



# हिन्दुस्तान कॉपर लिमिटेड

## HINDUSTAN COPPER LIMITED

CIN No. : L27201WB1967GOI028825

भारत सरकार का उपक्रम  
A GOVT. OF INDIA ENTERPRISE

पंजीकृत एवं प्रधान कार्यालय  
Registered & Head Office

ताम्र भवन TAMRA BHAVAN  
1, आशुतोष चौधरी एवेन्यू  
1, Ashutosh Chowdhury Avenue,  
पो.बॉ.सं० P.B. NO. 10224  
कोलकाता KOLKATA- 700 019

No. HCL/SCY/SE/ 2021

13.5.2022

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,

Pursuant to Regulation 30 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, we enclose herewith the Notice of Postal Ballot dated 11.5.2022 along with Explanatory Statement pursuant to the provisions Section 102 of the Companies Act, 2013 seeking approval of the Members of the Company of the following Resolutions to be transacted through Postal Ballot by way of e-voting:

1	Approval for appointment of Shri Ghanshyam Sharma (DIN 07090008) as Director (Finance) of the Company
2	Approval for appointment of Shri Sanjiv Kumar Singh (DIN 09548389) as Director (Mining) of the Company
3	Approval for appointment of Shri Annadevara Gurunadha Krishna Prasad (DIN 02557375) as part time non-official (Independent) Director of the Company
4	Approval for appointment of Shri Avinash Janardan Bhide (DIN 09388571) as part time non-official (Independent) Director of the Company
5	Approval for appointment of Smt. Hemlata Verma (DIN 09549304) as part time non-official (Independent) Director of the Company

In confirmatory with the applicable regulatory requirements, the Notice of Postal Ballot has been sent through electronic mode on 12.5.2022 to the Members whose names appear in the Register of Members of the Company or in the Register of Beneficial Owners maintained by the Depositories on 6.5.2022 (the Cut-off date). E-voting on resolutions will commence at 9:00 A.M. on Tuesday, the 17th May, 2022 and will end at 5:00 P.M. on Wednesday, the 15th June, 2022. Resolutions, if passed by requisite majority, will be deemed to have been passed on the last date specified for e-voting i.e., Wednesday, the 15th June, 2022. The Scrutinizer

फोन Tel : 2283-2226 (Hunting), फैक्स Fax : (033) 2283-2478/2640


तार Cable : हिन्दुस्तान HINDCOPPER, ई-मेल E-mail : hc\_lh@hindustancopper.com, वेब Web : www.hindustancopper.com

will submit his report to the Chairman, or any other person authorised by Chairman, after scrutiny of the votes cast, on the result of the Postal Ballot on or before Friday, the 17th June, 2022.

The above is submitted for information and record please.

Thanking you,

Yours faithfully,



(C S Singhi)  
ED (Co Secretary)

Encl: As stated



**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, 110 and other applicable provisions if any of the Companies Act, 2013 ("the Act") read with the Companies (Management and Administration) Rules, 2014 ("the Rules"), Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations"), Secretarial Standard on General Meetings ('SS-2') issued by the Institute of Company Secretaries of India and other applicable laws, rules and regulations (including any statutory modification or re-enactment thereof for the time being in force and as amended from time to time) and the Circulars issued by the Ministry of Corporate Affairs, Government of India, 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 read with Regulation 36 of the SEBI Listing Regulations and SS-2 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.

In confirmatory 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.

**SPECIAL BUSINESS:**

**Item No 1: Appointment of Shri Ghanshyam Sharma (DIN 07090008) as Director (Finance) of the Company**

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

"RESOLVED THAT pursuant to Section 152 and other applicable provisions of the Companies Act, 2013 and the rules made there under and Regulation 17(1C) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment thereof for the time being in force), appointment of Shri Ghanshyam Sharma (DIN 07090008) as Director (Finance) of the Company on his assumption of additional charge of the post (in addition to his existing responsibilities as Director (Finance) of Mineral Exploration Corporation Ltd) with effect from 13.9.2021 (A/N) in terms of Ministry of Mines' Order No.10/2/2017-Met.III dated 10.9.2021 read with Corrigendum No 10/2/2017-Met.III dated 14.9.2021, Order No. 10/2/2017-Met.III dated 1.4.2022 and Order No. 10/2/2017-Met.III (FTS: 3048658) dated 26.4.2022 on such terms and conditions as may be notified by the Government of India from time to time be and is hereby approved."

**Item No 2: Appointment of Shri Sanjiv Kumar Singh (DIN 09548389) as Director (Mining) of the Company**

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

“RESOLVED THAT pursuant to Section 152 and other applicable provisions of the Companies Act, 2013 and the rules made there under and Regulation 17(1C) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment thereof for the time being in force), appointment of Shri Sanjiv Kumar Singh (DIN 09548389) as Director (Mining) of the Company with effect from 26.3.2022 (F/N) in terms of Ministry of Mines’ Order No. Met.3-10/1/2020-Metal III dated 22.3.2022 read with Letter F. No. Met.3-10/1/2020-Met.III (FTS:3058956) dated 6.4.2022 on such terms and conditions as may be notified by the Government of India from time to time be and is hereby approved.”

**Item No 3: Appointment of Shri Annadevara Gurunadha Krishna Prasad (DIN 02557375) as part time non-official (Independent) Director of the Company**

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

“RESOLVED THAT pursuant to Section 149, 152 and other applicable provisions of the Companies Act, 2013 and the rules made there under and Regulation 17(1C) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment thereof for the time being in force), appointment of Shri Annadevara Gurunadha Krishna Prasad (DIN 02557375) as part time non-official (Independent) Director of the Company with effect from 3.11.2021 in terms of Ministry of Mines’ Order No. Met.3-10/2/2020-Met.III dated 3.11.2021 be and is hereby approved.”

**Item No 4: Appointment of Shri Avinash Janardan Bhide (DIN 09388571) as part time non-official (Independent) Director of the Company**

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


“RESOLVED THAT pursuant to Section 149, 152 and other applicable provisions of the Companies Act, 2013 and the rules made there under and Regulation 17(1C) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment thereof for the time being in force), appointment of Shri Avinash Janardan Bhide (DIN 09388571) as part time non-official (Independent) Director of the Company with effect from 3.11.2021 in terms of Ministry of Mines’ Order No. Met.3-10/2/2020-Met.III dated 3.11.2021 be and is hereby approved.”

**Item No 5: Appointment of Smt. Hemlata Verma (DIN 09549304) as part time non-official (Independent) Director of the Company**

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

“RESOLVED THAT pursuant to Section 149, 152 and other applicable provisions of the Companies Act, 2013 and the rules made there under and Regulation 17(1C) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment thereof for the time being in force), appointment of Smt. Hemlata Verma (DIN 09549304) as part time non-official (Independent) Director of the Company with effect from 22.3.2022 in terms of Ministry of Mines’ Order No. Met.3-10/2/2020-Met.III dated 22.3.2022 be and is hereby approved.”

By order of the Board

  
C S Singhi  
ED (Co Secretary)  
(FCS No: 2570)

Date: 11.5.2022  
Place: Kolkata

Notes:

(i) In accordance with the MCA Circulars, this Postal Ballot Notice is being sent only through electronic mode to those Members whose names appear in the Register of Members of the Company / List of Beneficial Owners as on **Friday, 6<sup>th</sup> May, 2022** ('Cut-Off Date') and whose e-mail addresses are registered with the Company/RTA/Depositories/Depository Participants or who will register their e-mail address in accordance with the process outlined in this Notice. The voting rights of the Members shall be in proportion to their share in the paid-up equity share capital of the Company as on the Cut-Off Date i.e., **Friday, the 6<sup>th</sup> May, 2022**.

(ii) Members would be able to cast their votes and convey their assent or dissent to the proposed resolution only through the remote e-voting process. Members whose names appear on the Register of Members / List of Beneficial Owners on the Cut-Off Date will only be considered eligible for the purpose of e-voting. A person who becomes a Member after the Cut-Off Date should treat this notice for information purpose only.

(iii) Members may note that copy of this Postal Ballot Notice is also available on the website of the Company at [www.hindustancopper.com](http://www.hindustancopper.com), websites of the Stock Exchanges where the equity shares of the Company are listed i.e., BSE Limited at [www.bseindia.com](http://www.bseindia.com) and National Stock Exchange of India Limited at [www.nseindia.com](http://www.nseindia.com) and on the website of NSDL (Agency for providing e-voting platform) at <https://www.evoting.nsdl.com>.

(iv) Members 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](http://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 [rt@cbsl.com](mailto:rt@cbsl.com). Members holding shares in electronic form are requested to register/ update e-mail address with their respective Depository Participants.

(v) Pursuant to Section 108 and 110 of the Act read with Rules 20 and 22 of the Rules, Regulation 44 of the SEBI Listing Regulations, SS-2 and the MCA Circulars, the Company is providing remote e-voting facility to its Members, to enable them to cast their votes electronically. The detailed procedure with respect to remote e-voting is mentioned in this Notice.

(vi) The remote e-voting will commence at **9:00 A.M. on Tuesday, the 17<sup>th</sup> May, 2022** and will end at **5:00 P.M. on Wednesday, the 15<sup>th</sup> June, 2022**. During this period, Members of the Company holding shares in physical or electronic form as on the Cut-Off Date may cast their vote electronically. The remote e-voting module shall be disabled by NSDL for voting thereafter.

(vii) 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](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).

(viii) The Scrutinizer will submit his report to the Chairman, or any other person authorised by Chairman, after scrutiny of the votes cast, on the result of the Postal Ballot on or before **Friday, the 17<sup>th</sup> June, 2022**. The Scrutinizer's decision on the validity of votes cast will be final.

(ix) The Result declared along with the Scrutinizer's Report shall also be placed on the website of the Company at [www.hindustancopper.com](http://www.hindustancopper.com) and on the website of NSDL at [www.evoting.nsdl.com](http://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.

(x) Resolutions, if passed by requisite majority, will be deemed to have been passed on the last date specified for e-voting i.e., **Wednesday, the 15<sup>th</sup> June, 2022**.

(xi) Relevant documents referred to in this Postal Ballot Notice and the Explanatory Statement, will be available for inspection by the Members electronically up to the date of closure of e-voting. Members seeking to inspect such documents can send email request at [investors\\_cs@hindustancopper.com](mailto:investors_cs@hindustancopper.com) or [rta@cbmsl.com](mailto:rta@cbmsl.com).

1. The process and manner of remote e-Voting are as under:

**Login method for e-Voting for Individual Members holding securities in demat mode**

In terms of SEBI circular dated 9.12.2020 on e-Voting facility provided by listed companies, individual Members holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Members are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility. Login method for Individual Members holding securities in demat mode is given below:

**A) Individual Members holding securities in demat mode with NSDL:**

1. Existing IDeAS user can visit the e-Services website of NSDL viz. <https://eservices.nsdl.com> either on a Personal Computer or on a mobile. On the e-Services home page click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section, this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under value added services. Click on "Access to e-Voting" under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period.
2. If you are not registered for IDeAS e-Services, option to register is available at <https://eservices.nsdl.com>. Select "Register Online for IDeAS Portal" or click at <https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp>.
3. 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. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number held with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period.

**B) Individual Members holding securities in demat mode with CDSL:**

1. Existing users who have opted for Easi / Easiest, they can login through their user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi / Easiest are <https://web.cdslindia.com/myeasi/home/login> or [www.cdslindia.com](http://www.cdslindia.com) and click on New System Myeasi.
2. After successful login of Easi/Easiest the user will be also able to see the E Voting Menu. The Menu will have links of e-Voting service provider i.e. NSDL. Click on NSDL to cast your vote.
3. If the user is not registered for Easi/Easiest, option to register is available at <https://web.cdslindia.com/myeasi/Registration/EasiRegistration>
4. Alternatively, the user can directly access e-Voting page by providing demat Account Number and PAN No. from a link in [www.cdslindia.com](http://www.cdslindia.com) home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the demat Account. After successful authentication, user will be provided links for the respective ESP i.e. NSDL where the e-Voting is in progress

**C) Individual Members (holding securities in demat mode) login through their depository participants**

You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. upon logging in, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period.

**Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.**

**Helpdesk for Individual Members holding securities in demat mode for any technical issues related to login through Depository i.e. NSDL and CDSL.**

Login type	Helpdesk details
Individual Members holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at <a href="mailto:evoting@nsdl.co.in">evoting@nsdl.co.in</a> or call at toll free no.: 1800 1020 990 and 1800 22 44 30
Individual Members holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or contact at 022- 23058738 or 022-23058542-43

**Login Method for e-Voting for Members other than Individual Members holding securities in demat mode and Members holding securities in physical mode**

**How to Log-in to NSDL e-Voting website?**

1. 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.
2. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section.
3. A new screen will open. You will have to enter your User ID, your Password/OTP 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.*
4. 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***

5. Password details for shareholders other than Individual shareholders 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 email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .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 number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.
  - (ii) If your email ID is not registered, please follow steps mentioned below in process for those Members whose email ids are not registered.
6. 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 etc.
  - d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.
7. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.
8. Now, you will have to click on "Login" button.
9. After you click on the "Login" button, Home page of e-Voting will open.

#### How to cast your vote electronically on NSDL e-Voting system?

- (i) After successful login at Step 1, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle is in active status.
- (ii) Select "EVEN" of Hindustan Copper Ltd, which is **119792**.
- (iii) Now you are ready for e-Voting as the Voting page opens.
- (iv) 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.
- (v) Upon confirmation, the message "Vote cast successfully" will be displayed.
- (vi) You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
- (vii) 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 mode, Members 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) scanned copy of Share Certificate (front and back) (c) self-attested scanned copy of the PAN Card and 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](mailto:rta@cbmsl.com) and the Company at [investors\\_cs@hindustancopper.com](mailto: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](mailto:rta@cbmsl.com) and the Company at [investors\\_cs@hindustancopper.com](mailto:investors_cs@hindustancopper.com).



- iii. Alternatively, Member may send an e-mail request to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) for obtaining User ID and Password by providing the details mentioned in Point (i) or (ii) as the case may be.

#### **General information for Members**

- i. 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.
- ii. 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, AVP / Ms. Pallavi Mhatre, Manager, NSDL, Trade World, “A” Wing, 4th Floor, Kamala Mills Compound, Lower Parel, Mumbai 400 013 at toll free no. 11800 1020 990 / 1800 22 44 30 or at E-mail ID : [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in). Members holding shares in demat mode with CDSL and facing any technical issue in login can contact CDSL helpdesk by sending a request at [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) or contact at 022- 23058738 or 022-23058542-43.

## Annexure to the Notice

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

#### **Item No. 1**

**Shri Ghanshyam Sharma** has assumed additional charge of the post of Director (Finance), Hindustan Copper Ltd ( HCL / the Company) [in addition to his existing responsibilities as Director (Finance) of Mineral Exploration Corporation Ltd] with effect from 13.9.2021 to 12.9.2022 or till a regular incumbent joins the post or until further orders, whichever is the earliest, in terms of Ministry of Mines' Order No.10/2/2017-Met.III dated 10.9.2021 read with Corrigendum No.10/2/2017-Met.III dated 14.9.2021, Order No. 10/2/2017-Met.III dated 1.4.2022 and Order No. 10/2/2017-Met.III (FTS: 3048658) dated 26.4.2022. It is now proposed to obtain approval of Members of the Company of his appointment by passing the resolution through Postal Ballot in order to comply with the relevant provisions of the Companies Act, 2013 (the Act) and SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015 (SEBI Listing Regulations).

Born on 17.5.1965, Shri Ghanshyam Sharm is Chartered Accountant, having experience of more than 33 years in audit and working of various PSUs engaged in the field of Finance, Engineering, Telecommunication, Power, Consultancy, Construction, Paper and Exploration etc. He has worked in different capacities in varied PSUs like Telecom Consultants (India) Ltd, Nuclear Power Corporation Ltd, Hindustan Newsprint Ltd and Mineral Exploration Corporation Ltd. He has vast experience in Project Management of Power, Telecom, Exploration Projects and providing PMC Services. Involved in the execution of Projects costing Rupees eight thousand crore and Feeder Replacement Project costing Rupees four hundred fifty crore. Besides, Shri Sharma has got exposure in the field of financing of projects, i.e. raising of funds through issue of Bonds, Term Loan, Cash Credit etc. from bank and Suppliers' Credit etc. He has widely travelled and served in India & abroad like Kingdom of Saudi Arabia, Qatar and Afghanistan beside special assignment with the United Nations. Shri Sharma is Director (Finance) of Mineral Exploration Corporation Ltd since 27.2.2018. Prior to this, he was Director (Finance) in Hindustan Newsprint Ltd.

Shri Ghanshyam Sharma is neither disqualified from being appointed as Director in terms of provisions of the Act nor debarred from being appointed to the office of Director by virtue of any order of SEBI or any other authority. None of the Directors, Managers and other Key Managerial Personnel (KMP) of the Company is related to Shri Sharma

He does not hold directorship and the membership of the Committees of other listed companies including during last three years. He does not hold any share in his name or on a beneficial basis for any other person in the Company.

He has attended all six Board meetings held after his assumption of charge of post of Director (Finance) of the Company.

Shri Sharma possesses requisite skill and capabilities required to perform the role of director and the Board considers that his continued association would be of immense benefit to the Company and recommends the Ordinary Resolution regarding his appointment as Director (Finance) of the Company for approval by Members.

Except Shri Sharma, 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. 1.

#### **Item No. 2**

**Shri Sanjiv Kumar Singh** has joined as Director (Mining) of the Company with effect from 26.3.2022 in the scale of pay of Rs.1,80,000 - 3,40,000/- in terms of Ministry of Mines' order No. Met.3-10/1/2020-Metal III dated 22.3.2022, from the date of assumption of charge till the date of superannuation i.e. 30.6.2026 or until further orders, whichever is earlier. It is now proposed to obtain approval of Members of the Company of his appointment by passing the resolution through Postal Ballot in order to comply with the relevant provisions of the Act and SEBI Listing Regulations.

Born on 5.6.1966, Shri Sanjiv Kumar Singh is B. Tech and M. Tech in Open Cast Mining from Indian School of Mines, Dhanbad and MBA (Finance) from BIT Mesra, Ranchi. Shri Singh started his career in CMPDIL as Junior Executive Engineer in the year 1987 and thereafter he has held several key positions in CMPDIL and later on in NTPC Ltd. Shri Singh has got rich and varied experience spanning over 34 years in public sector companies in mine planning and design, preparation of MDO document, statutory clearance, evaluation of tenders and financial appraisal of the Projects. Prior to joining HCL, Shri Singh was General Manager (Coal Mining) in NTPC Ltd. Shri Singh has visited Indonesia & Australia regarding the acquisition of coal blocks for NTPC. He has also been a part of Indian delegation of India-Australia Energy Security Dialogue, held in Australia during February 7-12, 2016.

Shri Sanjiv Kumar Singh is neither disqualified from being appointed as Director in terms of provisions of the Act nor debarred from being appointed to the office of Director by virtue of any order of SEBI or any other authority. None of the Directors, Managers and other Key Managerial Personnel (KMP) of the Company is related to Shri Singh.

He does not hold directorship and the membership of the Committees of other listed companies including during last three years. He holds 100 equity shares in his name in the Company. He however does not hold any share on a beneficial basis for any other person in the Company.

He attended one Board meeting which was only held after joining the Company as Director (Mining).

Shri Singh possesses requisite skill and capabilities required to perform the role of director and the Board considers that his continued association would be of immense benefit to the Company and recommends the Ordinary Resolution regarding his appointment as Director (Mining) of the Company for approval by Members.

Except Shri Singh, 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. 2.

### **Item No. 3**

**Shri Annadevara Gurunadha Krishna Prasad** has been appointed as part time non-official (Independent) Director of the Company for a period of three years with effect from 3.11.2021 in terms of Ministry of Mines' Order No. Met.3-10/2/2020-Met.III dated 3.11.2021. It is now proposed to obtain approval of Members of the Company of his appointment by passing the resolution through Postal Ballot in order to comply with the relevant provisions of the Act and SEBI Listing Regulations.

Born on 23.6.1976, Shri Annadevara Gurunadha Krishna Prasad is B. Com from Nagarjuna University and Chartered Accountant (All India 13<sup>th</sup> rank in CA Final Exam). He is a Practicing Chartered Accountant and has over 20 years of experience of Statutory Audit, Management and Operation Audit, Taxation, etc.

Shri Prasad is neither disqualified from being appointed as Director in terms of provisions of the Act nor debarred from being appointed to the office of Director by virtue of any order of SEBI or any other authority. None of the Directors, Managers and other Key Managerial Personnel (KMP) of the Company is related to Shri Prasad. He has furnished a declaration to the Board that he meets the criteria of independence as provided in Section 149(6) read with Schedule IV of the Act and Regulation 16(1)(b) of SEBI Listing Regulations.

He does not hold directorship and the membership of the Committees of other listed companies including during last three years. He does not hold any share in his name or on a beneficial basis for any other person in the Company.

He attended three out of five Board meetings held after his appointment as independent Director of the Company.

Shri Prasad possesses requisite skill and capabilities required to perform the role of director. Shri Prasad fulfils the conditions specified in the Act and SEBI Listing Regulations for his appointment as part time non-official (Independent) Director. Shri Prasad 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. The Board considers that his continued association would be of immense benefit to the Company and recommends the Special Resolution regarding his appointment as independent Director of the Company for approval by Members.

Except Shri Prasad, 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. 3.

#### **Item No. 4**

Shri Avinash Janardan Bhide has been appointed as part time non-official (Independent) Director of the Company for a period of three years with effect from 3.11.2021 in terms of Ministry of Mines' Order No. Met.3-10/2/2020-Met.III dated 3.11.2021. It is now proposed to obtain approval of Members of the Company of his appointment by passing the resolution through Postal Ballot in order to comply with the relevant provisions of the Act and SEBI Listing Regulations.

Born on 21.4.1960, Shri Avinash Janardan Bhide is B.Sc (Microbiology) and LLB. He is Practicing Advocate by profession and has over 36 years of experience. His primary area of practice includes Criminal Law and area of specialization includes Anti-corruption Laws, Pre-conception and Pre-Natal Diagnostic Techniques Act, 1994, Medical Negligence Laws, Consumer cases and cases under Maharashtra Control of Organized Crime Act, 1999 and Maharashtra Protection of Interests of Depositors Act, 1999. He regularly conducts series of lectures on Criminal Laws. Shri Bhide authored and published a book titled "Practical Hints for Criminal Trial" in 2019 and "Sukhanta Jeevanacha" in 2020. Shri Bhide is elected member of Bar Counsel of Maharashtra and Goa from 2010-19 and 2019-24 and Chairman in 2015 and 2019. Presently, he is serving as the Vice-Chairman and Governing Council Member of the Central Hindu Military Education Society, Nashik.

Shri Bhide is neither disqualified from being appointed as Director in terms of provisions of the Act nor debarred from being appointed to the office of Director by virtue of any order of SEBI or any other authority. None of the Directors, Managers and other Key Managerial Personnel (KMP) of the Company is related to Shri Bhide. He has furnished a declaration to the Board that he meets the criteria of independence as provided in Section 149(6) read with Schedule IV of the Act and Regulation 16(1)(b) of SEBI Listing Regulations.

He does not hold directorship and the membership of the Committees of other listed companies including during last three years. He does not hold any share in his name or on a beneficial basis for any other person in the Company.

He has attended all five Board meetings held after his appointment as independent Director of the Company.

Shri Bhide possesses requisite skill and capabilities required to perform the role of director. Shri Bhide fulfils the conditions specified in the Act and SEBI Listing Regulations for his appointment as part time non-official (Independent) Director. Shri Bhide 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. The Board considers that his continued association would be of immense benefit to the Company and recommends the Special Resolution regarding his appointment as independent Director of the Company for approval by Members.

Except Shri Bhide, 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.4.

#### **Item No. 5**

Smt. Hemlata Verma has been appointed as part time non-official (Independent) Director of the Company for a period of three years with effect from 22.3.2022 in terms of Ministry of mines' Order

No. Met.3-10/2/2020-Met.III dated 22.3.2022. It is now proposed to obtain approval of Members of the Company of her appointment by passing the resolution through Postal Ballot in order to comply with the relevant provisions of the Act and SEBI Listing Regulations.

Born on 12.2.1970, Smt. Hemlata Verma is B.A (Honours) and a Social Worker. She is actively involved in the upliftment and improvement of social life. She is also actively associated with a leading Political party of India and has held several key positions including in Ward Parshad of Patna Nagar Nigam, Mahila Morcha in Bihar. Presently, She is Member of State Working Committee in Bihar.

Smt. Verma is neither disqualified from being appointed as Director in terms of provisions of the Act nor debarred from being appointed to the office of Director by virtue of any order of SEBI or any other authority. None of the Directors, Managers and other Key Managerial Personnel (KMP) of the Company is related to Smt. Verma. She has furnished a declaration to the Board that he meets the criteria of independence as provided in Section 149(6) read with Schedule IV of the Act and Regulation 16(1)(b) of SEBI Listing Regulations.

She does not hold directorship and the membership of the Committees of other listed companies including during last three years. She does not hold any share in his name or on a beneficial basis for any other person in the Company.

She attended one Board meeting which was only held after her appointment as Independent Director of the Company.

Smt. Verma possesses requisite skill and capabilities required to perform the role of director. Smt. Verma fulfils the conditions specified in the Act and SEBI Listing Regulations for his appointment as part time non-official (Independent) Director. Smt. Verma 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. The Board considers that her continued association would be of immense benefit to the Company and recommends the Special Resolution regarding her appointment as independent Director of the Company for approval by Members.

Except Smt. 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.

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