

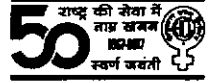


भारत सरकार का उपक्रम
A GOVT. OF INDIA ENTERPRISE

हिन्दुस्तान कॉपर लिमिटेड HINDUSTAN COPPER LIMITED

www.hindustancopper.com

CIN : L27201WB1967GOI028825



No. HCL/SCY/SE/ 2016

Date: 25.5.2019

The Sr. General Manager
Dept. of Corporate Services
BSE Limited
Phiroze Jeejeebhoy Towers
Dalal Street
Mumbai 400 001
BSE Scrip Code: 513599


The Vice President
Listing Department
National Stock Exchange of India Ltd
Exchange Plaza, C-1, Block G
Bandra-Kurla Complex, Bandra(East)
Mumbai 400 051
NSE Symbol: HINDCOPPER

Sir/Madam,

In terms of SEBI Circular No. CIR/CFD/CMD1/27/2019 dated 8.2.2019, Secretarial Compliance Report of Hindustan Copper Ltd for the year ended on 31st March, 2019 issued by M/s N K & Associates, Practicing Company Secretary is enclosed for information and record of the Exchange please.

Thanking you,

Yours faithfully,


(C S Singhi)

GM(IA) & Co Secretary

Encl. As above

पंजीकृत एवं प्रधान कार्यालय : ताम्रभवन, 1, आशुतोष चौधरी एवेन्यू, पो.बो.स.10224, कोलकाता-700 019

Registered & Head Office : Tamra Bhavan, 1, Ashutosh Chowdhury Avenue, P.B. NO. 10224, Kolkata-700 019

दूरभाष Tel : 2283-2226 (Hunting), फैक्स Fax : (033) 2283-2478/2640, ई-मेल E-mail : hcl_ho@hindustancopper.com



SECRETARIAL COMPLIANCE REPORT OF HINDUSTAN COPPER LIMITED FOR THE YEAR ENDED ON
31ST MARCH, 2019

[under Regulation 24A of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015]

We have examined:

- (a) all the documents and records made available to us and explanation provided by Hindustan Copper Ltd ("the listed entity"),
- (b) the filings/ submissions made by the listed entity to the stock exchanges,
- (c) website of the listed entity,
- (d) any other document/ filing, as may be relevant, which has been relied upon to make this certification,

for the year ended 31st March, 2019 ("Review Period") in respect of compliance with the provisions of:

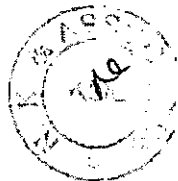
- (a) the Securities and Exchange Board of India Act, 1992 ("SEBI Act") and the Regulations, circulars, guidelines issued thereunder; and
- (b) the Securities Contracts (Regulation) Act, 1956 ("SCRA"), rules made thereunder and the Regulations, circulars, guidelines issued thereunder by the Securities and Exchange Board of India ("SEBI");

The specific Regulations, whose provisions and the circulars/ guidelines issued thereunder, have been examined, include:-

- (i) Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015;
- (ii) Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018; (Not applicable to the Company during the audit period)
- (iii) Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
- (iv) Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018; (Not applicable to the Company during the audit period)
- (v) Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014;(Not applicable to the Company during the audit period)
- (vi) Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008;(Not applicable to the Company during the audit period)
- (vii) Securities and Exchange Board of India (Issue and Listing of Non Convertible and Redeemable Preference Shares) Regulations,2013;(Not applicable to the Company during the audit period)
- (viii) Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;

and based on the above examination, We hereby report that, during the Review Period:

- (a) The Listed entity has complied with the provisions of the above Regulations and Circulars/ guidelines issued thereunder, except in respect of matters specified below:-



Sr. No.	Compliance Requirement (regulations/circulars/ guidelines including specific clause)	Deviations	Observations/ Remarks of the Practicing Company Secretary
1	Regulation 17 of SEBI (Listing Obligation and Disclosure Requirement) Regulations, 2015	Where the Chairman of the Board is an Executive Director, at least half of the Board should comprise of independent directors.	Company have only three independent director on Board which does not fulfil the minimum requirement

- (b) The listed entity has maintained proper records under the provisions of the above Regulations and circulars/ guidelines issued there under insofar as it appears from our examination of those records.
- (c) The following are the details of actions taken against the listed entity/ its promoters/ directors / material subsidiaries either by SEBI or by Stock Exchanges (including under the Standard Operating Procedures issued by SEBI through various Circulars) under the aforesaid Acts/ Regulations and circulars/guidelines issued thereunder:

Sr. No.	Action taken by	Details of violation	Details of action taken E.g. fines, warning letter, debarment, etc.	Observations/ remarks of the Practicing company Secretary
1	BSE and NSE	Regulation 17 of SEBI (Listing Obligation and Disclosure Requirement) Regulations, 2015	Fine was imposed	Company does not have required number of independent director on Board

- (d) The listed entity has taken the following actions to comply with the observations made in previous reports:

Sr. No.	Observations of the Practicing Company Secretary in the previous reports	Observations made in the secretarial compliance report for the year ended 31.03.2019	Actions taken by the listed entity, if any	Comments of the Practicing Company Secretary on the actions taken by the listed entity
Not Applicable since this is the first year				

Place: Kolkata
Date: 24.05.2019



For N.K. & Associates
Company Secretaries

Navin Kothari

Navin Kothari
Proprietor
FCS No.: 5935
CP No.: 3725