हिन्दुस्तान कॉपर लिमिटेड
HINDUSTAN COPPER LIMITED

भारत सरकार का उपक्रम
A GOVT. OF INDIA ENTERPRISE

पंजीकृत एवं प्रधान कार्यालय
Registered & Head Office

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

By Courier

HCL/SCY/NSE/2010

26.9. 2013

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

FAX: (022) 2659-8238/8348

Dear Sir,

In terms of clause 31(d) of the Listing Agreement, we are sending herewith a copy of minutes of the 46th annual general meeting of the Company held on 20th September, 2013 at the registered office of the Company, Kolkata for information and record.

Thanking you,

Yours faithfully,

(C S Singhi)
DGM & Co Secretary

Encl: as above

फोन Tel : 2283-2226 (Hunting), फैक्स Fax : (033) 2283-2478/2640
तार Cable : हिन्दताम HINDCOPPER , ई-मेल E-mail : hindcop@vsnl.com, वेब Web : www.hindustancopper.com

Minutes of the 46th Annual General Meeting of Hindustan Copper Limited held on Friday, the 20th September, 2013 at 11 am at the registered office of the Company at 'Tamra Bhavan', 1, Ashutosh Chowdhury Avenue, Kolkata - 700 019

PRESENT

Shri K D Diwan	Chairman-cum-Managing Director
Shri A K Mallik	Under Secretary Ministry of Mines Government of India (for and on behalf of the President of India)
Maj Gen (Retd) Raajnish Gossain	Director and Chairman, Audit Committee
Shri Apurba Kumar Sarmah	Director
Shri Anupam Anand	Director (Personnel)
Shri Subhendra Nanda	Director (Operations)
Shri V V Venugopal Rao	Director (Finance)
Shri C S Singhi	DGM & Co Secretary
Members in person	559 nos.
Members by proxy	42 nos.

Chairman welcomed all the members/directors present in the meeting.

Shri C S Singhi, DGM & Co Secretary confirmed that quorum for starting the proceedings of the meeting was present. He informed that Ministry of Mines had appointed Shri A K Mallik, Under Secretary in the Ministry as the representative of the President of India in terms of Section 187A of the Companies Act, 1956.

With the consent of the shareholders present, the notice convening the 46th annual general meeting, annual report & accounts for 2012-13 were taken as read. In his welcome address, CMD presented salient features of the Company's performance for the year 2012-13 and informed that ore production during the year was the highest in last 13 years; the Company achieved Profit After Tax of Rs.355.64 crore which is the highest since inception of the company as against Rs.323.47 crore in 2011-12, registering a growth of about 9.59%. CMD also mentioned that the Company is implementing eight mine expansion projects with a combined capex of Rs.3435.0 crore spread over five

years, and the mining projects are well on course. Out of the total eight projects, EPC contractors for seven projects have been selected and work at site has commenced in four projects. He also informed that environment clearance for Malanjkahnd Underground Project which is the flagship project of the Company has been received from MoEF, New Delhi on 17.6. 2013 and the work at site will commence after receiving the clearance from the Standing Committee of National Wildlife Board, process for which is underway. It was also informed that in terms of CCEA approval dated 14.9.2012, the Government of India has sold 8.87 crore equity shares (9.59%) from its existing shareholding in Hindustan Copper Limited in two stages through 'Offer for Sale' (OFS) through the Stock Exchange mechanism and mobilized an amount of Rs.1,067.76 crore. After disinvestment of shares, the Government shareholding in HCL is now 90% making the Company compliant with SEBI requirement of minimum public shareholding.

During the meeting, queries raised by members on annual accounts and operations of the Company, were duly replied.

Thereafter, the following resolutions were proposed, seconded and adopted:

1) Resolution for adoption of Annual Report and Accounts for 2012-2013

"RESOLVED THAT the Balance Sheet as at 31st March, 2013 and the Profit and Loss Account for the year ended on that date along with the Schedules, Notes and Cash Flow Statement annexed thereto, the Report of the Statutory Auditors thereon and the comments of the Comptroller and Auditor General of India (C&AG) and the Report of the Board of Directors for the year ended 31st March, 2013 be and are hereby approved and adopted."

Proposed by : Shri S N Pal
Seconded by : Shri Ashok Kumar

Carried by majority

2) Resolution for declaration of dividend on equity shares

"RESOLVED THAT dividend at the rate of 20% on the paid up equity share capital of Rs.462.61 crore for the financial year 2012-13 be and is hereby declared for payment to the members of the Company whose names appear in the Register of Members as on 16th September, 2013."

Proposed by : Shri Ravi Kr Gupta
Seconded by : Shri Raajkumar Sen

Carried by majority

3) Resolution for retirement/reappointment of Director

"RESOLVED THAT Shri Arvind Sahay, who retires by rotation, be and is hereby reappointed as Director of the Company on the existing terms and conditions of his appointment as approved by the Government of India."

Proposed by : Shri Vivek Gupta
Seconded by : Shri D C Chakravarty

Carried by majority

4) Resolution for retirement/reappointment of Director

"RESOLVED THAT Shri Gyan P. Joshi, who retires by rotation, be and is hereby reappointed as Director of the Company on the existing terms and conditions of his appointment as approved by the Government of India."

Proposed by : Shri S S Koley
Seconded by : Smt. Swati Sarkar

Carried by majority

5) Resolution for retirement/reappointment of Director

"RESOLVED THAT Shri Puneesh Kumar Kapoor, who retires by rotation, be and is hereby reappointed as Director of the Company on the existing terms and conditions of his appointment as approved by the Government of India."

Proposed by : Shri Ravi K Gupta
Seconded by : Shri Dilip Kumar Mahajan

Carried by majority

6) Resolution for fixing the remuneration of the Auditor

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

Proposed by : Shri Ravi K Gupta
Seconded by : Shri S S Koley

Carried by majority

7) Resolution for appointment of Director

"RESOLVED THAT appointment of Shri Arun Kumar as Director on the Board of the Company with effect from 28.1.2013 in terms of Ministry of

Mines' order No.10(2)/2012-Met.III dated 28.1.2013 be and is hereby approved."

Proposed by: Shri Vivek Gupta
Seconded by: Shri Ravi K Gupta

Carried by majority

8) Resolution for appointment of Director

"RESOLVED THAT appointment of Ms. Bulbul Sen as Director on the Board of the Company with effect from 19.3.2013 in terms of Ministry of Mines' order No.10/1/2012-Met.III(Vol.I) dated 19.3.2013 be and is hereby approved."

Proposed by: Shri Vivek Gupta
Seconded by: Shri Ravi K Gupta

Carried by majority

9) Resolution for appointment of Director

"RESOLVED THAT appointment of Ms. Sujata Prasad as Director on the Board of the Company with effect from 30.4.2013 in terms of Ministry of Mines' order No.10(2)/2012-Met.III dated 30.4.2013 be and is hereby approved."

Proposed by : Smt. Swati Sarkar
Seconded by : Shri D C Chakravarty

Carried by majority

10) Resolution for appointment of Director

"RESOLVED THAT appointment of Shri S. Nanda as Director (Operations) of the Company with effect from 6.5.2013 in terms of Ministry of Mines' order No.10(5)/2011-Met.III(Vol.II) dated 30.4.2013 be and is hereby approved."

Proposed by : Shri Ravi K Gupta
Seconded by : Smt. Swati Sarkar

Carried by majority

There being no other business to transact, the meeting ended with a vote of thanks by Shri Anupam Anand, Director (Personnel).

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