

Minutes of the proceedings relating to the declaration of results of the Postal Ballot (which includes e-voting) on 23.3.2015 at the Registered Office of Hindustan Copper Limited at Tamra Bhavan, 1 Ashoutosh Chowdhury, Kolkata - 700 019

Pursuant to the provisions of Section 110 of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014, the Postal Ballot Notice dated 17.2.2015 was sent the Shareholders of the Company for seeking their approval by passing Special Resolutions through Postal Ballot (which includes e-voting), for the special business listed therein. The dispatch of Postal Ballot Notice was completed for the electronic mode through e-mail and for physical mode along with the postage prepaid business reply envelope on 19.2.2015 and an advertisement in this regard was published both in Business Standard (English) and Anandbazar Patrika (Bengali) Newspapers on 20.2.2015. The Shareholders were requested to cast their vote during the period beginning from 20.2.2015 at 9.00 am to 21.3.2015 at 5.30 pm.

With the approval of the Board of Directors, CS Mohan Ram Goenka, Practicing Company Secretary of M/s M R & Associates, Kolkata was appointed as Scrutinizer for conducting the Postal Ballot process in a fair and transparent manner. After due scrutiny of all Postal Ballot forms received in physical mode as well as electronic mode up to 5,30 pm on 21.3.2015, the Scrutinizer submitted the Report on 23.3.2015. The voting rights have been reckoned on paid up value of the shares registered in the name of Shareholders as on cut-off date i.e. 13.2.2015. The details of the results are as follows:-

Resolution No 1 of Postal Ballot Notice dated 17.2.2015 – Special Resolution

Approval of borrowing powers / limits (up to Rs.800 crore) and authority to the Board for borrowing

Promoter/ Public	No of shares held	No of votes polled	% of votes polled on outstanding shares	No of votes in favour	No of votes against	% of votes in favour on votes polled	% of votes against on votes polled
	(1)	(2)	(3)={(2)/(1)}*100	(4)	(5)	(6)={(4)/(2)}*100	(7)={(5)/(2)}*100
Promoter and Promoter Group	832218459	832218459	100.00	832218459	0	100.00	0.00
Public- Institutional holders	68892837	52226800	75.81	52226800	0	100.00	0.00
Public- Others	24106704	772770	3.21	725973	46797	93.94	6.06
Total	925218000	885218029	95.68	885171232	46797	99.99	0.01

Invalid Votes: 10763

Resolution No 2 of Postal Ballot Notice dated 17.2.2015 – Special Resolution

Authority to the Board for creation of charge / providing of security for borrowing

Promoter/ Public	No of shares held	No of votes polled	% of votes polled on outstanding shares	No of votes in favour	No of votes against	% of votes in favour on votes polled	% of votes against on votes polled
	(1)	(2)	(3)={(2)/(1)}*100	(4)	(5)	(6)={(4)/(2)}*100	(7)={(5)/(2)}*100



Promoter and Promoter Group	832218459	832218459	100.00	832218459	0	100.00	0.00
Public-Institutional holders	68892837	52226800	75.81	52226800	0	100	0.00
Public- Others	24106704	767345	3.18	708538	58807	92.34	7.66
Total	925218000	885212604	95.68	885153797	58807	99.99	0.01

Invalid Votes: 16188

The Chairman after receipt of the report of the Scrutinizer, authorized the Company Secretary to announce the results of the Postal Ballot. The Company Secretary announced the results of Postal Ballot on 23.3.2015 that the following Special Resolutions proposed in the Postal Ballot Notice dated 17.2.2015 have been passed by the Shareholders with requisite majority.

The Special Resolutions duly approved by the Shareholders is as follows:-

Item No 1: Approval of borrowing powers / limits (up to Rs.800 crore) and authority to the Board for borrowing

"Resolved that in suppression of the earlier resolution passed by the shareholders in their meeting held on 12th January, 1998 and pursuant to Section 180(1)(c) and all other applicable provisions if any under the provisions of the Companies Act, 2013 (including any statutory modifications or re-enactments thereof), the Memorandum and Articles of Association of the Company, consent of the shareholders be and is hereby accorded to the Board of Directors, to borrow money for and on behalf of the Company across various products, as deemed to be requisite and proper for the business of the Company, on such terms and conditions as the Board of Directors may determine, as may be permitted by law from time to time, notwithstanding that the moneys to be borrowed together with the moneys already borrowed by the Company apart from temporary loans obtained from the Company's bankers in the ordinary course of business, will or may exceed the aggregate of the paid-up capital of the Company and its free reserves, provided that the total amount upto which the moneys may be borrowed by the Board of Directors and/or the Committee of Directors and outstanding at any time shall not exceed the sum of Rs.800,00,00,000 /- (Rupees Eight hundred crore only) together with interest.

Resolved further that pursuant to the provisions of Sections 42, 71 and other applicable provisions of the Companies Act, 2013 (including any statutory modifications or re-enactments thereof for the time being in force) , Rule 14(2) of Companies (Prospectus and Allotment of Securities) Rules, 2014 and other applicable provisions, if any, and in accordance with the provisions of Securities and Exchange Board of India (Issue & Listing of Debt Securities) Regulations, 2008, the Memorandum and Articles of Association of the Company and subject to such other approvals as may be required from regulatory authorities from time to time, consent of the shareholders 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 not exceeding Rs.800 crore, on such terms and



conditions and at such times at par or at such premium, as may be decided by the Board and, to such person or persons as the Board may decide, however that the aggregate amount of funds to be raised by issue of Non-convertible Debentures/Bonds shall not exceed Rs.800 crore together with interest or limits as approved by the shareholders from time to time.

Resolved further that in connection with the above, 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."

Item No 2: Authority to the Board for creation of charge / providing of security for borrowing

"Resolved that the consent of the Company be and is hereby accorded, in terms of Section 180(1)(a) and all other applicable provisions, if any, of the Companies Act, 2013 to the Board of Directors of the Company, to create charge / provide security for the sum borrowed on such terms and conditions and in such form and manner and with such ranking as to priority, as the Board, in its absolute discretion thinks fit, on the assets of the Company, movable and / or immovable, present and/or future, as may be agreed to between the Company and the Lenders so as to secure the borrowings by the Company from time to time, together with interest costs, charges, expenses and all other monies payable by the Company to the concerned Lenders / Institutions, under the respective arrangements entered into / to be entered by the Company and/or Board.

Resolved further that in connection with the above, the Board is hereby authorized to finalize / approve necessary security documents as may be required and 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."

Place: Kolkata
Date: 23.3.2015

Sd/-
(Chairman)

Certified to be true copy

HINDUSTAN COPPER LIMITED
Ch Singh
(C S SINGHI)
GM & Company Secretary