



हिन्दुस्तान कॉपर लिमिटेड

HINDUSTAN COPPER LIMITED

CIN No. : L27201WB1967GOI028825

पंजीकृत एवं प्रधान कार्यालय
Registered & Head Office

ताम्र भवन TAMRA BHAVAN
1, आशुतोष चौधरी एवेन्यू
1, Ashutosh Chowdhury Avenue,
कोलकाता KOLKATA - 700 019

भारत सरकार का उपक्रम
A GOVT. OF INDIA ENTERPRISE

No. HCL/SCY/SE/ 2016

15.6.2021

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, 2021 issued by M/s Bajaj Todi & Associates, Practicing Company Secretaries is enclosed for information and record please.

Thanking you,

Yours faithfully,

(C S Singhi)
ED (Co Secretary)

Encl. as stated

BAJAJ TODI & ASSOCIATES

Practising Company Secretaries

225D, A. J. C. Bose Road
Kolkata -700020, West Bengal, India
Tel: +91 33 22809045 Email: ps@bajajtodi.in

SECRETARIAL COMPLIANCE REPORT

[Pursuant to Regulation 24A of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with SEBI Circular No. CIR/CFD/CMD1/27/2019 dated February 08, 2019]

Secretarial Compliance Report of **Hindustan Copper Limited**
for the financial year ended 31st March 2021

I, Priti Todi, Partner of Bajaj Todi & Associates, Practising 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) other document(s)/ filing(s), as may be relevant, which has been relied upon to make this certification, for the year ended 31st March 2021 ("Review Period") in respect of compliance with the provisions of:
 - (i) the Securities and Exchange Board of India Act, 1992 ("SEBI Act") and the Regulations, circulars, guidelines issued thereunder; and
 - (ii) 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;
- (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 (Buyback of Securities) Regulations, 2018;
- (e) Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014;
- (f) Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008;
- (g) Securities and Exchange Board of India (Issue and Listing of Non-Convertible and Redeemable Preference Shares) Regulations, 2013 ;
- (h) Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
- (i) Securities and Exchange Board of India (Depository and Participants) Regulations, 2018.

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:-

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Sr.No	Compliance Requirement (Regulations/ circulars/guidelines including specific clause)	Deviations	Observations/ Remarks of the Practising Company Secretary
1	Reg. 17(1)(a) of The SEBI (LODR} which provides that the Board of Directors shall have at least one woman director.	The composition of the Board of Directors did not comply with the regulations as per detail given below; The Board does not have Women Director w.e.f 16.11.2019	Hindustan Copper Limited is under the administrative control of the Ministry of Mines, Government of India. 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. The Board did not have Women Director from 16.11.2019 onwards.
2	Reg. 38 of The SEBI (LODR} Rule 19(2) and Rule 19A of Securities Contracts (Regulation) Rules, 1957 regarding minimum public shareholding requirement.	The Company as on 31 st March, 2021 did not have the minimum public shareholding as required under the mentioned regulation.	The Company being a PSU undertaking, major shareholding is that of the Government of India and to dilute the holding is a decision made by the government itself.

- (b) The listed entity has maintained proper records under the provisions of the above Regulations and circulars/ guidelines issued thereunder insofar as it appears from my/our 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 Practising Company Secretary, if any.
1	BSE/NSE	Composition Board of Directors of the Company as required under the above mentioned regulations.	BSE and NSE have issued several Notices time and again and levied monetary fine(s) for non compliance of the aforesaid provisions.	The Company has submitted that being a Govt. Company and neither the Board nor the Company is empowered to appoint any Directors as the power to appoint vests with Government Of India. In view of this the fine imposed by NSE should be waived off, as the non-compliance is not due to any negligence/default by the Company.

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

Sr. No.	Observations of the Practising Company Secretary in the previous report	Observations made in the secretarial compliance report for the year ended	Action taken by the listed entity, if any	Comments of the Practising Company Secretary on the actions taken by the listed entity
NIL				

For Bajaj Todi & Associates
(Formerly known as PS & Associates)



(Priti Todi)
Partner
C.P.No.: 7270, ACS:14611

Place : Kolkata
Date : 01/06/2021

UDIN NO : A014611C000408675

