



# हिन्दुस्तान कॉपर लिमिटेड HINDUSTAN COPPER LIMITED

www.hindustancopper.com

CIN : L27201WB1967GOI028825

भारत सरकार का उपक्रम  
A GOVT. OF INDIA ENTERPRISE

No. HCL/SCY/SE/ 2016

24.6.2020

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

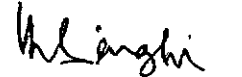
The Vice President  
Listing Department  
National Stock Exchange of India Ltd  
Exchange Plaza, C-1, Block G  
Bandra-Kurla Complex, Bandra(East)  
Mumbai 400 051  
NSE Symbol: HINDCOPPER

Sir / Madam,

In terms of SEB/Circular No. CIR/CFD/CMD1/27/2019 dated 8.2.2019, Secretarial Compliance Report of Hindustan Copper Ltd for the year ended on 31<sup>st</sup> March, 2020 issued by M/s Bajaj Todi & Associates, Practicing Company Secretaries is enclosed for information and record please.

Thanking you,

Yours faithfully,

  
(C S Singhi)

ED (IA) & Co Secretary

Encl. as stated

# BAJAJ TODI & ASSOCIATES

Practising Company Secretaries

225D, A. J. C. Bose Road  
Kolkata -700020, West Bengal, India  
Tel: +91 33 22809045 Email: ps@bajajtodi.in

## SECRETARIAL COMPLIANCE REPORT

[Pursuant to Regulation 24A of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with SEBI Circular No. CIR/CFD/CMD1/27/2019 dated February 08, 2019]

Secretarial Compliance Report of **Hindustan Copper Limited**  
for the financial year ended 31st March 2020

I, Priti Todi, Partner of Bajaj Todi & Associates, Practising Company Secretaries have examined:

- (a) all the documents and records made available to us and explanation provided by **Hindustan Copper Limited** ("the listed entity"),
- (b) the filings/ submissions made by the listed entity to the stock exchanges,
- (c) website of the listed entity,
- (d) other document(s)/ filing(s), as may be relevant, which has been relied upon to make this certification, for the year ended 31st March 2020 ("Review Period") in respect of compliance with the provisions of:
  - (i) the Securities and Exchange Board of India Act, 1992 ("SEBI Act") and the Regulations, circulars, guidelines issued thereunder; and
  - (ii) 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:-

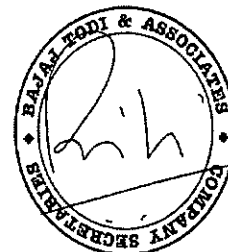
- (a) Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015;
- (b) Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018;
- (c) Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
- (d) Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018;
- (e) Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014;
- (f) Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008;
- (g) Securities and Exchange Board of India (Issue and Listing of Non-Convertible and Redeemable Preference Shares) Regulations, 2013 ;
- (h) Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;

and circulars/ guidelines issued thereunder;

And based on the above examination, I, 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:-

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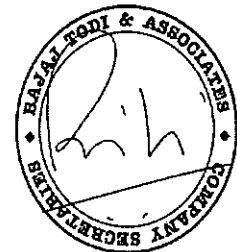
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Sr.No	Compliance Requirement (Regulations/ circulars/guidelines including specific clause)	Deviations	Observations/ Remarks of the Practicing Company Secretary
1	Reg. 17(1) of The SEBI (LODR) which provides that the Board of Directors shall have an optimum combination of executive and nonexecutive directors.	The composition of the Board of Directors did not comply with the regulations as per detail given below;  -No of Independent Directors were less than 50% during the period 01.04.2019 to 21.7.2020 and 01.12.2019 to 31.12.2019. Also the Board does not have Women Director w.e.f 17.11.2019	Hindustan Copper Limited is under the administrative control of the Ministry of Mines, Government of India.  The Appointment of Independent Director on the Board of Hindustan Copper Limited is carried out by the Ministry itself and neither the Board nor the Company has any role in the appointment process.  During the year at various points the Company had a shortfall in the number of Independent Directors as required. The Board also did not have Women Director from 17.11.2019 onwards.

- (b) The listed entity has maintained proper records under the provisions of the above Regulations and circulars/ guidelines issued thereunder insofar as it appears from my/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, if any.
1	BSE/NSE	Half of the Board of Directors of the Company is not comprised of Independent Directors as required under the above mentioned regulations.	BSE and NSE had Issued Notice and levied monetary fine(s) for non compliance of the aforesaid provisions.	The Company has submitted that being a Govt. Company and neither the Board nor the Company is empowered to appoint Independent Directors as the power to appoint Independent Director vests with Government Of India.  In view of this the fine imposed by NSE has been waived off, as the non-compliance is not due to any negligence/default by the Company.

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- (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 report	Observations made in the secretarial compliance report for the year ended	Action taken by the listed entity, if any	Comments of the Practicing Company Secretary on the actions taken by the listed entity
<b>NIL</b>				

For Bajaj Todi & Associates  
(Formerly known as PS & Associates)



(Priti Todi)  
Partner  
C.P.No.: 7270, ACS:14611

Place : Kolkata  
Date : 22/06/2020

UDIN NO : A014611B000362961

