

## Hindustan Copper Limited

### Policy for determination of materiality of events and information for disclosure to the Stock Exchanges

#### 1. Preamble

This Policy for determination of materiality of events and information for disclosure to the Stock Exchanges (“this or the Policy) has been formulated in terms of Regulation 30 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”).

#### 2. Objective

The objective of the Policy is to ensure timely and adequate disclosure of material events and information under Regulation 30 of the Listing Regulations by Hindustan Copper Limited (“the Company”).

#### 3. Scope

3.1 The following events or information shall be deemed material and to be disclosed (without any application of the guidelines of materiality) to the Stock Exchanges within 30 minutes of the decision taken or approval granted by the Board of Directors (“the Board”) of the Company :-

- i. dividends and/or cash bonuses recommended or declared or the decision to pass any dividend and the date on which dividend shall be paid/dispatched;
- ii. any cancellation of dividend with reasons thereof;
- iii. the decision on buyback of securities;
- iv. the decision with respect to fund raising proposed to be undertaken;
- v. increase in capital by issue of bonus shares through capitalization including the date on which such bonus shares shall be credited/dispatched;
- vi. reissue of forfeited shares or securities, or the issue of shares or securities held in reserve for future issue or the creation in any form or manner of new shares or securities or any other rights, privileges or benefits to subscribe to;
- vii. short particulars of any other alterations of capital, including calls;
- viii. financial results;
- ix. decision on voluntary delisting by the Company from Stock Exchanges.

3.2 The following events or information shall be deemed material and to be disclosed (without any application of the guidelines of materiality) to the Stock Exchanges as soon as possible but not later than 24 hours of the occurrence of the event or information:-

- i. Acquisition(s) (including agreement to acquire), Scheme of Arrangement (amalgamation/ merger/ demerger/restructuring), or sale or disposal of any unit(s), division(s) or subsidiary of the Company or any other restructuring.

Explanation - For the purpose of this sub-para, the word 'acquisition' shall mean -

- 1) acquiring control, whether directly or indirectly; or,
- 2) acquiring or agreeing to acquire shares or voting rights in, a company, whether directly or indirectly, such that -
  - (a) the Company holds shares or voting rights aggregating to five per cent or more of the shares or voting rights in the said company, or;
  - (b) there has been a change in holding from the last disclosure made under sub-clause (a) of clause (ii) of the Explanation to this sub-para and such change exceeds two per cent of the total shareholding or voting rights in the said company.
- ii. Issuance or forfeiture of securities, split or consolidation of shares, buyback of securities, any restriction on transferability of securities or alteration in terms or structure of existing securities including forfeiture, reissue of forfeited securities, alteration of calls, redemption of securities etc.
- iii. Revision in Rating(s).
- iv. Agreements (viz. shareholder agreement(s), joint venture agreement(s), family settlement agreement(s) (to the extent that it impacts management and control of the Company), agreement(s)/treaty (ies)/contract(s) with media companies) which are binding and not in normal course of business, revision(s) or amendment(s) and termination(s) thereof.
- v. Fraud/defaults by promoter or key managerial personnel or by Company or arrest of key managerial personnel or promoter.
- vi. Change in directors, key managerial personnel (CMD, Functional Directors, Company Secretary etc.), Auditor and Compliance Officer.
- vii. In case of resignation of the Auditor of the Company, detailed reasons for resignation of Auditor, as given by the said Auditor, to be disclosed to the stock exchanges as soon as possible but not later than twenty four hours of receipt of such reasons from the Auditor.
- viii. Resignation of Independent Director including reasons for resignation: In case of resignation of an Independent Director of the Company, within seven days from the date of resignation, the following disclosures shall be made to the stock exchanges by the Company:
  - A. Detailed reasons for the resignation of Independent Directors as given by the said Director shall be disclosed by the Company to the stock exchanges.
  - B. The Independent Director shall, along with the detailed reasons, also provide a confirmation that there is no other material reasons other than those provided.
  - C. The confirmation as provided by the Independent Director above shall also be disclosed by the Company to the stock exchanges along with the detailed reasons as specified in sub-clause (A) above.
- ix. Appointment or discontinuation of share transfer agent.
- x. Corporate debt restructuring.
- xi. One time settlement with a bank.
- xii. Reference to BIFR and winding-up petition filed by any party / creditors.
- xiii. Issuance of Notices, call letters, resolutions and circulars sent to shareholders, debenture holders or creditors or any class of them or advertised in the media by the Company.
- xiv. Proceedings of annual and extraordinary general meetings of the Company.

- xv. Amendments to memorandum and articles of association of Company, in brief.
- xvi. Schedule of Analyst or institutional investor meet and presentations on financial results made by the Company to analysts or institutional investors.
- xvii. The following events in relation to the corporate insolvency resolution process (CIRP) of a listed corporate debtor under the Insolvency Code:
  - a) Filing of application by the corporate applicant for initiation of CIRP, also specifying the amount of default;
  - b) Filing of application by financial creditors for initiation of CIRP against the corporate debtor, also specifying the amount of default;
  - c) Admission of application by the Tribunal, along with amount of default or rejection or withdrawal, as applicable;
  - d) Public announcement made pursuant to order passed by the Tribunal under section 13 of Insolvency Code;
  - e) List of creditors as required to be displayed by the corporate debtor under regulation 13(2)(c) of the IBBI (Insolvency Resolution Process for Corporate Persons) Regulations, 2016;
  - f) Appointment/ Replacement of the Resolution Professional;
  - g) Prior or post-facto intimation of the meetings of Committee of Creditors;
  - h) Brief particulars of invitation of resolution plans under section 25(2)(h) of Insolvency Code in the Form specified under regulation 36A(5) of the IBBI (Insolvency Resolution Process for Corporate Persons) Regulations, 2016;
  - i) Number of resolution plans received by Resolution Professional;
  - j) Filing of resolution plan with the Tribunal;
  - k) Approval of resolution plan by the Tribunal or rejection, if applicable;
  - l) Salient features, not involving commercial secrets, of the resolution plan approved by the Tribunal, in such form as may be specified;
  - m) Any other material information not involving commercial secrets.
- xviii. Disclosure of following on re-classification of any person as promoter / public as per Regulation 31A of the Listing Regulations:
  - (a) receipt of request for re-classification by the Company from the promoter(s) seeking re-classification;
  - (b) minutes of the board meeting considering such request which would include the views of the board on the request;
  - (c) submission of application for re-classification of status as promoter/public by the Company to the stock exchanges;
  - (d) decision of the stock exchanges on such application as communicated to the Company;
- xix. Any major development likely to affect business, e.g. Change in Accounting Policy paving significant impact on accounts, emergence of new technologies, expiry of patents, etc.

3.3 The following events or information shall be disclosed to the Stock Exchanges as soon as possible but not later than 24 hours of the occurrence of the event or information if the impact of such event or information on the Company exceeds 10% of

its turnover or 10% of its net worth, whichever is higher, such turnover / net worth to be based on the latest audited financial statements of the Company:-

- i. Commencement or any postponement in the date of commencement of commercial production or commercial operations of any unit/division.
- ii. Change in the general character or nature of business brought about by arrangements for strategic, technical, manufacturing, or marketing tie-up, adoption of new lines of business or closure of operations of any unit/division (entirety or piecemeal).
- iii. Capacity addition or product launch.
- iv. Awarding, bagging/ receiving, amendment or termination of awarded/bagged orders/contracts not in the normal course of business.
  - v. Agreements (viz. loan agreement(s) (as a borrower) or any other agreement(s) which are binding and not in normal course of business) and revision(s) or amendment(s) or termination(s) thereof.
- vi. Disruption of operations of any one or more units or division of the Company due to natural calamity (earthquake, flood, fire etc.), force majeure or events such as strikes, lockouts etc.
- vii. Effect(s) arising out of change in the regulatory framework applicable to the Company
- viii. Litigation(s) / dispute(s) / regulatory action(s) with impact.
  - ix. Fraud/defaults etc. by directors (other than key managerial personnel) or employees of Company.
  - x. Options to purchase securities including any ESOP/ESPS Scheme.
  - xi. Giving of guarantees or indemnity or becoming a surety for any third party.
  - xii. Granting, withdrawal, surrender, cancellation or suspension of key licenses or regulatory approvals.

3.3.1 In case the materiality threshold indicated above cannot be applied to a particular event/information, the Company will disclose such event/information:

- i. When non-disclosure of the event/ information is likely to result in discontinuity or alteration of the event/information already available in public domain, or
- ii. It is expected that if the event/information subsequently comes in public domain, it will impact the market price of the Company's shares exceeding 15% or more, wholly attributable to such event/information, or
- iii. If the event is material in the opinion of the Board.

#### **4. Intimation / Authorization for disclosures**

4.1 The concerned Functional Directors / Head of Departments at Corporate Office shall immediately on occurrence of any of the event / information as mentioned in Para 3 above, which pertains to their functional area, inform about the same to the Company Secretary department.

4.2 Any two among the key managerial personnel (CMD, Functional Directors and the Company Secretary) of the Company are jointly authorized to determine materiality of an event/information and any one of them shall make disclosures of such event/information to Stock Exchanges. Contact details of such authorized personnel

are available on the Company's website and have been disclosed to the Stock Exchanges.

#### **5. Prompt disclosure to Stock Exchanges**

The Company shall disclose to the Stock Exchanges of all events/ information within the prescribed time limit mentioned in Para 3 above. In case of delay in disclosure, the Company shall, along with such disclosures provide explanation for the delay.

#### **6. Disclosure on Company website**

All such events or information which has been disclosed to Stock Exchanges under this Policy shall be placed on the website of the Company for a minimum period of five years and thereafter as per the Archival Policy of the Company.

#### **7. Amendments**

Any change / modification in the Policy due to amendment in the provisions of the Listing Regulations shall be done with the approval of CMD and shall be informed to the Board.

Contact details of Key Managerial Personnel pursuant to Regulation 30(5) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

With reference to the captioned subject, the contact details of Key Managerial Personnel's (KMP) authorized for the purpose of determining materiality of an event or information and for making disclosures to the Stock Exchange pursuant to Regulation 30(5) of SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015 are as under:

Sr. No.	Name of KMP	Designation	Contact detail
1.	Shri Santosh Sharma	Chairman and Managing Director	Telephone: +91 33 2283 2725 Email: santoshsharma@hindustancopper.com
2.	Shri Anupam Anand	Director (Personnel)	Telephone: +91 33 2281 6221 Email: anupamanand@hindustancopper.com
3.	Shri Sanjay Kumar Bhattacharya	Director (Mining)	Telephone: +91 33 2281 7138 Email: bhattacharya_sk@hindustancopper.com
4.	Shri Sukhen Kumar Bandyopadhyay	Director (Finance)	Telephone: +91 33 2282 0702 Email: sukhenb@hindustancopper.com
5.	Shri Arun Kumar Shukla	Director (Operations)	Telephone: +91 33 2287 0325 Email: akshukla@hindustancopper.com
6.	Shri C S Singhi	GM (IA) & Co Secretary	Telephone: +91 33 2283 2676 Email: singhi_cs@hindustancopper.com