



हिन्दुस्तान कॉपर लिमिटेड

HINDUSTAN COPPER LIMITED

CIN No. : L27201WB1967GO1028825

पंजीकृत एवं प्रधान कार्यालय
Registered & Head Office

ताम्र भवन TAMRA BHAVAN
1, आशुतोष चौधरी एवेन्यू
1, Ashutosh Chowdhury Avenue,
पो०बॉ०सं० P.B. NO. 10224
कोलकाता KOLKATA - 700 019

भारत सरकार का उपक्रम
A GOVT. OF INDIA ENTERPRISE

No. SCY/CA/57/2024

2nd September, 2024

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,

Sub: Annual Report 2023-24 of Hindustan Copper Ltd

In terms of Regulation 34 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, a copy of Annual Report 2023-24 of the Company is submitted for information and record please. The said Annual Report 2023-24 is also available at the Company's website at <https://hindustancopper.com/Upload/Reports/0-638605259628451250-AnnualReport.pdf> and on the website of NSDL (the e-voting Agency for 57th AGM) at www.evoting.nsdl.com.

Thanking you,

Yours faithfully,

(C S Singhi)
Company Secretary &
Compliance Officer

Encl. as stated



हिन्दुस्तान कॉपर लिमिटेड HINDUSTAN COPPER LIMITED

Schedule "A" CPSE under Ministry of Mines, Govt. of India



ANNUAL REPORT 2023-2024


देश का ताम्र खनिक
The Copper Miner to the Nation
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.
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हिन्दुस्तान कॉपर लिमिटेड HINDUSTAN COPPER LIMITED

Schedule "A" CPSE under Ministry of Mines, Govt. of India

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M/s. Alankit Assignments Ltd 205-208, Anarkali Complex, Jhandewalan Extension, New Delhi-110055 Email ID: rta@alankit.com, Phone: 01142541234		
REGISTERED OFFICE		
"Tamara Bhavan" 1 Ashutosh Chowdhury Avenue Kolkata - 700 019, India Tel No : (033) 2283 2226, 2202 1000, 3514 9550 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 Seventh Annual General Meeting on Thursday, 26th September, 2024 at 10:30 AM

The Annual Report can be accessed at www.hindustancopper.com



BOARD OF DIRECTORS



Shri Ghanshyam Sharma
CMD (Additional Charge) & Director (Finance)



Shri Sanjiv Kumar Singh
Director (Mining)



Shri Shakil Alam
Government Nominee Director



Shri Rabindra Prasad Gupta
Government Nominee Director



**Shri Annadevara Gurunadha
Krishna Prasad**
Independent Director



Shri Avinash Janardan Bhide
Independent Director



Smt. Hemlata Verma
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, 2202-1000, E-mail: investors_cs@hindustancopper.com
Website: www.hindustancopper.com

Notice to the Members

Notice is hereby given that the 57th Annual General Meeting ("AGM") of the Members of Hindustan Copper Ltd ("HCL / the Company") will be held on Thursday, 26th September, 2024 at 10:30 AM Indian Standard Time ("IST") through Video Conferencing /Other Audio Visual Means ("VC / OAVM") to transact the following business:

Ordinary Business

- 1) To receive, consider and adopt the Audited Financial Statements (Standalone and Consolidated) of the Company for the year ended 31st March, 2024 together with the Reports of the Directors, Auditors and C&AG.
- 2) To declare dividend on equity shares for financial year 2023-24.
- 3) To appoint a Director in place of Shri Ghanshyam Sharma (DIN:07090008), who retires by rotation and being eligible, offers himself for re-appointment.
- 4) To fix remuneration of the Auditors.

Special Business

- 5) 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 other applicable provisions of the Companies Act, 2013 and the rules made there under and Regulation 17(1C) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment thereof for the time being in force), appointment of Shri Rabindra Prasad Gupta (DIN 10552791) as part time official Director of the Company with effect from 13.3.2024 in terms of Ministry of Mines' Order No. F No. 10/2/2002-Met. III dated 13.3.2024 be and is hereby approved."

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

"RESOLVED THAT pursuant to Section 148 and other applicable provisions of the Companies Act, 2013 and the 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.90,000/- (Rupees ninety 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., Cost Accountants, Kolkata appointed as Cost Auditor, to conduct audit of cost records of the Company for Financial Year 2024-25 be and is hereby ratified and confirmed."

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

"RESOLVED THAT pursuant to the provisions in Sections 23(1)(b), 42 and 71 of the Companies Act, 2013 ('the Act'), read with 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 Non-Convertible Securities) Regulations, 2021, 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/ combinations and including the exercise of a green shoe option if any, Secured or Unsecured, Non-convertible Debentures/Bonds of any type/ nomenclature, on private placement basis of an amount not more than Rupees Five hundred crore during the next twelve months within the overall borrowing limit of the company of Rupees Two thousand five hundred crore, for and on behalf of the Company, as deemed to be requisite and proper for the business of the Company including capex/ expansion projects, on such terms and conditions and at such times at par or at such premium or otherwise, as may be decided by the Board."



“RESOLVED FURTHER THAT consent of the shareholders be and is hereby accorded to the Board of Directors to sub-delegate the above borrowing powers to CMD and Director (Finance) jointly and to appoint Trustees, Registrar & Transfer Agent, Law firms, Credit rating agencies, depositories, Arrangers to the issue, other advisors, consultants, co-managers, bankers and intermediaries and all such agencies as may be involved, etc. to approve/ execute/ sign / finalize all necessary documents related to Non-convertible Debentures/Bonds facility/security/ charge creation etc., on behalf of the company, to finalize the detailed terms and conditions, structure of any type of Debentures/Bonds by the Company including each issue / tranches of Debentures/Bonds, to sign and submit MCF and Corporate Action forms with depositories for Issue programme of Debentures/Bonds, deposit / pay stamp duty, fees, sign/execute and deliver / file placement memorandum document(s), deed(s), declarations, undertakings and writing(s), etc. as may be required under the applicable SEBI regulations, Circulars and others applicable Rules & Regulations etc. for raising Debentures/Bonds from domestic/ foreign sources through Private Placement of Secured or Unsecured, Non-convertible Debentures/Bonds of any type/ nomenclature, in one or more tranches, including by inviting quotations/ bids/ book building etc. or any other process allowed under the regulations including on Electronic Bidding Platform (EBP)/ any other mode. It is also resolved to affix the common seal of the company on the required Debentures/Bonds facility/ security documents etc., thereto in accordance with the provisions of Article 75 of the Articles of Association of the Company.”

“RESOLVED FURTHER THAT in connection with the above, CMD and Director (Finance) jointly, be and are hereby authorized to carry out modifications, if any, and to do all such acts, deeds, matters and things as may be deemed necessary, desirable, proper or expedient or consequential or incidental thereto, for the purpose of giving effect to this Resolution and for matters connected therewith or incidental thereto including appointment of intermediaries, agencies, counter parties etc. as may be required.”

“RESOLVED FURTHER THAT in connection with the above, Chairman and Managing Director and the Director (Finance) of the Company are jointly authorized to sub delegate the power of executing/ signing of necessary documents, declarations, undertakings, facility/ debentures/bonds documents/forms, agreements so approved, to any two authorized signatories/officers of the company, jointly on behalf of the company, not less than the level of Manager (Finance), as may be required for the issuance/ finalization for raising funds through debentures/ bonds.”

By order of the Board

Date: 30.8.2024
Place: Kolkata

Sd/-
C S Singhi
Company Secretary &
Compliance Officer
FCS 2570

**NOTES:**

1. Explanatory Statement pursuant to Section 102(1) of the Companies Act, 2013 ('the Act'), in respect of Special Business (Item No. 5 to 7) as set out above is annexed hereto. Special Business appearing in the Notice is considered to be unavoidable by the Board and hence forming part of this Notice.
2. The Ministry of Corporate Affairs ("MCA") vide its Circulars dated 8.4.2020, 13.4.2020, 5.5.2020, 13.1.2021, 14.12.2021, 5.5.2022, 28.12.2022 and 25.9.2023 (collectively referred to as "MCA Circulars") has permitted the holding of Annual General Meeting ('AGM') through Video Conference/ Other Audio-Visual Means ("VC/OAVM") without physical presence of Members at a common venue. In addition to the above, Securities and Exchange Board of India (SEBI) vide its circulars dated 12.5.2020, 15.1.2021, 13.5.2022, 5.1.2023 and 7.10.2023 (collectively referred to as 'SEBI Circulars') has provided certain relaxations from compliance of certain provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('SEBI Listing Regulations'). Pursuant to the provisions of the Act and the SEBI Listing Regulations read with Circulars issued by MCA and SEBI, the 57th AGM of the Company shall be conducted through VC / OAVM. The deemed venue for the 57th AGM shall be the Registered Office of the Company. National Securities Depositories Limited ("NSDL") will be providing facility for remote e-voting, participation in the AGM through VC / OAVM and e-voting during the AGM.
3. In accordance with above MCA Circulars and SEBI Circulars, the Notice of 57th AGM and Annual Report 2023-24 of the Company are being sent by electronic mode to Members whose email addresses are registered with the Company or the Depository Participant(s) ('DPs'), unless any Member has requested for a physical copy of the same. The Company shall send the physical copy of Annual Report 2023-24 to those Members who will request the same at investors_cs@hindustancopper.com mentioning their Folio No./DP ID and Client ID. Members may note that Notice and Annual Report 2023-24 will be also available on the Company's website at www.hindustancopper.com, websites of the Stock Exchanges i.e. BSE Limited and National Stock Exchange of India Limited at www.bseindia.com and www.nseindia.com respectively, and on the website of NSDL i.e. <https://www.evoting.nsdl.com>.
4. **Pursuant to the provisions of the Act, a Member entitled to attend and vote at the AGM is entitled to appoint a Proxy to attend and vote on his/her behalf and the Proxy need not be a member of the Company. Since the AGM will be conducted through VC / OAVM, the physical attendance of the members has been dispensed with. Following which there is no requirement of appointment of Proxies. Hence, the Proxy Form is not annexed to the Notice. Also, Attendance Slip and Route Map are not annexed to the Notice.**
5. The details under Regulation 36(3) of the SEBI Listing Regulations and Secretarial Standard on General Meetings (SS-2) issued by the Institute of Company Secretaries of India, in case of appointment or re-appointment of a Director at the AGM forms part of the Notice.
6. Institutional / Corporate Members (i.e. other than individuals / HUF, NRI, etc.) are required to send a scanned copy (PDF/JPG Format) of its Board or governing body Resolution/Authorization letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to attend the AGM through VC / OAVM and vote on its behalf. The said Resolution/Authorization letter shall be sent to the email address of Scrutinizer at kothari.navin@yahoo.com with a copy marked to evoting@nsdl.com and to investors_cs@hindustancopper.com. Institutional / Corporate Members can also upload their Board Resolution / Power of Attorney / Authority Letter etc. by clicking on "Upload Board Resolution / Authority Letter" displayed under "e-Voting" tab in their login.
7. In case of joint holders attending the AGM, the holder whose name appears first in order of names for the holding shall be entitled to vote.
8. Members attending the AGM through VC / OAVM shall be counted for the purpose of reckoning the quorum under Section 103 of the Act.
9. **M/s. Alankit Assignments Ltd has taken over as Registrar and Share Transfer Agent ("RTA") of Hindustan Copper Ltd with effect from 12.6.2024 from the outgoing RTA, M/s C B Management Services (Pvt) Ltd. Contact details of new RTA for attending shareholders' queries and correspondence is "M/s. Alankit Assignments Ltd, 205-208, Anarkali Complex, Jhandewalan Extension, New Delhi-110055, Email ID: rta@alankit.com, Phone: 01142541234, Link to track the requests and complaints: <https://alankitassignments.com/investor-charter/>".**
10. **The Register of Members and Share Transfer Books of the Company will remain closed from 20th September, 2024 to 26th September, 2024 (both days inclusive).**
11. 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 owner's position received from NSDL & CDSL as at the close of working hours on 19th September, 2024.



12. Pursuant to the Income Tax Act, 1961 as amended, dividend income is taxable in the hands of the Members w.e.f. 1.4.2020 and the Company is required to deduct TDS from dividend paid to the Members at prescribed rates. To enable compliance with TDS requirements, Members are requested to complete and / or update their Residential Status, PAN, Category as per the IT Act with their Depository Participants or in case shares are held in physical form with the Company, by sending documents through email to the Company's email address at investors_cs@hindustancopper.com or to Company's Registrars & Share Transfer Agent, M/s. Alankit Assignments Ltd ("the RTA") at rta@alankit.com. For the detailed process, please visit 'Investor' page at website of the Company www.hindustancopper.com and also refer to email communication sent to the members regarding the same.
13. Members are requested to notify immediately any change in their name, e-mail, postal address, telephone/mobile numbers, PAN, mandates, nomination, bank details (including MICR No., IFSC Code, Account Type etc.) etc., to the Depository Participant in respect of their shares held in demat mode and to the Company/RTA in respect of their physical shares, quoting the folio numbers in form ISR-1 as per the SEBI Master Circular No. SEBI/HO/MIRSD/PoD-1/P/CIR/2024/37 dated 7.5.2024 to enable the Company to credit the dividend amount directly to their Bank account.
14. 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 DPs 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 DPs about any changes in their bank account details.
15. In terms of SEBI's Master Circular No. SEBI/HO/MIRSD/POD-1/P/CIR/2024/37 dated 7.5.2024 related to Registrars to an Issue and Share Transfer Agents (RTAs), it is mandatory for Members holding shares in physical mode to furnish PAN, Choice of Nomination, Contact details (Postal Address with PIN and Mobile Number), Bank A/c details and Specimen signature for their corresponding folio numbers.

Members holding shares in physical mode and whose folio(s) do not have PAN, Choice of Nomination, Contact Details, Bank Account Details and Specimen Signature updated, shall be eligible:

(i) to lodge grievance or avail any service request from the RTA only after furnishing PAN, KYC details and Nomination

(ii) for any payment including dividend, interest or redemption payment in respect of such folios, only through electronic mode with effect from 1.4.2024.

In view of above SEBI Circular, Members holding shares in physical mode are requested to immediately comply with the requirements stated in the above SEBI Circular and furnish their valid PAN, Nomination / Declaration to opt-out of Nomination, Contact details, Bank Account details and Specimen Signature immediately to the RTA / Company in the prescribed Form. Detail of applicable Forms has been given below and the same are available at the website of the Company at the following weblink <https://www.hindustancopper.com/Page/pankyc> and website of the RTA at www.alankit.com:

Sl. No.	Purpose	Form No.
1	Request for registering PAN, KYC details or Changes /Updation thereof	ISR-1
2	Confirmation of signature of securities holder by the Banker	ISR-2
3	Declaration Form for Opting-out of Nomination by holders of physical securities in Listed Companies	ISR-3
4	Nomination Form	SH-13
5	Cancellation or Variation of Nomination	SH-14
6	Issue of Duplicate securities certificate, Replacement / Renewal / Exchange of securities certificate, Consolidation of securities certificate, Sub-division / Splitting of securities certificate, Consolidation of folios, Endorsement, change in the name of the holder, Claim from Unclaimed Suspense Account & Suspense Escrow Demat Account, Transposition	ISR-4
7	Request for Transmission of Securities by Nominee or Legal Heir (For Transmission of securities on death of the Sole holder)	ISR-5



To mitigate unintended challenges on account of freezing of folios, SEBI vide its circular No. SEBI/HO/MIRSD/POD-1/P/CIR/2023/181 dated 17th November, 2023 has done away with the provision regarding freezing of folios not having PAN, KYC and Nomination details.

16. Pursuant to the provisions of Section 124 of the Act read with the Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016, the unclaimed dividend and the corresponding equity shares of the Company in respect of which dividend remain unclaimed for seven consecutive years has been transferred to the Investor Education and Protection Fund (IEPF) of the Central Government. Details of such unclaimed dividend and corresponding shares transferred to IEPF are available on the Company's website www.hindustancopper.com under the section 'Investors'. Members whose unclaimed dividends/shares have been transferred to IEPF may contact the RTA/Company for issuance of Entitlement letter and thereafter such Members can claim refund of unclaimed dividends/shares by making an online application to the IEPF Authority in Form No. IEPF-5 available at www.iepf.gov.in.
17. Members holding shares in physical form are requested to convert their shares in demat mode. In terms of Regulation 40(1) of SEBI Listing Regulations, as amended, requests for effecting transfer of securities shall not be processed unless the securities are held in the dematerialised form with a depository. Further, transmission or transposition of securities held in physical or dematerialised form shall be affected only in dematerialised form.
18. Members may please note that SEBI vide its Circular dated 25.1.2022 has mandated listed companies to issue securities in demat form only while processing service requests viz. issue of duplicate securities certificate; claim from Unclaimed Suspense Account; Renewal/ Exchange of securities certificate; Endorsement; Sub-division/ Splitting of securities certificate; Consolidation of securities certificates/ folios; Transmission and Transposition. Accordingly, Members are requested to make service requests by submitting a duly filled and signed Form ISR – 4, the format of which is available on the Company's website at 'Investors' under Download.
19. Members holding shares in more than one folio, in identical order of names, are requested to send the relative Share Certificate(s) to the Company's RTA for consolidating their holdings in one folio.
20. During the AGM, the Register of Directors and Key Managerial Personnel and their shareholding maintained under Section 170 of the Act, the Register of Contracts or arrangements in which Directors are interested under Section 189 of the Act shall be available for inspection upon login at NSDL e-voting system at <https://www.evoting.nsdl.com>.
21. **SEBI vide Circular Nos. SEBI/HO/OIAE/OIAE_IAD-1/P/ CIR/2023/131 dated 31st July, 2023, and SEBI/HO/OIAE/ OIAE_IAD-1/P/ CIR/2023/135 dated 4th August, 2023, read with Master Circular No. SEBI/HO/ OIAE/OIAE_IAD- 1/P/ CIR/2023/145 dated 31st July, 2023 (updated as on August 11, 2023) and Amendment issued vide Circular dated 20th December, 2023, has established a common Online Dispute Resolution Portal ('ODR Portal') for resolution of disputes between investors and listed companies (including their RTA) in the Indian Securities Market. Pursuant to above-mentioned Circulars, after exhausting the option to resolve their grievances with the RTA / Company, directly and through existing SCORES platform, the investors can initiate dispute resolution through the ODR Portal at <https://smartodr.in/login>.**

PROCEDURE FOR ATTENDING THE AGM THROUGH VC / OAVM AND RAISING QUESTIONS / SEEKING CLARIFICATIONS ON RESOLUTIONS / ANNUAL REPORT

22. Members will be able to attend the AGM through VC / OAVM or view the live webcast of AGM provided by NSDL at <https://www.evoting.nsdl.com> by using their remote e-voting login credentials and selecting the EVEN for Company's AGM.
23. Members who do not have the User ID and Password for e-voting or have forgotten the User ID and Password may retrieve the same by following the remote e-voting instructions mentioned in the Notice.
24. Members are requested to join the meeting through Laptops for better experience and will be required to allow camera and use internet with a good speed to avoid any disturbance during the meeting. Please note that participants connecting from Mobile Devices or Tablets or through Laptop connected via mobile hotspot may experience audio/video loss due to fluctuation in their respective network. It is therefore recommended to use stable Wi-Fi or LAN connection to mitigate any kind of glitches.
25. Members can join the AGM through VC/OAVM 15 minutes before and after the scheduled time of commencement of meeting by following the procedure mentioned in the Notice. Members may note that VC / OAVM provided by NSDL allows participation of 1000 Members on first come first served basis. This will not include large Members (Members holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the AGM