# हिन्दुस्तान कॉपर लिमिटेड

# HINDUSTAN COPPER LIMITED

CIN No. : L27201WB1967GOI028825

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


No. HCL/SCY/SE/ 2016

26.8.2016

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,

It has been decided to hold the 49th Annual General Meeting (AGM) of the Members of the Company on Monday, the 26th September, 2016 at 10:30 am at the registered office of the Company at Tamra Bhavan, 1 Ashutosh Chowdhury Avenue, Kolkata - 700 019. A copy of AGM Notice is enclosed.

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

Thanking you,

Yours faithfully,

(C S Singhi)
GM & Co Secretary

Encl: as above
Cc: 49th AGM file


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

**Hindustan Copper Limited**
(CIN: L27201WB1967GOI028825)
Regd. Office: 'Tamra Bhavan', 1, Ashutosh Chowdhury Avenue, Kolkata - 700 019
Phone: (033) 2283-2226, Fax:(033) 2283-2676, E-mail: investors_cs@hindustancopper.com
Website: www.hindustancopper.com

## Notice to the Members

Notice is hereby given that 49th Annual General Meeting of the members of Hindustan Copper Limited will be held on Monday, the 26th September, 2016 at 10:30 am at the registered office of the Company at 'Tamra Bhavan' 1 Ashutosh Chowdhury Avenue, Kolkata-700 019 ( opposite to Ice Skating Hall / Modern High School for Girls) to transact the following business :-

**Ordinary Business**

1) To receive, consider and adopt the audited Financial Statement for the year ended 31st March, 2016 together with the Reports of the Directors, Auditors and C&AG.

2) To appoint a director in place of Shri Kailash Dhar Diwan (DIN 01829545), who retires by rotation and is eligible for reappointment.

3) To appoint a director in place of Shri Anupam Anand (DIN 02752767), who retires by rotation and is eligible for reappointment.

4) To fix remuneration of the Auditors.

**Special Business**

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

"RESOLVED THAT pursuant to Section 152 and all other applicable provisions of the Companies Act, 2013 and the rules made there under (including any statutory modification(s) or re-enactment thereof for the time being in force), appointment of Shri Nikunja Bihari Dhal (DIN 01710101) as Director on the Board of the Company with effect from 14.9.2015 in terms of Ministry of Mines' order No. 10(2)/2002-Met.III dated 14.9.2015 be and is hereby approved."

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

"RESOLVED THAT pursuant to Section 152 and all other applicable provisions of the Companies Act, 2013 and the rules made there under (including any statutory modification(s) or re-enactment thereof for the time being in force), appointment of Shri Sanjay Kumar Bhattacharya (DIN 07276836) as Director (Mining) of the Company with effect from 15.9.2015 in terms of Ministry of Mines' order No. 10/9/2014-Met.III (Vol. I) dated 14.9.2015 be and is hereby approved."

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

"RESOLVED THAT pursuant to Section 152 and all other applicable provisions of the Companies Act, 2013 and the rules made there under (including any statutory modification(s) or re-enactment thereof for the time being in force), appointment of Smt Simantini Jena (DIN 07346980) as Director on the Board of the Company with effect from 17.11.2015 in terms of Ministry of Mines' order No. 10/7/2014-Met.III (Pt. I) dated 17.11.2015 be and is hereby approved."

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

"RESOLVED THAT pursuant to Section 152 and all other applicable provisions of the Companies Act, 2013 and the rules made there under (including any statutory modification(s) or re-enactment thereof for the time being in force), appointment of Shri Hemant Mehtani (DIN 02875561) as Director on the Board of the Company with effect from 17.11.2015 in terms of Ministry of Mines' order No. 10/7/2014-Met.III (Pt. I) dated 17.11.2015 be and is hereby approved."

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

"RESOLVED THAT pursuant to Section 152 and all other applicable provisions of the Companies Act, 2013 and the rules made there under (including any statutory modification(s) or re-enactment thereof for the time being in force), appointment of Shri Dileep Raj Singh Chaudhary (DIN 00269508) as Director on the Board of the Company with effect from 1.12.2015 in terms of Ministry of Mines' order No. 10/7/2014-Met.III (Pt. I) dated 1.12.2015 be and is hereby approved."

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

"RESOLVED THAT pursuant to Section 152 and all other applicable provisions of the Companies Act, 2013 and the rules made there under (including any statutory modification(s) or re-enactment thereof for the time being in force), appointment of Shri Niranjan Pant (DIN 00229550) as Director on the Board of the Company with effect from 1.12.2015 in terms of Ministry of Mines' order No. 10/7/2014-Met.III (Pt. I) dated 1.12.2015 be and is hereby approved."

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

"RESOLVED THAT pursuant to Section 152 and all other applicable provisions of the Companies Act, 2013 and the rules made there under (including any statutory modification(s) or re-enactment thereof for the time being in force), appointment of Shri Santosh Sharma (DIN 07431945) as Director (Operations) of the Company with effect from 1.3.2016 in terms of Ministry of Mines' order No.10/1/2015-Met.III (Vol. I) dated 24.2.2016 be and is hereby approved."

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

"RESOLVED THAT pursuant to Section 148 of the Companies Act, 2013 and Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), the remuneration of Rs.55,000/- (Rupees fifty five thousand only) plus service tax as applicable and reimbursement of actual travel and out-of-pocket expenses as recommended by the Audit Committee and approved by the Board of Directors, to be paid to M/s. Chatterjee & Co appointed, as Cost Auditor, to conduct audit of cost records of the Company for the financial year 2016-17 be and is hereby ratified and confirmed."

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

"RESOLVED THAT pursuant to the provisions of Section 42 and 71 of the Companies Act, 2013 ('the Act') and Rules made there under, the Securities and Exchange Board of India (Issue & Listing of Debt Securities) Regulations, 2008 and other applicable laws, rules & regulations including any amendment, modification, variation or re-enactment thereof and the provisions of the Memorandum and Articles of Association of the Company and subject to such other approval(s) as may be necessary, consent of the Company be and is hereby accorded to the Board of Directors, to offer, issue and allot, in one or more tranches, Secured or Unsecured Non-convertible Debentures / Bonds on private placement basis amounting to the balance of the already approved limit of Rs.800 crore by shareholders under Section 180(1)(c) of the Act on 23.03.2015, on such terms and conditions and at such times, at par or at premium, and to such person or persons, as may be decided by the Board or a Committee of the Board, however that the aggregate amount of funds to be raised by issue of Non-convertible Debentures/Bonds shall not exceed the limit of Rs. 800 crore together with interest as approved by the shareholders."

"RESOLVED FURTHER that in connection with the above, the Board or the Committee of the Board be and is hereby authorized to do all such acts, deeds, matters and things as may be deemed necessary, desirable, proper or expedient for the purpose of giving effect to this resolution and for matters connected therewith or incidental thereto including appointment of Counter parties/ intermediaries required in the process of such issuance."

By order of the Board

C S Singhi
GM & Co Secretary

Date: 26th August, 2016

**NOTES:**

1) **A member of the Company entitled to attend and vote at the meeting is entitled to appoint a proxy to attend and vote on a poll instead of himself / herself and the proxy need not be a member of the Company. Proxies, in order to be valid and effective, must be deposited at the registered office of the Company not less than 48 hours before the commencement of the meeting. A person can act as proxy on behalf of members not exceeding fifty and holding in the aggregate not more than ten percent of the total share capital of the Company carrying voting rights. A member holding more than ten percent of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person cannot act as a proxy for any other person or shareholder.**
2) Statement pursuant to Section 102(1) of the Companies Act, 2013 (the Act), in respect of Item no 5 to 13 as set out above is annexed hereto. Route Map indicating venue of the Annual General Meeting (AGM) is given at the end of the Notice.
3) The Register of Members and Share Transfer Books of the Company will remain closed from 20th September, 2016 to 26th September, 2016 (both days inclusive).
4) Members are requested to notify immediately change in their address and Bank mandate, if any, to the Depository Participants (DPs) in respect of their electronic shares, and to the Company at its registered office in respect of their physical shares, quoting the folio numbers.
5) Members desirous of getting any information about the accounts and operations of the Company or intending to raise any query at the AGM are requested to forward the same at least 10 days prior to the date of the meeting to the Company Secretary at the registered office of the Company so that the information required can be made readily available at the meeting.
6) Corporate members are requested to send a duly certified copy of the Board Resolution authorizing their representative to attend and vote on their behalf at the meeting.
7) Members are requested to register/ update their e-mail address by submitting the 'Email Registration Form' available at the Company's website www.hindustancopper.com. Members holding share in electronic form are requested to register/ update e-mail address with their respective DPs.
8) Members holding shares in physical form are requested to convert their shares in demat mode to avail easy liquidity and to prevent incidence of loss of physical share certificate.
9) Relevant documents referred to in the Notice are open for inspection at the registered office of the Company on all working days (barring Saturday, Sunday and Holidays) between 11:00 a.m. to 1:00 p.m. up to the date of the AGM.
10) Members are requested to:-
    a. produce the enclosed Attendance Slip duly filled & signed as per specimen signature recorded with the Company / DPs for admission to the meeting venue.
    b. bring their Client ID and DP ID numbers for easy identification of attendance at the meeting in respect of shares held in dematerialized form.
    c. bring their copy of Annual Report to the meeting as extra copies shall not be provided.
    d. quote their Folio / Client ID & DP ID Nos in all correspondence.
    e. note that due to security reasons, brief case, eatables and other belongings are not allowed inside the meeting venue.
11) **Voting through electronic means:**

I. As per Section 108 of the Act and Rules notified there under and Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company is providing its members the facility to exercise their right to vote on resolutions proposed to be considered at the 49th AGM by electronic means. The facility of casting the votes by the members using electronic voting system from a place other than venue of the AGM (remote e-voting) will be provided by Central Depository Services (India) Limited (CDSL).

II. A person whose name is recorded in the Register of Members or in the Register of Beneficial Owners maintained by the depositories as on the cut-off date of 19th September, 2016 only shall be entitled to avail the facility of remote e-voting or voting at the AGM. A person who is not a member as on cut-off date should treat this Notice for information purposes only.

III. The facility for voting through ballot process shall be made available at the AGM and the members attending the AGM who have not cast their vote through remote e-voting shall be able to exercise their rights at the AGM. ( Note: Ballot process may be carried out by

distributing ballot / poll slips or by making arrangement for voting through computer or secure electronic systems as may be decided by the Company)

IV. The remote e-voting period commences on 23rd September, 2016 (9:00 am) and ends on 25th September, 2016 (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 19th September, 2016, may cast their vote by remote e-voting. The remote e-voting module shall be disabled by CDSL for voting thereafter. Once the vote on a resolution is cast by the member, the member shall not be allowed to change it subsequently.

V. A member who has cast his vote by remote e-voting prior to the AGM may also attend the AGM but shall not be entitled vote again and his vote, if any, cast at the AGM shall be treated as invalid.

VI. The process and manner for remote e-voting are as under:

(i) Log on to the e-voting website www.evotingindia.com and click on "Shareholders".

(ii) Now, select the Electronic Voting Sequence Number '160811030' along with 'Hindustan Copper Ltd.' from the drop down menu and click on 'Submit'.

(iii) Now enter your User ID (For CDSL: 16 digits beneficiary ID; For NSDL: 8 Character DP ID followed by 8 Digits Client ID). Members holding shares in physical form should enter Folio Number registered with the Company and then enter the Image Verification as displayed and click on Login.

(iv) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any company, then your existing password is to be used.

(v) If you are a first time user follow the steps given below:

| | |
|---|---|
| PAN | Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (applicable for both demat as well as physical shareholders)<br>• Members who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of their name and the 8 digits of the sequence number in the PAN field.<br>• In case the sequence number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. Eg. If your name is Ramesh Kumar with sequence number 1 then enter RA00000001 in the PAN field. |
| Dividend Bank Details or Date of Birth | Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login.<br>• If both the details are not recorded with the depository or company please enter the member id / folio number in the Dividend Bank details field. |

(vi) After entering these details appropriately, click on "Submit" tab.

(vii) Members holding shares in physical form will then directly reach the Company selection screen. However, members holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.

(viii) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.

(ix) Click on the EVSN for the relevant <Hindustan Copper Ltd.> on which you choose to vote.

(x) On the voting page, you will see "Resolution Description" and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.

(xi) Click on the "Resolutions File Link" if you wish to view the entire Resolution details.

(xii) After selecting the resolution you have decided to vote on, click on "Submit". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "Cancel" and accordingly modify your vote.

(xiii) Once you "Confirm" your vote on the resolution, you will not be allowed to modify your vote.

(xiv) You can also take a print of the votes cast by clicking on "Click here to print" option on the Voting page.

(xv) If a demat account holder has forgotten the login password then enter the User ID and the image verification code and click on "Forgot Password" & enter the details as prompted by the system.

(xvi) Members can also cast their vote using CDSL's mobile app m-Voting available for android based mobiles. The m-Voting app can be downloaded from Google Play Store. Apple and Windows phone users can download the app from the App Store and the Windows Phone Store respectively. Please follow the instructions as prompted by the mobile app while voting on your mobile.

(xvii) **Note for Non - Individual Shareholders and Custodians**

- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to www.evotingindia.com and register themselves as Corporate. A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
- After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
- The list of accounts linked in the login should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
- A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.

(xviii) In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at www.evotingindia.com, under help section or write an email to helpdesk.evoting@cdslindia.com.

(xix) 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 19th September, 2016.

(xx) Any person, who acquires shares of the Company and become member of the Company after dispatch of the AGM Notice and holding shares as of the cut-off date i.e. 19th September, 2016, may obtain the login ID and password by sending a request at helpdesk.evoting@cdslindia.com or RTA.

(xxi) Mr. 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 providing facility to the members of the Company to scrutinize the remote e-voting and voting process at the AGM in a fair and transparent manner.

(xxii) The Chairman shall, at the AGM, at the end of discussion on the resolutions on which voting is to be held, allow voting with the assistance of Scrutinizer for all those members who are present at the AGM but have not cast their votes by availing the remote e-voting facility.

(xxiii) The Scrutinizer shall after the conclusion of voting at the general meeting, will first count the votes cast at the meeting and thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the Company and shall make, not later than three days of the conclusion of the AGM, a consolidated scrutinizer's report of the total votes cast in favour or against, if any, to the Chairman or any other Director authorized by him in writing, who shall countersign the same and declare the result of the voting forthwith.

(xxiv) The Result of the voting with details of number of votes cast for and against the resolutions, invalid votes and whether the resolutions have been carried or not shall be displayed on the Notice Board of the Company at its registered and corporate office immediately after the declaration of result by the Chairman or a Director authorized by him in writing. Further, the results of the voting along with the Scrutinizer's Report shall also be placed on the Company's website www.hindustancopper.com and on the website of CDSL. The results shall also be immediately forwarded to the stock exchanges.

(xxv) Name, designation, address, e-mail ID and phone number of the person responsible to address the grievances connected with the e-voting is given:

Mrirtunjay Kumar Dev
Dy. Mgr. (Company Secretary)
Hindustan Copper Ltd
1 Ashoutosh Chowdhury Avenue, Kolkata - 700019
E-mail: mritunjay_kd@hindustancopper.com
Phone No: (033) 2283-2226

ANNEXURE TO NOTICE

(Explanatory Statement pursuant to Section 102(1) of the Companies Act, 2013 (the Act)

**Item No 5**

**Shri Nikunja Bihari Dhal** has been appointed as part time non-official Director of the Company with effect from 14.9.2015 in terms of Ministry of Mines, Government of India (MoM) Order No. 10(2)/2002-Met.III dated 14.9.2015. It is now proposed to regularize his appointment at the ensuing 49th AGM of the Company in order to comply with the relevant provisions of the Act.

Born on 20.6.1969, Shri Dhal is an IAS officer of 1993 batch (Odisha cadre) and at present Joint Secretary, MoM. He is a graduate in Production Engineering from IIT, Delhi and Master of Public Administration from Syracuse University, New York. Shri Dhal was earlier Joint Secretary, Ministry of Health & Family Welfare and Director, Cabinet Secretariat. In the Government of Odisha, Shri Dhal had worked in various capacities including as Commissioner of Commercial Taxes, Vice-Chairman, Bhubaneswar Development Authority. During his tenure as Collector of Koraput, Sundergarh and Angul Districts, he initiated various innovative measures for empowerment of women and tribal communities and Panchayati Raj Institutions.

Shri Dhal is also a Director on the Board of National Aluminium Company Ltd. (NALCO) and a member of Committee of Directors for Projects and New Ventures of NALCO. Shri Dhal does not hold any share in the Company. The Board considers that his continued association would be of immense benefit to the Company and recommends his appointment as Director of the Company. None of the Directors, Manager and other Key Managerial Personnel (KMP) of the Company is related to Shri Dhal. Shri Dhal attended two out of four Board meetings held during 2015-16 after his appointment. Except Shri Dhal, 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.

**Item No. 6**

**Shri Sanjay Kumar Bhattacharya** has taken over as Director (Mining) of the Company with effect from 15.9.2015 in terms of MoM Order No. 10/9/2014-Met.III (Vol.I ) dated 14.9.2015 in the scale of pay of Rs. 75,000 - 1,00,000/- and other terms and conditions of appointment as may be determined by the Government from time to time, for a period of five years from the date of his assumption of charge of the post on 15.9.2015, or till the date of his superannuation or until further orders, whichever is the earliest. It is now proposed to regularize his appointment at the ensuing 49th AGM of the Company in order to comply with the relevant provisions of the Act.

Born on 3.12.1959, Shri Bhattacharya is B E (Mining) from NIT, Raipur and MBA (International Business). He is a qualified Mining Person under Mines Act, 1952, possessing first class Mines Manager Certificate of Competency to manage Open Cast Metalliferous Mines. He has 35 years of varied and diversified work experience in Copper mining (16 years at HCL), Iron Ore Mining (11 years at NMDC), Bauxite Mining (3 years at BALCO) and in construction activities for infrastructure developments like State Highways, Mining of Rock-Phosphate & Bauxite Minerals for State Govt. and State Mining PSUs through private participation (5 Years). Prior to joining the Board, Shri Bhattacharya was General Manager (Mines) at Malanjkhand Copper Project of the Company.

Shri Bhattacharya does not hold directorship in other companies. He also does not hold any share in the Company. The Board considers that his continued association would be of immense benefit to the Company and recommends his appointment as Director (Mining) of the Company. None of the Directors, Manager and other KMP of the Company is related to Shri Bhattacharya. Shri Bhattacharya attended all four Board meetings held in 2015-16 after his appointment. Except Shri Bhattacharya, 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.

**Item No. 7**

**Smt. Simantini Jena,** has been appointed as part time non-official (Independent) Director of the Company with effect from 17.11.2015 in terms of MoM order No.10/7/2014-Met.III (Pt. I) dated 17.11.2015. It is now proposed to regularize her appointment at the ensuing 49th AGM of the Company in order to comply with the relevant provisions of the Act.

Born on 11.2.1965, Smt. Jena is M.A. in History, B.Ed. and LL.B. from Utkal University and holds a Multimedia Diploma from NIIT. She has been a citizens' and civil liberty activist, has taken part in human rights awareness camps, constitutional awareness workshops, health programs and legal awareness programs, relief & rehabilitation programs as well as educational programs (some in participation with the Government). Smt Jena had conducted programs for jail inmates and had played a significant role in formation of Self-help Groups. She is associated to several legal cells, educational trusts and foundations, welfare associations, civil liberty fora and media groups in

various honorary capacities. Smt. Jena is a Rashtriya Akta Awardee by State Bank of India, Odisha in 2004 for working on a near-extinct Adivasi language "KWI". She is also presently teaching History and English (part time) in Pokhariput Govt. Minor School.

Smt. Jena does not hold directorship in other companies. She also does not hold any share in the Company. Smt. Jena has furnished a declaration to the Board that she meets the criteria of independence as provided in Section 149(6) of the Act. In the opinion of the Board, Smt. Jena fulfils the conditions specified in the Act and rules made there under for her appointment as part time non-official / independent Director and recommends her appointment on the Board. Smt. Jena shall be paid such sitting fees and reimbursement of actual travel expenses incurred for attending meetings of the Board and its Sub-Committee as the Board may approve from time to time. None of the Directors, Manager and other KMP of the Company is related to Smt Jena. Smt Jena attended three out of three Board meetings held during 2015-16 after her appointment. Except Smt. Jena, 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.

**Item No.8**

**Shri Hemant Mehtani** has been appointed as part-time non-official (Independent) Director of the Company with effect from 17.11.2015 in terms of MoM order No.10/7/2014-Met.III (Pt. I) dated 17.11.2015. It is now proposed to regularize his appointment at the ensuing 49th AGM of the Company in order to comply with the relevant provisions of the Act.

Born on 11.11.1960, Shri Mehtani is M Com from Devi Ahilya Vishwavidyalaya, erstwhile Indore University. An Industrialist and first generation entrepreneur, Shri Mehtani started his business in the year 1984 with a manufacturing unit of One Time Carbon Paper extensively used in computers and later diversified the business into Warehousing & Constructions. Shri Mehtani is the Governing Council Member of National Institute of MSME, Govt. of India for 2014-16. He was the ZRUCC Member of Western Railway, Mumbai, as well as the President of Association of Industries, Madhya Pradesh, a State-Level SME organization of MP from 2013 to 2015. Apart from these, he has been the Vice-President, Federation of Chamber of Commerce and Industries, Bhopal, and is associated with a number of academic institutions, clubs, industrial and autonomous bodies and business fora in various honorary capacitates.

Shri Mehtani is a Director on the Board of Entrepot Infrastructure Pvt. Ltd. He does not hold any share in the Company. 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 Mehtani fulfils the conditions specified in the Act and rules made there under for his appointment as part time non-official / independent Director and recommends his appointment on the Board. Shri Mehtani shall be paid such sitting fees and reimbursement of actual travel expenses incurred for attending meetings of the Board and its Sub-Committee as the Board may approve from time to time. None of the Directors, Manager and other KMP of the Company is related to Shri Mehtani. Shri Mehtani attended three out of three Board meetings held during 2015-16 after his appointment. Except Shri Mehtani, 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.

**Item No.9**

**Shri Dileep Raj Singh Chaudhary** has been appointed as part-time non-official (Independent) Director of the Company with effect from 1.12.2015 in terms of MoM order No.10/7/2014-Met.III (Pt. I) dated 1.12.2015. It is now proposed to regularize his appointment at the ensuing 49th AGM of the Company in order to comply with the relevant provisions of the Act.

Born on 12.8.1953, Shri Chaudhary is MA and IAS (1977 batch). He was posted as Secretary, Ministry of Steel prior to his retirement on 31.08.2013. Shri Chaudhary has held various positions in key economic Ministries under both State and Central Government including as Special Secretary, Ministry of Home, Additional Secretary and Financial Adviser in the Department of Industrial Policy and Promotion, Secretary, Department of Public Enterprises.

Shri Chaudhary is Director on the Board of IL&FS Water Ltd and IL&FS Paradip Refinery Water Ltd. He is also member of Audit Committee, Nomination & Remuneration Committee and CSR Committee of IL&FS Water Ltd and Audit Committee and Nomination & Remuneration Committee of IL&FS Paradip Refinery Water Ltd. Shri Chaudhary does not hold any share in the Company. Shri Chaudhary 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 Chaudhary fulfils the conditions specified in the Act and rules made there under for his appointment as part time non-official / independent Director and recommends his appointment on the Board. Shri Chaudhary shall be paid such sitting fees and reimbursement of actual travel expenses incurred for attending

meetings of the Board and its Sub-Committee as the Board may approve from time to time. None of the Directors, Manager and other KMP of the Company is related to Shri Chaudhary. Shri Chaudhary attended three out of three Board meetings held during 2015-16 after his appointment. Except Shri Chaudhary, 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.

**Item No.10**

**Shri Niranjan Pant** has been appointed as part-time non-official (Independent) Director of the Company with effect from 1.12.2015 in terms of MoM order No.10/7/2014-Met.III (Pt. I) dated 1.12.2015. It is now proposed to regularize his appointment at the ensuing 49th AGM of the Company in order to comply with the relevant provisions of the Act.

Born on 25.6.1953, Shri Pant is M. Sc and a member of Indian Audit & Accounts Service. He is retired Deputy Comptroller & Auditor General of India and a Fellow of International Auditor Fellowship Program of the Government Accounting Office, United States. He has vast exposure in strategic overall management of CAG's audit of Local Bodies, State Governments, Central Government, Public Sector Enterprises, etc. Earlier he was Chairperson (ex-officio), Government Accounting Standards Advisory Board (GASAB), Principal Accountant General in Gujarat, CAG's Team Leader of Audits of International Organizations, and has held many other positions of prominence. He was also Joint Secretary & Financial Advisor in Ministries of Government of India. He has a number of published articles in eminent journals such as Economic & Political Weekly, Business Standard and Business Line to his credit as well.

Shri Pant does not hold directorship in other companies. He also does not hold any share in the Company. Shri Pant 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 Pant fulfils the conditions specified in the Act and rules made there under for his appointment as part time non-official / independent Director and recommends his appointment on the Board. Shri Pant shall be paid such sitting fees and reimbursement of actual travel expenses incurred for attending meetings of the Board and its Sub-Committee as the Board may approve from time to time. None of the Directors, Manager and other KMP of the Company is related to Shri Pant. Shri Pant attended one out of three Board meetings held during 2015-16 after his appointment. Except Shri Pant, 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 10.

**Item No.11**

**Shri Santosh Sharma** has taken over as Director (Operations) of the Company effect from 1.3.2016 in terms of MoM Order No. 10/1/2015-Met.III (Vol. I) dated 24.2.2016 in the scale of pay of Rs. 75,000 - 1,00,000/- and other terms and conditions of appointment as may be determined by the Government from time to time, for a period of five years from the date of his assumption of charge of the post on 1.3.2016, or till the date of his superannuation or until further orders, whichever is the earliest. It is now proposed to regularize his appointment at the ensuing 49th AGM of the Company in order to comply with the relevant provisions of the Act.

Born on 1.1.1960, Shri Sharma is BE (Elect.)(1982 batch), L.L.B and MBA in Marketing. He is a member of Indian Institute of Metals and Indian Institute of Welding. He joined the Company as General Manager (Operations) on 26.04.2013 and thereafter, he became Executive Director (Operations) and also assumed charge as Unit Head of Gujarat Copper Project, a unit of the Company in June, 2015. Before joining the Company, Shri Sharma was DGM (Projects) in Bhilai Steel Plant. There he was conferred with Jawahar Award for outstanding performance for preparation of plan for installation of Solar Power Units. He had also spearheaded the execution and monitoring of a mega project of construction of Blast Furnace-8 in Bhilai Steel Plant.

Shri Sharma does not hold directorship in other companies. The Board considers that his continued association would be of immense benefit to the Company and recommends his appointment as Director (Operations) of the Company. None of the Directors, Manager and other KMP of the Company is related to Shri Sharma. Shri Sharma did not attend any Board meeting as no meeting was held after his appointment during 2015-16. Except Shri Sharma, 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 11.

**Item No.12**

The Board, on the recommendation of the Audit Committee, approved appointment of M/s. M/s. Chatterjee & Co, as Cost Auditor, to conduct audit of cost records of the Company for the financial year 2016-17 at a remuneration of Rs.55,000/-(Rupees Fifty five thousand only) plus

service tax 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.12 of the Notice requires approval and ratification by members of the Company.

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 12.

**Item No.13**

As per Section 42 of the Act read with Rule 14 of the Companies (Prospectus and Allotment of Securities) Rules, 2014, a company shall not make a Private Placement of its securities unless the proposed offer of securities or invitation to subscribe to securities has been previously approved by the Shareholders of the Company by a Special Resolution for each of the offers or invitations. However, in case of offer or invitation for "non-convertible debentures", it shall be sufficient if the company passes a previous Special Resolution only once in a year for all the offers or invitation for such debentures during the year.

In view of the above, approval of the Shareholders of the Company is being sought to authorize the Board of Directors to make offer(s) or invitation(s), in one or more tranches, to subscribe to the Secured or Unsecured non convertible Debentures / Bonds on private placement basis amounting to the balance of already approved limit of Rs.800 crores by Shareholders under Section 180 (1) (c) of the Act on 23.3.2015, on such terms and conditions, as may be approved by the Board.

The Board of Directors of the Company in its meeting held on 30.5.2016 has approved the proposal and recommends the passing of the proposed Special Resolution.

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 13.

Brief resume of directors who are retiring and eligible for reappointment furnished in terms of Regulations 36 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015:

**Shri Kailash Dhar Diwan**

Shri Kailash Dhar Diwan assumed charge of the post of Chairman-cum-Managing Director on 1.9.2012 in terms of MoM order No.10(4)/2011-Met.III dated 13.6.2012. Prior to that Shri Diwan was Director (Operations) of the Company with effect from 14.9.2007 in terms of MoM order No.10(3)/2006-Met.III dated 28.6.2007.

Born on 19.8.1957, Shri Diwan is B.E. (Electrical) from National Institute of Technology, Raipur, LLB from Ravishankar University, Raipur, post-graduation in Materials Management from Indian Institute of Material Management, Mumbai and a post graduate diploma in Financial and Accounts Management from Ravishankar University, Raipur. He is also a member in the executive council of Chhattisgarh Swami Vivekanand Technical University. He has 31 years of experience in operations, material management, marketing and finance having previously worked in Bharat Refractories Limited as the Head of Marketing and Services.

Shri Diwan does not hold directorship in other companies. He also does not hold any share in the Company. None of the Directors, Manager and other KMP of the Company is related to Shri Diwan. Shri Diwan attended all seven Board meetings of the Company held during 2015-16.

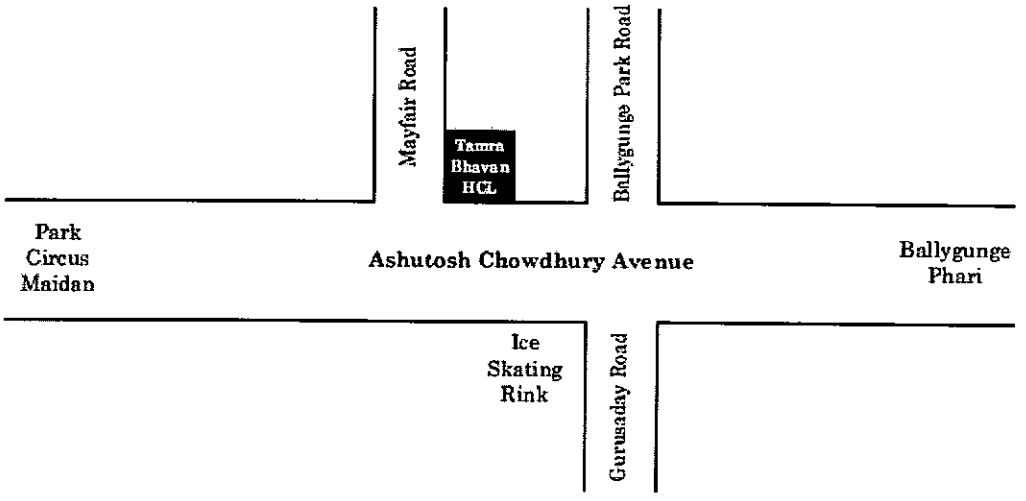
**Shri Anupam Anand**

Shri Anupam Anand was appointed as Director (Personnel) of the Company with effect from 5.8.2009 in terms of MoM order No.10 (3)/2008 dated 14.7.2009.The Ministry vide letter No 10(3)/2008- Met.III (Vol.III) dated 3.12.2014 has approved extension of his tenure as Director (Personnel) for a further period of 5 years from 5.8.2014 to 4.8.2019 or until further orders, whichever is earlier.

Born on 9.4.1960, Shri Anand is M.Sc. (Physics) from Banaras Hindu University, M A (Public Administration) from Punjab University, Diploma in Social Work (DSW) from Calcutta University and passed Bihar Factory Welfare Officers' Examination conducted by Department of Labour, Government of Bihar. Before joining HCL, Shri Anand worked for around 24 years in SAIL in different positions and rose as Chief Personnel Manager. Later in 2005, he joined as General Manager (HR) in MTNL. Shri Anand has extensive experience in all facets of Human Resource including HRM, HRD, Administration and Industrial Relations.

Shri Anand does not hold directorship in other companies. He also does not hold any share in the Company. None of the Directors, Manager and other KMP of the Company is related to Shri Anand. Shri Anand attended six out of seven Board meetings of the Company held during 2015-16.

**ROUTE MAP FOR AGM VENUE**



**Hindustan Copper Limited**
(CIN: L27201WB1967GOI028825)
Regd. Office: 'Tamra Bhavan', 1, Ashutosh Chowdhury Avenue, Kolkata - 700 019
Phone: 2283-2226, Fax: 2283-2676, E-mail: investors_cs@hindustancopper.com
Website: www.hindustancopper.com

## Proxy Form

Name of the member (s): .....

Registered Address: .....
..... E-mail ID.....

Folio No. / Client ID ..... DP ID: .....

I/We, being the member (s) of ..... shares of the Hindustan Copper Limited, hereby appoint.

1.Name:.....Address: .....

Email Id.....Signature.....or failing him

2. Name: .....Address.....

Email Id: .....Signature.....or failing him

3. Name: .....Address.....

Email Id: ..... Signature: .....

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 49th Annual General Meeting of the Company, to be held on Monday, 26th September, 2016 at 10:30 a.m. at 'Tamra Bhavan, 1, Ashutosh Chowdhury Avenue, Kolkata - 700 019 and at any adjournment thereof in respect of such resolutions as are indicated below:

Resolution No.

1.....2.....3.....4.....
5.....6.....7.....8.....
9.....10.....11.....12.....
13.....

Signed this..... day of ..... 2016.

Signature of Shareholder..... (Affix Revenue Stamp)

Signature of Proxy Holder(s).....

Note: This form of Proxy in order to be effective should be duly completed, stamped as per applicable laws, signed and deposited at the Registered Office of the Company not less than forty eight hours before the commencement of the meeting. Unstamped or inadequately stamped Proxies or Proxies upon which the stamps have not been cancelled are invalid. The Proxy holder shall prove his identity at the time of attending the meeting.

**Hindustan Copper Limited**
(CIN: L27201WB1967GOI028825)
Regd. Office: 'Tamra Bhavan', 1, Ashutosh Chowdhury Avenue, Kolkata - 700 019
Phone: (033) 2283-2226, Fax:(033) 2283-2676, E-mail: investors_cs@hindustancopper.com
Website: www.hindustancopper.com

ATTENDANCE SLIP
49TH ANNUAL GENERAL MEETING

| | |
|---|---|
| Envelope No. | : |
| Name of the sole/ first named Member(s) | : |
| Registered Address of sole/first named member | : |
| Name(s) of Joint Holders | : |
| Registered Folio No./ DP ID & Client ID No. | : |
| No. of Shares held | : |

I/We hereby record my/our presence at the 49th Annual General Meeting of the Company held on Monday, 26th September, 2016 at 10:30 a.m. at 'Tamra Bhavan', 1 Ashutosh Chowdhury Avenue, Kolkata-700019.

Member's/Proxy's Name in Block Letters  Member's/Proxy's Signature

Note: Please complete the Attendance Slip and hand it over at the Attendance Verification Counter at the venue of the Meeting. Please also bring your copy of the Annual Report. Proxies are requested to carry a valid ID proof for verification at the time of attendance.

.....Please cut here and bring the above Attendance Slip to the Meeting Hall.....

REMOTE E-VOTING PARTICULARS

Dear Shareholder,
Sub: Process and manner for availing remote e-voting facility
As per Section 108 of the Companies Act, 2013 read with Rules notified there under and Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company is providing its members facility to cast their votes using an electronic voting system from a place other than venue of the meeting ("remote e-voting") in relation to the business to be transacted at the 49th Annual General Meeting (AGM) of the company to be held on Monday, 26th September, 2016 at 10:30 a.m. The Company has engaged the services of Central Depository Services (India) Limited ("CDSL") to provide remote e-voting facilities. The Notice of AGM of the Company inter-alia indicating the process and manner of remote e-voting along with Attendance Slip and Proxy form can be downloaded from the link https://www.evotingindia.com or www.hindustancopper.com

The remote e-voting particulars are set out below.

| EVSN (Remote e-voting sequence number) | User ID | PAN/SEQUENCE NO. |
|---|---|---|
| 160811030 | | |

The remote e-voting facility will be available during the following voting period:

| Commencement of remote e-voting | End of remote e-voting |
|---|---|
| 23rd September, 2016 from 9:00 am | 25th September, 2016 till 5:00 pm |

Please read the instructions given at point no. 11 of the Notice to the 49th Annual General Meeting of the Company dated 26th August, 2016 carefully before availing remote e-voting facilities.