

वार्षिक प्रतिवेदन
Annual Report
2017 - 2018



हिन्दुस्तान कॉपर लिमिटेड
Hindustan Copper Limited

A Miniratna Category - 1 CPSE
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 Indian Enterprise)

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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 first Annual General Meeting on Thursday, 27th September, 2018 at 11:00 AM

The Annual Report can be accessed at 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 Anupam Anand
Director (Personnel)



Shri S. K. Bhattacharya
Director (Mining)



Shri Sukhen Kumar Bandyopadhyay
Director (Finance)



Ms. Simantini Jena
Independent Director



Shri Hemant Mehtani
Independent Director



Shri Dileep Raj Singh Chaudhary
Independent Director



Shri Subhash Sharma
Independent Director

*As on date of printing



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 51st Annual General Meeting of the members of Hindustan Copper Ltd will be held on Thursday, 27th September, 2018 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, 2018 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 Anupam Anand (DIN 02752767), who retires by rotation and is eligible for reappointment.
- 4) To appoint a director in place of Shri Sanjay Kumar Bhattacharya (DIN 07276836), 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 Alok Chandra (DIN 06929789) as part time Official Director on the Board of the Company with effect from 22.6.2018 in terms of Ministry of Mines’ order No. 10/2/2002-Met.III dated 22.6.2018 be and is hereby approved.”
- 7) 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 Sukhen Kumar Bandyopadhyay (DIN 08173882) as Director (Finance) of the Company with effect from 9.7.2018 (A/N) in the pay scale of ₹ 1,80,000 – 3,40,000/- in terms of Ministry of Mines’ order No. 10/2/2017-Met.III (Vol. II) dated 5.7.2018 and other terms and conditions as may be notified by the Government from time to time be and is hereby approved.”
- 8) 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 Subhash Sharma (DIN 05333124) as part time Non Official Independent Director on the Board of the Company with effect from 18.7.2018 in terms of Ministry of Mines’ order No. 10/3/2015-Met.III (Pt.) dated 18.7.2018 be and is hereby approved.”
- 9) 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 Rs.60,500/- (Rupees sixty thousand five hundred only) plus GST 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 2018-19 be and is hereby ratified and confirmed.”



NOTICE TO THE MEMBERS (Contd.)

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

- (i) “Resolved that in addition to all the resolutions passed in the 375th meeting of the Board of Directors dated 31.01.2018, the Board also recommends to raise capital by issue of fresh shares through QIP (Qualified Institutional Placement) upto 13,87,82,700 equity shares (i.e. 15% of existing paid up equity capital) by Hindustan Copper Limited”.
- (ii) The resolutions passed in the 375th meeting of the Board of Directors dated 31.1.2018 are reproduced below:

“Resolved that in supersession of all previous resolution(s) in this regard and in accordance with the provisions of Section 23, 42, 62 and other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modifications or re-enactments thereof for the time being in force) as amended from time to time, Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009 (‘SEBI Regulations’), SEBI (LODR) Regulations 2015, enabling provisions in the Memorandum and Articles of Association of the Company as also provisions of any other applicable laws, rules and regulations (including any amendments thereto or re-enactments thereof for the time being in force), uniform listing agreement entered into by the Company with the stock exchanges on which the equity shares having face value of Rs. 5 each of the Company are listed, Foreign Exchange Management Act, 1999, the current Consolidated FDI Policy issued by the Department of Industrial Policy and Promotion, Ministry of Commerce and Industry, Government of India and subject to other applicable rules, regulations and guidelines issued by the Ministry of Corporate Affairs (‘MCA’), the Registrar of Companies, [•] at [•], Securities and Exchange Board of India (‘SEBI’), the Reserve Bank of India, Government of India, the stock exchanges where the Company’s equity shares are listed viz. BSE Limited and National Stock Exchange of India Limited (‘Stock Exchanges’) and / or any other competent authorities (herein referred to as ‘Applicable Regulatory Authorities’), from time to time and to the extent applicable, and subject to such approvals, permissions, consents and sanctions as may be necessary or required from the Applicable Regulatory Authorities in this regard and subject to such conditions and modifications, as may be prescribed by any of them in granting such approvals, consents, permissions and sanctions which may be agreed to by the Board of Directors of the Company (‘Board’) (which term shall be deemed to include any Committee which the Board hereafter constitutes for the time being exercising the powers conferred on the Board by this resolution), the Board be and is hereby authorized to offer, issue and allot in one or more tranches, to Investors whether Indian or Foreign, including Foreign Institutions, Corporate Bodies, Mutual Funds, Banks, Insurance Companies, Pensions Funds or otherwise, whether shareholders of the Company or not, through an issue of equity shares through Qualified Institutional Placement (‘QIP’), to Qualified Institutional Buyers (‘QIB’) in terms of Chapter VIII of the SEBI Regulations, through one or more placements of Equity Shares (hereinafter referred to as ‘Securities’), whether by way of private placement or otherwise so that the total amount raised shall not exceed INR 1400 Crore or USD 217 Mn, whichever is higher, and on such terms and conditions considering the prevailing market conditions and other relevant factors wherever necessary, as the Board may determine at its discretion and where necessary in consultation with the Lead Managers, Underwriters, Merchant Bankers, Guarantors, Financial and/ or Legal Advisors, Rating Agencies/Advisors, Depositories, Custodians, Principal Paying/Transfer/Conversion agents, Listing agents, Registrars, Trustees, Printers, Auditors, Stabilizing agents and all other Agencies/Advisors.”

“Resolved further that for the purpose of giving effect to the above, the Board be and is hereby also authorised to determine the form, terms and timing of the issue(s), including the class of investors to whom the Securities are to be allotted, number of Securities to be allotted in each tranche, issue price, face value, premium amount in issue/conversion/exercise/redemption, rate of interest, redemption period, listings on one or more stock exchanges in India or abroad as the Board may in its absolute discretion deems fit and to make and accept any modifications in the proposals as may be required by the authorities involved in such issue(s) in India and/ or abroad, to do all acts, deeds, matters and things and to settle any questions or difficulties that may arise in regard to the issue(s).”

“Resolved further that QIP issue shall be completed within a period of 12 months from the date of passing of the special resolution by members/ shareholders of the company or such other time period as may be allowed under SEBI Regulations from time to time.”

“Resolved further that for QIP issue the relevant date for determination of the floor price of the Equity Shares to be issued shall be the date of meeting in which the Board decides to open the proposed issue in case of allotment of equity shares.”



NOTICE TO THE MEMBERS (Contd.)

“Resolved further that the Equity Shares so issued shall rank pari passu with the existing Equity Shares of the Company in all respects.”

“Resolved further that 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 Securities, the Board, be and is hereby authorised on behalf of the Company to do all such acts, deeds, matters and things as it may, in absolute discretion, deem necessary or desirable for such purpose, including without limitation, the determination of the terms thereof, for entering into arrangements for managing, underwriting, marketing, listing and trading, to issue placement documents and to sign all deeds, documents and writings and to pay any fees, commissions, remuneration, expenses relating thereto and with power on behalf of the Company to settle all questions, difficulties or doubts that may arise in regard to such offer(s) or issue(s) or allotment(s) as it may, in its absolute discretion, deem fit.”

“Resolved further that the Board be and is hereby authorised to appoint Lead Manager(s) in offerings of Securities and to remunerate them by way of commission, brokerage, fees or the like and also to enter into and execute all such arrangements, agreements, memoranda, documents, etc. with Lead Manager(s) and to seek the listing of such securities.”

“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 be and is hereby authorised to delegate all or any of the powers in such manner as they may deem fit.”

“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.”

- 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 passed by the shareholders in their meeting held on 22.08.2017, 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 up to 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 Rs. 1500,00,00,000/- (Rupees One 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 Rs.1500 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 Rs. 1500 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.”



NOTICE TO THE MEMBERS (Contd.)

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

“Resolved that 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: 28.8.2018

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 12 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 21st September, 2018 to 27th September, 2018 (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 20th September, 2018.
- 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.



NOTICE TO THE MEMBERS (Contd.)

- 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. 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 final dividend for 2010-11 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 21st October, 2018. Details of such unclaimed dividend and corresponding shares are available on the Company's website 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 21st October, 2018.
- 10) Members holding shares in physical form are requested to convert their shares in demat mode. As per SEBI (Listing Obligation and Disclosure Requirements) (Fourth Amendment) Regulations, 2018 notified on 8.6.2018, 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. The above mentioned amendment shall come into force on the 180th day from the date of its publication in the Official Gazette i.e. with effect from 5th December, 2018.
- 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.
- 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 24th September, 2018 (9:00 am) and ends on 26th September, 2018 (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 20th September, 2018, 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 20th September, 2018 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 20th September, 2018.



NOTICE TO THE MEMBERS (Contd.)

- 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 specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer through e-mail to navin.kothari@yahoo.com with a copy marked to evoting@nsdl.co.in.
- B. In case a member receives physical copy of the Notice of AGM:
- (i) Initial password is provided as below/at the bottom of the Attendance Slip for the AGM:

<u>EVEN (Remote e-voting Event Number)</u>	<u>USER ID</u>	<u>PASSWORD/ PIN</u>
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 - (ii) Please follow all steps from Sl. No. (ii) to Sl. No. (vii) of A above, to cast vote.
- VI. If you are already registered with NSDL for remote e-voting then you can use your existing user ID and password for casting your vote. [NOTE: Shareholders who forgot the User Details/Password can use “Forgot User Details/Password?” or “Physical User Reset Password?” option available on www.evoting.nsdl.com. In case Shareholders are holding shares in demat mode, USER-ID is the combination of (DPID+ClientID). In case Shareholders are holding shares in physical mode, USER-ID is the combination of (Even No+Folio No).]
- VII. You can also update your mobile number and e-mail id in the user profile details of the folio, which may be used for sending future communication(s).
- VIII. Any person, who acquires shares of the Company and become member of the Company after dispatch of the AGM Notice and holding shares as of the cut-off date i.e. 20th September, 2018, may obtain the login ID and password by sending a request at evoting@nsdl.co.in or to the RTA of the Company.
- IX. The Chairman shall, at the AGM, at the end of discussion on the resolutions on which voting is to be held, allow voting with the assistance of Scrutinizer for all those members who are present at the AGM but have not cast their votes by availing the remote e-voting facility.