



हिन्दुस्तान कॉपर लिमिटेड

पंजीकृत एवं प्रधान कार्यालय  
Registered & Head Office

HINDUSTAN COPPER LIMITED

CIN No. : L27201WB1967GOI028825

ताम्र भवन TAMRA BHAVAN  
1, 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/ 2020

4.9.2020

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

Sir / Madam,

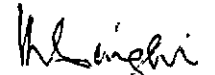
Sub: Notice of 53<sup>rd</sup> Annual General Meeting

It has been decided to hold the 53<sup>rd</sup> Annual General Meeting (AGM) of the Members of Hindustan Copper Ltd on Tuesday, 29<sup>th</sup> September, 2020 at 11 AM, Indian Standard Time, through Video Conferencing /Other Audio Visual Means. 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)

ED (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 53<sup>rd</sup> Annual General Meeting ("AGM") of the Members of Hindustan Copper Ltd ("HCL / the Company") will be held on Tuesday, 29<sup>th</sup> September, 2020 at 11 AM, Indian Standard Time ("IST") through Video Conferencing /Other Audio Visual Means ("VC / OAVM") to transact the following business:

#### **Ordinary Business**

- 1) To receive, consider and adopt the Audited Financial Statements (Standalone and Consolidated) of the Company for the year ended 31<sup>st</sup> March, 2020 together with the Reports of the Directors, Auditors and C&AG.
- 2) To appoint a Director in place of Shri Arun Kumar Shukla (DIN 03324672), who retires by rotation and being eligible, offers himself for re-appointment.
- 3) To appoint a Director in place of Shri Sukhen Kumar Bandyopadhyay (DIN 08173882), who retires by rotation and being eligible, offers himself for re-appointment.
- 4) To fix remuneration of the Auditors.

#### **Special Business**

- 5) 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 Sanjeev Verma (DIN 08836996) as part time official Director of the Company with effect from 7.8.2020 in terms of Ministry of Mines' Order No. 10/2/2002-Met.III dated 7.8.2020 be and is hereby approved."

- 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 R Kalyansundaram (DIN 08518006) as part time non-official Director of the Company with effect from 22.7.2019 in terms of Ministry of Mines' Order No. 10/3/2015-Met.III (Vol-I) dated 22.7.2019 be and is hereby approved."

- 7) 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 Pawan Kumar Dhawan (DIN 07327568) as part time non-official Director of the Company with effect from 22.7.2019 in terms of Ministry of Mines’ Order No. 10/3/2015-Met.III (Vol-I) dated 22.7.2019 be and is hereby approved.”

- 8) 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 Balwinder Singh Canth (DIN 07239321) as part time non-official Director of the Company with effect from 22.7.2019 in terms of Ministry of Mines’ Order No. 10/3/2015-Met.III (Vol-I) dated 22.7.2019 be and is hereby approved.”

- 9) 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 the 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.80,000/- (Rupees eighty 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 Financial Year 2020-21 be and is hereby ratified and confirmed.”

By order of the Board

Sd/-  
C S Singhi  
ED & Co Secretary  
FCS 2570

Date: 3.9.2020

Place: Kolkata

**NOTES:**

1. Explanatory Statement pursuant to Section 102(1) of the Companies Act, 2013 (the Act), in respect of Item Nos. 5 to 9 as set out above is annexed hereto. Special Business appearing at Item Nos. 5 to 9 of the Notice are considered to be unavoidable by the Board and hence forming part of this Notice.
2. In view of the COVID-19 Pandemic and restrictions imposed on the movement of people, the Ministry of Corporate Affairs (“MCA”) vide its Circular dated 5.5.2020 read with Circulars dated 8.4.2020 and 13.4.2020 (collectively referred to as “MCA Circulars”) and SEBI vide its Circular No. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated 12.5.2020 have permitted the holding of Annual General Meeting (“AGM”) through Video Conference/ Other Audio Visual Means (“VC/OAVM”) without the physical presence of Members at a common venue. Pursuant to the provisions of the Act and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”) read with the Circulars issued by MCA and SEBI, the 53rd AGM of the Company shall be conducted through VC / OAVM. The deemed venue for the 53rd AGM shall be the Registered Office of the Company. National Securities Depositories Limited (“NSDL”) will be providing facility for remote e-voting, participation in the AGM through VC / OAVM and e-voting during the AGM.

3. Since the AGM will be conducted through VC / OAVM, there is no requirement of appointment of Proxies. Hence, the Proxy Form is not annexed to the Notice. Also, Attendance Slip and Route Map are not annexed to the Notice.
4. The details under Regulations 26(4) and 36(3) of the SEBI Listing Regulations and Secretarial Standard on General Meetings (SS-2) issued by the Institute of Company Secretaries of India, in respect of Directors seeking re-appointment at the AGM forms part of the Notice.
5. Institutional / Corporate Shareholders (i.e. other than individuals / HUF, NRI, etc.) are required to send a scanned copy (PDF/JPG Format) of its Board or governing body Resolution/Authorization letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to attend the AGM through VC / OAVM and vote on its behalf. The said Resolution/Authorization letter shall be sent to the email address of Scrutinizer at [kothari.navin@yahoo.com](mailto:kothari.navin@yahoo.com) with a copy marked to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) and also marked to [investors\\_cs@hindustancopper.com](mailto:investors_cs@hindustancopper.com).
6. Members attending the AGM through VC / OAVM shall be counted for the purpose of reckoning the quorum under Section 103 of the Act.
7. The Register of Members and Share Transfer Books of the Company will remain closed from 23<sup>rd</sup> September, 2020 to 29<sup>th</sup> September, 2020 (both days inclusive).
8. Pursuant to MCA Circulars and SEBI Circular, in view of prevailing Pandemic situation, the Notice of the 53<sup>rd</sup> AGM and the Annual Report for 2019-20 of the Company are being sent by electronic mode to Members whose email addresses are registered with the Company or the Depository Participant(s). Members may note that Notice and Annual Report 2019-20 will be also available on the Company's website at [www.hindustancopper.com](http://www.hindustancopper.com), websites of the Stock Exchanges i.e. BSE Limited and National Stock Exchange of India Limited at [www.bseindia.com](http://www.bseindia.com) and [www1.nseindia.com](http://www1.nseindia.com) respectively, and on the website of NSDL i.e. <https://www.evoting.nsdl.com>.
9. 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](http://www.hindustancopper.com) to the Company's Registrar and Transfer Agent, M/s C B management Services (P) Ltd ("the RTA") at [rta@cbmsl.com](mailto:rta@cbmsl.com). Members holding share in electronic form are requested to register/ update e-mail address with their respective Depository Participants(DPs).
10. Members are requested to intimate changes, if any, pertaining to their address, e-mail address, telephone/mobile numbers, Permanent Account Number (PAN), power of attorney registration, Bank Mandate details such as, name of the Bank , branch details, account number, MICR code, IFSC code, etc., to their DPs in case the shares are held in electronic form and to the Company's RTA at [rta@cbmsl.com](mailto:rta@cbmsl.com) in case the shares are held in physical form quoting the folio No.
11. 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 2012-13 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 (IEPF) of the Central Government on 26<sup>th</sup> October, 2020. Details of such unclaimed dividend and corresponding shares are available on the Company's website [www.hindustancopper.com](http://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 26<sup>th</sup> October, 2020. The Members, whose unclaimed dividends/shares have been transferred to IEPF, may claim the same by making an online application to the IEPF Authority in Form No. IEPF-5 available at [www.iepf.gov.in](http://www.iepf.gov.in).

12. 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 8<sup>th</sup> 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.
13. Members holding shares in more than one folio, in identical order of names, are requested to send the relative Share Certificate(s) to the Company's RTA for consolidating their holdings in one folio. A consolidated Share Certificate will be issued to such Members.
14. During the AGM, the Register of Directors and Key Managerial Personnel and their shareholding maintained under Section 170 of the Act, the Register of Contracts or arrangements in which Directors are interested under Section 189 of the Act shall be available for inspection upon login at NSDL e-voting system at <https://www.evoting.nsdl.com>.

**PROCEDURE FOR ATTENDING THE AGM THROUGH VC / OAVM AND RAISING QUESTIONS / SEEKING CLARIFICATIONS ON RESOLUTIONS / ANNUAL REPORT**

15. Members will be able to attend the AGM through VC / OAVM or view the live webcast of AGM provided by NSDL at <https://www.evoting.nsdl.com> by using their remote e-voting login credentials and selecting the EVEN for Company's AGM.
16. Members who do not have the User ID and Password for e-voting or have forgotten the User ID and Password may retrieve the same by following the remote e-voting instructions mentioned in the Notice. Further, Members can also use the OTP based login for logging into the e-voting system of NSDL.
17. Members are requested to join the Meeting through Laptops for better experience and will be required to allow camera and use internet with a good speed to avoid any disturbance during the meeting. Please note that participants connecting from Mobile Devices or Tablets or through Laptop connected via mobile hotspot may experience audio/video loss due to fluctuation in their respective network. It is therefore recommended to use stable Wi-Fi or LAN connection to mitigate any kind of glitches.
18. Members can join the AGM through VC/OAVM 30 minutes before and after the scheduled time of commencement of meeting by following the procedure mentioned in the Notice. Members may note that VC / OAVM provided by NSDL allows participation of at least 1000 Members on first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the AGM without restriction on account of first come first served basis.
19. As the AGM is being conducted through VC / OAVM, Members are encouraged to express their views / send their queries in advance mentioning their name, DP Id and Client Id/Folio No., e-mail id, mobile number at [investors\\_cs@hindustancopper.com](mailto:investors_cs@hindustancopper.com) to enable smooth conduct of proceedings at the AGM. Questions / Queries received by the Company on or before 23<sup>rd</sup> September, 2020 on the aforementioned e-mail id shall only be considered and responded to during the AGM.
20. Members who would like to express their views or ask questions during the AGM may register themselves as a speaker by sending their request from their registered email address mentioning their name, DP Id and Client Id / Folio No., PAN, mobile number at [investors\\_cs@hindustancopper.com](mailto:investors_cs@hindustancopper.com) on or before 23<sup>rd</sup> September, 2020. Those Members who have registered themselves as a speaker will only be allowed to express their views/ask

questions during the AGM. Speakers are requested to submit their questions at the time of registration, to enable the Company to respond appropriately.

21. The Company reserves the right to restrict the number of questions and number of speakers, as appropriate, to ensure the smooth conduct of the AGM.

**PROCEDURE FOR REMOTE E-VOTING AND E-VOTING DURING THE AGM**

22. Pursuant to Section 108 of the Act and Rules notified there under and Regulation 44 of SEBI Listing Regulations, 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 NSDL. The remote e-voting period commences on 26<sup>th</sup> September, 2020 (9:00 am) and ends on 28<sup>th</sup> September, 2020 (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 22<sup>nd</sup> September, 2020, 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 / participate in the AGM through VC/OAVM but shall not be entitled to cast his vote again on the day of AGM.
23. A person who is not a Member as on the cut-off date i.e. 22<sup>nd</sup> September, 2020, should treat this Notice of AGM for information purpose 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 22<sup>nd</sup> September, 2020.
24. Any person, who acquires shares of the Company and becomes a Member of the Company after issue of the Notice and holding shares as on cut-off date, may obtain the login ID and password by sending a request at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in). However, if he/she is already registered with NSDL for remote e-voting then he/she can use his/her existing User ID and password for casting the vote.
25. The process and manner of remote e-Voting are as under:

- Step 1: Log-in to NSDL e-Voting system at <https://www.evoting.nsdl.com/>  
 Step 2: Cast your vote electronically on NSDL e-Voting system.

**Details on Step 1 to log in to NSDL e-voting system are mentioned below**

- i. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.
- ii. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholders' section.
- iii. A new screen will open. You will have to enter your User ID, your Password and a Verification Code as shown on the screen. Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.
- iv. Your User ID details are given below :

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
a) For Members who hold shares in demat account with NSDL	8 Character DP ID followed by 8 Digit Client ID For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is

	IN300***12*****.
b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID For example if your Beneficiary ID is 12***** then your user ID is 12*****
c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the company For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001***

v. Your password details are given below

- a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote
- b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.
- c) How to retrieve your 'initial password'?
  - i) If your e-mail id is registered in your demat account or with the Company, your 'initial password' is communicated to you on your e-mail id. Trace the email sent to you from NSDL in your mail box from evoting@nsdl.com. Open the email and open the attachment i.e., a .pdf file. The password to open the .pdf file is your 8 digit Client Id for NSDL account, last 8 digits of Client Id for CDSL account or Folio No. for shares held in physical form. The .pdf file contains your 'User Id' and your 'initial password'.
  - ii) In case you have not registered your email address with the Company / Depository, please follow instructions mentioned in the Notice.

vi. If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:

- a) Click on "Forgot User Details/Password?" (If you are holding shares in your demat account with NSDL or CDSL) option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
- b) "Physical User Reset Password?" (If you are holding shares in physical mode) option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
- c) If you are still unable to get the password by aforesaid two options, you can send a request at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) mentioning your demat account number/folio number, your PAN, your name and your registered address.
- d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL

vii. After entering your password, click on Agree to "Terms and Conditions" by selecting on the check box.

viii. Now, you will have to click on "Login" button and the Home page of e-voting will open.

Details on Step 2 to cast vote electronically on NSDL e-Voting System are mentioned below:

- i. After successful login at Step 1, you will be able to see the Home page of e-voting. Click on e-voting. Then, click on Active Voting Cycles and you will be able to see all the companies "EVEN" ( Remote E-voting Event Number) in which you are holding shares and whose voting cycle is in active status.
- ii. Select "EVEN" of Hindustan Copper Ltd , which is 113407.
- iii. Now you are ready for e-voting as the Voting page opens. Cast your vote by selecting appropriate options i.e., assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on "Submit" and also "Confirm" when prompted. Upon confirmation, the message "Vote cast successfully" will be displayed. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page. Once you confirm your vote on the resolution, you will not be allowed to modify your vote

**Process for those Members whose email ids are not registered for procuring user id and password and registration of e mail ids for e-voting for the resolutions set out in this Notice**

- i. Those Members, who hold shares in physical form or who have not registered their email address with the Company and who wish to participate in the 53<sup>rd</sup> AGM or cast their vote through remote e-Voting or through the e-Voting system during the meeting, may obtain the login ID and password by sending scanned copy of (a) a signed request letter mentioning name of Member, folio number and complete address; and (b) self-attested scanned copy of the PAN Card and any document (such as Driving Licence, Bank Statement, Election Card, Passport, AADHAR Card) in support of the address of the Member as registered with the Company; to the email address of the RTA at rta@cbmsl.com and the Company at investors\_cs@hindustancopper.com.
- ii. In case shares are held in demat mode, Members may obtain the login ID and password by sending scanned copy of (a) a signed request letter mentioning name of Member, DP ID-Client ID (16 digit DP ID + Client ID or 16 digit beneficiary ID); (b) self-attested scanned copy of client master or Consolidated Demat Account statement; and (c) self-attested scanned copy of the PAN Card, to the email address of the RTA at rta@cbmsl.com and the Company at investors\_cs@hindustancopper.com.
- iii. Alternatively, Member may send an e-mail request to evoting@nsdl.co.in for obtaining User ID and Password by proving the details mentioned in Point (i) or (ii) as the case may be.

**Instructions for Members for e-voting on the day of the AGM are as under**

- i. Members may follow the same procedure for e-Voting on the day of 53<sup>rd</sup> AGM as mentioned above for remote e-voting
- ii. Only those Members who will be present in the 53<sup>rd</sup> AGM through VC/OAVM and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system at the AGM.
- iii. The Members who have cast their vote by remote e-Voting prior to the 53<sup>rd</sup> AGM may also participate in the 53<sup>rd</sup> AGM through VC/ OAVM but shall not be entitled to cast their vote again.



## GENERAL INFORMATION FOR SHAREHOLDERS

26. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the "Forgot User Details/Password?" or "Physical User Reset Password?" option available on <https://www.evoting.nsdl.com/> to reset the password.
27. In case of any query / grievance with respect to Remote E-voting, Members may refer to the Frequently Asked Questions (FAQs) for Shareholders and Remote E-voting User Manual for Shareholders available under the Downloads section of NSDL's e-voting website or contact Mr. Amit Vishal, Senior Manager / Ms. Pallavi Mhatre, Manager, NSDL, Trade World, "A" Wing, 4th Floor, Kamala Mills Compound, Lower Parel, Mumbai 400 013 at telephone no. 022 - 24994360 / 022 - 24994545 or toll free no. 1800 - 222 - 990 or at E-mail ID :evoting@nsdl.co.in.
28. 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. The Scrutinizer shall after the conclusion of e-voting at the 53<sup>rd</sup> AGM, first download the votes cast at the AGM and thereafter unblock the votes cast through remote e-voting and shall make a consolidated Scrutinizer's Report of the total votes cast in favour or against, invalid votes, if any, and whether the resolutions have been carried or not, and such Report shall then be sent to the Chairman or a person authorized by him in writing, within 48 (forty eight) hours from the conclusion of the 53<sup>rd</sup> AGM, who shall then countersign and declare the Result of voting forthwith.
29. The Result declared along with the Scrutinizer's Report shall be placed on the website of the Company at [www.hindustancopper.com](http://www.hindustancopper.com) and on the website of NSDL at <https://www.evoting.nsdl.com> immediately after the declaration of Results. The Company shall simultaneously forward the Results to National Stock Exchange of India Limited and BSE Limited, where the shares of the Company are listed. The results shall be also displayed on the Notice Board of the Company at its registered office.

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

**Item No 5**

Shri Sanjeev Verma, Director, Ministry of Mines, Government of India, has been appointed as part time official Director of the Company with effect from 7.8.2020 in terms of Ministry of Mines' (MoM) Order No. 10/2/2002-Met.III dated 7.8.2020. It is now proposed to regularize his appointment at the ensuing 53<sup>rd</sup> AGM of the Company in order to comply with the relevant provisions of the Companies Act, 2013 (the Act).

Born on 26.3.1979, Shri Sanjeev Verma is B.E. (Civil) and belongs to the Indian Railway Stores Service (IRSS) 2002 batch. As an Officer of IRSS, Shri Verma had dealt with procurement of goods and services for various users of Indian Railways (IR). He has expertise in e-procurement, digital supply chain, contract management and implementation of policies of the Government of India in purchase matters like Make in India, GeM, MSME, etc. Shri Verrma had held several key positions in IR including Dy. Vigilance Officer, Chief Information Officer/IT in North Western Railway (NWR) which dealt with IT Infrastructure of the NWR and coordination with central software implementing agencies of IR. Presently, Shri Verma is Director in MoM since 1.3.2019 and looks after the issues related to auction of mines, mineral concessions, utilization of DMF and implementation of PMKKKY scheme.

Shri Sanjeev Verma does not hold directorship in any other company. He does not hold any share in his name or on a beneficial basis for any other person 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 Verma. Except Shri Verma, 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 5.

**Item No. 6**

Shri R Kalyansundaram has been appointed as part time non-official (Independent) Director of the Company for a period of three years with effect from 22.7.2019 in terms of MoM order No. 10/3/2015-Met.III (Vol-I) dated 22.7.2019. It is now proposed to regularize his appointment at the ensuing 53<sup>rd</sup> AGM of the Company in order to comply with the relevant provisions of the Act.

Born on 6.5.1963, Shri R Kalyansundaram is B.E. (Mechanical Engineering) and MBA and has over 30 years of experience in manufacturing industry. He is an industrialist by profession and actively participates in trade and technical association activities. Presently, Shri Ralyansundaram is President of Tamilnadu Pumps & Spares Manufacture Association (TAPMAA), Governing Council Member of the Indian Chamber of Commerce and Industry, Coimbatore, Governing Council Member of Scientific Industrial Testing and Research Centre, Coimbatore.

Shri R Kalyansundaram does not hold directorship in any other company. He does not hold any share in his name or on a beneficial basis for any other person in the Company. 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 R Kalyansundaram fulfils the conditions specified in the Act and rules made there under for his appointment as part time non-official (Independent) Director and recommend his appointment on the Board. Shri R Kalyansundaram 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 R Kalyansundaram. Except Shri R Kalyansundaram, 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

**Shri Pawan Kumar Dhawan** has been appointed as part time non-official (Independent) Director of the Company for a period of three years with effect from 22.7.2019 in terms of MoM order No. 10/3/2015-Met.III (Vol-I) dated 22.7.2019. It is now proposed to regularize his appointment at the ensuing 53<sup>rd</sup> AGM of the Company in order to comply with the relevant provisions of the Act.

Born on 15.7.1964, Shri Dhawan is B.Com, Fellow Member of the Institute of Chartered Accountants of India (FCA), Associate Member of the Institute of Cost Accountants of India (AICMA) and also completed post qualification courses of ICAI including DISA course (Diploma in Information Systems Audit), Concurrent Audit course and Forensic Accounting and Fraud Detection course. Shri Dhawan is a practicing Chartered Accountant by profession since 1991 and has been a Managing Partner of a leading CA firm in Lucknow. Under his guidance, the firm had handled various auditing assignments in PSUs, Banks, World Bank and Central & state Government assisted projects in U.P. for more than 28 years. Shri Dhawan has also worked as a Team Leader for auditing assignments in Power Generation & Distribution, Tourism, Construction & Land Development sectors and various social sector schemes of Central and State Govt. Shri Dhawan has acted as a Consultant & Advisor for Financial & Investment Planning for 25 years. He presented his views in various Seminars, Conferences and Investor Awareness Program and writes regularly on economy, financial system and equity market.

Shri Pawan Kumar Dhawan does not hold directorship in any other company. He does not hold any share in his name or on a beneficial basis for any other person in the Company. 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 Dhawan fulfils the conditions specified in the Act and rules made there under for his appointment as part time non-official (Independent) Director and recommend his appointment on the Board. Shri Dhawan 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 Dhawan. Except Shri Dhawan, 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 Balwinder Singh Canth** has been appointed as part time non-official (Independent) Director of the Company for a period of three years with effect from 22.7.2019 in terms of MoM order No. 10/3/2015-Met.III (Vol-I) dated 22.7.2019. It is now proposed to regularize his appointment at the ensuing 53<sup>rd</sup> AGM of the Company in order to comply with the relevant provisions of the Act.

Born on 26.1.1958, Shri Canth is Commerce graduate, LLB and holds Master's degree in Personnel Management & Industrial Relations (MBA-HR) from Punjab University, Chandigarh. Shri Canth was Director (Marketing), Indian Oil Corporation Ltd and Chairman of Lanka IOC PLC. With over 3 decades of association with India's largest commercial enterprise (Highest ranking Fortune 500 Indian Company), Shri Canth has expertise in the field of marketing, logistics, supply and distribution of petroleum products to different segments of customers / geographies both in India and neighboring countries. Shri Canth successfully spearheaded path breaking initiatives like Ujwala - the program to reach LPG to every household in the country, DBTL (Direct Benefit Transfer of LPG Subsidy - acknowledged as the largest such scheme in the world and entered in Guinness Book of World Records) and Daily Pricing at Retail Outlets. Shri Canth had attended many management development programs at Canadian Petroleum Institute, Canada, Indian Institute of Management (IIM), Ahmadabad, Indian Institute of Management (IIM), Bangalore and Management Development Institute, Gurgaon apart from participating in numerous conferences and seminars both in India and abroad.

Shri Canth does not hold directorship in any other company. He does not hold any share in his name or on a beneficial basis for any other person in the Company. 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 Canth fulfils the conditions specified in the Act and rules made there under for his appointment as part time non-official (Independent) Director and recommend his appointment on the Board. Shri Canth 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 Canth. Except Shri Canth, 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**

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 FY 2020-21 at a remuneration of Rs.80,000/- (Rupees eighty 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. 9 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.

#### Details of Directors seeking re-appointment at the AGM in terms of Regulations 26(4) and 36(3) of the SEBI Listing Regulations

##### **Shri Arun Kumar Shukla**

Shri Arun Kumar Shukla is the Chairman and Managing Director of the Company with effect from 1.1.2020 in terms of Ministry of Mines' order No. 10/1/2019-Met.III dated 11.12.2019.

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 HCL, Shri Shukla was working as Executive Director in NMDC Ltd and was heading one of its major units namely Bailadila Iron Ore Mines, Bacheli Complex in Bastar, Chhattisgarh. In HCL, Shri Shukla was earlier Director (Operations) during the period from 1.10.2018 to 31.12.2019.

Shri Shukla is also Managing Director of Chhattisgarh Copper Ltd (a Subsidiary of HCL & JVC with Chhattisgarh Mineral Development Corporation) and Director on the Board of Khanij Bidesh India Ltd (KABIL), a JV company between NALCO, HCL and MECL incorporated on 8.8.2019 with the objective to identify, acquire, develop, process and make commercial use of strategic and other minerals in overseas locations for supply in India and boost "Make in India" campaign. Shri Shukla does not hold any share in his name or on a beneficial basis for any other person in the Company. None of the Directors, Manager and other KMP of the Company is related to Shri Shukla. Shri Shukla attended all nine Board meetings of the Company held during FY 2019-20.

##### **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 over 29 years in executive position prior to joining the Company, he has held key positions in 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 is also a Director on the Board of Chhattisgarh Copper Ltd. He does not hold any share in his name or on a beneficial basis for any other person in the Company. None of the Directors, Managers and other KMP of the Company is related to Shri Bandyopadhyay. Shri Bandyopadhyay attended all nine Board meetings of the Company held during FY 2019-20.