exceed Rs. 2500 crore together with interest or limits as approved by the shareholders from time to time.”

“RESOLVED FURTHER THAT in connection with the above, the Board, be and is hereby authorized to do all such acts, deeds, matters and things as may be deemed necessary, desirable, proper or expedient for the purpose of giving effect to this Resolution and for matters connected therewith or incidental thereto.”

14) To consider and, if thought fit, to pass with or without modifications, the following resolution as Special Resolution:

“RESOLVED THAT in supersession of the earlier resolution passed by the shareholders in their meeting held on 27.09.2018, the consent of the Company be and is hereby accorded, in terms of Section 180(1)(a) and all other applicable provisions, if any, of the Companies Act, 2013 to the Board of Directors of the Company, to create charge / provide security for the sum borrowed on such terms and conditions and in such form and manner and with such ranking as to priority, as the Board, in its absolute discretion thinks fit, on the assets of the Company, movable and / or immovable, present and/or future, as may be agreed to between the Company and the Lenders so as to secure the borrowings by the Company from time to time, together with interest costs,

charges, expenses and all other monies payable by the Company to the concerned Lenders / Institutions, under the respective arrangements entered into / to be entered by the Company and/or Board."

"RESOLVED FURTHER THAT in connection with the above, the Board is hereby authorized to finalize / approve necessary security documents as may be required and to do all such acts, deeds, matters and things as may be deemed necessary, desirable, proper or expedient for the purpose of giving effect to this Resolution and for matters connected therewith or incidental thereto."

By order of the Board



C S Singhi
GM & Co Secretary
FCS 2570

Date: 5.7.2019

NOTES:

- 1) A member of the Company entitled to attend and vote at the meeting is entitled to appoint a proxy to attend and vote on a poll instead of himself / herself and the proxy need not be a member of the Company. Proxies, in order to be valid and effective, must be deposited at the registered office of the Company not less than 48 hours before the commencement of the meeting. A person can act as proxy on behalf of members not exceeding fifty and holding in the aggregate not more than ten percent of the total share capital of the Company carrying voting rights. A member holding more than ten percent of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person cannot act as a proxy for any other person or shareholder.
- 2) Corporate members are requested to send a duly certified copy of the Board Resolution authorizing their representative to attend and vote on their behalf at the meeting.
- 3) Statement pursuant to Section 102(1) of the Companies Act, 2013 (the Act), in respect of Item no 6 to 14 as set out above is annexed hereto. Route Map indicating venue of the Annual General Meeting (AGM) is given at the end of the Notice.
- 4) The Register of Members and Share Transfer Books of the Company will remain closed from 25th July, 2019 to 31st July, 2019 (both days inclusive).
- 5) Dividend on equity shares as recommended by the Board, if approved at the meeting will be paid within 30 days of declaration to those members whose names appear in the Company's Register of Members and as per beneficial owners position received from NSDL & CDSL as at the close of working hours on 24th July, 2019.
- 6) Members are requested to notify immediately change in their address, if any, to the Depository Participants (DPs) in respect of their electronic shares, and to the Company at its registered office in respect of their physical shares, quoting the folio numbers.
- 7) Members are requested to provide their Bank Account details (including MICR No., IFSC Code, Account Type etc.) to their Depository Participant if the shares are held in demat form. In case the shares are held in physical form, such details along with a cancelled cheque should be sent to the Company's Registrars & Share Transfer Agent (RTA), M/s. C B Management Services (P) Limited in order to enable the Company to credit the dividend amount directly to their Bank account. In case of non availability of MICR No. and IFSC Code, Dividend Warrant will be sent after mandatorily printing the Bank particulars on it. Further, members holding shares in dematerialized form and not submitted National Electronic Clearing System (NECS) form may please note that the bank account details as provided by their Depository Participants to the Company will be printed on the dividend warrants. The Company will not entertain any direct request from such members for deletion of or change in such Bank Account details. As such, they are requested to immediately intimate their Depository Participants about any changes in their bank account details.
- 8) Members are requested to register/ update their e-mail address by submitting the 'Email Registration Form' available at the Company's website www.hindustancopper.com. Members holding share in electronic form are requested to register/ update e-mail address with their respective DPs.
- 9) Pursuant to the provisions of Section 124 of the Companies Act, 2013 read with the Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016, the unclaimed dividend for 2011-12 and the corresponding equity shares of the Company

in respect of which dividend remain unclaimed for seven consecutive years will be due for transfer to the Investor Education and Protection Fund of the Central Government on 1st November, 2019. Details of such unclaimed dividend and corresponding shares are available on the Company's website www.hindustancopper.com under the section 'Investor Relations'. In respect of the said dividend and shares, it will not be possible to entertain any claim by the Company after 1st November, 2019.

- 10) Members holding shares in physical form are requested to convert their shares in demat mode. As per SEBI (Listing Obligations and Disclosure Requirements) (Fourth Amendment) Regulations, 2018 notified on 8th June, 2018, except in case of transmission or transposition of securities, requests for effecting transfer of securities shall not be processed unless the securities are held in the dematerialized form with a depository.
- 11) Relevant documents referred to in the Notice are open for inspection at the registered office of the Company on all working days (barring Saturday, Sunday and Holidays) between 11:00 a.m. to 1:00 p.m. up to the date of the AGM.
- 12) Members desirous of getting any information about the accounts and operations of the Company or intending to raise any query at the AGM are requested to forward the same at least 10 days prior to the date of the meeting to the Company Secretary at the registered office of the Company so that the information required can be made readily available at the meeting.
- 13) Members are requested to:-
 - a. produce the enclosed Attendance Slip duly filled & signed as per specimen signature recorded with the Company / DPs for admission to the meeting venue.
 - b. bring their copy of Annual Report to the meeting as extra copies shall not be provided.
 - c. note that due to security reasons, briefcase, eatables, etc. are not allowed inside the meeting venue.
- 14) Voting through electronic means:
 - I. As per Section 108 of the Act and Rules notified there under and Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company is providing its members the facility to exercise their right to vote on resolutions using electronic voting system (remote e-voting) provided by National Securities Depository Limited (NSDL). Shri Navin Kothari, (Membership No. FCS 5935 and CP No 3725) of M/s N K & Associates, Practicing Company Secretary, has been appointed as the Scrutinizer for conducting remote e-voting and voting at the AGM in a fair and transparent manner.
 - II. The remote e-voting period commences on 28th July, 2019 (9:00 am) and ends on 30th July, 2019 (5:00 pm). During this period members of the Company, holding shares either in physical form or in dematerialized form as on the cut-off date of 24th July, 2019, may cast their vote by remote e-voting. The remote e-voting module shall be disabled by NSDL for voting thereafter. Once the vote on a resolution is cast by the member, the member shall not be allowed to change it subsequently. A member who has cast his vote by remote e-voting prior to the AGM may also attend the AGM but shall not be entitled to vote again and his vote, if any, cast at the AGM shall be treated as invalid.
 - III. A person whose name is recorded in the Register of Members or in the Register of Beneficial Owners maintained by the depositories as on the cut-off date of 24th July, 2019 only shall be entitled to avail the facility of remote e-voting or voting at the AGM. A person who is not a member as on cut-off date should treat this Notice for information purposes only. The voting rights of members shall be in proportion to their shares of the paid up equity share capital of the Company as on the cut-off date of 24th July, 2019.
 - IV. The facility for voting through ballot process /tab voting shall be made available at the AGM and the members attending the AGM who have not cast their vote through remote e-voting shall be able to exercise their rights at the AGM. (Note: Ballot process may be carried out by distributing ballot / poll slips or by making arrangement for voting through computer or secure electronic systems as may be decided by the Company)
 - V. The process and manner for remote e-voting are as under:
 - A. In case a member receives Notice of AGM by email from NSDL:
 - (i) Open email and open PDF file viz; "remote e-voting.pdf" with your Client ID or Folio No. as password. The said PDF file contains your user ID and password for remote e-voting. Please note that the password is an initial password. (Note:

Shareholders already registered with NSDL for e-voting will not receive the PDF file "remote e-voting.pdf".)

- (ii) Launch internet browser by typing the following URL: <https://www.evoting.nsdl.com/> and click on 'Shareholder - Login'.
- (iii) Insert your user ID and password. Click Login.
- (iv) Password change menu appears. Change the password/ PIN with new password of your choice with minimum 8 digits/characters or combination thereof. Note new password. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (v) Home page of remote e-voting opens. Click on remote e-voting: Active Voting Cycles and select "EVEN" (Remote E-Voting Event Number) of Hindustan Copper Ltd.
- (vi) Now you are ready for remote e-voting as 'Cast Vote' page opens. Cast your vote by selecting appropriate option and click on "Submit" and also "Confirm" when prompted. Upon confirmation, the message "Vote cast successfully" will be displayed. Once you have voted on the resolution, you will not be allowed to modify your vote.
- (vii) Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer through e-mail to kothari.navin@yahoo.com with a copy marked to evoting@nsdl.co.in.

B. In case a member receives physical copy of the Notice of AGM:

- (i) Initial password is provided as below/at the bottom of the Attendance Slip for the AGM:

EVEN (Remote e-voting Event Number)	USER ID	PASSWORD/ PIN
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- (ii) Please follow all steps from Sl. No. (ii) to Sl. No. (vii) of A above, to cast vote.

- VI. If you are already registered with NSDL for remote e-voting then you can use your existing user ID and password for casting your vote. [Note: Shareholders who forgot the User Details/Password can use "Forgot User Details/Password?" or "Physical User Reset Password?" option available on www.evoting.nsdl.com. In case Shareholders are holding shares in demat mode, USER-ID is the combination of (DPID+ClientID). In case Shareholders are holding shares in physical mode, USER-ID is the combination of (Even No+Folio No).]
- VII. You can also update your mobile number and e-mail id in the user profile details of the folio, which may be used for sending future communication(s).
- VIII. Any person, who acquires shares of the Company and become member of the Company after dispatch of the AGM Notice and holding shares as of the cut-off date i.e. 24th July, 2019, may obtain the login ID and password by sending a request at evoting@nsdl.co.in or to the RTA of the Company.
- IX. The Chairman shall, at the AGM, at the end of discussion on the resolutions on which voting is to be held, allow voting with the assistance of Scrutinizer for all those members who are present at the AGM but have not cast their votes by availing the remote e-voting facility.
- X. The Scrutinizer shall after the conclusion of voting at the general meeting, will first count the votes cast at the meeting and thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the Company and shall make, not later than three days of the conclusion of the AGM, a consolidated scrutinizer's report of the total votes cast in favour or against, if any, to the Chairman or any other Director authorized by him in writing, who shall countersign the same and declare the result of the voting forthwith.
- XI. The Result of the voting with details of number of votes cast for and against the resolutions, invalid votes and whether the resolutions have been carried or not shall be displayed on the Notice Board of the Company at its registered and corporate office immediately after the declaration of result by the Chairman or a Director authorized by him in writing. Further, the results of the voting along with the Scrutinizer's Report shall also be placed on the Company's website www.hindustancopper.com and on the website of NSDL. The results shall also be immediately forwarded to the stock exchanges.

- XII. Name, designation, address, e-mail ID and phone number of the person responsible to address the grievances connected with the e-voting - Shri Mrirtunjay Kumar Dev, Dy. Mgr. (Company Secretary), Hindustan Copper Ltd, 1 Ashoutosh Chowdhury Avenue, Kolkata - 700019, E-mail: mritunjay_kd@hindustancopper.com, Phone No: (033) 2283-2226
- XIII. In case of any query, you may refer the Frequently Asked Questions for Members and remote e-voting user manual for Members available at the download section of www.evoting.nsdl.com or call on toll free no.: 1800-222-990 or contact Ms. Pallavi Mhatre, Assistant Manager, NSDL, Email id: evoting@nsdl.co.in, Phone: 022-24994545.

ANNEXURE TO NOTICE

[Explanatory Statement pursuant to Section 102(1) of the Companies Act, 2013 (the Act)]

Item No 6

Shri Arun Kumar Shukla has joined as Director (Operations) of the Company with effect from 1.10.2018 in terms of Ministry of Mines' (MoM) order No. 10/3/2017-Met.III dated 27.9.2018. It is now proposed to regularize his appointment at the ensuing 52nd AGM of the Company in order to comply with the relevant provisions of the Companies Act, 2013 (the Act).

Born on 7.7.1963, Shri Arun Kumar Shukla is a Graduate Mining Engineer of 1985 batch from Indian School of Mines, Dhanbad, M.Tech. in Environmental Engg. and also holds degree of Law (LLB). He possesses First Class Mines Managers' Certificate under The Mines Act, 1952. Shri Shukla is having vast experience of Indian Mining Industry. He has worked in Central Coalfields Ltd for more than 21 years and in NMDC Ltd for 12 years. On deputation from NMDC, he served as Managing Director of Jharkhand State Mineral Development Corporation Ltd. (A State PSU) for about 2 years. He was also holding the charge of CEO of the two Joint Venture Companies of NMDC viz. NMDC-CMDC Ltd. and JNMDC Ltd. to start new mines in the state of Chhattisgarh and Jharkhand respectively. Prior to joining Hindustan Copper Ltd, Shri Shukla was working as Executive Director in NMDC Ltd and was heading one of its major units namely Bailadila Iron Ore Mines, Bachel Complex in Bastar, Chhattisgarh.

Shri Arun Kumar Shukla is also a Director on the Board of Chhattisgarh Copper Ltd. Shri Shukla does not hold any share in the Company. The Board considers that his continued association would be of immense benefit to the Company and recommends his appointment as Director of the Company. None of the Directors, Managers and other Key Managerial Personnel (KMP) of the Company is related to Shri Shukla. Except Shri Shukla, none of the Directors or KMP of the Company or their relatives is in any way, concerned or interested, financially or otherwise in the resolution set out at Item No 6.

Item No. 7

Smt. Simantini Jena has completed her three year term as part time non-official (Independent) Director of the Company on 16.11.2018. Smt Jena has been reappointed as part time non-official (Independent) Director of the Company for further one year period with effect from 17.11.2018 in terms of MoM order No.10/3/2015-Met.III (Pt.) dated 22.11.2018. It is now proposed to regularize her re-appointment at the ensuing 52nd AGM of the Company in order to comply with the relevant provisions of the Act.

Born on 11.2.1965, Smt. Jena is M.A. in History, B.Ed. and LL.B. from Utkal University and holds a Multimedia Diploma from NIIT. She has been a citizens' and civil liberty activist, and taken part in human rights awareness camps, constitutional awareness workshops, health programs and legal awareness programs, relief & rehabilitation programs as well as educational programs (some in participation with the Government). Smt Jena had conducted programs for jail inmates and played a significant role in formation of Self-help Groups. She is associated to several legal cells, educational trusts and foundations, welfare associations, civil liberty fora and media groups in various honorary capacities. Smt. Jena is a Rashtriya Akta Awardee by State Bank of India, Odisha in 2004 for working on a near-extinct Adivasi language "KWI". She is also presently teaching History and English (part time) in Pokhariput Govt. Minor School.

Smt Jena does not hold any share in the Company. She has furnished a declaration to the Board that she meets the criteria of independence as provided in Section 149(6) of the Act. In the opinion of the Board, Smt Jena fulfils the conditions specified in the Act and rules made there under for her re-appointment as part time Non Official Independent Director and recommends her re-appointment on the Board. Smt Jena shall be paid such sitting fees and reimbursement of actual travel expenses incurred for attending meetings of the Board and its Sub-Committee as the Board may approve from time to time. None of the Directors, Manager and other KMP of the Company is related to Smt Jena. Except Smt Jena, none of the Directors or KMP of the Company or their relatives is in any way, concerned or interested, financially or otherwise in the resolution set out at Item No 7.

Item No. 8

Shri Hemant Mehtani has completed his three year term as part time non-official (Independent) Director of the Company on 16.11.2018. Shri Mehtani has been reappointed as part-time non-official (Independent) Director of the Company for further one year period with effect from 17.11.2018 in terms of MoM order No.10/3/2015-Met.III (Pt.) dated 22.11.2018. It is now proposed to regularize his re-appointment at the ensuing 52nd AGM of the Company in order to comply with the relevant provisions of the Act.

Born on 11.11.1960, Shri Mehtani is M Com from Devi Ahilya Vishwavidyalaya, erstwhile Indore University. An Industrialist and first generation entrepreneur, Shri Mehtani started his business in the year 1984 with a manufacturing unit of One Time Carbon Paper extensively used in computers and later diversified the business into Warehousing & Constructions. Shri Mehtani was the Governing Council Member of National Institute of MSME, Govt. of India for 2014-16. He was the ZRUCC Member of Western Railway, Mumbai, as well as the President of Association of Industries, Madhya Pradesh, a State-Level SME organization of MP from 2013 to 2015. Apart from these, he has been the Vice-President, Federation of Chamber of Commerce and Industries, Bhopal, and is associated with a number of academic institutions, clubs, industrial and autonomous bodies and business fora in various honorary capacities.

Shri Mehtani is a Director on the Board of Entrepot Infrastructure Pvt. Ltd. He does not hold any share in HCL. He has furnished a declaration to the Board that he meets the criteria of independence as provided in Section 149(6) of the Act. In the opinion of the Board, Shri Mehtani fulfils the conditions specified in the Act and rules made there under for his re-appointment as part time Non Official Independent Director and recommends his re-appointment on the Board. Shri Mehtani shall be paid such sitting fees and reimbursement of actual travel expenses incurred for attending meetings of the Board and its Sub-Committee as the Board may approve from time to time. None of the Directors, Manager and other KMP of the Company is related to Shri Mehtani. Except Shri Mehtani, none of the Directors or KMP of the Company or their relatives is in any way, concerned or interested, financially or otherwise in the resolution set out at Item No 8.

Item No. 9

Shri Dileep Raj Singh Chaudhary has completed his three year term as part time non-official (Independent) Director of the Company on 30.11.2018. Shri Chaudhary has been reappointed as part-time non-official (Independent) Director of the Company for further one year period with effect from 1.12.2018 in terms of MoM order No.10/3/2015-Met.III (Pt.) dated 22.11.2018. It is now proposed to regularize his re-appointment at the ensuing 52nd AGM of the Company in order to comply with the relevant provisions of the Act.

Born on 12.8.1953, Shri Chaudhary is MA and IAS (1977 batch). He was posted as Secretary, Ministry of Steel prior to his retirement on 31.08.2013. Shri Chaudhary has held various positions in key economic Ministries under both State and Central Government including as Special Secretary, Ministry of Home, Additional Secretary and Financial Adviser in the Department of Industrial Policy and Promotion, Secretary, Department of Public Enterprises.

Shri Chaudhary is Director on the Board of IL&FS Water Ltd and IL&FS Paradip Refinery Water Ltd. He does not hold any share in HCL. He has furnished a declaration to the Board that he meets the criteria of independence as provided in Section 149(6) of the Act. In the opinion of the Board, Shri Chaudhary fulfils the conditions specified in the Act and rules made there under for his re-appointment as part time Non Official Independent Director and recommends his re-appointment on the Board. Shri Chaudhary shall be paid such sitting fees and reimbursement of actual travel expenses incurred for attending meetings of the Board and its Sub-Committee as the Board may approve from time to time. None of the Directors, Manager and other KMP of the Company is related to Shri Chaudhary. Except Shri Chaudhary, none of the Directors or KMP of the Company or their relatives is in any way, concerned or interested, financially or otherwise in the resolution set out at Item No 9.

Item No. 10

The Board, on the recommendation of the Audit Committee, approved appointment of M/s. Chatterjee & Co, as Cost Auditor, to conduct audit of cost records of the Company for the financial year 2019-20 at a remuneration of Rs.70,000/- (Rupees seventy thousand only) plus taxes as applicable and reimbursement of actual travel and out-of-pocket expenses. In accordance with the provisions of Section 148 of the Act read with the Companies (Audit and Auditors) Rules, 2014, the remuneration payable to the Cost Auditors has to be ratified by the members of the Company.

Accordingly, the Ordinary Resolution at Item No. 10 of the Notice requires approval and ratification by members of the Company. None of the Directors or KMP of the Company or their relatives is in any way, concerned or interested, financially or otherwise in the resolution.

Item No. 11

Pursuant to Sections 23, 42 and 62 of the Companies Act, 2013, the Companies (Prospectus and Allotment of Securities) Rules, 2014 and other applicable provisions of the Companies Act, 2013 and the rules made thereunder, the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, each as amended, the approval of the members is required by way of a special resolution, for further issue of Equity Shares of the Company to persons not being existing shareholders of the Company.

The Shareholders of the Company in the 51st AGM held on 27.9.2018 had approved issuance of up to 13,87,82,700 equity shares of face value of Rs. 5 each of the Company equivalent to 15% of issued, subscribed and paid up equity share capital of the Company by way of a qualified institutions placement ("QIP") under the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009, the Companies Act, 2013 and other applicable laws for part funding the ongoing ambitious mine expansion plan of the Company by increasing the mine capacity from the then 3.6 mtpa to 20.2 mtpa. HCL's capital requirement for the revised expansion plan is estimated at approx. Rs. 5,500 crore spread over a period of next 5 - 6 years.

Accordingly, as approved by the Board of Directors of the Company at its meeting held on 25.4.2019, the Company proposes to raise funds, by issue of up to 13,87,82,700 fresh equity shares of face value of Rs. 5, in one or more tranches ("Issue"), for an aggregate amount not exceeding Rs. 1,400 crores or USD 217 Million, whichever is higher to persons including eligible qualified institutional buyers for part funding the above expansion plan from 3.6 Mtpa to 20.2 MTPA, in compliance with the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended ("SEBI ICDR Regulations") and other applicable law. The fresh issue of equity capital by the company to the extent up to 13,87,82,700 equity shares will effectively reduce the Gol shareholding in the Company from the current 76.05%, allowing the Company to also achieve minimum public shareholding of 25% as required by Securities Contract (Regulations) Rules, 1957.

Accordingly, the special resolution seeks to empower the Board of Directors of the Company (hereinafter referred to as the 'Board' which term shall be deemed to include any committee which the Board may have constituted or hereinafter constitute, including the QIP Committee, to exercise its powers including the powers conferred by this resolution) to issue and allot Equity Shares by way of a Qualified Institutions Placement, by issue of placement document and/ or any other private placement offer letter, offer document or circular to any eligible person, including eligible QIBs, in accordance with Chapter VI of the SEBI ICDR Regulations, the Foreign Exchange Management Act, 1999, as amended ('FEMA') and the rules and regulations framed thereunder and other applicable laws or otherwise, eligible foreign/ resident investors (whether institutions, incorporated bodies, mutual funds, individuals or otherwise), venture capital funds (foreign or Indian), alternate investment funds, foreign portfolio investors, Indian and/ or multilateral financial institutions, mutual funds, insurance companies, non-resident Indians, pension funds and/ or any other categories of investors, whether they be holders of Equity Shares of the Company or not (collectively called the 'Investors') at such price or prices, at a discount or premium to market price or prices, in such manner and on such terms and conditions as may be decided by the Board in its discretion, taking into consideration market conditions and other relevant factors and wherever necessary in consultation with lead managers and other advisors/ intermediaries, in accordance with applicable laws. Further, if any issue of Equity Shares is made by way of QIP, the Board may also offer a discount of not more than 5% or such other percentage as permitted on the QIP floor price as defined under the SEBI ICDR Regulations and calculated in accordance with the pricing formula provided under the SEBI ICDR Regulations.

Basis or Justification of Price: The pricing of the Equity Shares, including the floor price and any discount to the issue price, to be issued to QIBs pursuant to Chapter VI of the SEBI ICDR Regulations shall be determined by the Board in accordance with Chapter VI of the SEBI ICDR Regulations. The provisions for appointment of registered valuer are not applicable to the Company. The 'Relevant Date' for this purpose will be the date of the meeting in which the Board decides to open the proposed issue of Equity Shares. Any Equity Shares allotted would be listed on

one or more stock exchanges in India. As the QIP may result in the issue of Equity Shares of the Company to Investors who may or may not be members of the Company, consent of the members is being sought pursuant to Section 42, 62(1)(c) and other applicable provisions, if any, of the Companies Act, the SEBI ICDR Regulations, SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended ("SEBI LODR Regulations") and any other laws for the time being in force and applicable. The detailed terms and conditions for the offer of Equity Shares will be determined by the Board in consultation with the lead managers, placement agents, advisors and such other agencies, as may be required to be consulted by the Company, considering the prevailing market conditions and in accordance with the applicable provisions of laws and other relevant factors. Accordingly, it is proposed to seek approval of the members of the Company by way of a special resolution to authorise the Board to create, offer, issue and allot Equity Shares to the eligible Investors, as the Board may decide without seeking fresh approval from the members of the Company. Further, allotment of such Equity Shares is required to be completed within 12 months from the date of this resolution or such other time as may be allowed under the SEBI ICDR Regulations and the Companies Act.

In order to meet long-term funding requirements of the Company and to comply with minimum public shareholding norms prescribed under the SCRR and the SEBI LODR Regulations, the Board shall issue and allot the Equity Shares pursuant to this special resolution to QIBs falling under the public category of shareholders and shall utilize the proceeds for meeting its expansion/ capex plans. None of the Promoter or Directors intend to make any contribution either as part of the Issue or in furtherance of the objects of the Issue. No Directors, Key Managerial Personnel of the Company or their respective relatives, are in any way concerned or interested, financially or otherwise, in the said resolution. The Board recommends the resolution set out in Item No. 11 for approval of the members as a Special Resolution.

Item No. 12

In furtherance of the proposal to issue further equity shares of the Company by way of a qualified institutions placement, as set out in Item No. 11 above, the Board considers it expedient to depute certain authorities in relation to the QIP to a committee of the Board for the purpose of operational convenience and to ensure compliance with legal requirements in a timebound manner.

None of the Promoter or Directors intend to make any contribution either as part of the Issue or in furtherance of the objects of the Issue. No Directors, Key Managerial Personnel of the Company or their respective relatives, are in any way concerned or interested, financially or otherwise, in the said resolution. The Board recommends the resolution set out in Item No. 12 for approval of the members as a Special Resolution.

Item No. 13

The shareholders in their 51st AGM held on 27.09.2018, had authorized the Board of HCL to borrow up to an amount not exceeding Rs. 1500 crore (other than temporary loans by way of cash credit / working capital arrangements etc obtained from the Company's bankers in the ordinary course of business) vide resolution passed under the provisions of Section 180(1) (c), 180 (1) (a) of the Companies Act 2013 and other applicable provisions.

Hindustan Copper Limited (HCL) has embarked upon an ambitious mine expansion program/Capital expenditure planning to increase the annual mining capacity of the Company from 3.6 million tonne of ore per annum to 20.2 million tonne of ore per annum, in next 5-6 years at an estimated investment of Rs. 5500 crore. To meet the capex, HCL plans to raise funds through equity, internal accruals and through debt in a phased manner as per requirement of the expansion plan. The proposed loan would be drawn from the market at different stages as per requirement controlling the financial outgo from the company to the minimum.

The Company has already utilised part of the above limit of Rs. 1500 crore approved by the shareholders. Keeping in view the funds requirements of the ongoing capex projects in the next 1-2 years, the Company is also in the process to raising further loans, hence the limit will nearly be exhausted.

As per Sec 180(1) (c), shareholders' approval will be required to borrow money, where the money to be borrowed, together with the money already borrowed by the company will exceed aggregate

of its paid up share capital and free reserves, apart from the temporary loans obtained from the company's bankers in the ordinary course of business.

The aggregate of paid up share capital and free reserves of the company as on 31.3.2019 was Rs. 1417.89 crore with Net Worth Rs. 953.38 crore. To meet the estimated requirement of funds for investment through borrowing program, the Board of Directors in their meeting No. 387 dated 28.05.2019 have recommended for shareholder approval by special resolutions to enhance the borrowing limit from existing Rs. 1500 crore to Rs. 2500 crore under Section of 180(1) (c) of the Act for capex purposes. This is only an enabling provision and the company will borrow in one or more tranches, as per business requirement for investment in various capex projects.

As per guidelines, the special resolutions are to be passed at the shareholders meeting under the Companies Act, 2013.

Further, as per Section 42 and 71 of the Companies Act, 2013 read with Rule 14(2) of Companies (Prospectus and Allotment of Securities) Rules, 2014 and other applicable provisions of the Act and in accordance with the provisions of Securities and Exchange Board of India (Issue & Listing of Debt Securities) Regulations, 2008, the Rules, Regulations, Guidelines and Circulars, as amended from time to time, a company shall not make a Private Placement of its securities unless the proposed offer of securities or invitation to subscribe to securities has been previously approved by the Shareholders of the Company by a Special Resolution for each of the offers or invitations. However, in case of offer or invitation for "non-convertible debentures", it shall be sufficient if the company passes a previous Special Resolution only once in a year for all the offers or invitations for such debentures during the year.

In view of the above and to meet the requirements of Section 42 of the Companies Act, 2013 read with applicable Rules, for making Private Placement of Unsecured/Secured Non-Convertible Bonds/Debentures upto Rs. 2500 crore in one or more tranches, to such person or persons, who may or may not be the bond / debenture holders of the Company, within the overall market borrowing programme of the Company of Rs. 2500 crore, as approved by the Board of Directors in its meeting held on 28.5.2019, approval of the shareholders of the Company by way of Special Resolution is required.

Further, CMD and Director (Finance) of the Company as approved by the Board, shall be authorized to borrow money from time to time, in one or more tranches, from India or foreign, across various products including on private placement basis, as deemed to be requisite and proper for the business of the Company, on such terms and conditions, with or without creation of charges on the moveable and immoveable assets of the Company.

The Board in its meeting held on 28.5.2018 recommended the resolution set out in item No.13 for approval of shareholders by special resolution. None of the Directors, Managers and other KMP of the Company or their relatives is in any way, concerned or interested, financially or otherwise in the resolution.

Item No. 14

According to the provisions of Section 180(1)(a) of the Companies Act, 2013, creation of charge, mortgage or hypothecation on the assets of the Company shall require the approval of the shareholders by way of special resolution. As the Company is seeking shareholder approval by special resolutions to enhance the borrowing limit from existing Rs. 1500 crore to Rs. 2500 crore under Section of 180(1) (c) of the Act, hence the Board of Directors recommended the Special Resolutions as set out in item No.14 of the Notice in their meeting held on 28.05.2019 for the approval of the Shareholders.

Further, CMD and D(F) of the Company as approved by the Board, shall be jointly, authorized to finalize / approve necessary security documents as may be required and to do all such acts, deeds, matters and things as may be deemed necessary, desirable, proper or expedient for the purpose of giving effect to this resolution and for matters connected therewith or incidental thereto.

In addition, as approved by the Board, the CMD and the Director (Finance) of the Company are also authorized, to sub delegate the power of executing/ signing of facility/ security documents so approved, to any two authorized signatories/officers of the company, jointly on behalf of the

company, not less than the level of Asst. General Manager (Finance), as may be required in favour of the lenders/other banks, Indian or foreign, for availing such facility.

In case of absence of Director (Finance), the above powers will be utilized by Head of Finance of the Company.

None of the Directors, Managers and other KMP of the Company or their relatives is in any way, concerned or interested, financially or otherwise in the resolution.

Brief resume of directors who are retiring and eligible for reappointment furnished in terms of Regulations 36 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015:

Shri Santosh Sharma

Shri Santosh Sharma is the Chairman and Managing Director of the Company with effect from 1.9.2017 in terms of Ministry of Mines' order No. 10/2/2016-Met.III (Vol. II) dated 31.8.2017.

Born on 1.1.1960, Shri Sharma is BE (Elect.) (1982 batch), L.L.B and MBA in Marketing. He is a member of Indian Institute of Metals and Indian Institute of Welding. Before joining the Company, Shri Sharma was DGM (Projects) in Bhilai Steel Plant. There he was conferred with Jawahar Award for outstanding performance for preparation of plan for installation of Solar Power Units. He had also spearheaded the execution and monitoring of a mega project of construction of Blast Furnace-8 in Bhilai Steel Plant. Shri Sharma joined HCL as General Manager (Operations) on 26.04.2013 and thereafter, he became Executive Director (Operations) and also assumed charge as Unit Head of Gujarat Copper Project, a unit of the Company in June, 2015. Shri Sharma was Director (Operations) of the Company from 1.3.2016 to 31.8.2017 before taking over as CMD, HCL on 1.9.2017.

Shri Sharma is also a Director on the Board of Bharat Gold Mines Ltd and Chhattisgarh Copper Ltd. He does not hold any share in HCL. None of the Directors, Manager and other KMPs of the Company is related to Shri Sharma. Shri Sharma attended all ten Board meetings of the Company held during FY 2018-19.

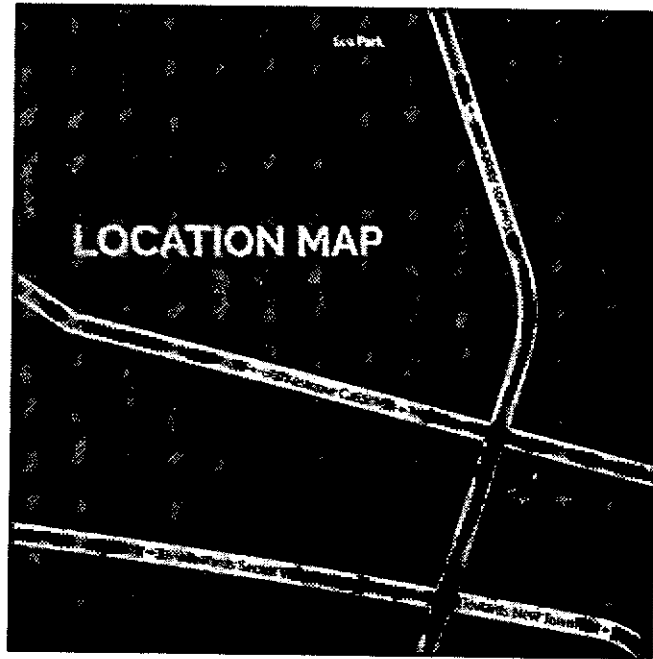
Shri Sukhen Kumar Bandyopadhyay

Shri Sukhen Kumar Bandyopadhyay has joined as Director (Finance) of the Company with effect from 9.7.2018 (A/N) in terms of Ministry of Mines' order No. 10/2/2017-Met.III (Vol. II) dated 5.7.2018.

Born on 19.11.1961, Shri Sukhen Kumar Bandyopadhyay is academically Science Graduate (B.Sc.) and holds Professional qualifications "Cost Accountants" passed in June 1988. In addition, he has also acquired training and exposures in diverse areas of Management from various prestigious institutions of the country and abroad. Before joining as Director (Finance) of the Company, Shri Sukhen Kumar Bandyopadhyay was CGM (Finance & Accounts) in SJVN Ltd, Schedule A CPSU. During his professional career spanning 29 years in executive position, he had served in many key administrative positions in the different fields of Finance & Accounts for the execution of Hydro/Thermal/Gas/Solar/Wind Projects in NEEPCO & SJVN Ltd (CPSUs) and in PPCL & IPGCL (Delhi Govt. PSU), on deputation. He was also Chairman / VC of EPF/DCPS & Treasurer - CSR of the various Trusts of SJVN Ltd. Shri Sukhen Kumar Bandyopadhyay has expertise in raising of long term loans, due diligence of project appraisal and evaluations, long term investment plan for project execution with budgeting, Treasury Management, Policy formulation, Accounts & Audit.

Shri Sukhen Kumar Bandyopadhyay does not hold directorship in any other company. He does not hold any share in the Company. None of the Directors, Managers and other KMP of the Company is related to Shri Bandyopadhyay. Shri Bandyopadhyay attended all seven Board meetings of the Company held after his joining the Board in FY 2018-19.

ROUTE MAP FOR AGM VENUE





Hindustan Copper Limited

(CIN: L27201WB1967GOI028825)

Regd. Office: 'Tamra Bhavan', 1, Ashutosh Chowdhury Avenue, Kolkata - 700 019

Phone: 2283-2226, Fax: 2283-2676, E-mail: investors_cs@hindustancopper.com

Website: www.hindustancopper.com

Proxy Form

Name of the member (s):
Registered Address:
..... E-mail ID.....
Folio No. / Client ID DP ID:

I/We, being the member (s) of shares of the Hindustan Copper Limited, hereby appoint.

1. Name:.....Address:
Email Id.....Signature.....or failing him
2. Name:Address.....
Email Id:Signature.....or failing him
3. Name:Address.....
Email Id: Signature:

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 52nd Annual General Meeting of the Company, to be held on Wednesday, 31st July, 2019 at 11:00 AM at Hall 6 (Auditorium at level 1), Biswa Bangla Convention Centre, Biswa Bangla Sarani, Block DG, New Town, Kolkata 700156 and at any adjournment thereof in respect of such resolutions as are indicated below:

Resolution No.

- 1.....2.....3.....4.....
- 5.....6.....7.....8.....
- 9.....10.....11.....12.....
- 13.....14.....

Signed this..... day of 2019.

Signature of Shareholder..... (Affix Revenue Stamp)

Signature of Proxy Holder(s).....

Note: This form of Proxy in order to be effective should be duly completed, stamped as per applicable laws, signed and deposited at the Registered Office of the Company not less than forty eight hours before the commencement of the meeting. Unstamped or inadequately stamped Proxies or Proxies upon which the stamps have not been cancelled are invalid. The Proxy holder shall prove his identity at the time of attending the meeting.



HINDUSTAN COPPER LIMITED

(CIN : L27201WB1967GO1028825)

Regd. Office: 'Tamra Bhavan', 1, Ashutosh Chowdhury Avenue, Kolkata - 700 019
Phone : (033) 2283-2226, Fax : (033) 2283-2676, E-mail : investors_cs@hindustancopper.com
Website : www.hindustancopper.com

ATTENDANCE SLIP 52ND ANNUAL GENERAL MEETING

Envelope No.:	
Name of the sole/ first named Member(s)	:
Registered Address of sole/first named member	:
Name(s) of Joint Holders	:
Registered Folio No./ DP ID & Client ID No.	:
No. of Shares held	:

I/We hereby record my/our presence at the 52nd Annual General Meeting of the Company held on Wednesday, 31st July, 2019 at 11:00 a.m. at Hall 6 (Auditorium at level 1), Biswa Bangla Convention Centre, Biswa Bangla Sarani, Block DG, New Town, Kolkata-700156.

Member's/Proxy's Name in Block Letters

Member's/Proxy's Signature

Note: Please complete the Attendance Slip and hand it over at the Attendance Verification Counter at the venue of the Meeting. Please also bring your copy of the Annual Report. Proxies are requested to carry a valid ID proof for verification at the time of attendance.

.....✂.....Please cut here and bring the above Attendance Slip to the Meeting Hall.....✂.....

REMOTE E-VOTING PARTICULARS

Dear Shareholder,

Sub: Process and manner for availing remote e-voting facility

As per Section 108 of the Companies Act, 2013 read with Rules notified there under and Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company is providing its members facility to cast their votes using an electronic voting system from a place other than venue of the meeting ("remote e-voting") in relation to the business to be transacted at the 52nd Annual General Meeting (AGM) of the Company to be held on Wednesday, 31st July, 2019 at 11:00 a.m. The Company has engaged the services of National Securities Depository Limited ("NSDL") to provide remote e-voting facilities. The Notice of AGM of the Company inter-alia indicating the process and manner of remote e-voting along with Attendance Slip and Proxy form can be downloaded from the link <https://www.evoting.nsdl.com> or www.hindustancopper.com

The remote e-voting particulars are set out below:

EVEN (Remote e-voting event number)	User ID	PASSWORD
110830		

The remote e-voting facility will be available during the following voting period :

Commencement of remote e-voting	End of remote e-voting
28 th July, 2019 from 9:00 a.m.	30 th July, 2019 till 5:00 p.m.

Please read the instructions given at point no. 14 of the Notice to the 52nd Annual General Meeting of the Company dated 5th July, 2019 carefully before availing remote e-voting facilities.

.....✂.....

Registration Slip for Tab Voting

Registered Folio No./DP ID & Client ID No.	
Name of the Shareholder	
No. of Shares held	
Signature of the Shareholder	
Proxy / Authorized Representative Present	

