



Hindustan Copper Limited

(CIN: L27201WB1967GOI028825)

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

Phone: (033) 2283-2226, Fax:(033) 2283-2478, E-mail: investors_cs@hindustancopper.com

Website: www.hindustancopper.com

Notice of Postal Ballot

Notice is hereby given to the Members of Hindustan Copper Ltd (“the Company/ HCL”) pursuant to the provisions of Sections 108 and 110 of the Companies Act, 2013 (“the Act”) read with the Companies (Management and Administration) Rules, 2014 (“the Rules”), the Circulars issued by the Ministry of Corporate Affairs, Government of India and other applicable Rules and Regulations, if any, that the resolutions set out below are proposed to be passed through Postal Ballot by way of remote e-voting (“e-voting”).

The Explanatory Statement pursuant to Section 102 of the Act setting out all material facts and reasons for the proposed resolutions is annexed hereto and forms part of this Notice.

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 scrutinizing the Postal Ballot through e-voting in a fair and transparent manner. National Securities Depository Ltd ('NSDL') has been appointed to provide e-voting facility to the Members of the Company.

Copy of this Notice is also placed on the website of the Company at www.hindustancopper.com and of NSDL at www.evoting.nsdl.com and filed with National Stock Exchange of India Ltd and BSE Ltd, where the shares of the Company are listed.

In view of CoVID-19 Pandemic and in conformity with the applicable regulatory requirements, Members can vote on resolutions only through e-voting for which purpose they are requested to read carefully the instructions given in the Notes to this Notice.

Based on the Scrutinizer's Report, the Results of the Postal Ballot shall be declared by the Chairman or any other person authorized by him at the registered & corporate office of the Company on **Friday, the 29th January, 2021 at 4:00 P.M.** The Result declared along with the Scrutinizer's Report shall also be placed on the website of the Company at www.hindustancopper.com and on the website of NSDL at www.evoting.nsdl.com immediately after the declaration of Results. The Company shall simultaneously forward the Results to National Stock Exchange of India Ltd and BSE Ltd. The Results shall be also displayed on the Notice Board of the Company at its registered & corporate office.

SPECIAL BUSINESS:

Item No 1: Approval for borrowing up to Rs.2,500 crore apart from temporary loans and to offer, issue and allot secured or unsecured non-convertible debentures or bonds on private placement basis

To consider and if thought fit, to pass the following resolution as a **Special Resolution:**

“Resolved that in supersession of the earlier resolution passed by the shareholders in their meeting held on 31.07.2019, 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 single/ consortium banks/other banks or institutions in India or foreign, for and on behalf of the Company across

various products including by way of overdraft or cash credit, Working Capital Demand Loan, Commercial Paper, Bill discounting, other loan arrangements, for all tenors, by whatever name called or otherwise, from time to time, as deemed to be requisite and proper for the business of the Company including capex/ expansion projects, 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 including 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.2,500 crore (Rupees Two thousand five hundred crore) only together with interest.”

“Resolved further that pursuant to the provisions in Sections 23(1)(b), 42 and 71 of the Companies Act, 2013 (‘the Act’), read with 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/ combinations and including the exercise of a green shoe option if any, Secured or Unsecured Non-convertible Debentures/Bonds of any type/ nomenclature, on private placement basis of an amount not exceeding the overall borrowing limit of Rs.2,500 crore (Rupees Two thousand five hundred crore), for and on behalf of the Company, as deemed to be requisite and proper for the business of the Company including capex/ expansion projects, on such terms and conditions and at such times at par or at such premium or otherwise, as may be decided by the Board and, to such person or persons as the Board may decide.”

“Resolved further that consent of the shareholders be and is hereby accorded to the Board of Directors to sub-delegate the above borrowing powers to CMD and Director (Finance) jointly and to approve/ execute/ sign / finalize all necessary loan facility/security/ charge creation documents including DP notes, Consortium documents/individual bank documents, on behalf of the company/ the detailed terms and conditions of any type of borrowing by the Company including each issue / tranches of Bonds, Issue programme of Bonds, deposit / pay fees, execute and deliver / file such offer letter(s), document(s), deed(s), and writing(s), etc. as may be required including raising funds up to an amount not exceeding the overall limit of borrowing of the company of Rs.2,500 crore (Rupees Two thousand five hundred crore) during the next twelve months, from domestic/ foreign sources through Private Placement of Secured or Unsecured Non-convertible Debentures/Bonds of any type/ nomenclature, in one or more tranches, including by inviting quotations/ bids/ book building etc. or any other process allowed under the regulations including on Electronic Bidding Platform (EBP)/ any other mode. It is also resolved to affix the common seal of the company on the required loan/ facility/ security documents etc., thereto in accordance with the provisions of Article 75 of the Articles of Association of the Company.”

“Resolved further that in connection with the above, CMD and Director (Finance) jointly, be and are hereby authorized to carry out minor modifications, if any, and to do all such acts, deeds, matters and things as may be deemed necessary, desirable, proper or expedient or consequential or incidental thereto, for the purpose of giving effect to this Resolution and for matters connected therewith or incidental thereto including appointment of intermediaries, agencies, counter parties etc. as may be required.”

“Resolved further that in connection with the above, Chairman and Managing Director and the Director (Finance) of the Company are jointly authorized to sub delegate the power of executing/ signing of loan facility/ security/ charge creation documents so approved/ bidding process documents on any platform, appointment of intermediary/ agencies/ counter parties etc. documents, facility/ bond/ debenture 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 for drawing and availing of the facility/

borrowing in any form including the issuance/ finalization for raising funds through debentures/ bonds.”

Item No 2: Approval for creation of charge or providing security in connection with borrowings by the Company

To consider and if thought fit, to pass the following resolution as a **Special Resolution**:

“Resolved that in supersession of the earlier resolution passed by the shareholders in their meeting held on 31.07.2019, 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 in any form, long-term or short-term loans including bonds/ debentures, 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.”

“Resolved further that consent of the shareholders be and is hereby accorded to the Board of Directors to sub-delegate the above powers to CMD and Director (Finance) jointly and further CMD & Director Finance jointly, as may be authorized by the Board of Directors are hereby 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.”

Item No. 3: Approval for issue and allotment of equity shares through QIP method

To consider and if thought fit, to pass the following resolution as a **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 52nd Annual general meeting held on July 31st, 2019 and without affecting the action(s) already taken under the board resolutions no. 375-B-2 dated January 31, 2018, no. 379-B-3 dated July 26, 2018 and no. 386-B-6 dated April 25, 2019 and the shareholders’ special resolution dated September 27, 2018 and July 31st, 2019, 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 as 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 maybe 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.”

Item No 4: Approval for constitution of Committee for dealing with all matters pertaining to issue of shares through QIP method

To consider and if thought fit, to pass the following resolution as a **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 and the Director (Finance) 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;

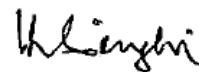
- g) Approve the dates for opening and closure of the issue;
- h) Finalization of allocation and allotment of the Equity Shares on the basis of the subscription received;
- i) To do all such acts, deeds, matters and things and execute all such other documents and pay all such fees, as it may, in its 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)."

By order of the Board



C S Singhi
ED (Co Secretary)
Membership No. F2570

Date: 29.12.2020

Place: Kolkata

Notes:

(i) In view of CoVID-19 Pandemic and in conformity with the applicable regulatory requirements, the Postal Ballot Notice is being sent only through electronic mode to Members whose names appear in the Register of Members of the Company or in the Register of Beneficial Owners maintained by the Depositories on **Friday, the 25th December, 2020.**

(ii) Members holding shares in physical mode and whose email address not registered are requested to register/ update their e-mail address by submitting the 'Email Registration Form'

available at the Company's website www.hindustancopper.com to the Company's Registrar and Transfer Agent, M/s C B management Services (P) Ltd, ("the RTA") P-22, Bondel Road, Kolkata - 700019, at e-mail address rta@cbmsl.com. Members holding shares in electronic form are requested to register/ update e-mail address with their respective Depository Participants.

(iii) E-voting will commence at **9:00 A.M. on Wednesday, the 30th December, 2020 and will end at 5:00 P.M. on Thursday, the 28th January, 2021** after which the e-voting will be blocked by NSDL.

(iv) Voting rights will be reckoned on the paid-up value of shares registered in the names of the Members on **Friday, the 25th December, 2020 (cut-off date)**. Members whose names appear in the Register of Members of the Company or in the Register of Beneficial Owners maintained by the Depositories as on the cut-off date will be entitled to cast their votes. Others should treat this Notice for information purposes only.

(v) 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 vote to the email address of Scrutinizer at kothari.navin@yahoo.com with a copy marked to evoting@nsdl.co.in and also marked to investors_cs@hindustancopper.com.

(vi) Relevant documents referred to in this Postal Ballot Notice and the Explanatory Statement, are available for inspection by the Members at the Company's Registered Office between 11:00 A.M. to 1:00 P.M. on all working days except Saturday, Sunday and holidays from the date of despatch of this Postal Ballot Notice and up to the date of closure of e-voting.

(vii) Special Resolutions, if passed by requisite majority, will be deemed to have been passed on the last date specified for e-voting i.e. **Thursday, the 28th January, 2021**.

The procedure with respect to e-voting is provided below:-

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.
- b) "Physical User Reset Password?" (If you are holding shares in physical mode) option available on 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 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 115487.

- 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 cast their vote through e-voting 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.

GENERAL INFORMATION FOR SHAREHOLDERS

1. 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.
2. In case of any query / grievance with respect to e-voting, Members may refer to the Frequently Asked Questions (FAQs) for Shareholders and 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 call at toll free no. 1800 - 222 - 990 or at E-mail ID [:evoting@nsdl.co.in](mailto:evoting@nsdl.co.in). Members may also contact Mr. Sujit Sengupta, Compliance Officer of Company’s RTA at Phone No. 033 2280 6692, 4011 6700/ 18/23/28 and at Email ID rta@cbmsl.com.
3. Members please note that Dividend Distribution Policy of the Company prepared as per requirement of SEBI Regulations is available at the website of the Company at www.hindustancopper.com.

Annexure to the Notice

Explanatory Statement pursuant to Section 102 of the Companies Act, 2013

Item 1

The Members in the 52nd AGM held on 31.07.2019, had authorized the Board of Directors ('the Board') of Hindustan Copper Ltd ('the Company'/'HCL') to borrow up to an amount not exceeding Rs. 2500 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 ('the Act') and other applicable provisions.

The Board in its 395th meeting held on 01.06.2020 had accorded approval to borrow for any business purpose of the Company, from single bank / consortium banks/other banks etc., Indian or Foreign, Public Sector Undertakings/Financial Institutions, Indian or foreign, by way of overdraft or Cash Credit, Working Capital Demand Loan, Commercial Paper, Bill discounting, other loan arrangements, by whatever name called or otherwise, up to an aggregate of Rs.1,350 crores, excluding non-fund based facilities, at any point of time under Sec 179(3) (d) of the Act. It was further resolved that such borrowings at any point of time excludes loan from Government of India and interest accrued and outstanding thereof and also excluded loans/ borrowings obtained with specific approval of the Board.

Section 180 (1)(c) of the Act states that the Board of Directors of a company shall exercise power '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 temporary loans obtained from the company's bankers in the ordinary course of business', only with the consent of the company (by shareholders in an AGM/ EGM) by a special resolution.

In around October, 2020, the Company has borrowed Rs. 1,028 crore long-term and other loans is Rs. 458 crore totalling around Rs.1,486 crore. As the borrowings from the Company's bankers in the ordinary course of business is more than the current Net Worth of the Company, the Company proposes to fix the upper limit of borrowing as Rs 2,500 crore for all types of borrowings/ loans across various products as may be permitted by law from time to time, as deemed to be requisite and proper for the business of the Company including capex/ expansion projects, on such terms and conditions as the Board of Directors may determine, and to take approval of the shareholders for the total loans of the Company, under Section of 180(1) (c) of the Act and Section 180(1)(a) for creation of security in line with the Act guidelines.

Further as per SEBI vide its Circular No. SEBI/HO/DDHS/CIR/P/2018/144 dated 26.11.2018 has made it mandatory that "large Corporates" shall raise not less than 25% of its incremental borrowings, by way of debt securities, as defined under SEBI (Issue and listing of Debt securities) Regulations, 2008. HCL is a large corporate listed entity as per the above SEBI Circular and has an outstanding long term borrowing of more than Rs. 100 crore and also has a credit rating falling in the category of "AA and above". Hence, it is proposed that the Company may raise funds by way of debt securities for any corporate purpose as deemed to be requisite and proper for the business of the Company including capex/ expansion projects, within the overall limit of Rs. 2500 crore.

Debentures/ Bonds under private placement basis are governed inter-alia by Sections 23(1)(b), 42 and 71 of the Act read with Rule 14(2) of Companies (Prospectus and Allotment of Securities) Rules, 2014. As per applicable provisions, 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 Members by 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 Act read with applicable Rules, for making Private Placement of Unsecured/Secured Non-Convertible Bonds/Debentures up to Rs. 2500 crore during the next 12 months 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 program of the Company of Rs. 2500 crore, including by inviting quotations/ bids/ book building etc. or any other process allowed under the regulations including on Electronic Bidding Platform (EBP)/ any other mode, approval of Members by Special Resolution is required.

In view of the above, the Board in its meeting held on 29.10.2020 has recommended passing of the Special Resolution mentioned at item No. 1 of the Notice by Members of the Company.

None of the Directors or Key Managerial Personnel of the Company or their relatives is in any way, concerned or interested, financially or otherwise in the resolution set out at Item No. 1 of the Notice.

Item 2

According to the provisions of Section 180(1)(a) of the Act, creation of charge, mortgage or hypothecation on the assets of the Company in connection with borrowing as mentioned in Item No. 1 above shall require approval of Members by Special Resolution.

The creation of charge / providing security will be towards any sum borrowed in any form, long-term or short-term loans including bonds/ debentures, 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.

In view of the above, the Board in its meeting held on 29.10.2020 has recommended passing of the Special Resolution mentioned at item No. 2 of the Notice by Members of the Company.

None of the Directors or Key Managerial Personnel of the Company or their relatives is in any way, concerned or interested, financially or otherwise in the resolution set out at Item No. 2 of the Notice.

Item 3

Pursuant to Sections 23, 42 and 62 of the Act, the Companies (Prospectus and Allotment of Securities) Rules, 2014 and other applicable provisions of the Act and the rules made thereunder, the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018 ("SEBI ICDR Regulations") and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI LODR Regulations"), each as amended, the approval of the Members is required by Special Resolution, for further issue of equity shares of the Company to persons not being existing Members of the Company.

The Members of the Company in the 52nd AGM held on 31.07.2019 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 ("SEBI ICDR Regulations"), the Act and other applicable laws for part funding the ongoing ambitious expansion/ Capex plan of the Company.

Accordingly, as approved by the Board in its meeting held on 29.10.2020, 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/ Capex plan, in compliance with the ("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 Government of India shareholding in the Company from the current 76.05% to 66.13%, 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 (QIP), 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, corporate 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 permissible discount or premium to market price or prices, in such manner and on such terms and conditions as may be decided by the Board/ QP Committee 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, without requiring any further approval or consent from the shareholders of the company. 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/ QIP Committee in accordance with Chapter VI of the SEBI ICDR Regulations. The 'Relevant Date' for this purpose will be the date of the meeting in which the Board of Directors or the QIP Committee or any other Committee duly authorized by 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 Act, the SEBI ICDR Regulations, 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 authorize 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 365 days/12 months from the date of passing of this resolution or such other time as may be allowed under the SEBI ICDR Regulations and the 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 of the Company intend to make any contribution either as part of the Issue or in furtherance of the object of the issue.

In view of the above, the Board in its meeting held on 29.10.2020 has recommended passing of the Special Resolution mentioned at item No. 3 of the Notice by Members of the Company.

None of the Directors or Key Managerial Personnel of the Company or their relatives is in any way, concerned or interested, financially or otherwise in the resolution set out at Item No. 3 of the Notice.

Item 4

In furtherance of the proposal to issue further equity shares of the Company by way of a QIP as set out in Item No. 3, the Board considers it expedient to depute certain authorities in relation to the QIP to a committee of the Board consisting of the Chairman cum Managing Director and the Director (Finance) of the Company, for the purpose of operational convenience and to ensure compliance with legal requirements in a timebound manner.

In view of the above, the Board in its meeting held on 29.10.2020 has recommended passing of the Special Resolution mentioned at item No. 4 of the Notice by Members of the Company.

None of the Directors or Key Managerial Personnel of the Company or their relatives is in any way, concerned or interested, financially or otherwise in the resolution set out at Item No. 4 of the Notice.
