

भारत सरकार
खान मंत्रालय
शास्त्री भवन, नई दिल्ली - 110 001
GOVERNMENT OF INDIA
MINISTRY OF MINES
SHASTRI BHAWAN, NEW DELHI-110 001

November 22, 2012

The Managing Director
BSE Limited
Phiroze Jeejeebhoy Towers
Dalal Street
Mumbai – 400001

The Managing Director
National Stock Exchange of India Limited
Exchange Plaza, Bandra Kurla Complex
Bandra
Mumbai – 400051

Sub: Announcement of the Floor Price for the proposed sale of shares of Hindustan Copper Limited as per the notice issued pursuant to SEBI circular no. CIR/ MRD/ DP/ 18/ 2012 dated July 18, 2012 (the "Announcement")

Dear Sirs,

The President of India, acting through and represented by the Ministry of Mines, Government of India ("**Seller**"), is the Promoter of Hindustan Copper Limited (the "**Company**") and has submitted a notice to sell 37,008,720 equity shares of the Company having a face value of Rs. 5 each, aggregating approximately 4% of the paid up equity share capital of the Company, (such shares referred to hereinafter as "**Offer Shares**"), with an option to sell an additional 51,714,580 equity shares of the face value of Rs. 5 each of the Company (collectively along with the Offer Shares, referred to as "**Sale Shares**"), through the stock exchange mechanism in accordance with SEBI circular no. CIR/ MRD/ DP/ 18/ 2012 dated July 18, 2012 ("**OFS Guidelines**") through a sale on the separate window provided by the BSE Limited (the "**BSE**") and the National Stock Exchange of India Limited (the "**NSE**", and together with the BSE, the "**Stock Exchanges**") for this purpose under Notice No. 20120222-34 dated February 22, 2012, Notice No. 20120228-30 dated February 28, 2012 and Notice No. 20120727-26 dated July 27, 2012 issued by the BSE and under Circular Ref No. 52/2012 dated August 2, 2012 issued by the NSE, respectively (the "**Sale**"). Copy of the notice dated November 21, 2012 (the "**Seller Notice**") is enclosed herewith as **Annexure I**.

In this regard, the Floor Price for the Sale in terms of the OFS Guidelines shall be as below:

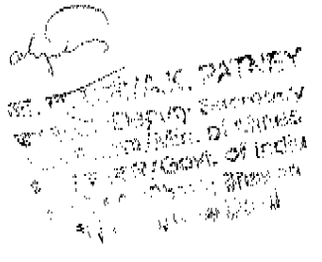
₹ 155 (₹ One hundred and fifty five) per equity share of Hindustan Copper Limited (the "**Floor Price**").

As set out in the Seller Notice, the Seller has opted to publicly disclose the Floor Price in accordance with Clauses 5(c)(i) of the OFS Guidelines.

Please note:

The Sale is personal to each prospective purchaser (including individuals, funds, or otherwise) registered with the brokers of the Stock Exchanges who makes a bid (each a "**Bidder**") and neither the Sale nor this Announcement constitutes an offer or invitation or solicitation of an offer to the public or to any other person or class of persons requiring any prospectus or offer document to be issued, submitted to or filed with any regulatory authority or to any other person or class of person within or outside India.

The Sale is being carried out in accordance with the OFS Guidelines and subject to the circulars, guidelines, rules and regulations of the Stock Exchanges. There will be no public offer of the Sale Shares



in India under the Companies Act, 1956, as amended (the "**Companies Act**") or any other jurisdiction. Therefore, no documents have been or will be prepared as an "offer document" or a "prospectus" under the Companies Act and/or SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2009, as amended ("**SEBI (ICDR) Regulations**"), and/or submitted to or registered with the Registrar of Companies, SEBI, the Stock Exchanges or any other regulatory or listing authority in India or any other jurisdiction and no such document will be circulated or distributed to any person in India or any other jurisdiction.

The information/commitments given to the purchasers' is made solely on the basis of publicly available information and previously published information by the Company available with SEBI, Stock Exchanges, Company's website or any other public domain, together with the information contained in this Announcement, and shall be subject to the terms set forth in the contract note to be provided to the prospective successful purchasers.

This Announcement is for information purposes only and is neither an offer nor invitation to buy or sell nor a solicitation of an offer to buy or sell any securities, nor shall there be any sale of securities in any jurisdiction ("**Other Jurisdiction**") in which such offer, solicitation or sale is or may be unlawful prior to registration or qualification under the securities laws of any such jurisdiction. This Announcement and the information contained are unless permitted pursuant to an exemption under the relevant laws or regulations in such Other Jurisdiction. The purchaser should seek appropriate legal advice prior to participating in the Sale.

This Notice is neither an offer to sell nor a solicitation for an offer to buy the Sale Shares in United States of America. This Notice and information contained herein are not for release, publication or distribution, in whole or in part, in United States of America. The Sale Shares shall be offered outside the United States of America in an offshore transaction pursuant to Regulation S of the U.S. Securities Act of 1933 (the "**Securities Act**"). The Sale Shares have not been and will not be registered under the Securities Act, or under the securities laws of any state of United States of America or any other jurisdiction and may not be offered or sold in the United States of America absent registration under the United States of America's securities laws or pursuant to a valid exemption from registration under the United States of America's securities laws. The purchasers of Sale Shares are advised that any resale or such shares must be made in accordance with an exemption from the registration requirements under the United States of America's securities laws.

By submitting a bid in connection with the Sale or receiving the Sale Shares, the purchasers shall be deemed to have read and understood the terms of this Announcement in its entirety and to have accepted and complied with the terms and conditions set out in this Announcement.

Yours sincerely,

(A.K. Patney, Deputy Secretary, Ministry of Mines, GoI)
Deputy Secretary

On behalf of Ministry of Mines,
Government of India

Government of India, President of India

ANNEXURE – I

सत्यमेव जयते

भारत सरकार
खान मंत्रालय
शास्त्री भवन, नई दिल्ली - 110 001
GOVERNMENT OF INDIA
MINISTRY OF MINES
SHASTRI BHAWAN, NEW DELHI-110 001

November 21, 2012

The Managing Director
BSE Limited
Phiroze Jeejeebhoy Towers
Dalal Street
Mumbai 400 001

The Managing Director
National Stock Exchange of India Limited
Exchange Plaza, Plot no.C/1, G Block
Bandra-Kurla Complex, Bandra (E)
Mumbai 400 051

Dear Sirs

Sub: Notice of Offer for Sale of equity shares of Hindustan Copper Limited by its Promoter, the President of India, acting through the Ministry of Mines, Government of India through the Stock Exchange Mechanism (the "Notice")

The President of India, acting through and represented by the Ministry of Mines, Government of India is the Promoter of Hindustan Copper Limited (the "**Company**"). The Promoter ("**Seller**"), proposes to sell 37,008,720 equity shares of the face value of Rs. 5 each aggregating approximately 4% of the paid up equity share capital of the Company (such shares referred to hereinafter as "**Offer Shares**"), with an option to sell an additional 51,714,580 equity shares of the face value of Rs. 5 each of the Company (collectively along with the Offer Shares, referred to as "**Sale Shares**"), collectively aggregating to approximately 9.59% of the paid up equity share capital of the Company exclusively through the Seller's brokers named below on the separate window provided by the stock exchanges for this purpose (such sale referred to hereinafter as the "**Sale**") in terms of the circular number CIR/MRD/DP/18/2012 dated July 18, 2012, issued by the Securities and Exchange Board of India ("**SEBI**") on Comprehensive Guidelines on Offer for Sale of Shares by Promoters through the Stock Exchange Mechanism (the "**OFS Guidelines**"), under notice number 20120222-34 dated February 22, 2012, notice number 20120228-30 dated February 28, 2012 and notice number 20120727-26 dated July 27, 2012 issued by the BSE Limited (the "**BSE**") and under circular reference number 52/2012 dated August 2, 2012 issued by the National Stock Exchange of India Limited (the "**NSE**", and together with the BSE, the "**Stock Exchanges**").

The information required to be announced under clause 5(b) of the OFS Guidelines is set out below in tabular form. Other important information in relation to the Sale is set out below under the heading "**Important Information**", and the information included therein forms an integral part of the terms and conditions of the Sale. Brokers and prospective buyers are required to read the information included in this Notice in its entirety.

MR. A.K. PATNEY

1.	Name of the Seller (Promoter / Promoter Group)	The President of India, acting through and represented by the Ministry of Mines, Government of India
2.	Name of the Company whose shares are proposed to be sold and ISIN	Hindustan Copper Limited ISIN – INE531E01026
3.	Name of the stock exchanges where orders shall be placed	BSE Limited and the National Stock Exchange of India Limited
4.	Name of the designated stock exchange	BSE Limited
5.	Date and time of the opening and closing of Sale	The Sale shall take place on the separate window of the Stock Exchanges and shall commence on November 23, 2012 at 9.15 a.m. and shall close on the same day at 3.30 p.m. Indian Standard Time ("**Trade Date**").
6.	Allocation Methodology	The allocation shall be on a price priority method at multiple clearing prices (the "**Clearing Price**") in accordance with the OFS Guidelines. A minimum of 25% of the shares being offered shall be reserved for allocation to mutual funds registered with SEBI under the SEBI (Mutual Funds) Regulations 1996, as amended ("**Mutual Funds**") and insurance companies registered with the Insurance Regulatory and Development Authority under the Insurance Regulatory Development Authority Act, 1999, as amended ("**Insurance Companies**") subject to receipt of valid bids or orders at or above the Clearing Price. In the event of any under-subscription by Mutual Funds and Insurance Companies, the unsubscribed portion shall be available to the other bidders. No single bidder other than Mutual Funds and Insurance Companies shall be allocated more than 25% of the size of the Sale.
7.	Number of equity shares being offered in the Sale, i.e. Offer Shares	37,008,720 (Thirty seven million eight thousand seven hundred and twenty) equity shares of Rs. 5 each aggregating approximately to 4.00% of the paid up equity share capital of the Company.
8.	Maximum number of shares that the Seller may	51,714,580 (Fifty one million seven hundred fourteen thousand five hundred and eighty) equity shares of Rs. 5

	choose to sell over and above the Offer Shares (i.e. over above the offer shares mentioned in point 7 above)	each aggregating approximately to 5.59% of the paid up equity share capital of the Company.
9.	Name of the broker(s) on behalf of the Seller (the "Seller's Broker")	1. Axis Capital Limited 2. ICICI Securities Limited 3. Kotak Securities Limited 4. SBICAP Securities Limited 5. UBS Securities India Private Limited
10.	Date and time of declaration of Floor Price	November 22, 2012, after trading hours of the Stock Exchanges and not later than 6PM. Any order below the Floor Price shall not be accepted and will not be considered for allocation.
11.	Conditions for withdrawal of Sale	The Seller reserves the right to not proceed with the Sale at any time prior to opening of the Sale on the Trade Date. In such a case, there will be a cooling off period of 10 trading days from the date of withdrawal before an offer is made again. The Stock Exchanges shall suitably disseminate details of such withdrawal.
12.	Conditions for cancellation of Sale	In the event (i) the aggregate number of orders received in the Sale at or above the Floor Price is less than the total number of Offer Shares being offered for the Sale under point 7 of this Notice above; or (ii) of a default in settlement obligations, the Seller reserves the right to either conclude the Sale to the extent of valid bids or cancel the Sale in full. The decision to either accept or reject the Sale shall be at the sole discretion of the Seller.
13.	Conditions for participating in the Sale	• Non Institutional Bidders shall deposit 100% of the order value in cash up-front with the Stock Exchanges, at the time of bidding in the Sale. • Institutional Investors shall have the option to pay either 25% of the order value or 100% of the order value in cash up-front with the Stock Exchanges, at the time of bidding in the Sale, as permitted by the respective Stock Exchanges. • Such funds shall neither be utilized against any other obligation of the trading member nor co-mingled with

		other segments. • Modification or cancellation of orders or bids would be allowed only for orders or bids for which 100% of the order value has been deposited with the Stock Exchanges. In case of any modification or cancellation, such funds shall be released/ collected on a real time basis by the Stock Exchanges. • Modification/ cancellation of bids in the Sale shall not be allowed during the last 60 minutes before the closure of the Sale. • Buyers shall also be liable to pay any other fees, as may be levied by the Stock Exchanges, including Securities Transaction Tax. Multiple orders from a single buyer shall be permitted. • In case of institutional trades, the custodian shall conclude the confirmation of bids with the available funds not later than the end of the half an hour post close session. • If case of default in pay-in, an amount equal to 10% of the order value shall be forfeited as penalty and shall be credited to the Investor Protection Fund. The balance amount shall be returned to the bidder.

Important Information:

The Sale is personal to each prospective purchaser (including individuals, funds, or otherwise) registered with the brokers of the Stock Exchanges who makes a bid (each a "**Bidder**") and neither the Sale nor this Notice constitutes an offer or invitation or solicitation of an offer to the public or to any other person or class of persons requiring any prospectus or offer document to be issued, submitted to or filed with any regulatory authority or to any other person or class of person within or outside India.

The Sale is being carried out in accordance with the OFS Guidelines and subject to the circulars, guidelines, rules and regulations of the Stock Exchanges. There will be no public offer of the Sale Shares in India under the Companies Act, 1956, as amended (the "**Companies Act**") or any other jurisdiction. Therefore, no documents have been or will be prepared as an "offer document" or a "prospectus" under the Companies Act and/or SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2009, as amended ("**SEBI (ICDR) Regulations**"), and/or submitted to or registered with the Registrar of Companies, SEBI, the Stock Exchanges or any other regulatory or listing authority in India or any other jurisdiction and no such document will be circulated or distributed to any person in India or any other jurisdiction.

The information/commitments given to the purchasers' is made solely on the basis of publicly available information and previously published information by the Company available with SEBI, Stock Exchanges, Company's website or any other public domain, together with the information

contained in this Notice, and shall be subject to the terms set forth in the contract note to be provided to the prospective successful purchasers.

This Notice is for information purposes only and is neither an offer nor invitation to buy or sell nor a solicitation of an offer to buy or sell any securities, nor shall there be any sale of securities in any jurisdiction ("**Other Jurisdiction**") in which such offer, solicitation or sale is or may be unlawful prior to registration or qualification under the securities laws of any such jurisdiction. This Notice and the information contained are unless permitted pursuant to an exemption under the relevant laws or regulations in such Other Jurisdiction. The purchaser should seek appropriate legal advice prior to participating in the Sale.

This Notice is neither an offer to sell nor a solicitation for an offer to buy the Sale Shares in United States of America. This Notice and information contained herein are not for release, publication or distribution, in whole or in part, in United States of America. The Sale Shares shall be offered outside the United States of America in an offshore transaction pursuant to Regulation S of the U.S. Securities Act of 1933 (the "**Securities Act**"). The Sale Shares have not been and will not be registered under the Securities Act, or under the securities laws of any state of United States of America or any other jurisdiction and may not be offered or sold in the United States of America absent registration under the United States of America's securities laws or pursuant to a valid exemption from registration under the United States of America's securities laws. The purchasers of Sale Shares are advised that any resale or such shares must be made in accordance with an exemption from the registration requirements under the United States of America's securities laws.

By submitting a bid in connection with the Sale or receiving the Sale Shares, the purchasers shall be deemed to have read and understood the terms of this Notice in its entirety and to have accepted and complied with the terms and conditions set out in this Notice.

Yours sincerely,

On behalf of Ministry of Mines,

Government of India, President of India

Authorised Signatory

Name: A.K. Patney

Designation: Deputy Secretary, Ministry of Mines, Government of India