



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,  
पो.बॉ.सं० P.B. NO. 10224  
कोलकाता KOLKATA - 700 019

भारत सरकार का उपक्रम  
A GOVT. OF INDIA ENTERPRISE

No. SCY/CA/58/ 2025

29.08.2025

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: Notice of 58<sup>th</sup> Annual General Meeting

It has been decided to hold the 58<sup>th</sup> Annual General Meeting (AGM) of the Members of Hindustan Copper Ltd on Thursday, 25<sup>th</sup> September, 2025 at 10:30 AM, Indian Standard Time, through Video Conferencing /Other Audio-Visual Means. A copy of the AGM Notice is enclosed and is also available at the Company's website at the following link:

<https://www.hindustancopper.com/Content/PDF/58th%20AGM%20Notice-28.08.2025.pdf>

The above is submitted pursuant to Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulation, 2015 for information and record of the Exchange please.

Thanking you,

Yours faithfully,

(Mritunjay Kumar Dev)  
Company Secretary &  
Compliance Officer

Encl. as stated



**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 58<sup>th</sup> Annual General Meeting ("AGM") of the Members of Hindustan Copper Ltd ("HCL / the Company") will be held on Thursday, 25<sup>th</sup> September, 2025 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 financial year ended 31<sup>st</sup> March, 2025 together with the Reports of the Directors, Auditors and C&AG.
2. To declare final dividend on equity shares for financial year 2024-25.
3. To appoint a Director in place of Shri Sanjiv Kumar Singh (DIN: 09548389), who retires by rotation and being eligible, offers himself for re-appointment.
4. To fix remuneration of the Statutory Auditors.

#### **Special Business**

5. Appointment of Shri Sanjiv Kumar Singh (DIN: 09548389) as Chairman and Managing Director of the Company and in this regard to consider and, if thought fit, to pass with or without modifications, the following resolution as Ordinary Resolution:

"RESOLVED THAT pursuant to Article 70 of the Articles of Association of the Company, Section 149, 152, 203 & all other applicable provisions of the Companies Act, 2013, Regulation 17 (1C) & all other applicable provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 [including any statutory modification(s) or re-enactment thereof for the time being in force] and approval of the President of India as notified by Order [Met.3-10/2/2022-Met.III] dated 21.03.2025 issued by the Ministry of Mines, Government of India, appointment of Shri Sanjiv Kumar Singh (DIN: 09548389) as Chairman and Managing Director, Hindustan Copper Ltd in the scale of pay of Rs.2,00,000 - 3,70,000/- and other terms and conditions of appointment as may be determined by the Government from time to time, from the date of his assumption of charge of the post of Chairman and Managing Director on 21.03.2025 till the date of his superannuation i.e. 30.06.2026, or until further orders, whichever is earlier, be and is hereby approved."

6. Appointment of Shri Sanjeev Kumar Sinha (DIN: 10993006) as Director (Operations) of the Company and in this regard to consider and, if thought fit, to pass with or without modifications, the following resolution as Ordinary Resolution:

"RESOLVED THAT pursuant to Article 70 of the Articles of Association of the Company, Section 149, 152, 203 & all other applicable provisions of the Companies Act, 2013, Regulation 17 (1C) & all other applicable provisions of SEBI (Listing Obligations and Disclosure Requirements)

Regulations, 2015 [including any statutory modification(s) or re-enactment thereof for the time being in force] and approval of the President of India as notified by Order [Met.3-10/4/2023-Met.III] dated 07.03.2025 issued by the Ministry of Mines, Government of India, appointment of Shri Sanjeev Kumar Sinha (DIN: 10993006), Deputy General Manager (DGM), NMDC Ltd as Director (Operations) of Hindustan Copper Ltd in the scale of pay of Rs.1,80,000 - 3,40,000/- and other terms and conditions of appointment as may be determined by the Government from time to time, for a period of 05 (five) years from the date of his assumption of charge of the post of Director (Operations) on 09.03.2025, or until further orders, whichever is earlier, be and is hereby approved.”

7. Appointment of Shri RVN Vishweshwar (DIN: 09518994) as Director (Finance) of the Company and in this regard to consider and, if thought fit, to pass with or without modifications, the following resolution as Ordinary Resolution:

“RESOLVED THAT pursuant to Article 70 of the Articles of Association of the Company, Section 149, 152, 203 & all other applicable provisions of the Companies Act, 2013, Regulation 17 (1C) & all other applicable provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 [including any statutory modification(s) or re-enactment thereof for the time being in force] and approval of the President of India, as notified by Order (No. Met3-10/1/2024-METAL III) dated 25.07.2025, received from the Ministry of Mines, Government of India, appointment of Shri RVN Vishweshwar (DIN:09518994), Executive Director (Corporate Finance & Treasury), Indian Oil Corporation Limited (IOCL) as Director (Finance) in Hindustan Copper Ltd (HCL) in the scale of pay of Rs.1,80,000 - 3,40,000/- and other terms and conditions of appointment as may be determined by the Government from time to time, w.e.f. the date of assumption of charge of the post on 29.07.2025 till the date of his superannuation i.e., 31.07.2029 or until further orders, whichever is earlier, be and is hereby approved.”

8. Appointment of Shri Ashish Saxena (DIN: 11009696) as Government Nominee Director of the Company and in this regard to consider and, if thought fit, to pass with or without modifications, the following resolution as Ordinary Resolution:

“RESOLVED THAT pursuant to Article 70 of the Articles of Association of the Company, Section 149, 152 & all other applicable provisions of the Companies Act, 2013, Regulation 17 (1C) & all other applicable provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 [including any statutory modification(s) or re-enactment thereof for the time being in force] and approval of the President of India as notified by Order [F. No. 10/2/2002-Met.III] dated 19.03.2025 issued by the Ministry of Mines, Government of India, appointment of Shri Ashish Saxena (DIN: 11009696), Deputy Secretary, Ministry of Mines, Government of India as Government Nominee Director of Hindustan Copper Ltd with effect from 20.03.2025 (i.e. date of allotment of DIN) till further orders, be and is hereby approved.”

9. Appointment of Shri Avinash Janardan Bhide (DIN: 09388571) as Non-Official Independent Director of the Company and in this regard to consider and, if thought fit, to pass with or without modifications, the following resolution as Special Resolution:

“RESOLVED THAT pursuant to Article 70 of the Articles of Association of the Company, Section 149, 152 & all other applicable provisions of the Companies Act, 2013, Regulation 17 (1C) & all other applicable provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 [including any statutory modification(s) or re-enactment thereof for the time being in force] and approval of the President of India as notified by Order [Met. 3-10/2/2020-Met.III] dated 01.04.2025 issued by the Ministry of Mines, Government of India, appointment of Shri Avinash Janardan Bhide (DIN: 09388571) as part time Non-Official Independent Director on the Board of the Company for a period of one year with effect from 01.04.2025 or until further orders, whichever is earlier be and is hereby approved.”

**10. Appointment of M/s S Basu & Associates as Secretarial Auditor of HCL for carrying out Secretarial Audit and for furnishing Annual Secretarial Compliance Report for a period of five years and in this regard to consider and, if thought fit, to pass with or without modifications, the following resolution as Ordinary Resolution:**

**“RESOLVED THAT** pursuant to Sections 179 and 204 of the Companies Act, 2013 read with Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and Regulation 24A of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 the appointment of M/s S Basu & Associates, Practicing Company Secretary be and is hereby approved for conducting Secretarial Audit and furnishing Annual Secretarial Compliance Report of the Company for a period of five consecutive financial years i.e. FY 2025-26, 2026-27, 2027-28, 2028-29 and 2029-30 at a total fee of Rs.46,610/- (Rupees Forty Six Thousand Six Hundred and Ten Only) (inclusive of GST).”

**11. Ratification and confirmation of the remuneration to be paid to Cost Auditor of the Company, M/s Chatterjee & Co., Cost Accountants for FY 2025-26 and in this regard 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 applicable taxes & in addition reimbursement of travelling expenditure, lodging & boarding 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 2025-26 be and is hereby ratified and confirmed.”

**12. Approval to offer, issue and allot secured or unsecured non-convertible debentures or bonds on private placement basis and in this regard 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.

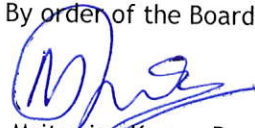
**RESOLVED FURTHER THAT** consent of the shareholders be and is hereby accorded to the Board of Directors to sub-delegate the above borrowing powers to CMD and Director (Finance) jointly and to appoint Trustees, Registrar & Transfer Agent, Law firms, Credit rating agencies, depositories, Arrangers to 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 other 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 if required on the 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



Mritunjay Kumar Dev  
Company Secretary &  
Compliance Officer  
FCS 13303

Date: 28.08.2025

Place: Kolkata

## 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 12) 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. 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.
2. The Ministry of Corporate Affairs ("MCA") vide its Circulars dated 08.04.2020, 13.04.2020, 05.05.2020, 13.01.2021, 14.12.2021, 05.05.2022, 28.12.2022, 25.09.2023 and 19.09.2024 (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 12.05.2020, 15.01.2021, 13.05.2022, 05.01.2023, 07.10.2023 and 03.10.2024 (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 58<sup>th</sup> AGM of the Company shall be conducted through VC / OAVM. The deemed venue for the 58<sup>th</sup> 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 58<sup>th</sup> AGM and Annual Report 2024-25 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 2024-25 to those Members who will request the same at [investors\\_cs@hindustancopper.com](mailto:investors_cs@hindustancopper.com) mentioning their Folio No./DP ID and Client ID. A letter providing the web-link, including the exact path (where complete details of the Annual Report available), is being sent to those Members who have not registered their email addresses. Members may note that Notice and Annual Report 2024-25 will be also available on the Company's website at [www.hindustancopper.com](http://www.hindustancopper.com), websites of the Stock Exchanges i.e. BSE Limited and National Stock Exchange of India Limited at [www.bseindia.com](http://www.bseindia.com) and [www.nseindia.com](http://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. Institutional / Corporate Members (i.e. other than individuals / HUF, NRI, etc.) intending to appoint their authorised representatives pursuant to Sections 112 and 113 of the Act, as the case may be, to attend the AGM through VC/OAVM or to vote through remote e-Voting are requested to send 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](mailto:kothari.navin@yahoo.com) with a copy marked to [evoting@nsdl.com](mailto: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.

6. 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.
7. Members attending the AGM through VC / OAVM shall be counted for the purpose of reckoning the quorum under Section 103 of the Act.
8. Alankit Assignments Ltd has taken over as Registrar and Share Transfer Agent ("RTA") of Hindustan Copper Ltd with effect from 12.06.2024 from the outgoing RTA, M/s C B Management Services (Pvt) Ltd. Contact details of new RTA for attending shareholders' queries and correspondence is "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/>".
9. The Register of Members and the Share Transfer Books of the Company will remain closed from 19<sup>th</sup> September, 2025 to 25<sup>th</sup> September, 2025 (both days inclusive). The Company has fixed 18<sup>th</sup> September, 2025 as the 'Record Date' for determining entitlement of Members for dividend for the financial year ended 31.03.2025, if approved at the AGM. Dividend of ₹1.46 per share on ₹5/- face value (i.e., 29.20%), if approved at the AGM, will be paid subject to tax deduction at source ('TDS') within 30 days of approval at the AGM 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 18<sup>th</sup> September, 2025.
10. Pursuant to the Income Tax Act, 1961 as amended, dividend income is taxable in the hands of the Members w.e.f. 01.04.2020 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, Alankit Assignments Ltd ("the RTA") at rta@alankit.com. For the detailed process, please visit website of the Company at <https://www.hindustancopper.com/Page/BookClosureAGM> and also refer to email communication sent to the members regarding the same.
11. 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.
12. 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 to enable the Company to credit the dividend amount directly to their Bank account.
13. In terms of SEBI's Master Circular No. SEBI/HO/MIRSD/MIRSD-PoD/P/CIR/2025/91 dated 23.06.2025 it is mandatory for Members holding shares in physical mode to furnish PAN, 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, 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 and KYC details.
- (ii) for any payment including dividend, interest or redemption payment in respect of such folios, only through electronic mode with effect from 01.04.2024.

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, 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](http://www.alankit.com):

| Registering / Updating the KYC details: |   |  |
|---|---|--|
| S. No.                                  | Particulars   | Form                                       |
| (i)                                     | PAN   | ISR - 1                                    |
| (ii)                                    | Nominee details   | SH - 13, SH - 14, ISR - 3, (As applicable) |
| (iii)                                   | Contact details (postal address, Mobile number & E-mail)                | ISR - 1                                    |
| (iv)                                    | Bank details  | ISR - 1                                    |
| (v)                                     | Signature   | ISR - 1, ISR - 2<br>(As applicable)        |
| Processing of various service requests  |   |  |
| (i)                                     | Issue of Duplicate securities certificate                               | ISR - 4                                    |
| (ii)                                    | Replacement / Renewal / Exchange of securities certificate              | ISR - 4                                    |
| (iii)                                   | Consolidation of securities certificate                                 | ISR - 4                                    |
| (iv)                                    | Sub-division / Splitting of securities certificate                      | ISR - 4                                    |
| (v)                                     | Consolidation of folios   | ISR - 4                                    |
| (vi)                                    | Endorsement   | ISR - 4                                    |
| (vii)                                   | Change in the name of the holder  | ISR - 4                                    |
| (viii)                                  | Change in status from Minor to Major and Resident to NRI and vice versa | NA   |
| (ix)                                    | Claim from Unclaimed Suspense Account & Suspense Escrow Demat Account   | ISR - 4                                    |
| (x)                                     | Transposition   | ISR - 4                                    |
| (xi)                                    | Transmission  | ISR - 5                                    |

14. The Company, through the RTA, has sent individual letters, along with the relevant Forms, to the shareholders of physical securities with incomplete KYC details requesting them to furnish / update their KYC details at the earliest. Members can submit the necessary Forms along with the necessary documentary evidence to the RTA in following manner:
  - (a) Self-attested hard copies addressed to the office of the RTA;
  - (b) 'In Person Verification' ('IPV'): the authorised person of the RTA shall verify the original documents furnished by the Member and retain copy(ies) with IPV stamping with date and initials;
  - (c) Email to the RTA at [rta@alankit.com](mailto:rta@alankit.com).
15. 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, dividends, if not encashed for a period of 7 years from the date of transfer to Unpaid Dividend Account of the Company, are liable to be transferred to the Investor Education and

Protection Fund ('IEPF'). Shares in respect of which dividends have been unclaimed for a period of 7 consecutive years are liable to be transferred to the demat account of the IEPF Authority. In view of this, Members / claimants are requested to claim their dividends from the Company, within the stipulated timeline. 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](http://www.iepf.gov.in). Details of unclaimed dividend and corresponding shares transferred to IEPF are available on the Company's website at <https://www.hindustancopper.com/Page/IEPF>.

16. Members holding shares in physical form are requested to convert their shares in demat form. 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.
17. In order to facilitate ease of investing for investors and to secure the rights of investors in the securities which were purchased by them, SEBI vide its Circular No. SEBI/HO/MIRSD/MIRSD-PoD/P/CIR/2025/97 dated 02.07.2025 decided to open a special window only for re-lodgement of transfer deeds, which were lodged prior to the deadline of 01.04.2019 and rejected/returned/not attended to due to deficiency in the documents/process/or otherwise, for a period of six months from 07.07.2025 till 06.01.2026. During this period, the securities that are re-lodged for transfer (including those requests that are pending with the Company / RTA, as on date) shall be issued only in demat form.
18. Members may please note that SEBI vide its Circular No. SEBI/HO/MIRSD/ MIRSD\_RTAMB/P/ CIR/2022/8 dated 25.01.2022 read with Master Circular No. SEBI/HO/MIRSD/MIRSD-PoD/P/CIR/2025/91 dated 23.06.2025 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 <https://www.hindustancopper.com/Page/pankyc>. For Renewal / Exchange of securities certificate and Transposition, the Member are requested to surrender their original Share certificate(s) for processing of service requests to the RTA. The RTA/ Companies shall verify and process the service requests and thereafter issue a 'Letter of confirmation' in lieu of physical Share certificate(s), to the shareholder/claimant within 30 days of its receipt of such request after removing objections, if any. The 'Letter of Confirmation' shall be valid for a period of 120 days from the date of its issuance, within which the shareholder/claimant shall make a request to the DP for dematerializing the said share(s).
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. Members seeking any information with regard to the financial statements or any other matter to be placed at the AGM or who wish to inspect the relevant documents referred to in this Notice, are requested to write to the Company through email on

[investors\\_cs@hindustancopper.com](mailto:investors_cs@hindustancopper.com) mentioning their DP ID and Client ID / Physical Folio Number. These will be replied to by the Company suitably.

22. To prevent fraudulent transactions, Members are advised to exercise due diligence and notify the Company of any change in address or demise of any Member as soon as possible. Members are also advised not to leave their demat account(s) dormant for long. Periodic statement of holdings should be obtained from the concerned DP and holdings should be verified from time to time.
23. Members who have not yet registered their email addresses are requested to register them with their DPs in case shares are held by them in electronic form and with RTA in case shares are held by them in physical form.
24. SEBI vide Circular Nos. SEBI/HO/OIAE/OIAE\_IAD-1/P/CIR/2023/131 dated 31.07.2023, and SEBI/HO/OIAE/OIAE\_IAD-1/P/CIR/2023/135 dated 04.08.2023, read with Master Circular No. SEBI/HO/OIAE/OIAE\_IAD-1/P/CIR/2023/145 dated 31.07.2023 (updated as on 11.08.2023) and Amendment issued vide Circular dated 20.12.2023, has established a common Online Dispute Resolution Portal ('ODR Portal') for resolution of disputes arising 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**

25. 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.
26. 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.
27. 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.
28. Members can join the AGM through VC/OAVM mode 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 without restriction on account of first come first served basis.
29. As the AGM is being conducted through VC / OAVM, Members are encouraged to express their views / send their queries in advance mentioning their name, DP Id and Client Id/Folio No., e-mail id, mobile number at [investors\\_cs@hindustancopper.com](mailto:investors_cs@hindustancopper.com) to enable smooth conduct of proceedings at the AGM. Questions / Queries received by the Company on or before 19<sup>th</sup> September, 2025 on the aforementioned e-mail id shall only be considered and responded to during the AGM.

30. Members who would like to express their views or ask questions during the AGM may register themselves as a speaker by sending their request from their registered email address mentioning their name, DP Id and Client Id / Folio No., PAN, mobile number at investors\_cs@hindustancopper.com on or before 19<sup>th</sup> September, 2025. Those Members who have registered themselves as a speaker will only be allowed to express their views/ask questions during the AGM. Speakers are requested to submit their questions at the time of registration, to enable the Company to respond appropriately. When a pre-registered speaker is invited to speak at the meeting but he / she does not respond, the next speaker will be invited to speak. Accordingly, all speakers are requested to get connected to a device with a video/ camera along with good internet speed.
31. The Company reserves the right to restrict the number of questions and number of speakers, as appropriate, to ensure the smooth conduct of the AGM.

**INSTRUCTIONS FOR MEMBERS FOR REMOTE E-VOTING AND JOINING GENERAL MEETING ARE AS UNDER:**

32. Pursuant to Section 108 of the Act and Rules notified there under and Regulation 44 of SEBI Listing Regulations, 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 NSDL. The remote e-voting period commences on 22<sup>nd</sup> September, 2025 (9:00 AM) and ends on 24<sup>th</sup> September, 2025 (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 18<sup>th</sup> September, 2025 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 / participate in the AGM through VC/OAVM but shall not be entitled to cast his vote again on the day of AGM.
33. A person who is not a Member as on the cut-off date i.e. 18<sup>th</sup> September, 2025, should treat this Notice of AGM for information purpose 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 18<sup>th</sup> September, 2025.
34. In case of Individual Member holding securities in demat mode who acquires shares of the Company and becomes a Member of the Company after issue of the Notice and holding shares as of the cut-off date i.e. 18<sup>th</sup> September, 2025, may follow steps mentioned under the process and manner of remote e-Voting mentioned below.
35. The process and manner of remote e-voting are as under:





**How do I vote electronically using NSDL e-Voting system?**

*The way to vote electronically on NSDL e-Voting system consists of "Two Steps" which are mentioned below:*

**Step 1: Access to NSDL e-Voting system**

**A) Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode**

In terms of SEBI circular dated 09.12.2020 on e-Voting facility provided by listed companies, individual Members holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Members are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility. Login method for Individual Members holding securities in demat mode is given below:

| Type of shareholders   | Login Method  |
|--|---|
| <p>Individual Shareholders holding securities in demat mode with NSDL.</p> | <p>1. For OTP based login you can click on <a href="https://eservices.nsdl.com/SecureWeb/evoting/evotinglogin.jsp">https://eservices.nsdl.com/SecureWeb/evoting/evotinglogin.jsp</a>. You will have to enter your 8-digit DP ID, 8-digit Client Id, PAN No., Verification code and generate OTP. Enter the OTP received on registered email id/mobile number and click on login. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or <b>e-Voting service provider i.e. NSDL</b> and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting.</p> <p>2. Existing <b>IDeAS</b> user can visit the e-Services website of NSDL Viz. <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a> either on a Personal Computer or on a mobile. On the e-Services home page click on the “<b>Beneficial Owner</b>” icon under “<b>Login</b>” which is available under ‘<b>IDeAS</b>’ section, this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on “<b>Access to e-Voting</b>” under e-Voting services and you will be able to see e-Voting page. Click on company name or <b>e-Voting service provider i.e. NSDL</b> and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting.</p> <p>3. If you are not registered for IDeAS e-Services, option to register is available at <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a>. Select “<b>Register Online for IDeAS Portal</b>” or click at <a href="https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp</a></p> <p>4. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <a href="https://www.evoting.nsdl.com/">https://www.evoting.nsdl.com/</a> either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “<b>Login</b>” which is available under ‘<b>Shareholder/Member</b>’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or <b>e-Voting service provider i.e. NSDL</b> and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting.</p> <p>5. Shareholders/Members can also download NSDL Mobile App “<b>NSDL Speede</b>” facility by scanning the QR code mentioned below for seamless voting experience.</p> <p style="text-align: center;"><b>NSDL Mobile App is available on</b></p> <div style="display: flex; justify-content: center; gap: 20px;"> <div style="text-align: center;">  <b>App Store</b> </div> <div style="text-align: center;">  <b>Google Play</b> </div> </div> <div style="display: flex; justify-content: center; gap: 20px; margin-top: 10px;">   </div> |

|   |  |
|---|--|
| <p>Individual Shareholders holding securities in demat mode with CDSL</p>                                     | <ol style="list-style-type: none"> <li>1. Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login Easi /Easiest are requested to visit CDSL website <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login icon &amp; New System Myeasi Tab and then user your existing my easi username &amp; password.</li> <li>2. After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly.</li> <li>3. If the user is not registered for Easi/Easiest, option to register is available at CDSL website <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login &amp; New System Myeasi Tab and then click on registration option.</li> <li>4. Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on <a href="http://www.cdslindia.com">www.cdslindia.com</a> home page. The system will authenticate the user by sending OTP on registered Mobile &amp; Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.</li> </ol> |
| <p>Individual Shareholders (holding securities in demat mode) login through their depository participants</p> | <p>You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. upon logging in, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting.</p>  |

**Important note:** Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

**Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. NSDL and CDSL:**

| Login type   | Helpdesk details   |
|--|--|
| Individual Shareholders holding securities in demat mode with NSDL | Members facing any technical issue in login can contact NSDL helpdesk by sending a request at <a href="mailto:evoting@nsdl.com">evoting@nsdl.com</a> or call at 022 - 4886 7000  |
| Individual Shareholders holding securities in demat mode with CDSL | Members facing any technical issue in login can contact CDSL helpdesk by sending a request at <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or contact at toll free no. 1800-21-09911 |

**B) Login Method for e-Voting and joining virtual meeting for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode.**

**How to Log-in to NSDL e-Voting website?**

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.
2. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section.
3. A new screen will open. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen.  
*Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.*

4. Your User ID details are given below :

| Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical | Your User ID is:  |
|--|---|
| a) For Members who hold shares in demat account with NSDL.     | 8 Character DP ID followed by 8 Digit Client ID<br>For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****.   |
| b) For Members who hold shares in demat account with CDSL.     | 16 Digit Beneficiary ID<br>For example if your Beneficiary ID is 12***** then your user ID is 12*****.  |
| c) For Members holding shares in Physical Form.                | EVEN Number followed by Folio Number registered with the company<br>For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001*** |

5. Password details for shareholders other than Individual shareholders are given below:
  - a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
  - b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the ‘initial password’ which was communicated to you. Once you retrieve your ‘initial password’, you need to enter the ‘initial password’ and the system will force you to change your password.
  - c) How to retrieve your ‘initial password’?
    - (i) If your email ID is registered in your demat account or with the company, your ‘initial password’ is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your ‘User ID’ and your ‘initial password’.
    - (ii) If your email ID is not registered, please follow steps mentioned below in **process for those shareholders whose email ids are not registered.**
6. If you are unable to retrieve or have not received the “Initial password” or have forgotten your password:
  - a) Click on “**Forgot User Details/Password?**”(If you are holding shares in your demat account with NSDL or CDSL) option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
  - b) **Physical User Reset Password?** (If you are holding shares in physical mode) option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
  - c) If you are still unable to get the password by aforesaid two options, you can send a request at [evoting@nsdl.com](mailto:evoting@nsdl.com) mentioning your demat account number/folio number, your PAN, your name and your registered address etc.
  - d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.
7. After entering your password, tick on Agree to “Terms and Conditions” by selecting on the check box.
8. Now, you will have to click on “Login” button.
9. After you click on the “Login” button, Home page of e-Voting will open.

**Step 2: Cast your vote electronically and join General Meeting on NSDL e-Voting system.**

**How to cast your vote electronically and join General Meeting on NSDL e-Voting system?**

1. After successful login at Step 1, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle and General Meeting is in active status.
2. Select "EVEN" of company for which you wish to cast your vote during the remote e-Voting period and casting your vote during the General Meeting. For joining virtual meeting, you need to click on "VC/OAVM" link placed under "Join Meeting".
3. Now you are ready for e-Voting as the Voting page opens.
4. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on "Submit" and also "Confirm" when prompted.
5. Upon confirmation, the message "Vote cast successfully" will be displayed.
6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
7. Once you confirm your vote on the resolution, you will not be allowed to modify your vote

**Process for those Members whose email ids are not registered for procuring user id and password and registration of e mail ids for e-voting for the resolutions set out in this Notice:**

1. In case shares are held in physical mode please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) by email to [rta@alankit.com](mailto:rta@alankit.com).
2. In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) to [rta@alankit.com](mailto:rta@alankit.com). If you are an Individual shareholders holding securities in demat mode, you are requested to refer to the login method explained at **step 1 (A) i.e. Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode.**
3. Alternatively shareholder/members may send a request to [evoting@nsdl.com](mailto:evoting@nsdl.com) for procuring user id and password for e-voting by providing above mentioned documents.
4. In terms of SEBI circular dated 09.12.2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.

**Instructions for Members for e-voting on the day of the AGM are as under:**

- i. Members may follow the same procedure for e-Voting on the day of AGM as mentioned above for remote e-voting
- ii. Only those Members who will be present in the AGM through VC/OAVM and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system at the AGM.
- iii. The Members who have cast their vote by remote e-Voting prior to the AGM may also participate in the AGM through VC/ OAVM but shall not be entitled to cast their vote again.
- iv. The details of the person who may be contacted for any grievances connected with the facility for e-Voting on the day of the AGM shall be the same person mentioned for remote e-voting.

**Instructions for Members for attending the AGM through VC/OAVM are as under:**

Member will be provided with a facility to attend the AGM through VC/OAVM through the NSDL e-Voting system. Members may access by following the steps mentioned above for Access to NSDL e-Voting system. After successful login, you can see link of "VC/OAVM" placed under "Join meeting" menu against company name. You are requested to click on VC/OAVM link placed under Join Meeting menu. The link for VC/OAVM will be available in Shareholder/Member login where the EVEN of Company will be displayed. Please note that the 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 to avoid last minute rush.

**General information for Members**

36. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of [www.evoting.nsdl.com](http://www.evoting.nsdl.com) or call on.: 022 - 4886 7000 or send a request to Mr. Pritam Dutta, Assistant Manager at [pritamd@nsdl.com](mailto:pritamd@nsdl.com) / [evoting@nsdl.com](mailto:evoting@nsdl.com).
37. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the "Forgot User Details/Password?" or "Physical User Reset Password?" option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com) to reset the password.
38. 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. The Scrutinizer shall after the conclusion of e-voting at the AGM, first download the votes cast at the AGM and thereafter unblock the votes cast through remote e-voting and shall make a consolidated Scrutinizer's Report of the total votes cast in favour or against, invalid votes, if any, and whether the resolutions have been carried or not, and such Report shall then be sent to the Chairman or a person authorized by him in writing, within 48 (forty eight) hours from the conclusion of the AGM, who shall then countersign and declare the Result of voting forthwith.
39. The Result declared along with the Scrutinizer's Report shall be placed on the website of the Company at [www.hindustancopper.com](http://www.hindustancopper.com) and on the website of NSDL at <https://www.evoting.nsdl.com> immediately after the declaration of Results. The Company shall simultaneously forward the Results to National Stock Exchange of India Limited and BSE Limited, where the shares of the Company are listed. The results shall be also displayed on the Notice Board of the Company at its registered office.

ANNEXURE TO NOTICE  
[Explanatory Statement pursuant to Section 102(1) of the Companies Act, 2013]

**Item No. 5**

**Shri Sanjiv Kumar Singh** has assumed charge of the post of Chairman and Managing Director, Hindustan Copper Ltd (HCL) in the pay scale of Rs.2,00,000 - 3,70,000/- from the date of his assumption of charge on 21.03.2025 till the date of his superannuation i.e. 30.06.2026, or until further orders, whichever is earlier in terms of Order No. Met.3-10/2/2022-Met.III dated 21.03.2025 issued by the Ministry of Mines, Government of India. It is now proposed to obtain approval of Members of the Company of his appointment at the ensuing 58<sup>th</sup> AGM of the Company in order to comply with the relevant provisions of the Companies Act, 2013 (the Act) and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. It is also proposed to appoint a director in place of Shri Sanjiv Kumar Singh, who retires by rotation and being eligible, offers himself for re-appointment.

Born on 05.06.1966, Shri Sanjiv Kumar Singh is B. Tech and M. Tech in Open Cast Mining from Indian School of Mines, Dhanbad and MBA (Finance) from BIT Mesra, Ranchi. Shri Singh started his career in CMPDIL as Junior Executive Engineer in the year 1987 and thereafter he has held several key positions in CMPDIL and later on in NTPC Ltd. Shri Singh has got rich and varied experience spanning over 38 years in public sector companies in mine planning and design, preparation of MDO document, statutory clearance, evaluation of tenders and financial appraisal of the Projects. Prior to joining HCL, Shri Singh was General Manager (Coal Mining) in NTPC Ltd. Shri Singh has visited Indonesia & Australia regarding the acquisition of coal blocks for NTPC. He has also been a part of Indian delegation of India-Australia Energy Security Dialogue, held in Australia during 07-12 February, 2016.

Shri Singh has also held the additional charge of the post of Director (Finance), HCL from 02.06.2025 to 28.07.2025. Prior to assumption of charge of the post of Chairman and Managing Director, HCL, Shri Singh was holding post of Director (Mining), HCL w.e.f. 26.03.2022 and additional charge of the post of Director (Operations), HCL from 01.07.2024 to 08.03.2025. Shri Singh is also Director in Khanij Bidesh India Ltd w.e.f. 21.03.2025 and Managing Director in Chhattisgarh Copper Ltd w.e.f. 19.05.2025.

Shri Singh is neither disqualified from being appointed as Director in terms of provisions of the Act nor debarred from being appointed to the office of Director by virtue of any order of SEBI or any other authority. None of the Directors, Managers and other Key Managerial Personnel (KMP) of the Company is related to Shri Singh.

He does not hold directorship and membership of the Committees of other listed companies. Also, he did not resign from any listed company during last three years. He holds 340 equity shares in his name in the Company. He however does not hold any share on a beneficial basis for any other person in the Company.

He attended all the Board meetings of the Company held after his assumption of charge of the post of Chairman and Managing Director, HCL.

Shri Singh possesses requisite skill and capabilities required to perform the role of director and the Board considers that his continued association would be of immense benefit to the Company and recommends the Ordinary Resolution regarding his appointment as Chairman and Managing Director of the Company for approval by Members.

Except Shri Singh, none of the Directors or KMP of the Company or their relatives is in any way, concerned or interested, financially or otherwise in the resolution set out at Item No. 5 of the AGM Notice.

**Item No. 6**

Shri Sanjeev Kumar Sinha has joined as Director (Operations) of Hindustan Copper Ltd (HCL) in the pay scale of Rs.1,80,000 - 3,40,000/- for a period of 05 (five) years from the date of his assumption of charge of the post of Director (Operations) on 09.03.2025, or until further orders, whichever is earlier in terms of Order No. Met.3-10/4/2023-Met.III dated 07.03.2025 issued by the Ministry of Mines, Government of India. It is now proposed to obtain approval of Members of the Company of his appointment at the ensuing 58<sup>th</sup> AGM of the Company in order to comply with the relevant provisions of the Companies Act, 2013 (the Act) and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

Born on 15.11.1973, Shri Sanjeev Kumar Sinha is Mining Engineering from Nagpur University, 1<sup>st</sup> Class Manager under MMR 1961 and MBA (HR) from IGNOU. He has completed PhD in Mining Engineering from IIT(ISM) Dhanbad in 2018. Shri Sinha is having more than 25 years of experience in NMDC Ltd., a highly successful Mining Organization where he was Head of Mine Planning and Chief of Internal Safety Organization and involved in Planning, Production, Processing, Lease acquisition, additional area allotments etc. From the initial days as a Blasting Engineer, he played a vital role in establishing use of SME Explosive to Planning Engineer for use of Mine Planning Software Surpac, MineSched and Whittle. During his career at NMDC Ltd., he got ample opportunities and delivered accordingly in Drilling & Blasting, Production, and development of Mines at Bailadila Deposits-14, Deposit 11C, Deposit- 10/11A, Donimalai Iron Ore mine, Desk officer for Development of NCL, appointment of MDO and handling Large Contracts. He has worked towards preparation of Vision Plan for 100 MTPA production of Iron Ore by 2030 from NMDC Ltd and has prepared TEFRs for projects having estimated cost around Rs. 27,000 crores. Shri Sinha was associated with Asia only Mechanized Mines of Diamond i.e. DMP Panna of NMDC Ltd, developed "License to Operate Software" for tracking legal compliance. He was associated with Digital initiatives like ERP and establishment of Fleet Management System. Shri Sinha was also associated with NACRI to develop Indian Mineral Industry Code (IMIC) as per CRIRSCO guidelines and is an active member of MEAI. Shri Sinha has presented several technical papers in National and International Seminars and presented a case study on reserve estimation complications in a heterogeneous iron ore body, at World Mining Congress Astana Kazakhstan June 2018 and Pit Optimization for Improved NPV and Life of Mine in Heterogeneous Iron Ore Deposit at World Mining Congress Brisbane 2023. He has also attended PDAC 2023 in Canada.

Shri Sinha has assumed additional charge of the post of Director (Mining), HCL w.e.f. 28.03.2025 in terms of Order No. Met3-10/1/2020- METAL III dated 27.03.2025 issued by the Ministry of Mines, Government of India. Shri Sinha is also Director in Chhattisgarh Copper Ltd w.e.f. 29.03.2025.

Shri Sinha is neither disqualified from being appointed as Director in terms of provisions of the Act nor debarred from being appointed to the office of Director by virtue of any order of SEBI or any other authority. None of the Directors, Managers and other Key Managerial Personnel (KMP) of the Company is related to Shri Sinha.

He does not hold directorship and membership of the Committees of other listed companies. Also, he did not resign from any listed company during last three years. He neither holds equity share in his name nor on a beneficial basis for any other person in the Company.

He attended all the Board meetings of the Company held after his joining as Director (Operations), HCL.

Shri Sinha possesses requisite skill and capabilities required to perform the role of director and the Board considers that his continued association would be of immense benefit to the Company and recommends the Ordinary Resolution regarding his appointment as Director of the Company for approval by Members.

Except Shri Sinha, none of the Directors or KMP of the Company or their relatives is in any way, concerned or interested, financially or otherwise in the resolution set out at Item No. 6 of the AGM Notice.

**Item No. 7**

Shri RVN Vishweshwar has joined as Director (Finance) in Hindustan Copper Ltd (HCL) in the pay scale of Rs.1,80,000 - 3,40,000/- w.e.f. the date of assumption of charge of the post on 29.07.2025 till the date of his superannuation i.e., 31.07.2029 or until further orders, whichever is earlier in terms of Order No. Met3-10/1/2024-METAL III dated 25.07.2025 issued by the Ministry of Mines, Government of India. It is now proposed to obtain approval of Members of the Company of his appointment at the ensuing 58<sup>th</sup> AGM of the Company in order to comply with the relevant provisions of the Companies Act, 2013 (the Act) and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

Shri RVN Vishweshwar is B. Com(H), CMA, LLB and having more than 32 years of experience. Prior to joining HCL, Shri Vishweshwar was holding the post of Executive Director (Corporate Finance & Treasury), IOCL and was overall in charge of Corporate Finance and Treasury operations. During his career at IOCL, he was involved in core finance areas including finalization of accounts, banking, insurance, payroll, customer ledger, transportation, project payments etc. He was the key coordinator during ERP migration to SAP in the initial implementation stage. Shri Vishweshwar also handled Forex transactions - spot and derivatives, managed overall cash flow, monitoring for the purposes of risk management, arrangement of funds - Forex as well as domestic. He was also involved in activities related to Employee Benefit Trusts such as Provident Fund, Pension, Gratuity, Post Retirement Medical Benefit etc. He was the Team Lead for SAP - FICO group for about 4 years. Shri Vishweshwar was also appointed as nominee Director on the Board of 5 diverse JV/Subsidiary companies of IOCL. He was also the member of the IFSCA-constituted Expert Committee on positioning GIFT IFSC as Global Commodity Trading Hub and convenor of the Asset Monetization Industry Group (AMIG) constituted under MoPNG.

Shri Vishweshwar is neither disqualified from being appointed as Director in terms of provisions of the Act nor debarred from being appointed to the office of Director by virtue of any order of SEBI or any other authority. None of the Directors, Managers and other Key Managerial Personnel (KMP) of the Company is related to Shri Vishweshwar.

He does not hold directorship and membership of the Committees of other listed companies. Also, he did not resign from any listed company during last three years. He neither holds equity share in his name nor on a beneficial basis for any other person in the Company.

Shri Vishweshwar possesses requisite skill and capabilities required to perform the role of director and the Board considers that his continued association would be of immense benefit to the Company and recommends the Ordinary Resolution regarding his appointment as Director of the Company for approval by Members.

Except Shri Vishweshwar, none of the Directors or KMP of the Company or their relatives is in any way, concerned or interested, financially or otherwise in the resolution set out at Item No. 7 of the AGM Notice.

#### **Item No. 8**

Shri Ashish Saxena, Deputy Secretary, Ministry of Mines, Government of India appointed as Government Nominee Director on the Board of Hindustan Copper Ltd with effect from 20.03.2025 (i.e. date of allotment of DIN) till further orders in terms of Order No. F. No. 10/2/2002-Met.III dated 19.03.2025 issued by the Ministry of Mines, Government of India. It is now proposed to obtain approval of Members of the Company of his appointment at the ensuing 58<sup>th</sup> AGM of the Company in order to comply with the relevant provisions of the Companies Act, 2013 (the Act) and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

Born on 23.08.1989, Shri Ashish Saxena is B.Sc. (in Statistics, Mathematics & Physics), M.Sc. (in Statistics) and Ph.D. (in Statistics). His Topic of Research was Determinants and consequences of circular migration in India with reference to Rajasthan. Shri Saxena, an Indian Statistical Service officer (2012 Batch), is presently working as Deputy Secretary, Government of India.

Previously, Shri Saxena was Director, Co-ordination & Quality Control Division (C&QCD), National Statistics Office, Ministry of Statistics & Programme Implementation (MoSPI), Government of India and Deputy Director, Ministry of Rural Development. During his service Shri Saxena handled Prime Minister Office Road map for strengthening the Indian Statistical System, allocation and monitoring of funds available for Nation Sample Surveys under the Capacity Development Scheme, allocation of funds to the North Eastern States under the Grant-in-Aid component of the Capacity Development Scheme for data collection work of NSS surveys, Project, Planning & Monitoring of all the schemes of MoRD such as PMAY-G, PMGSY, MGNREGA, NSAP, SAGY and others.

Shri Saxena is neither disqualified from being appointed as Director in terms of provisions of the Act nor debarred from being appointed to the office of Director by virtue of any order of SEBI or any other authority. None of the Directors, Managers and other Key Managerial Personnel (KMP) of the Company is related to Shri Saxena. Being Government Nominee Director, Shri Saxena is not entitled to any remuneration. However, he is eligible for travelling, boarding & lodging expenses for attending meetings of the Company.

He does not hold directorship and membership of the Committees of other listed companies. Also, he did not resign from any listed company during last three years. He neither holds equity share in his name nor on a beneficial basis for any other person in the Company.

He attended all the Board meetings of the Company held after his joining as Director, HCL.

Shri Saxena possesses requisite skill and capabilities required to perform the role of director and the Board considers that his continued association would be of immense benefit to the Company and recommends the Ordinary Resolution regarding his appointment as Director of the Company for approval by Members.

Except Shri Saxena, none of the Directors or KMP of the Company or their relatives is in any way, concerned or interested, financially or otherwise in the resolution set out at Item No. 8 of the AGM Notice.

#### **Item No. 9**

**Shri Avinash Janardan Bhide** has been appointed as Non-Official (Independent) Director of the Company for a period of one-year w.e.f. the date of notification of appointment, or until further orders, whichever is earlier in terms of Order No. Met. 3- 10/2/2020 -Met. III dated 01.04.2025 issued by the Ministry of Mines, Government of India. It is now proposed to obtain approval of Members of the Company of his appointment at the ensuing 58<sup>th</sup> AGM of the Company in order to comply with the relevant provisions of the Companies Act, 2013 (the Act) and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

Born on 21.04.1960, Shri Avinash Janardan Bhide is B.Sc (Microbiology) and LLB. He is Practicing Advocate by profession and has over 39 years of experience. His primary area of practice includes Criminal Law and area of specialization includes Anti-corruption Laws, Pre-conception and Pre-Natal Diagnostic Techniques Act, 1994, Medical Negligence Laws, Consumer cases and cases under Maharashtra Control of Organized Crime Act, 1999 and Maharashtra Protection of Interests of Depositors Act, 1999. He regularly conducts series of lectures on Criminal Laws. Shri Bhide authored and published a book titled "Practical Hints for Criminal Trial" in 2019 and "Sukhanta Jeevanacha" in 2020. Shri Bhide is elected member of Bar Counsel of Maharashtra and Goa from 2010-19 and 2019-24 and Chairman in 2015 and 2019. Presently, he is serving as the Vice-Chairman and Governing Council Member of the Central Hindu Military Education Society, Nashik.

Shri Bhide is neither disqualified from being appointed as Director in terms of provisions of the Act nor debarred from being appointed to the office of Director by virtue of any order of SEBI or any other authority.

He has furnished a declaration to the Board that he meets the criteria of independence as provided in Section 149(6) of the Act. In the opinion of the Board, Shri Bhide fulfils the conditions specified in the Act and rules made there under for his appointment as part time non-official (Independent) Director and recommend his appointment on the Board. Shri Bhide shall be paid such sitting fees and reimbursement of actual travel expenses incurred for attending meetings of the Board and its Committee as the Board may approve from time to time.

None of the Directors, Managers and other Key Managerial Personnel (KMP) of the Company is related to Shri Bhide.

He does not hold directorship and membership of the Committees of other listed companies. Also, he did not resign from any listed company during last three years. He neither holds equity share in his name nor on a beneficial basis for any other person in the Company.

He attended all the Board meetings of the Company held after his joining as Director, HCL.

Shri Bhide possesses requisite skill and capabilities required to perform the role of director and the Board considers that his continued association would be of immense benefit to the Company and recommends the Special Resolution regarding his appointment as Director of the Company for approval by Members.

Except Shri Bhide, none of the Directors or KMP of the Company or their relatives is in any way, concerned or interested, financially or otherwise in the resolution set out at Item No. 9 of the AGM Notice.

#### **Item No. 10**

As per provisions of Section 204 of the Companies Act, 2013 read with Regulation 24A of SEBI (LODR) Regulations, 2015, the Company is required to annex with its Directors' Report, a Secretarial Audit Report given by a Secretarial Auditor who shall be a Peer Reviewed Company Secretary. Also, the Company is required to obtain 'Annual Secretarial Compliance Report' signed by the Secretarial Auditor or by a Peer Reviewed Company Secretary. Appointment and re-appointment of Secretarial Auditors requires approval of Shareholders in the Annual General Meeting.

M/s S Basu & Associates, Practicing Company Secretary firm based in Kolkata has been selected through Tender for carrying out Secretarial Audit and for furnishing Annual Secretarial Compliance Report at a total fee of Rs.46,610/- (inclusive of GST) for a period of five years (i.e. FY 2025-26, 2026-27, 2027-28, 2028-29 and 2029-30). M/s S Basu & Associates, Practicing Company Secretary has also carried out Secretarial Audit for FY 2023-24 and 2024-25. There is no material change in the fee payable to M/s S Basu & Associates, Practicing Company Secretary from that paid to them during previous audit period. The fee for services in the nature of statutory certifications and other permissible non-audit services, if any will be in addition to the secretarial audit fee as above, and will be decided by the Management in consultation with the Secretarial Auditors. The provision of such permissible non-audit services will be reviewed and approved by the Board.

M/s S Basu & Associates is a well-known Peer Reviewed Practising Company Secretary firm founded by Mr. Saurabh Basu who has been practising since 2014-15. Mr. Basu is enriched with experience of more than 25 years. During these many years of gruelling, penetrating & successful experience in the Secretarial & Legal fields, M/s S Basu & Associates earned enviable reputation of providing knowledge-based services to various clients in the fields of Corporate Laws and Compliances.

In view of the above, the Board in its meeting held on 30.06.2025 has recommended the Ordinary Resolution mentioned at Item No. 10 of the AGM Notice for approval by Members of the Company.

None of the Directors or Key Managerial Personnel of the Company or their relatives is in any way, concerned or interested, financially or otherwise in the resolution set out at Item No. 10 of the AGM Notice.

#### **Item No. 11**

The Board, on the recommendation of the Audit Committee, approved appointment of M/s. Chatterjee & Co., Cost Accountants, Kolkata as Cost Auditor, to conduct audit of cost records of the Company for the FY 2025-26 at a remuneration of Rs.90,000/- (Rupees ninety thousand only) plus taxes as applicable and reimbursement of actual travel and out-of-pocket expenses. In accordance with the provisions of Section 148 of the Act read with the Companies (Audit and Auditors) Rules, 2014, the remuneration payable to the Cost Auditors has to be ratified by the Members of the Company. Accordingly, the Ordinary Resolution at Item No. 11 of the Notice requires approval and ratification by Members of the Company. None of the Directors or Key Managerial Personnel of the Company or their relatives is in any way, concerned or interested, financially or otherwise in the resolution set out at Item No. 11 of the Notice.

#### **Item No. 12**

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 and in accordance with the provisions of SEBI (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, consent of Members was obtained by passing Special Resolution on 26.09.2024 in the AGM 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 of Rs.500 crore only within the overall borrowing limit of Rs.2,500 crore for the business of the Company including capex/ expansion projects. The validity of the Special Resolution is for a period of one year i.e., up to 25.09.2025.

A Large Corporate, as defined in SEBI Circular No. SEBI/HO/DDHS/DDHS-RACPOD1/ P/ CIR/ 2023/172 dated 19.10.2023, shall raise funds not less than 25% of its qualified borrowings by way of issuance of debt securities in the financial years subsequent to the financial year in which it is identified as a Large Corporate.

In FY 2024-25, the Company did not fall under the category of Large Corporate as per the requirement of SEBI guidelines. The Company did not borrow by way of bonds/debentures in FY 2024-25.

A borrower usually gets better terms by way of interest as well as repayment by issuing debentures/bonds vis-à-vis a bank loan. The interest rate and other terms of bank loans are set by a bank whereas when a Company issues debentures/bonds, it sets the terms and conditions based on current market conditions and are usually better and more flexible than bank loans. Thus, to take advantage of better borrowing interest rate at a point of time and to comply with the SEBI guidelines, the Company proposes to keep an enabling provision of borrowing through Debentures/Bonds up to Rs.500 crore within the overall borrowing limit of Rs.2500 crore of the Company.

In view of the above, the Board in its meeting held on 27.05.2025 has recommended the Special Resolution mentioned at Item No. 12 of the AGM Notice for approval by Members of the Company.

None of the Directors or Key Managerial Personnel of the Company or their relatives is in any way, concerned or interested, financially or otherwise in the resolution set out at Item No. 12 of the AGM Notice.

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