



हिन्दुस्तान कॉपर लिमिटेड

पंजीकृत एवं प्रधान कार्यालय
Registered & Head Office

HINDUSTAN COPPER LIMITED

CIN No. : L27201WB1967GO1028825

ताम्र भवन TAMRA BHAVAN
1, आशुतोष चौधरी एवेन्यू
1, Ashutosh Chowdhury Avenue,
पो.बॉ.सं० P.B. NO. 10224
कोलकाता KOLKATA - 700 019

भारत सरकार का उपक्रम
A GOVT. OF INDIA ENTERPRISE

No. HCL/SCY/SE/ 2016

30.5.2022

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,

In terms of SEB/Circular No. CIR/CFD/CMD1/27/2019 dated 8.2.2019, Secretarial Compliance Report of Hindustan Copper Ltd for the year ended on 31st March, 2022 issued by M/s N K & Associates, Practicing Company Secretaries is enclosed for information and record please.

Thanking you,

Yours faithfully,

(C S Singhi)
ED (Co Secretary)

Encl. as stated

**SECRETARIAL COMPLIANCE REPORT OF HINDUSTAN COPPER LIMITED FOR THE
YEAR ENDED ON 31ST MARCH, 2022**

[Pursuant to Regulation 24A of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015]

- I, Navin Kothari, Proprietor of N.K. & Associates, Practicing Company Secretaries have examined:
- (a) all the documents and records made available to us and explanation provided by Hindustan Copper Limited ("the listed entity").
 - (b) the filings/ submissions made by the listed entity to the stock exchanges.
 - (c) website of the listed entity.
 - (d) any other document/ filing, as may be relevant, which has been relied upon to make this certification, for the year ended 31st March, 2022 ("Review Period") in respect of compliance with the provisions of:
 - (a) the Securities and Exchange Board of India Act, 1992 ("SEBI Act") and the Regulations, circulars, guidelines issued thereunder; and
 - (b) the Securities Contracts (Regulation) Act, 1956 ("SCRA"), rules made thereunder and the Regulations, circulars, guidelines issued thereunder by the Securities and Exchange Board of India ("SEBI");

The specific Regulations, whose provisions and the circulars/ guidelines issued thereunder, have been examined, include: -

- (a) Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended;
- (b) Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018;
- (c) Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
- (d) Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
- (e) Securities and Exchange Board of India (Depository and Participants) Regulations, 2018.
- (f) Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018; (Not applicable to the Company during the audit period)
- (g) Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021; (Not applicable to the Company during the audit period)
- (h) Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations, 2021; (Not applicable to the Company during the audit period)
- (i) Securities and Exchange Board of India (Registrars to an issue and Share Transfer agents) Regulations, 1993;
and circulars/guidelines issued thereunder;

And based on the above examination, I hereby report that, during the Review Period:

- (a) The Listed entity has complied with the provisions of the above Regulations and Circulars/ guidelines issued thereunder, except in respect of matters specified below: -



Sr. No	Compliance Requirement (regulations/circulars/guidelines including specific clause)	Deviations	Observations/ Remarks of the Practicing Company Secretary
1.	Reg. 17(1)(a) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.	<u>Composition of the Board of Directors:</u> The Board of Directors of the top 500 listed entities shall have at least one independent woman director.	<p>Hindustan Copper Limited is under the administrative control of the Ministry of Mines, Government of India.</p> <p>The Appointment of any Director on the Board of Hindustan Copper Limited is carried out by the Ministry itself and neither the Board nor the Company has any role in the appointment process.</p> <p>The Board did not have Independent Woman Director during the year till 21.03.2022.</p>
2.	Reg. 17(1)(b) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.	<u>Composition of the Board of Directors:</u> If the listed entity does not have a regular non-executive chairperson, at least half of the board of directors shall comprise of independent directors	<p>Hindustan Copper Limited is under the administrative control of the Ministry of Mines, Government of India.</p> <p>The Appointment of any Director on the Board of Hindustan Copper Limited is carried out by the Ministry itself and neither the Board nor the Company has any role in the appointment process.</p> <p>The Board did not have minimum required 50% Independent Directors on its Board during the period from 17.07.2021 to 02.11.2021 in F.Y. 2021-22.</p>



3.	Reg. 29(2) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.	<u>Prior Intimations:</u> The listed entity shall require to give prior intimation to stock exchange about the meeting of board of directors at least five days in advance regarding discussion on financial result	The Company had made 3 days delay in giving prior intimation to stock exchange about the meeting of the board of directors held on 12.02.2022 related to discussion of financial results for the Quarter ended 31 st December, 2021.
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- (b) The listed entity has maintained proper records under the provisions of the above Regulations and circulars/ guidelines issued there under insofar as it appears from my examination of those records.
- (c) The following are the details of actions taken against the listed entity/ its promoters/ directors / material subsidiaries either by SEBI or by Stock Exchanges (including under the Standard Operating Procedures issued by SEBI through various Circulars) under the aforesaid Acts/ Regulations and circulars/guidelines issued thereunder:

Sr. No.	Action taken by	Details of violation	Details of action taken E.g. Fines, warning letter, debarment, etc.	Observations/Remarks of the Practicing Company Secretary, if any
1	BSE/NSE	Composition Board of Directors of the Company as required under the above mentioned regulations.	NSE have issued several Notices again and again and levied monetary fine(s) for non-compliance of the aforesaid provisions.	The Company has submitted that being a Govt. Company, neither the Board nor the Company is empowered to appoint any Directors as the power to appoint vests with Government of India.
2.	BSE/NSE	Prior intimation to Stock Exchange regarding discussion of financial results for the Quarter ended 31 st December, 2021	NSE have issued Notices and levied monetary fine(s) for non-compliance of the Reg 29(2) of SEBI (LODR) Regulations, 2015provisions.	The Company has submitted that the inadvertent delay in giving prior intimation was due to superannuation of concerned officer and is one of the case. Necessary precautions are taken to ensure that the same is not repeated.

- (d) The listed entity has taken the following actions to comply with the observations made in previous reports:



Sr. No.	Observations of the Practicing Company Secretary in the previous reports	Observations made in the secretarial compliance report for the year ended (The years are to be mentioned)	Actions taken by the listed entity, if any	Comments of the Practicing Company Secretary on the actions taken by the listed entity
1.	The composition of the Board of Directors did not comply with the Reg.17(1)(a)of SEBI (LODR) Regulations as the Board does not have Woman Director w.e.f 16.11.2019	March 31, 2021	The Company has appointed Independent woman Director on 22.03.2022	Complied on 22.03.2022.
2	The Company as on 31 st March, 2021 did not have the minimum public shareholding as required under the mentioned Reg. 38 of SEBI (LODR), Rule 19(2) and Rule 19A of Securities Contracts (Regulation) Rules, 1957.	March 31, 2021	The Company had complied with the minimum public shareholding of twenty five percentage on 13.04.2021.	Complied on 13.04.2021.

For N.K & Associates
Company Secretaries



Navin Kothari

Navin Kothari
Proprietor

FCS No. 5935; C P No.: 3725
Peer Review No.: 1384/2021
UDIN: F005935D000392123

Place: Kolkata
Date: 26.05.2022