



हिन्दुस्तान कॉपर लिमिटेड

HINDUSTAN COPPER LIMITED

CIN No. : L27201WB1967GO1028825

भारत सरकार का उपक्रम
A GOVT. OF INDIA ENTERPRISE

पंजीकृत एवं प्रधान कार्यालय
Registered & Head Office

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

HCL/SCY/NSE/2013

13.10.2014

To
Shri K Hari
Vice President
National Stock Exchange of India Limited
Exchange Plaza
Bandra Kurla Complex
Bandra (E)
Mumbai - 400 051

FAX: (022) 2659-8238/8348

Dear Sir,

In terms of clause 31(d) of the Listing Agreement, we are sending herewith a copy of minutes of the 47th Annual General Meeting of the Company held on 19th September, 2014 at the registered office of the Company, Kolkata for information and record.

Thanking you,

Yours faithfully,

(C S Singhi)
GM & Co Secretary

Encl: As above

Minutes of the 47th Annual General Meeting of Hindustan Copper Limited held on Friday, the 19th September, 2014 at 11 am at the registered office of the Company at 'Tamra Bhavan', 1, Ashutosh Chowdhury Avenue, Kolkata - 700 019

Directors Present:

Shri K D Diwan
Shri Puneesh Kumar Kapoor

Shri V K Srivastava

Shri Anupam Anand
Shri Avijit Ghosh
Shri Subhendra Nanda
Shri V V Venugopal Rao

Chairman-cum-Managing Director
Independent Director and Chairman, Audit Committee
Independent Director and Chairman, Nomination & Remuneration Committee
Director (Personnel)
Director (Mining)
Director (Operations)
Director (Finance) (Also representing Chairman Stakeholders Relationship Committee)

Members Present:

Members in Person - 913 nos.
Members by Proxy - 168 nos.

Invitees:

Shri S Mukherjee
Shri Mohan Ram Goenka

Statutory Auditor representing M/s A. Kayes & Co.
Scrutinizer representing M/s M R & Associates

In Attendance:

C S Singhi

GM & Co Secretary

In terms of Article 50 of Articles of Association of Hindustan Copper Limited (HCL), Shri K D Diwan, Chairman cum Managing Director, HCL took the chair. He welcomed the Members and other participants present at the 47th Annual General Meeting (AGM).

Shri C S Singhi, GM & Co Secretary confirmed that quorum for starting the proceedings of the meeting was present. He informed that Ministry of Mines, Government of India had appointed Shri S K Mishra, Deputy Secretary in the Ministry as the representative of the President of India in terms of Section 112 of the Companies Act, 2013 and who was present at the meeting.

With the consent of the Member present, the Notice convening the 47th AGM, Annual Report & Accounts for FY 2013-14 were taken as read. Chairman then delivered his speech and appraised the Members with business and economic scenario. He presented highlights of the performance of HCL during 2013-14.

The Chairman requested Shri C S Singhi, GM & Co Secretary, to read the Auditors' Report on the accounts of the Company for the year ended March 31, 2014. Shri C S Singhi then, read the Auditor's Report.

The Company Secretary informed that in terms of provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014, and Clause 35B of the Listing Agreement, the Company

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HINDUSTAN COPPER LIMITED

C S Singhi
(C S SINGHI)
GM & Company Secretary

had extended e-voting facility to the Members in respect of the business to be transacted at the 47th AGM. The e-voting commenced at 10 a.m. on September 9, 2014 and ended at 5 p.m. on September 11, 2014. For Members, who did not have any access to e-voting, Company had also provided the facility to cast their vote through Physical Ballot Form.

The Company had appointed Mr. Mohan Ram Goenka, Practicing Company Secretary, M/s M R & Associates, Kolkata as Scrutinizer for scrutinizing the e-voting process.

The Members desired that before declaration of results of voting, discussion on agenda should take place. Accordingly, the Chairman invited Members to raise queries, if any, on the agenda items before declaration of result by him. Queries raised by the some of the Members which were suitably replied by the Chairman and other Directors present.

On the basis of Scrutinizer's Report, the result of voting on all resolutions of the Notice convening the 47th AGM was thereafter announced by the Chairman. The result of individual items of agenda is as under:-

Item No 1: Adoption of Profit and Loss A/c, Balance Sheet together with Auditor's Report and Director's Report for FY 2013-14 (Ordinary Resolution)

"RESOLVED THAT the Balance Sheet as at 31st March, 2014 and the Profit and Loss Account for the year ended on that date along with the Schedules, Notes and Cash Flow Statement annexed thereto, the Report of the Statutory Auditors thereon and the comments of the Comptroller and Auditor General of India (C&AG) and the Report of the Board of Directors for the year ended 31st March, 2014 be and are hereby approved and adopted."

Item No. 1	Total Number of Votes cast	Total Number of Votes cast in favour of the resolution		Total Number of Votes cast against the resolution	
		Nos.	%	Nos.	%
	833228864	833228146	99.9999	718	0.0001

The resolution was passed with requisite majority.

Item No 2: Declaration of dividend on equity shares (Ordinary Resolution)

"RESOLVED THAT dividend at the rate of 20% on the paid up equity share capital of Rs.462.61 crore for the financial year 2013-14 be and is hereby declared for payment to the members of the Company whose names appear in the Register of Members as on 8th September, 2014."

Item No. 2	Total Number of Votes cast	Total Number of Votes cast in favour of the resolution		Total Number of Votes cast against the resolution	
		Nos.	%	Nos.	%
	833228864	833228796	99.9999	68	0.0001

The resolution was passed with requisite majority.



Item No 3: Re-appointment of Shri Kailash Dhar Diwan, who retires by rotation (Ordinary Resolution)

“RESOLVED THAT Shri Kailash Dhar Diwan (DIN 01829545), who retires by rotation, be and is here by reappointed as Director of the Company on the existing terms and conditions of his appointment as approved by the Government of India.”

Item No. 3	Total Number of Votes cast	Total Number of Votes cast in favour of the resolution		Total Number of Votes cast against the resolution	
		Nos.	%	Nos.	%
	833228864	833227746	99.9999	1118	0.0001

The resolution was passed with requisite majority.

Item No 4: Re-appointment of Shri Anupam Anand, who retires by rotation (Ordinary Resolution)

“RESOLVED THAT Shri Anupam Anand (DIN 02752767), who retires by rotation, be and is hereby reappointed as Director of the Company on the existing terms and conditions of his appointment as approved by the Government of India.”

Item No. 4	Total Number of Votes cast	Total Number of Votes cast in favour of the resolution		Total Number of Votes cast against the resolution	
		Nos.	%	Nos.	%
	833228764	833227652	99.9999	1112	0.0001

The resolution was passed with requisite majority.

Item No 5: Fixation of remuneration of Auditors (Ordinary Resolution)

“RESOLVED THAT pursuant to the provisions of the Companies Act, 2013, the Board of Hindustan Copper Limited be and is hereby authorized to fix the remuneration of Statutory Auditors of the Company for the year 2014-2015.”

Item No. 5	Total Number of Votes cast	Total Number of Votes cast in favour of the resolution		Total Number of Votes cast against the resolution	
		Nos.	%	Nos.	%
	833228764	833227791	99.9999	973	0.0001

The resolution was passed with requisite majority.

Item No 6: Appointment of Dr Upendra Dutta Choubey as Director in terms of Ministry of Mines' Order No 10/4/2003-Met.III dated 22.10.2013 (Ordinary Resolution)

“RESOLVED THAT appointment of Dr Upendra Dutta Choubey (DIN 00153988) as Director on the Board of the Company with effect from 22.10.2013 in terms of Ministry of Mines' Order No.10/4/2003-Met.III dated 22.10.2013 be and is hereby approved.”



Item No. 6	Total Number of Votes cast	Total Number of Votes cast in favour of the resolution		Total Number of Votes cast against the resolution	
		Nos.	%	Nos.	%
		833228764	99.9999	818	0.0001

The resolution was passed with requisite majority.

Item No 7: Appointment of Shri Virendra Kumar Srivastava as Director in terms of Ministry of Mines' Order No 10/4/2003-Met.III dated 22.10.2013 (Ordinary Resolution)

"RESOLVED THAT appointment of Shri Virendra Kumar Srivastava (DIN 00611678) as Director on the Board of the Company with effect from 22.10.2013 in terms of Ministry of Mines' Order No.10/4/2003-Met.III dated 22.10.2013 be and is hereby approved."

Item No. 7	Total Number of Votes cast	Total Number of Votes cast in favour of the resolution		Total Number of Votes cast against the resolution	
		Nos.	%	Nos.	%
		833228764	99.9999	922	0.0001

The resolution was passed with requisite majority.

Item No 8: Appointment of Shri Ashok Kumar Singh as Director in terms of Ministry of Mines' Order No 10/4/2003-Met.III dated 22.10.2013 (Ordinary Resolution)

"RESOLVED THAT appointment of Shri Ashok Kumar Singh (DIN 00907683) as Director on the Board of the Company with effect from 22.10.2013 in terms of Ministry of Mines' Order No.10/4/2003-Met.III dated 22.10.2013 be and is hereby approved."

Item No. 8	Total Number of Votes cast	Total Number of Votes cast in favour of the resolution		Total Number of Votes cast against the favour of resolution	
		Nos.	%	Nos.	%
		833228764	99.9999	912	0.0001

The resolution was passed with requisite majority.

Item No 9: Appointment of Shri V V Venugopal Rao as Director (Finance) in terms of Ministry of Mines' Order No 10/2/2013-Met.III (Vol.II) dated 23.08.2013 and letter No 10/2/2013-Met.III (Vol-II) dated 3.1.2014 (Ordinary Resolution)

"RESOLVED THAT appointment of Shri V V Venugopal Rao (DIN 02950920) as Director (Finance) of the Company with effect from 10.9.2013 in terms of Ministry of Mines' Order No.10/2/2013-Met.III (Vol.II) dated 23. 8. 2013 and letter No 10/2/2013-Met.III (Vol.II) dated 3.1.2014 containing detailed terms and conditions of appointment be and is hereby approved."



Item No. 9	Total Number of Votes cast	Total Number of Votes cast in favour of the resolution		Total Number of Votes cast against the resolution	
		Nos.	%	Nos.	%
	833228764	833227852	99.9999	912	0.0001

The resolution was passed with requisite majority.

Item No 10: Ratification and confirmation of the remuneration to be paid to M/s Chatterjee and Co. Cost Auditor of the Company (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.50, 000/- (Rupees Fifty Thousand Only)plus service tax as applicable and reimbursement of actual travel and out-of-pocket expenses as recommended by the Audit Committee and approved Board of Directors, to be paid to M/s. Chatterjee and Co appointed as Cost Auditor to conduct audit of cost records of the Company for the financial year 2014-15 be and is hereby ratified and confirmed.”

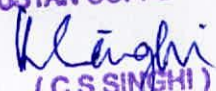
Item No. 10	Total Number of Votes cast	Total Number of Votes cast in favour of the resolution		Total Number of Votes cast against the resolution	
		Nos.	%	Nos.	%
	833228764	833227591	99.9999	1173	0.0001

The resolution was passed with requisite majority.

There being no other business to transact, the meeting ended with a vote of thanks to the chair.

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 (C S SINGH)
 GM & Company Secretary