



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 48th Annual General Meeting of the members of Hindustan Copper Limited will be held on Monday, the 17th August, 2015 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, 2015 together with the Reports of the Directors, Auditors and C&AG.
- 2) To declare dividend on equity shares.
- 3) To appoint a director in place of Shri Subhendra Nanda (DIN 06608867), who retires by rotation and is eligible for reappointment.
- 4) To appoint a director in place of Shri V V Venugopal Rao (DIN 02950920) who retires by rotation and is eligible for reappointment.
- 5) To fix remuneration of the Auditors.

Special Business

- 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), reappointment of Shri Anupam Anand (DIN 02752767) as Director (Personnel) of the Company upon extension of his tenure for a further period of 5 years from 5.8.2014 to 4.8.2019 or until further orders, whichever is earlier, by the Ministry of Mines vide letter No 10(3)/2008-Met.III (Vol.III) dated 3.12.2014 on the existing terms and conditions of appointment and remuneration conveyed by the Ministry of Mines vide letter No10/(4)/2010-Met.III dated 5.8.2010 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 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.50, 000/- (Rupees Fifty 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 and Co appointed, as Cost Auditor, to conduct audit of cost records of the Company for the financial year 2015-16 be and is hereby ratified and confirmed."

By order of the Board

C S Singhi
GM & Co Secretary

Date: 17th July, 2015



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) The Register of Members and Share Transfer Books of the Company will remain closed from 11th August, 2015 to 17th August, 2015 (both days inclusive).
- 3) Dividend on equity shares as recommended by the Board, if approved at the meeting will be paid within 30 days of declaration to those members whose names appear in the Company's Register of Members and as per beneficial owners position received from NSDL & CDSL as at the close of working hours on 10th August, 2015.
- 4) Members are requested to notify immediately change in their address, 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 Annual General Meeting (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 provide their Bank Account details (including MICR No., IFSC Code, Account Type etc.) to their Depository Participant if the shares are held in demat form. In case the shares are held in physical form, such details along with a cancelled cheque should be sent to the the Company's Registrars & Share Transfer Agent (RTA), M/s. C B Management Services (P) Limited in order to enable the Company to credit the dividend amount directly to their Bank account. In case of non availability of MICR No. and IFSC Code, Dividend Warrant will be sent after mandatorily printing the Bank particulars on it. Further, members holding shares in dematerialized form and not submitted National Electronic Clearing System (NECS) form may please note that the bank account details as provided by their Depository Participants to the Company will be printed on the dividend warrants. The Company will not entertain any direct request from such members for deletion of or change in such Bank Account details. As such, they are requested to immediately intimate their Depository Participants about any changes in their bank account details.
- 8) Pursuant to the Circular No 17/2011 dated 21st April, 2011 and Circular No 18/2011 dated 29th April, 2011 on green initiative issued by the Ministry of Corporate Affairs, members holding shares in physical form are requested to register their e-mail address with the Company or Registrars & Share Transfer Agent (RTA) or those holding shares in electronic mode with their concerned depository participant. Any changes therein may also be informed from time to time, to enable the Company to serve notice / documents through e-mail.

Members holding shares in physical mode are requested to visit the following web page of Company's RTA, M/s. C B Management Services (P) Limited to register their e-mail address and exercise option accordingly:

www.cbmsl.com/green.php

Members holding shares in demat mode and intend to receive the Annual Report in physical form may likewise visit the abovementioned web page to exercise their option.



- 9) The members, who are still holding shares in physical form are requested to covert their shares in demat mode to avail easy liquidity since trading in shares of the Company are under compulsory demat mode as per the regulation of SEBI and this also prevents incidence of loss of physical share certificate.
- 10) SEBI has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit the PAN to their Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form may please submit their PAN details to the Company / Registrar and Transfer Agent.
- 11) Members are requested to:-
- produce the enclosed Attendance Slip duly filled & signed as per specimen signature recorded with the Company / Depository Participants for admission to the meeting venue.
 - bring their Client ID and DP ID numbers for easy identification of attendance at the meeting in respect of shares held in dematerialized form.
 - bring their copy of Annual Report to the meeting as extra copies shall not be provided.
 - quote their Folio / Client ID & DP ID Nos in all correspondence.
 - note that due to security reasons, brief case, eatables and other belongings are not allowed inside the meeting venue.
 - note that no gifts, gifts coupons, or cash in lieu of gifts shall be distributed to members at or in connection with the meeting.**
- 12) **Voting through electronic means:**
- In compliance with provisions of Section 108 of the Companies Act, 2013, Rule 20 of the Companies (Management and Administration) Rules, 2014 and Clause 35B of the Listing Agreement, the Company is pleased to provide members facility to exercise their right to vote on resolutions proposed to be considered at the 48th Annual General Meeting (AGM) by electronic means and the business may be transacted through e-Voting Services. The facility of casting the votes by the members using an electronic voting system from a place other than venue of the AGM (remote e-voting) will be provided by National Securities Depository Limited (NSDL).
 - 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 10th August, 2015 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.
 - 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)
 - 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
 - The remote e-voting period commences on 14th August, 2015 (9:00 am) and ends on 16th August, 2015 (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 10th August, 2015, may cast their vote by remote e-voting. The remote e-voting module shall be disabled by NSDL for voting thereafter. Once the vote on a resolution is cast by the member, the member shall not be allowed to change it subsequently.

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

- A. Members holding shares in dematerialized form and whose e-mail addresses are registered with the Company / Depository Participants will receive an email from NSDL informing the User-ID and Password:



- (i) Open email and open file viz; "Hindustan Copper remote e-voting.pdf" with your Client ID or Folio No. as password. The said PDF file contains your user ID and password for remote e-voting. Please note that the password is an initial password.
 - (ii) Launch internet browser by typing the following URL: <https://www.evoting.nsdl.com/>
 - (iii) Click on Shareholder - Login
 - (iv) Put user ID and password as initial password noted in step (i) above. Click Login.
 - (v) Password change menu appears. Change the password with new password of your choice with minimum 8 digits/characters or combination thereof. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
 - (vi) Home page of remote e-voting opens. Click on remote e-voting: Active Voting Cycles.
 - (vii) Select "EVEN" (Remote E-Voting Event Number) of Hindustan Copper Limited.
 - (viii) Now you are ready for remote e-voting as Cast Vote page opens.
 - (ix) Cast your vote by selecting appropriate option and click on "Submit" and also "Confirm" when prompted.
 - (x) Upon confirmation, the message "Vote cast successfully" will be displayed.
 - (xi) Once you have voted on the resolution, you will not be allowed to modify your vote.
 - (xii) Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer through e-mail to navin.kothari@yahoo.com with a copy marked to evoting@nsdl.co.in
- B. Members holding shares dematerialized form and whose e-mail addresses are not registered with the Company / Depository Participants, members holding shares in physical form as well as members who have requested for a physical copy of the Notice and Annual Report, the following instructions may be noted:
- (i) Initial password is provided as below/at the bottom of the Attendance Slip for the AGM:

<u>EVEN (Remote e-voting Event Number)</u>	<u>USER ID</u>	<u>PASSWORD</u>
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 - (ii) Please follow all steps from Sl. No. (i) to Sl. No. (xii) of A above, to cast vote.
- VI. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Members and remote e-voting user manual for Members available at the downloads section of www.evoting.nsdl.com or call on toll free no.: 1800-222-990.
- VII. If you are already registered with NSDL for remote e-voting then you can use your existing user ID and password for casting your vote.
- VIII. You can also update your mobile number and e-mail id in the user profile details of the folio, which may be used for sending future communication(s).
- IX. 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 10th August, 2015.
- X. 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. 10th August, 2015, may obtain the login ID and password by sending a request at evoting@nsdl.co.in or RTA.
- XI. 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.
- XII. 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.

- XIII. 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.
- XIV. 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 NSDL. The results shall also be immediately forwarded to the stock exchanges.
- XV. Name, designation, address, e-mail ID and phone number of the person responsible to address the grievances connected with the e-voting is given:
- Ms. Aparna Mukherjee
Assistant Manager
Hindustan Copper Ltd
1 Ashoutosh Chowdhury Avenue, Kolkata - 700019
E-mail: aparna_m@hindustancopper.com
Phone No: (033) 2283-2226
- 13) Relevant documents referred to in the accompanying notice and the statutory registers, as applicable to the Company, are open for inspection at the Registered Office of the Company on all working days (barring Saturday and Sunday) between 11.00 a.m. to 1.00 p.m. prior to the date of the AGM.
- 14) Route Map indicating venue of the AGM is given at the end of the Notice.
- 15) Explanatory Statement pursuant to Section 102(1) of the Companies Act, 2013, in respect of Item no 6 and 7 as set out above is annexed hereto.



ANNEXURE TO NOTICE

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

Item No 6

Shri Anupam Anand was appointed as Director (Personnel) of the Company in terms of Ministry of Mines' order No.10 (3)/2008 dated 14.7.2009 and he joined with effect from 5.8.2009. His appointment was approved by the Board on 22.8.2009 and subsequently regularized in the AGM held on 30.9.2009. The Ministry of Mines vide letter No 10(3)/2008-Met.III (Vol.III) dated 3.12.2014 had 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. Detailed terms and conditions of appointment including remuneration payable to Shri Anupam Anand, Director (Personnel) have been issued by the Ministry of Mines, Government of India vide their letter No 10(4)/2010-Met.III dated 5.8.2010. His extension of tenure was approved by the Board on 4.12.2014. It is now proposed to regularize his reappointment at the ensuing 48th AGM of the Company in order to comply with the relevant provisions of the Companies Act, 2013.

Shri Anupam Anand, 55 years of age, 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 Anupam Anand does not hold directorship in other companies. He also does not hold any shares in Hindustan Copper Limited (HCL). The Board considers that his continued association would be of immense benefit to the Company and recommends his reappointment as Director (Personnel) of the Company. None of the Directors, Manager and other Key Managerial Personnel of the Company is related to Shri Anand. Shri Anand attended all six Board meetings of the HCL held during 2014-15.

Except Shri Anupam Anand, none of the Directors or Key Managerial Personnel of the Company or their relatives is in any way, concerned or interested, financially or otherwise in the resolution set out at Item No 6. This Explanatory Statement may also be regarded as a disclosure under clause 49 of the listing agreement with the Stock Exchange.

Item No.7

The Board, on the recommendation of the Audit Committee, approved appointment of M/s. Chatterjee and Co, as Cost Auditor, to conduct audit of cost records of the Company for the financial year 2015-16 at a remuneration of Rs.50,000/- (Rupees Fifty 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 Companies Act, 2013 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 Resolution at Item No.7 of the Notice is set out as an Ordinary Resolution for approval and ratification by the members of the Company.

None of the Directors or Key Managerial Personnel of the Company or their relatives is in any way, concerned or interested, financially or otherwise in the resolution set out at Item No 7.

Brief resume of directors who are retiring and eligible for reappointment furnished in terms of clause 49 of the listing agreement:

Shri Subhendra Nanda

Shri Subhendra Nanda had been appointed as Director (Operations) of the Company in terms of Ministry of Mines' order No. 10(5)/2011-Met.III (Vol.II) dated 30.4.2013 and he joined with effect from 6.5.2013. His appointment was approved by the Board on 23.5.2013 and subsequently regularized in the AGM held on 20.9.2013.



Shri Subhendra Nanda, 59 years of age, is B.Tech from IIT, Kanpur, M.Sc (Engg.) and ADIM. Shri Nanda had worked in various capacities in L&T at their Iron & Steel Foundry from 1977 to 1986. He joined Nalco in 1986 when the Company was in its commissioning stage. In Nalco, Shri Nanda held key managerial positions in Smelter, Operations, Projects & R&D functions. Before joining HCL, Shri Nanda was General Manager (Projects) at Nalco Smelter Division.

Shri Subhendra Nanda does not hold directorship in other companies. He also does not hold any shares in HCL. None of the Directors, Manager and other Key Managerial Personnel of the Company is related to Shri Nanda. Shri Nanda attended all six Board meetings of the Company held during 2014-15.

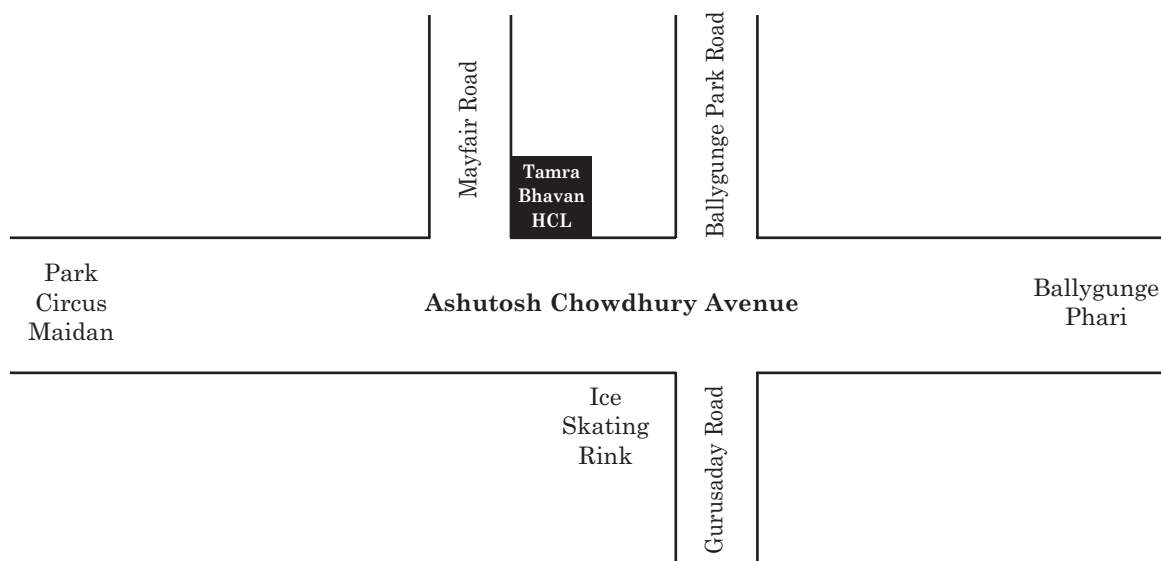
Shri V V Venugopal Rao

Shri V V Venugopal Rao had been appointed as Director (Finance) of the Company in terms of Ministry of Mines' order No. 10/2/2013-Met.III (Vol.II) dated 23.8.2013 and he joined with effect from 10.9.2013. His appointment was approved by the Board on 13.11.2013 and subsequently regularized in the AGM held on 19.9.2014.

Shri V V Venugopal Rao, 52 years of age, is M. Sc (Ecology & Environment), B (Com) and ACA. Prior to joining HCL, Shri Rao was Director (Finance) in Braithwaite & Co. Ltd., a PSU under the Ministry of Railways during the period from 18.01.2010 to 10.9.2013. Shri Rao had worked in various capacities in Steel Authority of India Ltd (SAIL) including as Assistant General Manager in MD's Technical Secretariat of SAIL, Bhilai Steel Plant during the period from January, 2004 to January, 2010 and directly reporting to the Managing Director. Shri Rao was Manager (Finance)-in-charge of Cash and Public Deposit Scheme Sections during July, 2002 to January, 2004 and prior to that he was Manager (Finance) holding an independent charge of Finance & Accounts Department of Nandini Mines (One of the largest Limestone Mines in Asia) during the period from January, 1998 to July, 2002.

Shri V V Venugopal Rao does not hold directorship in other companies. He also does not hold any shares in HCL. None of the Directors, Manager and other Key Managerial Personnel of the Company is related to Shri Rao. Shri Rao attended all 6 Board meetings of the Company held during 2014-15.

ROUTE MAP FOR AGM VENUE





Form for National Electronic Clearing Service (NECS) for payment of Dividend

(Please use Capital Letters)

1. Folio No :
2. DP ID * :
- Client ID * :
3. No of shares :
4. First shareholder's name :
5. First shareholders' address :
6. Telephone/Mobile No :
7. E-mail address :
8. Bank Particulars
 - i) Bank Name :
 - ii) Branch Name & Address :
 - iii) Account No (as appears in the cheque book) :
 - iv) Account type (Savings/Current/Cash Credit/NRO/NRE) :
 - v) 9 digit MICR Code as appearing on the cheque :
 - vi) IFSC (Indian Financial System Code) as appearing on the cheque :

I wish to opt for NECS facility for payment of dividend. I hereby declare that the particulars furnished above are correct and complete. If any transaction is delayed or not effected at all for reasons of incompleteness or incorrectness of information provided as above or any error made by the Bank(s), the Company will not be held responsible. I also undertake to advise any change in the particulars of my Bank account to facilitate updation of records for the purpose of credit of the amount through NECS.

Place:

Date:

(_____)

Signature of First/Sole Shareholder

Note:

- i) Please attach xerox copy of the cheque or a blank cheque of your Bank duly cancelled, for ensuring accuracy of the Bank's name, branch and 9 digit MICR code.
- ii) In case of shareholders holding equity shares in demat form, the above particulars may please be provided to the depository participants for availing the facility of payment of dividend through NECS.

(* Applicable for investors holding share(s) in electronic mode)