



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,  
पो.बॉ.सं. P.B. NO. 10224  
कोलकाता KOLKATA- 700 019

No. SCY/CA/55/ 2022

2<sup>nd</sup> September, 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,

Sub: Notice of 55<sup>th</sup> Annual General Meeting

It has been decided to hold the 55<sup>th</sup> Annual General Meeting (AGM) of the Members of Hindustan Copper Ltd on Wednesday, 28<sup>th</sup> September, 2022 at 10:30 AM, Indian Standard Time, through Video Conferencing /Other Audio Visual Means. A copy of the 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)  
ED (Co Secretary)

Encl. as stated



**Hindustan Copper Limited**

(CIN: L27201WB1967GOI028825)

Regd. Office: 'Tamra Bhavan', 1, Ashutosh Chowdhury Avenue, Kolkata - 700 019  
Phone: (033) 2283-2226, Fax: (033) 2283-2478, E-mail: investors\_cs@hindustancopper.com  
Website: www.hindustancopper.com

**Notice to the Members**

Notice is hereby given that the 55th Annual General Meeting ("AGM") of the Members of Hindustan Copper Ltd ("HCL / the Company") will be held on Wednesday, 28th September, 2022 at 10:30 AM, Indian Standard Time ("IST") through Video Conferencing /Other Audio Visual Means ("VC / OAVM") to transact the following business:

**Ordinary Business**

- 1) To receive, consider and adopt the Audited Financial Statements (Standalone and Consolidated) of the Company for the year ended 31<sup>st</sup> March, 2022 together with the Reports of the Directors, Auditors and C&AG.
- 2) To declare dividend on equity shares for financial year 2021-22
- 3) To appoint a Director in place of Shri Sanjay Panjiyar (DIN 02846267), who retires by rotation and being eligible, offers himself for re-appointment.
- 4) To appoint a Director in place of Shri Shakil Alam (DIN 09272903), who retires by rotation and being eligible, offers himself for re-appointment.
- 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 148 of the Companies Act, 2013 and the 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.90,000/- (Rupees ninety thousand only) plus taxes 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. Bandyopadhyaya Bhaumik & Co., Cost Accountants, Kolkata appointed as Cost Auditor, to conduct audit of cost records of the Company for Financial Year 2022-23 be and is hereby ratified and confirmed."

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

"Resolved that in accordance with the provisions of Section 23, 42, 62 and other applicable provisions of the Companies Act, 2013 (the "Companies Act"), the Companies (Prospectus and Allotment of Securities) Rules, 2014, the Companies (Share Capital and Debentures) Rules, 2014 and other applicable rules made thereunder (including any amendment(s) or modification(s) or re-enactment thereof), the relevant provisions of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended ("SEBI ICDR Regulations"), Securities and Exchange Board of India (Listing

Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations"), the Memorandum and Articles of Association of the Company, applicable provisions of the Foreign Exchange Management Act, 1999 and the rules and regulations made thereunder ("FEMA"), the Consolidated Foreign Direct Investment Policy issued by the Department of Promotion of Industry and Internal Trade, Ministry of Commerce and Industry, Government of India and the applicable rules, regulations, guidelines or laws and / or subject to any approval, consent, permission or sanction of Securities and Exchange Board of India, the Reserve Bank of India, Registrar of Companies, West Bengal at Kolkata, BSE Limited and National Stock Exchange of India Limited and other appropriate authorities, institutions or bodies, including lenders of the Company, as may be required in this regard and further subject to such terms and conditions or modifications as may be prescribed or imposed by any of them while granting any such approvals, permissions, consents and/or sanctions which may be agreed to by the Board of Directors of the Company (hereinafter referred to as the "Board") which term shall include any Committee thereof which the Board may have duly constituted or may hereinafter constitute to exercise its powers including the powers conferred by this Resolution, the consent and approval of members of the Company be and is hereby accorded to the Board to create, offer, issue and allot (including with provisions for reservation on firm and / or competitive basis, of such part of issue and for such categories of persons, as may be permitted), with or without a green shoe option, up to 9,69,76,680 equity shares of the Company with a face value of Rs.5 (Rupees five) each ("Equity Shares") in India or in course of international offering(s) in one or more foreign markets, to Qualified Institutional Buyers ("QIBs") as defined under the SEBI ICDR Regulations, and / or any other eligible investors and / or to such other investors including, Indian or foreign investors, institutions, corporate bodies, mutual funds, insurance companies, pension funds or otherwise, who are eligible to acquire the securities in accordance with all applicable laws, rules, regulations, guidelines and approvals, whether they be holders of the Equity Shares of the Company or not, in consultation with lead managers appointed in relation to the issue, advisors or other intermediaries, for an aggregate amount not exceeding Rs. 900 crore or USD 122 million, whichever is higher, in one or more tranches, by way of a Qualified Institutions Placement ("QIP") within the meaning of Chapter VI of the SEBI ICDR Regulations, at such price or prices, at market price(s) or at a permissible discount or premium to market price(s) in terms of applicable regulations to be determined by the Board at the time of such issue, at its absolute discretion, in consultation with the lead managers, advisors or other intermediaries appointed pursuant to the issue, without requiring any further approval or consent from the shareholders of the Company and subject to the applicable regulations / guideline in force."

"Resolved further that in case of any issue of Equity Shares made by way of QIP, in accordance with Regulation 171 of the SEBI ICDR Regulations, the 'Relevant Date' for determination for the floor price of the Equity Shares to be issued pursuant to the issue shall be the date of meeting in which the Board decides to open the proposed QIP."

"Resolved further that in case of any issue of Equity Shares made by way of QIP, in accordance with Regulation 179 of the SEBI ICDR Regulations, a minimum of 10% of the Equity Shares shall be allotted to mutual funds and if mutual funds do not subscribe to the aforesaid minimum percentage or part thereof, such minimum portion may be allotted to other QIBs and that no allotment shall be made directly or indirectly to any QIB who is a promoter or any person related to promoters of the Company."

"Resolved further that in case of any issue of Equity Shares made by way of QIP, in accordance with Regulation 176 of the SEBI ICDR Regulations, the Board may at its absolute discretion, issue Equity Shares at a discount of not more than five percent or such other discount to the floor price as determined in terms of SEBI ICDR Regulations and as permissible under the applicable law."

"Resolved further that the issue of Equity Shares shall be subject to the following terms and conditions:

- i. The Equity Shares that may be issued and allotted shall rank pari-passu with the then existing Equity Shares of the Company in all respects including dividend;
- ii. The number of Equity Shares that may be issued and allotted shall be appropriately adjusted for corporate actions such as bonus issue, rights issue, stock split and consolidation of share capital, merger, de-merger, transfer of undertaking, sale of division or any such capital or corporate restructuring;
- iii. The QIP issue shall be completed within a period of 12 months from the date of passing of the special resolution by the members / shareholders of the Company or such other time period as may be allowed under the SEBI ICDR Regulations from time to time; and
- iv. The Equity Shares to be offered and allotted shall be in dematerialized form.”

“Resolved further that for the purpose of giving effect to any offer, issue or allotment of Equity Shares as described above, the Board, where required in consultation with the lead managers and/or other advisors, be and is hereby authorized on behalf of the Company, to do all such acts, deeds, matters and things as it may, in its absolute discretion, deem necessary or desirable for such purpose, including but not limited to the selection of QIBs to whom the Equity Shares are to be offered, issued and allotted, and matters related thereto, and with power on behalf of the Company to settle all questions, difficulties or doubts that may arise in regard to such issue(s) or allotment(s) as it may, in its absolute discretion deem fit.”

“Resolved further that the Company do apply for listing of the new Equity Shares as may be issued with the BSE Limited and National Stock Exchange of India Limited or any other Stock Exchange(s).”

“Resolved further that the Board be and is hereby authorised to delegate all or any of the powers pertaining to the QIP in such manner as they may deem fit to a committee of the Board and to delegate the execution or signing of all QIP related documents other than the documents pertaining to the statutory filings done with Registrar of Companies (“RoC”), BSE Limited (“BSE”) and National Stock Exchange of India Limited (“NSE”) on behalf of the Company with respect to the QIP to the extent necessary, to any two executives, jointly, not below the rank of Manager of the Company.”

“Resolved further that the Board be and is hereby authorised to delegate the signing and execution of documents pertaining to the statutory filings done with the RoC, BSE and NSE on behalf of the Company with respect to the QIP to the Company Secretary.”

“Resolved further that the Board of Directors of the Company be and is hereby authorised to do all acts, deeds and things and take all such steps as may be necessary, proper or expedient to give effect to this resolution.”

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

“Resolved that the QIP Committee of the Board be and is hereby constituted with the following Directors as its Members: the Chairman and Managing Director, the Director (Finance) and other functional Directors as deemed fit by the Board for dealing with all matters pertaining to the further issue of shares / securities.”

“Resolved further that the said QIP Committee, be and is hereby authorized to take such steps and to do all such acts, deeds, matters and things and accept any alteration(s) or modification(s) as they deem fit and proper and give such directions as may be necessary in regard to the issue of further Equity Shares and allotment thereof including but not limited to:

- a) Appointment and/or ratification of the appointment of the various agencies to the issue including the merchant bankers, legal counsel, international legal counsel, underwriters, other advisors, consultants, co-managers, bankers, registrar to the issue, professionals and intermediaries and all such agencies as may be involved, etc.;
- b) Approving execution of all contracts, including but not limited to the placement agreement, the escrow agreement and all other agreements and documents, deeds and instruments as may be required or desirable in connection with the raising of funds through issue of securities by the Company;
- c) Approving the offer document and filing the same with the Stock Exchange and / or such other authorities or persons as may be required;
- d) Determine terms of the Issue including Approval of the issue price, rate of discount (if any), to the floor price subject to compliance with applicable rules and regulations; issue size, the number of Equity Shares to be allotted etc.;
- e) Approving affixation of the Common Seal of the Company on any agreement(s)/document(s) as may be required to be executed in connection with the above, as per Articles of Association of the Company;
- f) Approving opening and operation of Bank accounts as may be required for the transaction;
- g) Approve the dates for opening and closure of the issue;
- h) Finalization of allocation and allotment of the Equity Shares on the basis of the subscription received;
- i) To do all such acts, deeds, matters and things and execute all such other documents and pay all such fees, as it may, in its absolute discretion, deem necessary or desirable for the purpose of the transactions;
- j) To make and submit applications as may be necessary with the appropriate authorities and make the necessary regulatory filings in this regard in accordance with the SEBI ICDR Regulations and the Listing Regulations;
- k) Approve determination of the list of QIBs to whom the offer to subscribe shall be made and doing all acts necessary in this regard, including organization of any meetings in this regard with such QIBs, subject to compliance with applicable laws;
- l) Approval of all expenses incurred in relation to the QIP;
- m) Approve submission of application for in principle approval, listing of the Equity Shares of the Company on the stock exchange(s) where the Company's shares are listed and to execute and to deliver or arrange the delivery of the listing agreement(s) or equivalent documentation of the concerned stock exchange(s); and
- n) To authorize or delegate the signing and execution of documents pertaining to the statutory filings done with RoC, BSE and NSE on behalf of the Company with respect to the QIP to the Company Secretary and for execution or signing of all other QIP related documents to the extent necessary, to any two finance executives, jointly, not below the rank of Manager of the Company."

"Resolved further that the Chairman of the said QIP Committee shall be appointed at each such meeting of the Committee."

“Resolved further that the quorum for the meetings of the aforesaid Committee shall be one-third of the total strength of the Committee or two members, whichever is higher in line with Sec 174 of Companies Act 2013.”

“Resolved further that the action taken by the QJP Committee pursuant to the aforesaid delegation of powers be submitted to the Board for records at the time of the next Board Meeting(s).”

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

“Resolved that pursuant to the provisions in Sections 23(1)(b), 42 and 71 of the Companies Act, 2013 ('the Act'), read with Rule 14(2) of Companies (Prospectus and Allotment of Securities) Rules, 2014 and other applicable provisions, if any, of the Act (including any statutory modifications or re-enactments thereof for the time being in force) and in accordance with the provisions of Securities and Exchange Board of India (Issue & Listing of Debt Securities) Regulations, 2008, the Rules, Regulations, Guidelines and Circulars, as amended from time to time, 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 jointly, to offer, issue and allot, in one or more tranches/ combinations and including the exercise of a green shoe option if any, Secured or Unsecured Non-convertible Debentures/Bonds of any type/ nomenclature, on private placement basis of an amount not more than Rupees Five hundred crore during the next twelve months within the overall borrowing limit of the company of Rupees Two thousand five hundred crore, for and on behalf of the Company, as deemed to be requisite and proper for the business of the Company including capex/ expansion projects, on such terms and conditions and at such times at par or at such premium or otherwise, as may be decided by the Board and, to such person or persons as the Board may decide.”

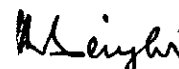
“Resolved further that consent of the shareholders be and is hereby accorded to the Board of Directors to sub-delegate the above borrowing powers to CMD and Director (Finance) jointly and to appoint Trustees, Registrar & Transfer Agent, Law firms, Credit rating agencies, Arrangers to the issue, other advisors, consultants, co-managers, bankers and intermediaries and all such agencies as may be involved, etc. to approve/ execute/ sign / finalize all necessary documents related to Non-convertible Debentures/Bonds facility/security/ charge creation etc., on behalf of the company, to finalize the detailed terms and conditions of any type of Debentures/Bonds by the Company including each issue / tranches of Debentures/Bonds, Issue programme of Debentures/Bonds, deposit / pay fees, execute and deliver / file such offer letter(s), document(s), deed(s), and writing(s), etc. as may be required, to raise Debentures/Bonds from domestic/ foreign sources through Private Placement of Secured or Unsecured Non-convertible Debentures/Bonds of any type/ nomenclature, in one or more tranches, including by inviting quotations/ bids/ book building etc or any other process allowed under the regulations including on Electronic Bidding Platform (EBP)/ any other mode. It is also resolved to affix the common seal of the company on the required Debentures/Bonds facility/ security documents etc., thereto in accordance with the provisions of Article 75 of the Articles of Association of the Company.”

“Resolved further that in connection with the above, CMD and Director (Finance) jointly, be and are hereby authorized to carry out minor modifications, if any, and to do all such acts, deeds, matters and things as may be deemed necessary, desirable, proper or expedient or consequential or incidental thereto, for the purpose of giving effect to this Resolution and for matters connected therewith or incidental thereto including appointment of intermediaries, agencies, counter parties etc as may be required.”

“Resolved further that in connection with the above, Chairman and Managing Director and the Director (Finance) of the Company are jointly authorized to sub delegate the power of

executing/ signing of documents, facility/ debentures/bonds documents so approved, to any two authorized signatories/officers of the company, jointly on behalf of the company, not less than the level of Chief Manager (Finance), as may be required for the issuance/ finalization for raising funds through debentures/ bonds.”

By order of the Board



C S Singhi  
ED (Co Secretary)  
FCS 2570

Date: 1.9.2022

Place: Kolkata

**NOTES:**

1. Explanatory Statement pursuant to Section 102(1) of the Companies Act, 2013 ('the Act'), in respect of Special Business (Item No. 6 to 9) as set out above is annexed hereto. Special Business appearing in the Notice is considered to be unavoidable by the Board and hence forming part of this Notice.
2. In view of the ongoing threat posed by the COVID-19 pandemic, the Ministry of Corporate Affairs ("MCA") vide its Circulars dated 8.4.2020, 13.4.2020, 5.5.2020, 13.1.2021, 14.12.2021 and 5.5.2022 (collectively referred to as "MCA Circulars") has permitted the holding of Annual General Meeting ('AGM') through Video Conference/ Other Audio-Visual Means ("VC/OAVM") without physical presence of Members at a common venue. Pursuant to the provisions of the Act and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, ('SEBI Listing Regulations') read with the Circulars issued by MCA, the 55<sup>th</sup> AGM of the Company shall be conducted through VC / OAVM. The deemed venue for the 55<sup>th</sup> AGM shall be the Registered Office of the Company. National Securities Depositories Limited ("NSDL") will be providing facility for remote e-voting, participation in the AGM through VC / OAVM and e-voting during the AGM.
3. In accordance with above MCA Circulars, the Notice of 55<sup>th</sup> AGM and Annual Report 2021-22 of the Company are being sent by electronic mode to Members whose email addresses are registered with the Company or the Depository Participant(s) ('DPs'), unless any Member has requested for a physical copy of the same. The Company shall send the physical copy of Annual Report 2021-22 to those Members who request the same at [investors\\_cs@hindustancopper.com](mailto:investors_cs@hindustancopper.com) mentioning their Folio No./DP ID and Client ID. Members may note that Notice and Annual Report 2021-22 will be also available on the Company's website at [www.hindustancopper.com](http://www.hindustancopper.com), websites of the Stock Exchanges i.e. BSE Limited and National Stock Exchange of India Limited at [www.bseindia.com](http://www.bseindia.com) and [www1.nseindia.com](http://www1.nseindia.com) respectively, and on the website of NSDL i.e. <https://www.evoting.nsdl.com>.
4. 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](http://www.hindustancopper.com) to the Company's RTA at [rta@cbmsl.com](mailto:rta@cbmsl.com). Members holding share in electronic form are requested to register/ update e-mail address with their respective DPs.
5. Pursuant to the provisions of the Act, a Member entitled to attend and vote at the AGM is entitled to appoint a Proxy to attend and vote on his/her behalf and the Proxy need not be a member of the Company. Since the AGM will be conducted through VC / OAVM, there is no requirement of appointment of Proxies. Hence, the Proxy Form is not annexed to the Notice. Also, Attendance Slip and Route Map are not annexed to the Notice.

6. The details under Regulation 36(3) of the SEBI Listing Regulations and Secretarial Standard on General Meetings (SS-2) issued by the Institute of Company Secretaries of India, in case of appointment or re-appointment of a Director at the AGM forms part of the Notice.
7. Institutional / Corporate Members (i.e. other than individuals / HUF, NRI, etc.) are required to send a scanned copy (PDF/JPG Format) of its Board or governing body Resolution/Authorization letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to attend the AGM through VC / OAVM and vote on its behalf. The said Resolution/Authorization letter shall be sent to the email address of Scrutinizer at [kothari.navin@yahoo.com](mailto:kothari.navin@yahoo.com) with a copy marked to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) and to [investors\\_cs@hindustancopper.com](mailto:investors_cs@hindustancopper.com). Institutional / Corporate Members can also upload their Board Resolution / Power of Attorney / Authority Letter etc. by clicking on "Upload Board Resolution / Authority Letter" displayed under "e-Voting" tab in their login.
8. Members attending the AGM through VC / OAVM shall be counted for the purpose of reckoning the quorum under Section 103 of the Act.
9. The Register of Members and Share Transfer Books of the Company will remain closed from 22<sup>nd</sup> September, 2022 to 28<sup>th</sup> September, 2022 (both days inclusive).
10. 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 owner's position received from NSDL & CDSL as at the close of working hours on 21<sup>st</sup> September, 2022.
11. Pursuant to the Income Tax Act, 1961 as amended, dividend income is taxable in the hands of the Members w.e.f. 1.4.2020 and the Company is required to deduct TDS from dividend paid to the Members at prescribed rates. To enable compliance with TDS requirements, Members are requested to complete and / or update their Residential Status, PAN, Category as per the IT Act with their DPs or in case shares are held in physical form with the Company, by sending email to the Company's email address at [investors\\_cs@hindustancopper.com](mailto:investors_cs@hindustancopper.com) or to Company's Registrars & Share Transfer Agent, M/s. C B Management Services (P) Ltd ("the RTA") at [rta@cbmsl.com](mailto:rta@cbmsl.com). For the detailed process, please visit 'Investor' page at website of the Company [www.hindustancopper.com](http://www.hindustancopper.com).
12. Members are requested to notify immediately change in their address, if any, to the 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.
13. Members are requested to provide their Bank Account details (including MICR No., IFSC Code, Account Type etc.) to their DPs 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 RTA 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 DPs 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 DPs about any changes in their bank account details.
14. Pursuant to the provisions of Section 124 of the Act read with the Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016, the unclaimed dividend for 2014-15 and the corresponding equity shares of the Company in respect of which dividend remain unclaimed for seven consecutive years will be due for



transfer to the Investor Education and Protection Fund (IEPF) of the Central Government on 17.9.2022. Details of such unclaimed dividend and corresponding shares are available on the Company's website [www.hindustancopper.com](http://www.hindustancopper.com) under the section 'Investor'. In respect of the said dividend and shares, it will not be possible to entertain any claim by the Company after 17.9.2022. The Members, whose unclaimed dividends/shares have been transferred to IEPF, may claim the same by making an online application to the IEPF Authority in Form No. IEPF-5 available at [www.iepf.gov.in](http://www.iepf.gov.in).

15. Pursuant to SEBI Circular No. SEBI/HO/MIRSD/MIRSD\_RTAMB/P/CIR/2021/655 dated 3.11.2021 and further clarification thereof dated 14.12.2021, shareholders holding shares in physical form are requested to furnish valid PAN, KYC details and Nomination immediately to the RTA of the Company in the required forms as detailed below and also available at the website of the Company at [www.hindustancopper.com](http://www.hindustancopper.com) and website of the RTA at [www.cbmsl.com](http://www.cbmsl.com):

Sl. No.	Purpose	Form No.
1.	Request for registering PAN, KYC details or changes / updation thereof	Form ISR – 1
2.	Confirmation of Signature of securities holder by the Banker (In case of major mismatch in signature)	Form ISR – 2
3.	Registration of Nomination	Form SH-13
4.	Change in Existing Nomination	Form SH-14
5.	Declaration Form for Opting-out of Nomination	Form ISR - 3
6.	Cancellation of Existing Nomination	Form SH-14 and Form ISR – 3

Folios wherein any of the above cited documents / details are not available, on or after 1.4.2023, shall be frozen as per the aforesaid circular. Effective from 1.1.2022, any service requests/ complaints received from a Member holding physical securities will not be processed by the RTA till the aforesaid details/documents are provided to the RTA.

16. Members holding shares in physical form are requested to convert their shares in demat mode. In terms of Regulation 40(1) of SEBI Listing Regulations, as amended, requests for effecting transfer of securities shall not be processed unless the securities are held in the dematerialised form with a depository. Further, transmission or transposition of securities held in physical or dematerialised form shall be effected only in dematerialised form.
17. Members may please note that SEBI vide its Circular dated 25.1.2022 has mandated listed companies to issue securities in demat form only while processing service requests viz. issue of duplicate securities certificate; claim from Unclaimed Suspense Account; Renewal/ Exchange of securities certificate; Endorsement; Sub-division/ Splitting of securities certificate; Consolidation of securities certificates/ folios; Transmission and Transposition. Accordingly, Members are requested to make service requests by submitting a duly filled and signed Form ISR - 4, the format of which is available on the Company's website at 'Investors' under Download.
18. Members holding shares in more than one folio, in identical order of names, are requested to send the relative Share Certificate(s) to the Company's RTA for consolidating their holdings in one folio.
19. During the AGM, the Register of Directors and Key Managerial Personnel and their shareholding maintained under Section 170 of the Act, the Register of Contracts or arrangements in which Directors are interested under Section 189 of the Act shall be available for inspection upon login at NSDL e-voting system at <https://www.evoting.nsdl.com>.

## **PROCEDURE FOR ATTENDING THE AGM THROUGH VC / OAVM AND RAISING QUESTIONS / SEEKING CLARIFICATIONS ON RESOLUTIONS / ANNUAL REPORT**

20. Members will be able to attend the AGM through VC / OAVM or view the live webcast of AGM provided by NSDL at <https://www.evoting.nsdl.com> by using their remote e-voting login credentials and selecting the EVEN for Company's AGM.
21. Members who do not have the User ID and Password for e-voting or have forgotten the User ID and Password may retrieve the same by following the remote e-voting instructions mentioned in the Notice. Further, Members can also use the OTP based login for logging into the e-voting system of NSDL.
22. Members are requested to join the meeting through Laptops for better experience and will be required to allow camera and use internet with a good speed to avoid any disturbance during the meeting. Please note that participants connecting from Mobile Devices or Tablets or through Laptop connected via mobile hotspot may experience audio/video loss due to fluctuation in their respective network. It is therefore recommended to use stable Wi-Fi or LAN connection to mitigate any kind of glitches.
23. Members can join the AGM through VC/OAVM 15 minutes before and after the scheduled time of commencement of meeting by following the procedure mentioned in the Notice. Members may note that VC / OAVM provided by NSDL allows participation of 1000 Members on first come first served basis. This will not include large Members (Members holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the AGM without restriction on account of first come first served basis.
24. As the AGM is being conducted through VC / OAVM, Members are encouraged to express their views / send their queries in advance mentioning their name, DP Id and Client Id/Folio No., e-mail id, mobile number at [investors\\_cs@hindustancopper.com](mailto:investors_cs@hindustancopper.com) to enable smooth conduct of proceedings at the AGM. Questions / Queries received by the Company on or before 22<sup>nd</sup> September, 2022 on the aforementioned e-mail id shall only be considered and responded to during the AGM.
25. Members who would like to express their views or ask questions during the AGM may register themselves as a speaker by sending their request from their registered email address mentioning their name, DP Id and Client Id / Folio No., PAN, mobile number at [investors\\_cs@hindustancopper.com](mailto:investors_cs@hindustancopper.com) on or before 22<sup>nd</sup> September, 2022. Those Members who have registered themselves as a speaker will only be allowed to express their views/ask questions during the AGM. Speakers are requested to submit their questions at the time of registration, to enable the Company to respond appropriately. When a pre-registered speaker is invited to speak at the meeting but he / she does not respond, the next speaker will be invited to speak. Accordingly, all speakers are requested to get connected to a device with a video/ camera along with good internet speed.
26. The Company reserves the right to restrict the number of questions and number of speakers, as appropriate, to ensure the smooth conduct of the AGM.

## **PROCEDURE FOR REMOTE E-VOTING AND E-VOTING DURING THE AGM**

27. Pursuant to Section 108 of the Act and Rules notified there under and Regulation 44 of SEBI Listing Regulations, the Company is providing its Members the facility to exercise their right to vote on resolutions using electronic voting system (remote e-voting) provided by NSDL. The remote e-voting period commences on 25<sup>th</sup> September, 2022 (9:00 am) and ends on 27<sup>th</sup> September, 2022 (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 21<sup>st</sup> September, 2022 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. A member who has cast his vote by remote e-voting prior to the AGM may also attend / participate in the AGM through VC/OAVM but shall not be entitled to cast his vote again on the day of AGM.

28. A person who is not a Member as on the cut-off date i.e. 21<sup>st</sup> September, 2022, should treat this Notice of AGM for information purpose only. 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 21<sup>st</sup> September, 2022.
29. Any person, holding shares in physical form and / or who acquires shares and becomes a Member of the Company after issue of the Notice and holding shares as on cut-off date i.e. 21<sup>st</sup> September, 2022, may obtain the login ID and password by sending a request at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) or to the Company at [investors\\_cs@hindustancopper.com](mailto:investors_cs@hindustancopper.com) or to the RTA at [rta@cbmsl.com](mailto:rta@cbmsl.com). However, if a person is already registered with NSDL for remote e-voting, then he can use his existing user ID and password for casting the vote. If the person forget his password, he can reset the password by using "Forgot User Details/Password" or "Physical User Reset Password" option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com) or call on toll free no. 1800 1020 990 and 1800 22 44 30. In case of Individual Member holding securities in demat mode who acquires shares of the Company and becomes a Member of the Company after issue of the Notice and holding shares as of the cut-off date i.e. 21<sup>st</sup> September, 2022, may follow steps mentioned under the process and manner of remote e-Voting mentioned below.
30. The process and manner of remote e-Voting are as under:

**Login method for e-Voting and joining virtual meeting for Individual Members holding securities in demat mode**

In terms of SEBI circular dated 9.12.2020 on e-Voting facility provided by listed companies, individual Members holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Members are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility. Login method for Individual Members holding securities in demat mode is given below:

**A) Individual Members holding securities in demat mode with NSDL:**

1. Existing IDeAS user can visit the e-Services website of NSDL viz. <https://eservices.nsdl.com> either on a Personal Computer or on a mobile. On the e-Services home page click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section, this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under value added services. Click on "Access to e-Voting" under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.
2. If you are not registered for IDeAS e-Services, option to register is available at <https://eservices.nsdl.com>. Select "Register Online for IDeAS Portal" or click at <https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp>.
3. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number held with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-

Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.

**B) Individual Members holding securities in demat mode with CDSL:**

1. Existing users who have opted for Easi / Easiest, they can login through their user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi / Easiest are <https://web.cdslindia.com/myeasi/home/login> or [www.cdslindia.com](http://www.cdslindia.com) and click on New System Myeasi.
2. After successful login of Easi/Easiest the user will be also able to see the E Voting Menu. The Menu will have links of e-Voting service provider i.e. NSDL. Click on NSDL to cast your vote.
3. If the user is not registered for Easi/Easiest, option to register is available at <https://web.cdslindia.com/myeasi/Registration/EasiRegistration>
4. Alternatively, the user can directly access e-Voting page by providing demat Account Number and PAN No. from a link in [www.cdslindia.com](http://www.cdslindia.com) home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the demat Account. After successful authentication, user will be provided links for the respective ESP i.e. NSDL where the e-Voting is in progress

**C) Individual Members (holding securities in demat mode) login through their depository participants**

You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. Upon logging in, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.

**Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.**

**Helpdesk for Individual Members holding securities in demat mode for any technical issues related to login through Depository i.e. NSDL and CDSL.**

Login type	Helpdesk details
Individual Members holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at <a href="mailto:evoting@nsdl.co.in">evoting@nsdl.co.in</a> or call at toll free no.: 1800 1020 990 and 1800 22 44 30
Individual Members holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or contact at 022- 23058738 or 022-23058542-43

**Login Method for e-Voting and joining virtual meeting for Members other than Individual Members holding securities in demat mode and Members holding securities in physical mode**

**How to Log-in to NSDL e-Voting website?**

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.
2. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section.

3. A new screen will open. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen.  
 Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.  
 Your User ID details are given below :

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID For example, if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****.
b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID For example if your Beneficiary ID is 12***** then your user ID is 12*****.
c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the company For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001***

- a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
- b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.
- c) How to retrieve your 'initial password'?
- If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.
  - If your email ID is not registered, please follow steps mentioned below in process for those Members whose email ids are not registered.
4. If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:
- Click on "**Forgot User Details/Password?**" (If you are holding shares in your demat account with NSDL or CDSL) option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
  - Physical User Reset Password?** (If you are holding shares in physical mode) option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
  - If you are still unable to get the password by aforesaid two options, you can send a request at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) mentioning your demat account number/folio number, your PAN, your name and your registered address etc.
  - Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.
5. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.
6. Now, you will have to click on "Login" button.
- After you click on the "Login" button, Home page of e-Voting will open.

### How to cast your vote electronically and join Meeting on NSDL e-Voting system?

- (ii) After successful login at Step 1, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle and General Meeting is in active status.
- (iii) Select "EVEN" of Hindustan Copper Ltd, which is 120928.
- (iv) For joining virtual meeting, you need to click on "VC/OAVM" link placed under "Join Meeting".
- (v) Now you are ready for e-Voting as the Voting page opens.
- (vi) Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on "Submit" and also "Confirm" when prompted.
- (vii) Upon confirmation, the message "Vote cast successfully" will be displayed.
- (viii) You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
- (ix) Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

### **Process for those Members whose email ids are not registered for procuring user id and password and registration of e mail ids for e-voting for the resolutions set out in this Notice**

- i. Those Members, who hold shares in physical form or who have not registered their email address with the Company and who wish to participate in the 55<sup>th</sup> AGM or cast their vote through remote e-Voting or through the e-Voting system during the meeting, may obtain the login ID and password by sending scanned copy of (a) a signed request letter mentioning name of Member, folio number and complete address; and (b) scanned copy of Share Certificate (front and back) (c) self-attested scanned copy of the PAN Card and AADHAR Card in support of the address of the Member as registered with the Company; to the email address of the RTA at [rta@cbmsl.com](mailto:rta@cbmsl.com) and the Company at [investors\\_cs@hindustancopper.com](mailto:investors_cs@hindustancopper.com).
- ii. In case shares are held in demat mode, Members may obtain the login ID and password by sending scanned copy of (a) a signed request letter mentioning name of Member, DP ID-Client ID (16 digit DP ID + Client ID or 16 digit beneficiary ID); (b) self-attested scanned copy of client master or Consolidated Demat Account statement; and (c) self-attested scanned copy of the PAN Card and AADHAR Card, to the email address of the RTA at [rta@cbmsl.com](mailto:rta@cbmsl.com) and the Company at [investors\\_cs@hindustancopper.com](mailto:investors_cs@hindustancopper.com).
- iii. Alternatively, Member may send an e-mail request to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) for obtaining User ID and Password by providing the details mentioned in Point (i) or (ii) as the case may be.

### **Instructions for Members for e-voting on the day of the AGM are as under**

- i. Members may follow the same procedure for e-Voting on the day of 55<sup>th</sup> AGM as mentioned above for remote e-voting
- ii. Only those Members who will be present in the 55<sup>th</sup> AGM through VC/OAVM and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system at the AGM.
- iii. The Members who have cast their vote by remote e-Voting prior to the 55<sup>th</sup> AGM may also participate in the 55<sup>th</sup> AGM through VC/ OAVM but shall not be entitled to cast their vote again.
- iv. The details of the person who may be contacted for any grievances connected with the facility for e-Voting on the day of the 55<sup>th</sup> AGM shall be the same person mentioned for Remote e-voting.

### **General information for Members**

31. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the "Forgot User Details/Password?" or "Physical User Reset Password?" option available on <https://www.evoting.nsdl.com/> to reset the password.

In case of any query / grievance with respect to Remote E-voting, Members may refer to the Frequently Asked Questions (FAQs) for Shareholders and Remote E-voting User Manual for Shareholders available under the Downloads section of NSDL's e-voting website or contact Mr. Amit Vishal, AVP / Ms. Pallavi Mhatre, Sr. Manager, NSDL, Trade World, "A" Wing, 4th Floor, Kamala Mills Compound, Lower Parel, Mumbai 400 013 at toll free no. 1800 1020 990 / 1800 22 44 30 or at E-mail ID : [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in). Members holding shares in demat mode with CDSL and facing any technical issue in login can contact CDSL helpdesk by sending a request at [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) or contact at 022- 23058738 or 022-23058542-43.

32. Shri 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 conducting remote e-voting and voting at the AGM in a fair and transparent manner. The Scrutinizer shall after the conclusion of e-voting at the 55<sup>th</sup> AGM, first download the votes cast at the AGM and thereafter unblock the votes cast through remote e-voting and shall make a consolidated Scrutinizer's Report of the total votes cast in favour or against, invalid votes, if any, and whether the resolutions have been carried or not, and such Report shall then be sent to the Chairman or a person authorized by him in writing, within 48 (forty eight) hours from the conclusion of the 55<sup>th</sup> AGM, who shall then countersign and declare the Result of voting forthwith.
33. The Result declared along with the Scrutinizer's Report shall be placed on the website of the Company at [www.hindustancopper.com](http://www.hindustancopper.com) and on the website of NSDL at <https://www.evoting.nsdl.com> immediately after the declaration of Results. The Company shall simultaneously forward the Results to National Stock Exchange of India Limited and BSE Limited, where the shares of the Company are listed. The results shall be also displayed on the Notice Board of the Company at its registered office.

**ANNEXURE TO NOTICE**  
**[Explanatory Statement pursuant to Section 102(1) of the Companies Act, 2013]**

**Item No 6**

The Board, on the recommendation of the Audit Committee, approved appointment of M/s. Bandyopadhyaya Bhaumik & Co., Cost Accountants, Kolkata as Cost Auditor, to conduct audit of cost records of the Company for the FY 2022-23 at a remuneration of Rs.90,000/- (Rupees ninety thousand only) plus taxes 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. 6 of the Notice requires approval and ratification by 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. 6 of the Notice.

**Item No 7**

Pursuant to Sections 23, 42 and 62 of the Act, the Companies (Prospectus and Allotment of Securities) Rules, 2014 and other applicable provisions of the Act and the rules made thereunder, the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018 ("SEBI ICDR Regulations") and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations"), each as amended, the approval of the Members is required by Special Resolution, for further issue of equity shares of the Company.

The Members of the Company had passed a Special Resolution on 28.1.2021 by Postal Ballot for issuance of 13,87,82,700 equity shares, in one or more tranches, equivalent to 15% of paid up equity capital of the Company through Qualified Institutional Placement (QIP) method, on recommendation of the Board in its meeting held on 29.10.2020 for funding the capex/ expansion plans of the Company for expanding the mines production capacity from 3.6 million tonnes per annum (MTPA) of ore to 20.20 MTPA of ore (in the 1st phase up to 12.20 MTPA and in 2nd phase up to 20.20 MTPA). This was as per Cabinet Committee of Economic Affairs (CCEA) approval in the meeting held on 1.8.2018.

In the first tranche of QIP launched on 7.4.2021 and closed on 12.4.2021, the Company mobilized Rs.500 crore (including premium) equivalent to 4.52 % of the then existing share capital of the Company for funding the ongoing 1st phase of mine expansion plan and the QIP issue was fully subscribed and shares allotted to the investors. The balance fund required for capex will be raised as per future requirement of funds. After the 4.52% equity issue, the GoI shareholding in HCL has come down from 76.05% to 72.76% and the Company has complied with the minimum public shareholding as required by Securities Contract (Regulations) Rules, 1957. Post the QIP, the Government of India conducted OFS in September - October, 2021 to the extent of 6.62% of increased capital & the GoI holding, now stands at 66.14% in the Company.

Further, on recommendation of the Board in its meeting held on 25.6.2021, the Members of the Company passed a Special Resolution in the AGM held on 22.9.2021 for issuance of 9,69,76,680 equity shares, in one or more tranches through QIP method to have enabling resolution with the Company. Under proviso two under Section 172 (1) (a) of ICDR Regulations 2018, QIP is to be completed within a period of 12 months from the date of passing of the Special Resolution by Members of the Company. In view of above, the existing Special Resolution passed on 22.9.2021 in the AGM is valid up to 21.9.2022. Therefore, the Company is proposing to pass the Special Resolution set out at Item No. 8 of the AGM Notice. The fresh resolution will be valid for another one year from the date of passing of the resolution by the Members of the Company. Thus, the Company will have an enabling resolution in place for raising further funds through QIP which may be required for funding its ongoing capex/ expansion plans



As the QIP may result in the issue of equity shares of the Company to investors who may or may not be Members of the Company, consent of the Members is being sought pursuant to Section 42, 62(1)(c) and other applicable provisions, if any, of the Act, the SEBI ICDR Regulations, SEBI Listing Regulations and any other laws for the time being in force and applicable. The detailed terms and conditions for the offer of equity shares will be determined by the Board in consultation with the lead managers, placement agents, advisors and such other agencies, as may be required to be consulted by the Company, considering the prevailing market conditions and in accordance with the applicable provisions of laws and other relevant factors.

Accordingly, approval of Members by way of a Special Resolution is sought to empower the Board of Directors to raise funds by issue of equity shares through QIP method to the extent of 9,69,76,680 equity shares (13,87,82,700 equity shares less 4,18,06,020 equity shares already raised in April, 2021) in one or more tranches, for funding the capex/ expansion plans of HCL duly approved by CCEA in accordance with various applicable rules and regulations, to eligible investors at such price or prices, at a discount or premium, in such manner and on such terms and conditions as may be decided by the Board in its discretion, taking into consideration, market conditions, and other relevant factors and wherever necessary in consultation with Lead Managers and other Advisors/Intermediaries. The pricing of the equity shares, including the floor price and any discount to the issue price, to be issued to QIBs pursuant to Chapter VI of the SEBI ICDR Regulations shall be determined by the Board/ QIP Committee in accordance with Chapter VI of the SEBI ICDR Regulations. The 'Relevant Date' for this purpose will be the date of the meeting in which the Board of Directors or the QIP Committee or any other Committee duly authorized by the Board, decides to open the proposed issue of equity shares. Any equity shares allotted would be listed on one or more stock exchanges in India.

The Board in its meeting held on 30.6.2022 has recommended passing of the Special Resolution mentioned at item No. 7 of the AGM Notice for approval by 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 of the AGM Notice.

#### **Item No 8**

In furtherance of the proposal to issue further equity shares of the Company by way of QIP as set out in Item No. 7, the Board has considered and recommended to delegate certain powers/authority in relation to the QIP to a Committee of the Board for the purpose of dealing with all matters and taking actions as may be required pertaining to the further issuance of shares/ securities by way of QIP for operational convenience and ensure compliance with legal requirements in a time bound manner.

The Board in its meeting held on 30.6.2022 has recommended the Special Resolution mentioned at item No. 8 of the AGM Notice for approval by 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. 8 of the AGM Notice.

#### **Item No 9**

Pursuant to the provisions in Sections 23(1)(b), 42 and 71 of the Companies Act, 2013 ('the Act'), read with Rule 14(2) of Companies (Prospectus and Allotment of Securities) Rules, 2014 and other applicable provisions and in accordance with the provisions of Securities and Exchange Board of India (Issue & Listing of Debt Securities) Regulations, 2008, the Rules, Regulations, Guidelines and Circulars, as amended from time to time, the Memorandum and Articles of Association of the Company, consent of Members was obtained by passing Special Resolution on 22.9.2021 in the AGM to offer, issue and allot, in one or more tranches/ combinations and including the exercise of a green shoe option if any, Secured or Unsecured

Non-convertible Debentures/Bonds of any type/ nomenclature, on private placement basis of an amount of Rs.500 crore only within the overall borrowing limit of Rs.2,500 crore only of the Company, for the business of the Company including capex/ expansion projects. The validity of the Special Resolution is for a period of one year up to 21.9.2022.

Further, as per SEBI Circular No. SEBI/HO/DDHS/CIR/P/2018/144 dated 26.11.2018, Large Corporate (LC) having outstanding long-term borrowings of Rs.100 crore or more, with original maturity of more than one year and credit rating of "AA and above", shall raise funds not less than 25% of total incremental borrowings by way of Debt Securities as defined under SEBI. As per the Circular, a LC shall have to fulfil the requirement of incremental borrowing for FY 2021-22 and FY 2022-23 by the last date of FY 2022-23 failing which a monetary penalty/fine of 0.20% of the shortfall in the borrowing amount shall be levied and paid to the stock exchanges.

In FY 2021-22, the Company did not have any additional borrowing and hence the Company did not borrow by way of bonds/debentures as per the requirement of SEBI guidelines.

Thus, to comply with SEBI guidelines, keeping in view that the total borrowing limit of the company is Rs.2500 crore, the Company proposes to keep an enabling provision of borrowing through Debentures/Bonds up to a limit of Rs.500 crore within the overall borrowing limit of Rs. 2500 crore.

It may be noted that CMD and Director (Finance) of the company were jointly authorized by the Board in its meeting held on 29.10.2020 and approved by the Members on 28.1.2021 through Postal Ballot to borrow through any mode including bonds with or without creation of charges on the movable and immovable assets of the company, hence no separate resolution for creation of charge on the assets of the company is required.

In view of the above, the Board in its meeting held on 30.6.2022 has recommended the Special Resolution mentioned at item No. 9 of the AGM Notice for approval by 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. 9 of the AGM Notice.

Details of Directors seeking re-appointment at the AGM in terms of Regulations 36(3) of the SEBI Listing Regulations

**Shri Sanjay Panjiyar**

Shri Sanjay Panjiyar is Director (Operations) of the Company with effect from 31.7.2021 in terms of Ministry of Mines' order No. 10/4/2019-Met.III (pt.) dated 26.7.2021.

Born on 21.6.1964, Shri Sanjay Panjiyar is B. Tech in Production Engineer from BIT Sindri and PGDCA from Pondicherry University. Shri Panjiyar started his career in Vizag Steel Plant, Rashtrtiya Ispat Nigam Ltd (RINL) as MT(T) in the year 1989. He has rich and varied experience spanning over 32 years in public and private sector companies and has gained reputation to solve critical issues in steel making and mining sector. During his career in Vizag Steel Plant he earned experience in testing, commissioning, stabilization and operations of Rolling mill. Post RINL, he worked in private sector wherein he was heading operation and projects of metal and mining. In the year 2015, he joined NMDC Ltd in the prestigious green field 3.0 MTPA steel plant project at NISP Nagarnar, Bastar, Chhattisgarh. As Chief General Manager, NMDC he was in-charge of many major packages and has played significant role in completion of NISP project.

Shri Sanjay Panjiyar is neither disqualified from being appointed as Director in terms of provisions of the Act nor debarred from being appointed to the office of Director by virtue of

any order of SEBI or any other authority. None of the Directors, Managers and other Key Managerial Personnel (KMP) of the Company is related to Shri Panjiyar.

Shri Sanjay Panjiyar is also appointed as Nominee Director on the Board of Chhattisgarh Copper Ltd (a subsidiary of HCL). Besides this, he does not hold directorship and membership of the Committees of other companies/ listed companies including during last three years. He does not hold any share in his name or on a beneficial basis for any other person in the Company.

He has attended all six Board meetings held during FY 2021-22 after his joining as Director (Operations) of the Company.

Shri Panjiyar possesses requisite skill and capabilities required to perform the role of director and the Board considers that his continued association would be of immense benefit to the Company.

Except Shri Panjiyar, 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. 3.

#### **Shri Shakil Alam**

Shri Shakil Alam, Economic Adviser, Ministry of Mines, Government of India, is part time official Director of the Company with effect from 6.8.2021 in terms of Ministry of Mines' (MoM) Order No. F. No. 10/2/2002-Met.III dated 6.8.2021.

Born on 15.3.1976, Shri Shakil Alam is Masters in Economics from BITS, Pilani and belongs to Indian Economic Service (IES) of 2001 batch. Shri Alam has joined the MoM as Economic Adviser (EA) on 22.7.2021. Previously, Shri Alam was EA in the Ministry of Skill Development and Entrepreneurship where he handled policy related matters. He also worked in the Department of Economic Affairs, Ministry of Finance dealing with international financial institutions like IMF and IFC. He had also served the thirteenth President of India as Officer on Special Duty. His career of 18 years is also marked by stints in the then Department of Disinvestment (Ministry of Finance), dealing with share sale of CPSEs; in Ministry of Labour and Employment, dealing with industrial relations policy; in the then Department of Industrial Policy and Promotion, handling international investment relations, and in Department of Economic Affairs dealing with the cadre of his Service.

Shri Shakil Alam is neither disqualified from being appointed as Director in terms of provisions of the Act nor debarred from being appointed to the office of Director by virtue of any order of SEBI or any other authority. None of the Directors, Managers and other Key Managerial Personnel (KMP) of the Company is related to Shri Alam.

Shri Shakil Alam is also appointed as Nominee Director on the Board of Bharat Aluminium Co. Ltd. Besides this, he does not hold directorship and membership of the Committees of other companies/ listed companies including during last three years. He does not hold any share in his name or on a beneficial basis for any other person in the Company.

He has attended all six Board meetings held during FY 2021-22 after his appointment as Director of the Company.

Shri Alam possesses requisite skill and capabilities required to perform the role of director and the Board considers that his continued association would be of immense benefit to the Company.

Except Shri Alam, 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. 4.

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