



वार्षिक प्रतिवेदन  
ANNUAL REPORT  
2018-19



हिन्दुस्तान कॉपर लिमिटेड

**HINDUSTAN COPPER LIMITED**

A Miniratna Category - I CPSE

[www.hindustancopper.com](http://www.hindustancopper.com)

## **Vision**

To strive to be a leading metal mining company and maximize total shareholder return by sustainably finding, developing and mining Copper ore and such other geologically associated minerals.

## **Mission**

To achieve sustainable growth in business through optimum & efficient use of existing resources and assets.

To achieve rapid expansion of mining capacity through expansion of existing mines, re-opening of closed mines and Greenfield projects.

Detailed exploration of existing mines and new mining leases to expand mining capacity.

To enhance the value of the Company by focusing on performance improvement.

To assimilate state-of-the art technology in exploration, mining and beneficiation of ores for competitive advantage.

To strive for continuous improvement in productivity and energy to bring at par with the best internationally.

To continue innovation through research & development.



# HINDUSTAN COPPER LIMITED

## (A Government of India Enterprise)

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<b>Registrar and Transfer Agent</b>		
M/s. C B Management Services (P) Ltd. P-22 Bondel Road, Kolkata - 700 019 Tel No. : (033) 2280 6692, 4011 6700/18/23/28 Fax No. : (033) 4011 6739 E-mail : rta@cbmsl.com		
<b>Registered Office</b>		
'Tamara Bhavan' 1, Ashutosh Chowdhury Avenue Kolkata - 700 019, India Tel No. : (033) 2283 2226, 2283 2529 Fax No. : (033) 2283 2478, 2283 2640 E-mail : investors_cs@hindustancopper.com CIN : L27201WB1967GOI028825 Website : www.hindustancopper.com		

### Important Communication to Members

Members are requested to convert their shares into electronic mode and register e-mail and Bank account details for better servicing. Please refer notes to AGM notice.

Fifty Second Annual General Meeting on Wednesday, 31st July, 2019 at 11:00 a.m.

The Annual Report can be accessed at [www.hindustancopper.com](http://www.hindustancopper.com)



## BOARD OF DIRECTORS



**SHRI SANTOSH SHARMA**  
Chairman and Managing Director



**SHRI N. K. SINGH**  
Government Nominee Director



**SHRI ALOK CHANDRA**  
Government Nominee Director



**SHRI S.K. BHATTACHARYA**  
Director (Mining)



**SHRI SUKHEN KUMAR  
BANDYOPADHYAY**  
Director (Finance)



**SHRI ARUN KUMAR SHUKLA**  
Director (Operation)



**SMT. SIMANTINI JENA**  
Independent  
Director



**SHRI HEMANT MEHTANI**  
Independent  
Director



**SHRI DILEEP RAJ SINGH  
CHAUDHARY**  
Independent Director



**SHRI SUBHASH SHARMA**  
Independent  
Director



## HINDUSTAN COPPER LIMITED

(CIN: L27201WB1967GOI028825)

Regd. Office: 'Tamra Bhavan', 1, Ashutosh Chowdhury Avenue, Kolkata - 700 019

Phone: (033) 2283-2226, Fax:(033) 2283-2676, E-mail: investors\_cs@hindustancopper.com

Website: www.hindustancopper.com

### NOTICE TO THE MEMBERS

Notice is hereby given that 52nd Annual General Meeting of the members of Hindustan Copper Ltd will be held on Wednesday, 31st July, 2019 at 11:00 AM at Hall 6 (Auditorium at level 1), Biswa Bangla Convention Centre, Biswa Bangla Sarani, Block DG, New Town, Kolkata 700156 to transact the following business:-

#### Ordinary Business

- 1) To receive, consider and adopt the audited Financial Statement for the year ended 31st March, 2019 together with the Reports of the Directors, Auditors and C&AG.
- 2) To declare dividend on equity shares.
- 3) To appoint a director in place of Shri Santosh Sharma (DIN 07431945), who retires by rotation and is eligible for reappointment.
- 4) To appoint a director in place of Shri Sukhen Kumar Bandyopadhyay (DIN 08173882), who retires by rotation and is eligible for reappointment.
- 5) To fix remuneration of the Auditors.

#### Special Business

- 6) To consider and, if thought fit, to pass with or without modifications, the following resolution as Ordinary Resolution:  
"RESOLVED THAT pursuant to Section 152 and all other applicable provisions of the Companies Act, 2013 and the rules made there under (including any statutory modification(s) or re-enactment thereof for the time being in force), appointment of Shri Arun Kumar Shukla (DIN 03324672) as Director (Operations) of the Company with effect from 1.10.2018 in the pay scale of ₹1,80,000 - 3,40,000/- in terms of Ministry of Mines' order No. 10/3/2017-Met.III dated 27.9.2018 and other terms and conditions as may be notified by the Government from time to time be and is hereby approved."
- 7) To consider and, if thought fit, to pass with or without modifications, the following resolution as Special Resolution:  
"RESOLVED THAT pursuant to Section 152 and all other applicable provisions of the Companies Act, 2013 and the rules made there under (including any statutory modification(s) or re-enactment thereof for the time being in force), re-appointment of Smt Simantini Jena (DIN 07346980) as part time Non Official Independent Director on the Board of the Company with effect from 17.11.2018 in terms of Ministry of Mines' order No. 10/3/2015-Met.III (Pt.) dated 22.11.2018 be and is hereby approved."
- 8) To consider and, if thought fit, to pass with or without modifications, the following resolution as Special Resolution:  
"RESOLVED THAT pursuant to Section 152 and all other applicable provisions of the Companies Act, 2013 and the rules made there under (including any statutory modification(s) or re-enactment thereof for the time being in force), re-appointment of Shri Hemant Mehtani (DIN 02875561) as part time Non Official Independent Director on the Board of the Company with effect from 17.11.2018 in terms of Ministry of Mines' order No. 10/3/2015-Met.III (Pt.) dated 22.11.2018 be and is hereby approved."
- 9) To consider and, if thought fit, to pass with or without modifications, the following resolution as Special Resolution:  
"RESOLVED THAT pursuant to Section 152 and all other applicable provisions of the Companies Act, 2013 and the rules made there under (including any statutory modification(s) or re-enactment thereof for the time being in force), re-appointment of Shri Dileep Raj Singh Chaudhary (DIN 00269508) as part time Non Official Independent Director on the Board of the Company with effect from 1.12.2018 in terms of Ministry of Mines' order No. 10/3/2015-Met.III (Pt.) dated 22.11.2018 be and is hereby approved."
- 10) To consider and, if thought fit, to pass with or without modifications, the following resolution as Ordinary Resolution:  
"RESOLVED THAT pursuant to Section 148 of the Companies Act, 2013 and Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), the remuneration of ₹70,000/- (Rupees seventy thousand only) plus taxes as applicable and reimbursement of actual travel and out-of-pocket expenses as recommended by the Audit Committee and approved by the Board of Directors, to be paid to M/s. Chatterjee & Co, Kolkata, appointed as Cost Auditor, to conduct audit of cost records of the Company for the financial year 2019-20 be and is hereby ratified and confirmed."
- 11) To consider and, if thought fit, to pass with or without modifications, the following resolution as Special Resolution:  
"RESOLVED THAT in supersession of the earlier resolution of the shareholders regarding the issue of up to 13,87,82,700 equity shares through a Qualified Institutions Placement passed in the 51st Annual General Meeting



## NOTICE TO THE MEMBERS (Contd.)

held on September 27, 2018 and without affecting the action(s) already taken under the board resolutions no. 375-B-2 dated January 31, 2018 and no. 379-B-3 dated July 26, 2018, and the shareholders' special resolution dated September 27, 2018, and in accordance with the provisions of Sections 23, 42, 62, and other applicable provisions and rules, if any, of the Companies Act, 2013 (including any amendment(s) thereto or modification(s) or re-enactment thereof for the time being in force and as may be enacted from time to time), the relevant provisions of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended ("SEBI ICDR Regulations"), Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, ("Listing Regulations") the Memorandum and Articles of Association of the Company, applicable provisions of the Foreign Exchange Management Act, 1999 and the rules and regulations made thereunder ("FEMA"), the Consolidated Foreign Direct Investment Policy issued by the Department of Industrial Policy & Promotion, and the applicable rules, regulations, guidelines or laws and / or subject to any approval, consent, permission or sanction of Securities and Exchange Board of India, the Reserve Bank of India, Registrar of Companies, West Bengal at Kolkata, BSE Limited and National Stock Exchange of India Limited and other appropriate authorities, institutions or bodies, including lenders of the Company, as may be required in this regard and further subject to such terms and conditions or modifications as may be prescribed or imposed by any of them while granting any such approvals, permissions, consents and/or sanctions which may be agreed to by the Board, and further subject to the approval of the shareholders of the Company, the Board be and is hereby authorized to create, offer, issue and allot (including with provisions for reservation on firm and / or competitive basis, of such part of issue and for such categories of persons, as may be permitted), with or without a green shoe option, up to 13,87,82,700 equity shares of the Company (i.e. 15% of the existing paid-up capital of the Company) with a face value of ₹5 (Rupees five) each ("Equity Shares") in India or in course of international offering(s) in one or more foreign markets, to Qualified Institutional Buyers ("QIBs") as defined under the SEBI ICDR Regulations, and / or any other eligible investors and / or to such other investors including, Indian or foreign investors, institutions, corporate bodies, mutual funds, insurance companies, pension funds or otherwise, who are eligible to acquire the securities in accordance with all applicable laws, rules, regulations, guidelines and approvals, whether they be holders of the Equity Shares of the Company or not, in consultation with the lead managers, advisors or other intermediaries, for an aggregate amount not exceeding ₹1,400 crore or USD 217 million, whichever is higher, in one or more tranches, by way of a Qualified Institutions Placement ("QIP") within the meaning of Chapter VI of the SEBI ICDR Regulations, at such price or prices, at market price(s) or at a permissible discount or premium to market price(s) in terms of applicable regulations to be determined by the Board at the time of such issue, at its absolute discretion, in consultation with the lead managers, advisors or other intermediaries appointed pursuant to the issue, without requiring any further approval or consent from the shareholders of the Company and subject to the applicable regulations / guideline in force."

"RESOLVED FURTHER THAT in case of any issue of Equity Shares made by way of QIP, in accordance with Regulation 171 of the SEBI ICDR Regulations, the 'Relevant Date' for determination for the floor price of the Equity Shares to be issued pursuant to the issue shall be the date of meeting in which the Board decides to open the proposed QIP."

"RESOLVED FURTHER THAT in case of any issue of Equity Shares made by way of QIP, in accordance with Regulation 179 of the SEBI ICDR Regulations, a minimum of 10% of the Equity Shares shall be allotted to mutual funds and if mutual funds do not subscribe to the aforesaid minimum percentage or part thereof, such minimum portion may be allotted to other QIBs and that no allotment shall be made directly or indirectly to any QIB who is a promoter or any person related to promoters of the Company."

"RESOLVED FURTHER THAT in case of any issue of Equity Shares made by way of QIP, in accordance with Regulation 176 of the SEBI ICDR Regulations, the Board may at its absolute discretion, issue Equity Shares at a discount of not more than five percent or such other discount to the floor price as determined in terms of SEBI ICDR Regulations and as permissible under the applicable law."

"RESOLVED FURTHER THAT the issue of Equity Shares shall be subject to the following terms and conditions:

- i. The Equity Shares that may be issued and allotted shall rank pari-passu with the then existing Equity Shares of the Company in all respects including dividend;
- ii. The number of Equity Shares that may be issued and allotted shall be appropriately adjusted for corporate actions such as bonus issue, rights issue, stock split and consolidation of share capital, merger, de-merger, transfer of undertaking, sale of division or any such capital or corporate restructuring;
- iii. The QIP issue shall be completed within a period of 12 months from the date of passing of the special resolution by the members / shareholders of the Company or such other time period as may be allowed under the SEBI ICDR Regulations from time to time; and
- iv. The Equity Shares to be offered and allotted shall be in dematerialized form."

"RESOLVED FURTHER THAT for the purpose of giving effect to any offer, issue or allotment of Equity Shares as described above, the Board, where required in consultation with the lead managers and/or other advisors, be and is hereby authorized on behalf of the Company, to do all such acts, deeds, matters and things as it may, in its absolute discretion, deem necessary or desirable for such purpose, including but not limited to the selection of QIBs to whom



## NOTICE TO THE MEMBERS (Contd.)

the Equity Shares are to be offered, issued and allotted, and matters related thereto, and with power on behalf of the Company to settle all questions, difficulties or doubts that may arise in regard to such issue(s) or allotment(s) as it may, in its absolute discretion deem fit."

"RESOLVED FURTHER THAT the Company do apply for listing of the new Equity Shares as may be issued with the BSE Limited and National Stock Exchange of India Limited or any other Stock Exchange(s)."

"RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorised to do all acts, deeds and things and take all such steps as may be necessary, proper or expedient to give effect to this resolution."

"RESOLVED FURTHER THAT the Board be and is hereby authorised to delegate all or any of the powers pertaining to the QIP in such manner as they may deem fit to a committee of the Board and to delegate the execution or signing of all QIP related documents other than the documents pertaining to the statutory filings done with Registrar of Companies ("RoC"), BSE Limited("BSE") and National Stock Exchange of India Limited("NSE") on behalf of the Company with respect to the QIP to the extent necessary, to any two finance executives, jointly, not below the rank of Manager of the Company."

"RESOLVED FURTHER THAT the Board be and is hereby authorised to delegate the signing and execution of documents pertaining to the statutory filings done with the RoC, BSE and NSE on behalf of the Company with respect to the QIP to the Company Secretary."

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

"RESOLVED THAT, subject to the approval of the shareholders of the Company, a Committee viz., QIP Committee be and is hereby constituted with the following Directors as its Members: the Chairman and Managing Director, the Director (Finance) and a whole-time director nominated by CMD, for dealing with all matters pertaining to the further issue of shares / securities."

"RESOLVED FURTHER THAT subject to the approval of the shareholders of the Company, the said QIP Committee, be and is hereby authorized to take such steps and to do all such acts, deeds, matters and things and accept any alteration(s) or modification(s) as they deem fit and proper and give such directions as may be necessary in regard to the issue of further Equity Shares and allotment thereof including but not limited to:

- a) Appointment and/or ratification of the appointment of the various agencies to the issue including the merchant bankers, legal counsel, international legal counsel, underwriters, other advisors, consultants, co-managers, bankers, registrar to the issue, professionals and intermediaries and all such agencies as may be involved, etc;
- b) Approving execution of all contracts, including but not limited to the placement agreement, the escrow agreement and all other agreements and documents, deeds and instruments as may be required or desirable in connection with the raising of funds through issue of securities by the Company;
- c) Approving the offer document and filing the same with the Stock Exchange and / or such other authorities or persons as may be required;
- d) Determine terms of the Issue including Approval of the issue price, rate of discount (if any), to the floor price subject to compliance with applicable rules and regulations; issue size, the number of Equity Shares to be allotted etc.;
- e) Approving affixation of the Common Seal of the Company on any agreement(s)/document(s) as may be required to be executed in connection with the above, as per Articles of Association of the Company;
- f) Approving opening and operation of Bank accounts as may be required for the transaction;
- g) Approve the dates for opening and closure of the issue;
- h) Finalization of allocation and allotment of the Equity Shares on the basis of the subscription received;
- i) To do all such acts, deeds, matters and things and execute all such other documents and pay all such fees, as it may, in its absolute discretion, deem necessary or desirable for the purpose of the transactions;
- j) To make and submit applications as may be necessary with the appropriate authorities and make the necessary regulatory filings in this regard in accordance with the SEBI ICDR Regulations and the Listing Regulations;
- k) Approve determination of the list of QIBs to whom the offer to subscribe shall be made and doing all acts necessary in this regard, including organization of any meetings in this regard with such QIBs, subject to compliance with applicable laws;
- l) Approval of all expenses incurred in relation to the QIP;
- m) Approve submission of application for in principle approval, listing of the Equity Shares of the Company on the stock exchange(s) where the Company's shares are listed and to execute and to deliver or arrange the delivery of the listing agreement(s) or equivalent documentation of the concerned stock exchange(s); and





## NOTICE TO THE MEMBERS (Contd.)

- n) To authorize or delegate the signing and execution of documents pertaining to the statutory filings done with RoC, BSE and NSE on behalf of the Company with respect to the QIP to the Company Secretary and for execution or signing of all other QIP related documents to the extent necessary, to any two finance executives, jointly, not below the rank of Manager of the Company."

"RESOLVED FURTHER THAT the Chairman of the said QIP Committee shall be appointed at each such meeting of the Committee."

"RESOLVED FURTHER THAT the quorum for the meetings of the aforesaid Committee shall be any two members."

"RESOLVED FURTHER THAT the action taken by the QIP Committee pursuant to the aforesaid delegation of powers be submitted to the Board for records at the time of the next Board Meeting(s)."

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

"RESOLVED THAT in supersession of the earlier resolution passed by the shareholders in their meeting held on 27.09.2018, pursuant to Section 180(1)(c) and all other applicable provisions if any under the provisions of the Companies Act, 2013 (including any statutory modifications or re-enactments thereof), the Memorandum and Articles of Association of the Company, consent of the shareholders be and is hereby accorded to the Board of Directors, to borrow money from India or foreign, for and on behalf of the Company across various products, as deemed to be requisite and proper for the business of the Company, on such terms and conditions as the Board of Directors may determine, as may be permitted by law from time to time, notwithstanding that the moneys to be borrowed together with the moneys already borrowed by the Company apart from temporary loans obtained from the Company's bankers in the ordinary course of business, will or may exceed the aggregate of the paid-up capital of the Company and its free reserves, provided that the total amount upto which the moneys may be borrowed by the Board of Directors and/or the Committee of Directors and outstanding at any time shall not exceed the sum of ₹ 2500,00,00,000 /- (Rupees Two thousand five hundred crore only) together with interest."

"RESOLVED FURTHER THAT pursuant to the provisions of Section 42 and 71 of the Companies Act, 2013 ('the Act'), Rule 14(2) of Companies (Prospectus and Allotment of Securities) Rules, 2014 and other applicable provisions, if any, of the Act (including any statutory modifications or re-enactments thereof for the time being in force) and in accordance with the provisions of Securities and Exchange Board of India (Issue & Listing of Debt Securities) Regulations, 2008, the Rules, Regulations, Guidelines and Circulars, as amended from time to time, the Memorandum and Articles of Association of the Company and subject to such other approvals as may be required from regulatory authorities from time to time, consent of the shareholders be and is hereby accorded to the Board of Directors jointly, to offer, issue and allot, in one or more tranches Secured or Unsecured Non-convertible Debentures/Bonds on private placement basis amounting to ₹ 2500 crore, on such terms and conditions and at such times at par or at such premium, as may be decided by the Board and, to such person or persons as the Board may decide, however that the aggregate amount of funds to be raised by issue of Non-convertible debentures/Bonds shall not exceed ₹ 2500 crore together with interest or limits as approved by the shareholders from time to time."

"RESOLVED FURTHER THAT in connection with the above, the Board, be and is hereby authorized to do all such acts, deeds, matters and things as may be deemed necessary, desirable, proper or expedient for the purpose of giving effect to this Resolution and for matters connected therewith or incidental thereto."

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

"RESOLVED THAT in supersession of the earlier resolution passed by the shareholders in their meeting held on 27.09.2018, the consent of the Company be and is hereby accorded, in terms of Section 180(1)(a) and all other applicable provisions, if any, of the Companies Act, 2013 to the Board of Directors of the Company, to create charge / provide security for the sum borrowed on such terms and conditions and in such form and manner and with such ranking as to priority, as the Board, in its absolute discretion thinks fit, on the assets of the Company, movable and / or immovable, present and/or future, as may be agreed to between the Company and the Lenders so as to secure the borrowings by the Company from time to time, together with interest costs, charges, expenses and all other monies payable by the Company to the concerned Lenders / Institutions, under the respective arrangements entered into / to be entered by the Company and/or Board."

"RESOLVED FURTHER THAT in connection with the above, the Board is hereby authorized to finalize / approve necessary security documents as may be required and to do all such acts, deeds, matters and things as may be deemed necessary, desirable, proper or expedient for the purpose of giving effect to this Resolution and for matters connected therewith or incidental thereto."

By order of the Board

C S Singhi  
GM & Co Secretary  
FCS 2570

Date: 5.7.2019





## NOTICE TO THE MEMBERS (Contd.)

### NOTES:

- 1) **A member of the Company entitled to attend and vote at the meeting is entitled to appoint a proxy to attend and vote on a poll instead of himself / herself and the proxy need not be a member of the Company. Proxies, in order to be valid and effective, must be deposited at the registered office of the Company not less than 48 hours before the commencement of the meeting. A person can act as proxy on behalf of members not exceeding fifty and holding in the aggregate not more than ten percent of the total share capital of the Company carrying voting rights. A member holding more than ten percent of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person cannot act as a proxy for any other person or shareholder.**
- 2) Corporate members are requested to send a duly certified copy of the Board Resolution authorizing their representative to attend and vote on their behalf at the meeting.
- 3) Statement pursuant to Section 102(1) of the Companies Act, 2013 (the Act), in respect of Item no 6 to 14 as set out above is annexed hereto. Route Map indicating venue of the Annual General Meeting (AGM) is given at the end of the Notice.
- 4) The Register of Members and Share Transfer Books of the Company will remain closed from 25th July, 2019 to 31st July, 2019 (both days inclusive).
- 5) Dividend on equity shares as recommended by the Board, if approved at the meeting will be paid within 30 days of declaration to those members whose names appear in the Company's Register of Members and as per beneficial owners position received from NSDL & CDSL as at the close of working hours on 24th July, 2019.
- 6) Members are requested to notify immediately change in their address, if any, to the Depository Participants (DPs) in respect of their electronic shares, and to the Company at its registered office in respect of their physical shares, quoting the folio numbers.
- 7) Members are requested to provide their Bank Account details (including MICR No., IFSC Code, Account Type etc.) to their Depository Participant if the shares are held in demat form. In case the shares are held in physical form, such details along with a cancelled cheque should be sent to the Company's Registrars & Share Transfer Agent (RTA), M/s. C B Management Services (P) Limited in order to enable the Company to credit the dividend amount directly to their Bank account. In case of non availability of MICR No. and IFSC Code, Dividend Warrant will be sent after mandatorily printing the Bank particulars on it. Further, members holding shares in dematerialized form and not submitted National Electronic Clearing System (NECS) form may please note that the bank account details as provided by their Depository Participants to the Company will be printed on the dividend warrants. The Company will not entertain any direct request from such members for deletion of or change in such Bank Account details. As such, they are requested to immediately intimate their Depository Participants about any changes in their bank account details.
- 8) Members 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). Members holding share in electronic form are requested to register/ update e-mail address with their respective DPs.
- 9) Pursuant to the provisions of Section 124 of the Companies Act, 2013 read with the Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016, the unclaimed dividend for 2011-12 and the corresponding equity shares of the Company in respect of which dividend remain unclaimed for seven consecutive years will be due for transfer to the Investor Education and Protection Fund of the Central Government on 1st November, 2019. Details of such unclaimed dividend and corresponding shares are available on the Company's website [www.hindustancopper.com](http://www.hindustancopper.com) under the section 'Investor Relations'. In respect of the said dividend and shares, it will not be possible to entertain any claim by the Company after 1st November, 2019.
- 10) Members holding shares in physical form are requested to convert their shares in demat mode. As per SEBI (Listing Obligations and Disclosure Requirements) (Fourth Amendment) Regulations, 2018 notified on 8th June, 2018, except in case of transmission or transposition of securities, requests for effecting transfer of securities shall not be processed unless the securities are held in the dematerialized form with a depository.
- 11) Relevant documents referred to in the Notice are open for inspection at the registered office of the Company on all working days (barring Saturday, Sunday and Holidays) between 11:00 a.m. to 1:00 p.m. up to the date of the AGM.
- 12) Members desirous of getting any information about the accounts and operations of the Company or intending to raise any query at the AGM are requested to forward the same at least 10 days prior to the date of the meeting to the Company Secretary at the registered office of the Company so that the information required can be made readily available at the meeting.



## NOTICE TO THE MEMBERS (Contd.)

13) Members are requested to:-

- a. produce the enclosed Attendance Slip duly filled & signed as per specimen signature recorded with the Company / DPs for admission to the meeting venue.
- b. bring their copy of Annual Report to the meeting as extra copies shall not be provided.
- c. note that due to security reasons, briefcase, eatables, etc. are not allowed inside the meeting venue.

14) Voting through electronic means:

- I. As per Section 108 of the Act and Rules notified there under and Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company is providing its members the facility to exercise their right to vote on resolutions using electronic voting system (remote e-voting) provided by National Securities Depository Limited (NSDL). 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 conducting remote e-voting and voting at the AGM in a fair and transparent manner.
- II. The remote e-voting period commences on 28th July, 2019 (9:00 am) and ends on 30th July, 2019 (5:00 pm). During this period members of the Company, holding shares either in physical form or in dematerialized form as on the cut-off date of 24th July, 2019, may cast their vote by remote e-voting. The remote e-voting module shall be disabled by NSDL for voting thereafter. Once the vote on a resolution is cast by the member, the member shall not be allowed to change it subsequently. A member who has cast his vote by remote e-voting prior to the AGM may also attend the AGM but shall not be entitled to vote again and his vote, if any, cast at the AGM shall be treated as invalid.
- III. A person whose name is recorded in the Register of Members or in the Register of Beneficial Owners maintained by the depositories as on the cut-off date of 24th July, 2019 only shall be entitled to avail the facility of remote e-voting or voting at the AGM. A person who is not a member as on cut-off date should treat this Notice for information purposes only. The voting rights of members shall be in proportion to their shares of the paid up equity share capital of the Company as on the cut-off date of 24th July, 2019.
- IV. The facility for voting through ballot process /tab voting shall be made available at the AGM and the members attending the AGM who have not cast their vote through remote e-voting shall be able to exercise their rights at the AGM. (Note: Ballot process may be carried out by distributing ballot / poll slips or by making arrangement for voting through computer or secure electronic systems as may be decided by the Company)
- V. The process and manner for remote e-voting are as under:
  - A. In case a member receives Notice of AGM by email from NSDL:
    - (i) Open email and open PDF file viz; "remote e-voting.pdf" with your Client ID or Folio No. as password. The said PDF file contains your user ID and password for remote e-voting. Please note that the password is an initial password. (Note: Shareholders already registered with NSDL for e-voting will not receive the PDF file "remote e-voting.pdf".)
    - (ii) Launch internet browser by typing the following URL: <https://www.evoting.nsdl.com/> and click on 'Shareholder - Login'.
    - (iii) Insert your user ID and password. Click Login.
    - (iv) Password change menu appears. Change the password/ PIN with new password of your choice with minimum 8 digits/characters or combination thereof. Note new password. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
    - (v) Home page of remote e-voting opens. Click on remote e-voting: Active Voting Cycles and select "EVEN" (Remote E-Voting Event Number) of Hindustan Copper Ltd.
    - (vi) Now you are ready for remote e-voting as 'Cast Vote' page opens. Cast your vote by selecting appropriate option and click on "Submit" and also "Confirm" when prompted. Upon confirmation, the message "Vote cast successfully" will be displayed. Once you have voted on the resolution, you will not be allowed to modify your vote.
    - (vii) Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. together with attested