



Hindustan Copper Limited

(CIN: L27201WB1967GOI028825)

Regd. Office: 'Tamra Bhavan', 1, Ashutosh Chowdhury Avenue, Kolkata - 700 019
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Terms and conditions of appointment of part time non-official (Independent) Director

The appointment of part time non-official (Independent) Directors on the Board of Hindustan Copper Limited (the Company) is notified by the Ministry of Mines, Government of India. The tenure of their appointment is for a period of three years or until further orders of the Ministry of Mines, Government of India, whichever is earlier.

The Board of Directors of the Company (the Board) expects the part time non-official (Independent) Director to discharge the functions, duties and responsibilities of Independent Directors required under the applicable provisions of the Companies Act, 2013 and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended from time to time. The Company being a listed Central Public Sector Undertaking, the terms and conditions of appointment of Independent Directors is also subject to the rules and guidelines issued by the Government of India. Independent Directors are required to comply with the "The Code of Conduct for Board Members and Senior Management Personnel", "Code of Fair Disclosure and Code of Conduct to regulate, monitor and report Trading by Insiders" and "Policy on Materiality of Related Party Transactions & Dealing with Related Party Transactions" approved by the Board.

During the tenure, Independent Directors may be inducted to serve as Chairman/ Member on any of the Committees as may be constituted by the Board from time to time. Their appointment on such Committee(s) will be subject to applicable laws.

The Company has purchased a Directors' and Officers' (D and O) liability insurance and it is intended to maintain such cover for the full term of appointment of Independent Directors.

Independent Directors are paid remunerations by way of sitting fees for attending meetings of the Board and its Committees as may be decided by the Board in compliance with applicable laws and are not eligible for any profit related commission or stock option. The sitting fees presently paid to the Independent Directors is at the rate of Rs.25,000/- (Rupees twenty five thousand only) per meeting of the Board and at the rate of Rs.20,000/- (Rupees twenty thousand only) per meeting of Committee of the Board. In addition to payment of sitting fees, Independent Directors are eligible for boarding, lodging and travelling expenses for attending the Board and Committee meetings.