CS N. K& Associates
Company Secretaries

159, Rabindra Sarani, 9th Floor
Kolkata - 700 007
Phone : +91-33-4601-3950
E-mail : kothari.navin@yahoo.com

**Consolidated Scrutinizer's Report**

**[Pursuant to Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014]**

**To,**
**The Chairman**
**Hindustan Copper Limited**
**"Tamra Bhavan",**
**1, Ashutosh Chowdhury Avenue,**
**Kolkata – 700019**

**Sub: Consolidated Scrutinizer's Report on remote e-voting and the e-voting conducted during the 58th Annual General Meeting ("AGM") of the Members of Hindustan Copper Ltd ("Company") held through Video Conferencing ("VC") or Other Audio Visual Means ("OAVM") on Thursday, 25th September 2025 at 10:30 A.M. (IST)**

I, Navin Kothari, Practicing Company Secretary, proprietor of N.K. & Associates was appointed by the Board of Directors of Hindustan Copper Ltd (hereinafter referred to as **"Company"**) at its meeting held on 27th May, 2025 as the Scrutinizer for the remote e-voting process as well as to scrutinize the e-voting conducted at the Annual General Meeting ("AGM") pursuant to Section 108 of the Companies Act, 2013 ("Act") read with Rules 20 and 21 of the Companies (Management and Administration) Rules, 2014 and in accordance with Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 [SEBI(LODR)] as amended.

Pursuant to Ministry of Corporate Affairs ("MCA") vide its Circulars dated April 8, 2020, April 13, 2020, May 5, 2020, January 13, 2021, December 14, 2021, May 5, 2022, December 28, 2022, September 25, 2023 and September 19, 2024 respectively (collectively referred to as **'MCA Circulars'**) and Securities and Exchange Board of India vide its circular dated May 12, 2020, January 15, 2021, May 13, 2022, January 5, 2023, October 7, 2023 and October 03, 2024 (collectively referred to as '**SEBI Circulars'**) holding of Annual General Meeting has been permitted through Video Conferencing ('VC') or Other Audio-Visual Means ('OAVM'), without physical presence of the Members at a common venue.

As mentioned in the Notice, the proceedings of the AGM is deemed to be conducted at the Registered Office of the Company which shall be the deemed venue of the AGM. The Management of the Company is responsible for ensuring compliance with the

requirements of the Act and the Rules thereunder and SEBI(LODR) and circulars issued by MCA and SEBI relating to e-voting on the resolutions contained in the notice calling AGM. My responsibility as the Scrutinizer of the voting process (through e-voting), was restricted to scrutinize the e-voting process, in a fair and transparent manner and to prepare a Scrutinizer's Report of the votes cast in favour and against the resolutions stated in the Notice, based on the reports generated from the e-voting system provided by NSDL, the service provider.

**Report on Scrutiny:**

- The Company had appointed National Securities Depository Limited **(NSDL)** as the service provider, for the purpose of extending the facility of remote e-voting to the members of the Company and also for e-voting during the 58th AGM.

- The service provider had provided a system for recording the votes of the members electronically through remote e-voting as well as e-voting at the 58th AGM on all the items of the business sought to be transacted during the 58th AGM of the Company, which was held on September 25, 2025.

- The service provider had set up electronic voting facility and members may access the same at **https://www.evoting.nsdl.com**.

- The Company had uploaded the Notice of AGM on the website of the Company and its Service Provider and also on the websites of Stock Exchanges viz. National Stock Exchange of India Limited and BSE Limited to facilitate their members to cast their vote through remote e-voting and e-voting during the AGM.

- As provided in the MCA & SEBI Circulars, the Company had *inter-alia* advertised in the newspapers, asking members who have not registered their e-mail addresses with the Company/ Depository Participant(s) to do so and to the extent, details were provided by the shareholders were considered for sending the Notice of the AGM along with the Annual Report 2024-25.

- The Company had sent the Notice of the AGM along with the Annual Report 2024-25 and e-voting details by e-mail to members whose e-mail addresses were made available by the Depositories or were registered with the Company. The Notices sent through e-mail contained the detailed procedure to be followed by the members for casting their votes electronically as provided in the Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended and as provided in the MCA & SEBI Circulars.

- The Company had completed the dispatch of Notice of AGM and Annual Report via e-mail to the members by August 29, 2025.

- The cut-off date for the purposes of identifying the members who were entitled to vote on the resolutions placed for approval of the members was Thursday, September 18, 2025.

- As prescribed in the aforesaid Rules, the remote e-voting facility was kept open for three days from Monday, September 22, 2025 at 9:00 a.m. and ended on Wednesday, September 24, 2025 at 5:00 p.m. At the end of remote e-voting period, the remote e-voting facility was blocked by NSDL forthwith.

- The Company released an advertisement of the Notice of AGM to its members, which was published on August 30, 2025, in English in the Financial Express newspaper and in Bengali in the Sangbad Pratidin newspaper, both having wide circulation.

- As prescribed in clause (v) of sub rule 4 of the Rule 20 of the Companies (Management and Administration) Rules, 2014, the Company has also released an advertisement after completion of dispatch of Notice of AGM and Annual Report which was published 21 days before the date of the AGM on August 30, 2025 in English in 'Financial Express' newspaper and in Bengali in 'Sangbad Pratidin' newspaper having wide circulation. The notice published in the newspaper carried the required information as specified in sub rule 4 (v) (a) to (h) of the said Rule 20.

- At the end of remote e-voting period on September 24, 2025 at 5.00 p.m., the e-voting portal was blocked by NSDL forthwith.

- NSDL provided me the names, DP ID / folio numbers and shareholding of the members who had cast their votes through remote e-voting.

- At the AGM of the Company held through VC / OAVM, on Thursday, September 25, 2025, members who had not cast their vote through Remote e-Voting were allowed to cast their vote using facility of e-voting during AGM the voting thereafter open and made available till the conclusion of AGM.

- After the conclusion of AGM by chairman time fixed for closure of e-voting by the Chairman, the electronic system capturing the e-voting was locked by me.

- On September 25, 2025 after tabulating the votes cast electronically by the system provided by NSDL, the votes cast through remote e-voting facility and votes cast electronically during the AGM were duly unblocked at 12:23 p.m. by me as a Scrutinizer in the presence of Ms. Misha Rai and Ms. Nikhat Ambari, who acted as the witnesses, as prescribed in sub rule 4 (xii) of the said Rule 20 of the Companies (Management and Administration) Rules, 2014.

- After voting by electronic means, the votes casted through remote e-voting process was tabulated for the purpose of considering the total votes casted by the shareholders through both ways.

- Thereafter, I as scrutinizer duly compiled details of the remote e-voting carried out by the members and the electronic voting done at the AGM, the details of which are as follows:

**The results of the remote e-voting together with that of the voting conducted on the date of the AGM by way of electronic means are as under:**

**ORDINARY BUSINESS**

(i) **Item No. 1 of the Notice (As an Ordinary Resolution)**

**Adoption of Audited Financial Statements (Standalone and Consolidated) for the year ended 31.03.2025, together with the Reports of the Directors, Auditors and C&AG thereon**

| Manner of voting (i) | Votes in favour of the resolution | | | Votes against the resolution | | | Invalid votes Nos. (viii) |
|---|---|---|---|---|---|---|---|
| | No. of Members voted (ii) | No. of Votes. (iii) | As a % of total number of valid votes (Favour and Against) (iv = iii/ (iii+vi)* 100 | No. of Members voted (v) | No. of Votes. (vi) | As a % of total number of valid votes (Favour and Against) (vii = vi/ (iii+vi)* 100 | |
| Total votes through Remote e-voting and voting by electronic means at the meeting | 1024 | 678129749 | 99.7914 | 101 | 1417624 | 0.2086 | 0 |

The resolution stands passed with the requisite majority.

**(ii) Item No. 2 of the Notice (As an Ordinary Resolution)**

**Declaration of dividend on equity shares for Financial Year 2024-25.**

| Manner of voting (i) | Votes in favour of the resolution | | | Votes against the resolution | | | Invalid votes Nos. (viii) |
|---|---|---|---|---|---|---|---|
| | No. of Members voted (ii) | No. of Votes. (iii) | As a % of total number of valid votes (Favour and Against) (iv = iii/ (iii+vi)* 100 | No. of Members voted (v) | No. of Votes. (vi) | As a % of total number of valid votes (Favour and Against) (vii = vi/ (iii+vi)* 100 | |
| Total votes through Remote e-voting and voting by electronic means at the meeting | 1046 | 724275762 | 99.9421 | 80 | 419321 | 0.0579 | 0 |

The resolution stands passed with the requisite majority.

**(iii) Item No. 3 of the Notice (As an Ordinary Resolution)**

**Re-appointment of Shri Sanjiv Kumar Singh (DIN: 09548389), as Director who retires by rotation and being eligible, offers himself for re-appointment.**

| Manner of voting (i) | Votes in favour of the resolution | | | Votes against the resolution | | | Invalid votes Nos. (viii) |
|---|---|---|---|---|---|---|---|
| | No. of Members voted (ii) | No. of Votes. (iii) | As a % of total number of valid votes (Favour and Against) (iv = iii/ (iii+vi)* 100 | No. of Members voted (v) | No. of Votes (vi) | As a % of total number of valid votes (Favour and Against) (vii = vi/ (iii+vi)* 100 | |
| Total votes through Remote e-voting and voting by electronic means at the meeting | 1014 | 719393240 | 99.2685 | 114 | 5301388 | 0.7315 | 0 |

The resolution stands passed with the requisite majority.

(iv) **Item No. 4 of the Notice (As an Ordinary Resolution)**

**Approval to fix the remuneration of the Statutory Auditors.**

| Manner of voting (i) | Votes in favour of the resolution | | | Votes against the resolution | | | Invalid votes Nos. (viii) |
|---|---|---|---|---|---|---|---|
| | No. of Members voted (ii) | No. of Votes. (iii) | As a % of total number of valid votes (Favour and Against) (iv = iii/ (iii+vi)* 100 | No. of Members voted (v) | No. of Votes (vi) | As a % of total number of valid votes (Favour and Against) (vii = vi/ (iii+vi)* 100 | |
| Total votes through Remote e-voting and voting by electronic means at the meeting | 1049 | 724666530 | 99.9961 | 73 | 28088 | 0.0039 | 0 |

The resolution stands passed with the requisite majority.

**SPECIAL BUSINESS**

**(v) Item No. 5 of the Notice (As an Ordinary Resolution)**

**Appointment of Shri Sanjiv Kumar Singh (DIN: 09548389) as Chairman and Managing Director of the Company with effect from 21.03.2025 in terms of Ministry of Mines' Order No. Met.3-10/2/2022-Met.III dated 21.03.2025.**

| Manner of voting (i) | Votes in favour of the resolution | | | Votes against the resolution | | | Invalid votes Nos. (viii) |
|---|---|---|---|---|---|---|---|
| | No. of Members voted (ii) | No. of Votes. (iii) | As a % of total number of valid votes (Favour and Against) (iv = iii/ (iii+vi)* 100 | No. of Members voted (v) | No. of Votes. (vi) | As a % of total number of valid votes (Favour and Against) (vii = vi/ (iii+vi)* 100 | |
| Total votes through Remote e-voting and voting by electronic means at the meeting | 1018 | 720255210 | 99.3874 | 107 | 4439378 | 0.6126 | 0 |

The resolution stands passed with the requisite majority.

**(vi) Item No. 6 of the Notice (As an Ordinary Resolution)**

**Appointment of Shri Sanjeev Kumar Sinha (DIN: 10993006) as Director (Operations) of the Company with effect from 09.03.2025 in terms of Ministry of Mines' Order No. Met.3-10/4/2023-Met.III dated 07.03.2025**

| Manner of voting (i) | Votes in favour of the resolution | | | Votes against the resolution | | | Invalid votes Nos. (viii) |
|---|---|---|---|---|---|---|---|
| | No. of Members voted (ii) | No. of Votes. (iii) | As a % of total number of valid votes (Favour and Against) (iv = iii/ (iii+vi)* 100 | No. of Members voted (v) | No. of Votes (vi) | As a % of total number of valid votes (Favour and Against) (vii = vi/ (iii+vi)* 100 | |
| Total votes through Remote e-voting and voting by electronic means at the meeting | 943 | 693568653 | 95.7050 | 178 | 31125935 | 4.2950 | |

The resolution stands passed with the requisite majority.

**(vii) Item No. 7 of the Notice (As an Ordinary Resolution)**

**Appointment of Shri RVN Vishweshwar (DIN: 09518994) as Director (Finance) of the Company with effect from 29.07.2025 in terms of Ministry of Mines' Order No. Met3-10/1/2024-METAL III dated 25.07.2025**

| Manner of voting (i) | Votes in favour of the resolution | | | Votes against the resolution | | | Invalid votes Nos. (viii) |
|---|---|---|---|---|---|---|---|
| | No. of Members voted (ii) | No. of Votes. (iii) | As a % of total number of valid votes (Favour and Against) (iv = iii/ (iii+vi)* 100 | No. of Members voted (v) | No. of Votes. (vi) | As a % of total number of valid votes (Favour and Against) (vii = vi/ (iii+vi)* 100 | |
| Total votes through Remote e-voting and voting by electronic means at the meeting | 949 | 693969339 | 95.7602 | 175 | 30725249 | 4.2398 | 0 |

The resolution stands passed with the requisite majority.

**(viii) Item No. 8 of the Notice (As an Ordinary Resolution)**

**Appointment of Shri Ashish Saxena (DIN: 11009696) as Government Nominee Director of the Company with effect from 20.03.2025 in terms of Ministry of Mines' Order F. No. 10/2/2002-Met.III dated 19.03.2025**

| Manner of voting (i) | Votes in favour of the resolution | | | Votes against the resolution | | | Invalid votes Nos. (viii) |
|---|---|---|---|---|---|---|---|
| | No. of Members voted (ii) | No. of Votes. (iii) | As a % of total number of valid votes (Favour and Against) (iv = iii/ (iii+vi)* 100 | No. of Members voted (v) | No. of Votes (vi) | As a % of total number of valid votes (Favour and Against) (vii = vi/ (iii+vi)* 100 | |
| Total votes through Remote e-voting and voting by electronic means at the meeting | 923 | 691442493 | 95.4116 | 198 | 33252095 | 4.5884 | 0 |

The resolution stands passed with the requisite majority.

**(ix) Item No. 9 of the Notice (As a Special Resolution)**

**Appointment of Shri Avinash Janardan Bhide (DIN: 09388571) as Non-Official Independent Director of the Company with effect from 01.04.2025 in terms of Ministry of Mines' Order Met. 3-10/2/2020-Met.III dated 01.04.2025**

| Manner of voting (i) | Votes in favour of the resolution | | | Votes against the resolution | | | Invalid votes Nos. (viii) |
|---|---|---|---|---|---|---|---|
| | No. of Members voted (ii) | No. of Votes. (iii) | As a % of total number of valid votes (Favour and Against) (iv = iii/ (iii+vi)* 100 | No. of Members voted (v) | No. of Votes (vi) | As a % of total number of valid votes (Favour and Against) (vii = vi/ (iii+vi)* 100 | |
| Total votes through Remote e-voting and voting by electronic means at the meeting | 1006 | 721120472 | 99.5069 | 113 | 3573826 | 0.4931 | 0 |

The resolution stands passed with the requisite majority.

**(x) Item No. 10 of the Notice (As an Ordinary Resolution)**

**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 i.e. FY 2025-26, 2026-27, 2027-28, 2028-29 and 2029-30**

| Manner of voting (i) | Votes in favour of the resolution | | | Votes against the resolution | | | Invalid votes Nos. (viii) |
|---|---|---|---|---|---|---|---|
| | No. of Members voted (ii) | No. of Votes. (iii) | As a % of total number of valid votes (Favour and Against) (iv = iii/ (iii+vi)* 100 | No. of Members voted (v) | No. of Votes (vi) | As a % of total number of valid votes (Favour and Against) (vii = vi/ (iii+vi)* 100 | |
| Total votes through Remote e-voting and voting by electronic means at the meeting | 1044 | 724654993 | 99.9963 | 75 | 26984 | 0.0037 | 0 |

The resolution stands passed with the requisite majority.

**(xi) Item No. 11 of the Notice (As an Ordinary Resolution)**

**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.**

| Manner of voting (i) | Votes in favour of the resolution | | | Votes against the resolution | | | Invalid votes Nos. (viii) |
|---|---|---|---|---|---|---|---|
| | No. of Members voted (ii) | No. of Votes. (iii) | As a % of total number of valid votes (Favour and Against) (iv = iii/ (iii+vi)* 100 | No. of Members voted (v) | No. of Votes (vi) | As a % of total number of valid votes (Favour and Against) (vii = vi/ (iii+vi)* 100 | |
| Total votes through Remote e-voting and voting by electronic means at the meeting | 1022 | 724269922 | 99.9414 | 99 | 424666 | 0.0586 | 0 |

The resolution stands passed with the requisite majority.

**(xii) Item No. 12 of the Notice (As a Special Resolution)**

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

| Manner of voting (i) | Votes in favour of the resolution | | | Votes against the resolution | | | Invalid votes Nos. (viii) |
|---|---|---|---|---|---|---|---|
| | No. of Members voted (ii) | No. of Votes. (iii) | As a % of total number of valid votes (Favour and Against) (iv = iii/ (iii+vi)* 100 | No. of Members voted (v) | No. of Votes (vi) | As a % of total number of valid votes (Favour and Against) (vii = vi/ (iii+vi)* 100 | |
| Total votes through Remote e-voting and voting by electronic means at the meeting | 1042 | 724662649 | 99.9956 | 81 | 31724 | 0.0044 | 0 |

The resolution stands passed with the requisite majority.

All the Resolutions mentioned in the AGM Notice dated August 28, 2025 as per the details above stands passed under remote e-voting and voting conducted at AGM electronically with the requisite majority and hence deemed to be passed as on the date of the AGM.

I hereby confirm that I am maintaining the soft copy of the Registers received from NSDL in respect of the votes cast through remote e-voting and voting conducted during the AGM by way of electronic means by the members of the Company. All other relevant records relating to remote e-voting and electronic voting is under my safe custody and will be handed over to the Chairman or a person authorized by him in writing for safe keeping, after the Chairman considers, approves and signs the minutes of the Meeting.

Thanking You,
Yours faithfully
**For N.K. & ASSOCIATES**
**Company Secretaries**

NAVIN KOTHARI
Digitally signed by NAVIN KOTHARI
Date: 2025.09.26 16:12:24 +05'30'

Navin Kothari
(Proprietor)

**FCS No. 5935**
**CP No. 3725**

**Place: Kolkata**
**Date: 26/09/2025**
**UDIN: F005935G001351092**
**PEER REVIEW NO.: 1384/2021**

SANJIV KUMAR SINGH
Digitally signed by SANJIV KUMAR SINGH
Date: 2025.09.26 17:59:22 +05'30'

**Sanjiv Kumar Singh**
**Chairman and Managing Director**
**Hindustan Copper Ltd.**
**A Govt. of India Enterprise**
**"Tamra Bhavan", 1, A.C. Avenue**
**Kolkata-700 019**

**The following were the witnesses to the unblocking of the votes cast through remote e-voting and e-voting at the 58th AGM:**

1. Misha Rai
**Ms. Misha Rai**
Address:
NP-198, AN BLOCK, Bidhannagar
Shantiniketan Apartment
Kolkata-700102

2. Nikhat Ambari
**Ms. Nikhat Ambari**
Address:
Action Area -1, New Naya Patty
BC-25, Street No BC 113
Kolkata-700156