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,
पो०बॉ०सं० P.B. NO. 10224
कोलकाता KOLKATA - 700 019

No. SCY/CA/59/2026 27.08.2026

To,
BSE Limited
Phiroze Jeejeebhoy Towers
Dalal Street
Mumbai 400 001
BSE Scrip Code: 513599

To,
National Stock Exchange of India Ltd
Exchange Plaza, C-1, Block G
Bandra-Kurla Complex, Bandra (East)
Mumbai 400 051
NSE Symbol: HINDCOPPER

Sub: Notice of 59th Annual General Meeting

Sir / Madam,

It is informed that 59th Annual General Meeting (AGM) of the Members of Hindustan Copper Ltd will be held on Wednesday, 23rd September, 2026 at 10:30 AM, Indian Standard Time, through Video Conferencing /Other Audio-Visual Means. A copy of the AGM Notice is enclosed and is also available at the Company's website at the following link:

59th AGM Notice-26.08.2026.pdf

The above is submitted pursuant to Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulation, 2015 for information and record of the Exchange please.

Thanking you,

Yours faithfully,

MRITUNJAY KUMAR DEV
Digitally signed by MRITUNJAY KUMAR DEV
Date: 2026.08.27 17:31:05 +05'30'

(Mritunjay Kumar Dev)
Company Secretary &
Compliance Officer

Encl. as stated

Hindustan Copper Limited
(CIN: L27201WB1967GOI028825)
Regd. Office: 'Tamra Bhavan', 1, Ashutosh Chowdhury Avenue, Kolkata - 700 019
Phone: (033) 2283-2226, 2202-1000, E-mail: investors_cs@hindustancopper.com
Website: www.hindustancopper.com

Notice to the Members

Notice is hereby given that the 59th Annual General Meeting ("AGM") of the Members of Hindustan Copper Ltd ("HCL / the Company") will be held on Wednesday, 23rd September, 2026 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 financial year ended 31st March, 2026 together with the Reports of the Directors, Auditors and C&AG.**

2. **To declare final dividend on equity shares for financial year 2025-26.**

3. **To appoint a Director in place of Shri Sanjeev Kumar Sinha (DIN: 10993006), who retires by rotation and being eligible, offers himself for re-appointment.**

4. **To appoint a Director in place of Shri RVN Vishweshwar (DIN: 09518994), who retires by rotation and being eligible, offers himself for re-appointment.**

5. **To fix remuneration of the Statutory Auditors.**

Special Business

6. **Appointment of Shri Anupam Misra (DIN:07637439) as Chairman & Managing Director of the Company and in this regard to consider and, if thought fit, to pass with or without modifications, the following resolution as Ordinary Resolution:**

   "**RESOLVED THAT** pursuant to Article 70 of the Articles of Association of the Company, Section 149, 152, 161(1), 196 and 203 of the Companies Act, 2013, Regulation 17 (1C) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and other applicable provisions, including any modification or re-enactment for the time being in force and approval of the President of India as notified by Order No. Met3-10/3/2025- METAL III dated 08.06.2026 issued by the Ministry of Mines, Government of India, Shri Anupam Misra (DIN: 07637439), who was appointed as Additional Director- Chairman & Managing Director by the Board of Directors w.e.f. 01.07.2026 till the ensuing Annual General Meeting (AGM) of the company, is hereby appointed as Chairman & Managing Director on the Board of Hindustan Copper Ltd in the scale of pay of Rs.2,00,000 - 3,70,000/- and other terms and conditions of appointment as may be determined by the Government from time to time, effective from the date of passing of this resolution by the shareholders till the date of his superannuation i.e. 28.02.2030, or until further orders, whichever is earlier."

7. **Appointment of Shri Ghanshyam Das Gupta (DIN:09344792), as Director (Mining) of the Company and in this regard to consider and, if thought fit, to pass with or without modifications, the following resolution as Ordinary Resolution:**

   "**RESOLVED THAT** pursuant to Article 70 of the Articles of Association of the Company, Section 149, 152, 161(1) of the Companies Act, 2013, Regulation 17 (1C) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and other applicable provisions, including any modification or re-enactment for the time being in force and approval of the President of India as notified by Order No. Met3-10/1/2025-METAL III dated 08.05.2026 issued by the Ministry of Mines, Government of India, Shri Ghanshyam Das Gupta (DIN:09344792), who was appointed as Additional Director-Director (Mining) by the Board of Directors on 12.05.2026 till the ensuing Annual General Meeting (AGM) of the Company, is hereby appointed as Director (Mining) on the Board of Hindustan Copper Ltd in the scale of pay of Rs.1,80,000-3,40,000/- and other terms and conditions of appointment as may be determined by the Government from time to time effective from the date of passing of this resolution by the shareholders till the date of his superannuation i.e. 30.09.2030, or until further orders, whichever is earlier."

8. **Appointment of Shri Kulveer Singh Yadav (DIN: 11704895) as Government Nominee Director of the Company and in this regard to consider and, if thought fit, to pass with or without modifications, the following resolution as Ordinary Resolution:**

   "**RESOLVED THAT** pursuant to Article 70 of the Articles of Association of the Company, Section 149, 152 & 161(3) of the Companies Act, 2013, Regulation 17 (1C) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, other applicable provisions, including any modification or re-enactment for the time being in force and approval of the President of India as notified by Order (File No. 31/3/2020-Met.I) dated 04.05.2026 issued by the Ministry of Mines, Government of India, Shri Kulveer Singh Yadav (DIN: 11704895) Joint Secretary, Ministry of Mines is hereby appointed as part-time Official (Government Nominee) Director on the Board of Hindustan Copper Ltd vice Shri Shakil Alam, EA, Ministry of Mines, with effect from 07.05.2026 (i.e. date of allotment of DIN) until further orders."

9. **Appointment of Shri Ashish Kumar Khetan (DIN: 11732678) as Part Time Non-Official (Independent) Director of the Company and in this regard to consider and, if thought fit, to pass with or without modifications, the following resolution as Special Resolution:**

   "**RESOLVED THAT** pursuant to Article 70 of the Articles of Association of the Company, Section 149, 152 and 161(1) of the Companies Act, 2013, Regulation 17 (1C) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and other applicable provisions, including any modification or re-enactment for the time being in force and approval of the President of India as notified by Order No Met.3-10/2/2020-Met.III dated 14.08.2026 issued by the Ministry of Mines, Government of India, Shri Ashish Kumar Khetan (DIN: 11732678) who was appointed as Additional Director- Part Time Non-Official (Independent) Director by the Board of Directors w.e.f. 14.08.2026 till the ensuing Annual General Meeting (AGM) of the company pursuant to Section

161(1) of the Companies Act, 2013, is hereby appointed as Part Time Non-Official (Independent) Director on the Board of Hindustan Copper Ltd, effective from the date of passing of this resolution by the shareholders till three years from the date of notification of the Ministry of Mines, Government of India i.e., 13.08.2029, or until further orders, whichever is earlier."

10. **Appointment of Smt. Madhumita Daolagupu (DIN: 11894087) as Part Time Non-Official (Independent) Director of the Company and in this regard to consider and, if thought fit, to pass with or without modifications, the following resolution as Special Resolution:**

"**RESOLVED THAT** pursuant to Article 70 of the Articles of Association of the Company, Section 149, 152 and 161(1) of the Companies Act, 2013, Regulation 17 (1C) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and other applicable provisions, including any modification or re-enactment for the time being in force and approval of the President of India as notified by Order No Met.3-10/2/2020-Met.III dated 14.08.2026 issued by the Ministry of Mines, Government of India, Smt. Madhumita Daolagupu (DIN: 11894087) who was appointed as Additional Director- Part Time Non-Official (Independent) Director by the Board of Directors w.e.f. 14.08.2026 till the ensuing Annual General Meeting (AGM) of the Company pursuant to Section 161(1) of the Companies Act, 2013, is hereby appointed as Part Time Non-Official (Independent) Director on the Board of Hindustan Copper Ltd, effective from the date of passing of this resolution by the shareholders till three years from the date of notification of the Ministry of Mines i.e., 13.08.2029, or until further orders, whichever is earlier."

11. **Ratification and confirmation of the remuneration to be paid to Cost Auditor of the Company, M/s Chatterjee & Co., Cost Accountants for FY 2026-27 and in this regard to consider and, if thought fit, to pass with or without modifications, the following resolution as Ordinary Resolution:**

"**RESOLVED THAT** pursuant to Section 148 and other applicable provisions 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 ₹1,50,000/- (Rupees One Lakh Fifty Thousand only) plus applicable taxes & in addition reimbursement of travelling expenditure, lodging & boarding as approved by the Board of Directors, to be paid to M/s. Chatterjee & Co., Cost Accountants, Kolkata appointed as Cost Auditor, to conduct audit of cost records of the Company for Financial Year 2026-27 be and is hereby ratified and confirmed."

12. **Approval for raising of funds through issue of Equity Shares through Qualified Institution Placement (QIP) method to the extent of 9,69,76,680 equity shares in one or more tranches, for funding the capex/ expansion plans of HCL duly approved by CCEA and in this regard 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 for the time being in force), 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 any other applicable rules, regulations, guidelines or laws and / or subject to the consent of the members of the Company by way of a general meeting or through postal ballot and further 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 the 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, 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 as 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 by subject to the provisions of the Memorandum of Association and Articles of Association of the Company and 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 365 days 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;

iv. The Equity Shares to be offered and allotted shall be fully paid up and in dematerialized form;

v. The Equity Shares to be offered and allotted shall not be eligible to be sold by the allottees for a period of one year from the date of allotment, except on a recognised stock exchange, or except as may be permitted from time to time;

vi. No single allottee shall be allotted more than 50% of the issue size and the minimum number of allottees shall be in accordance with the SEBI ICDR Regulations;

vii. The Company shall not undertake any subsequent QIP until the expiry of two weeks or such other time as may be prescribed by SEBI, from the date of the QIP to be undertaken pursuant to the approval of the members.

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 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.

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 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."

13. Approval **for dissolution of existing QIP Committee and constitution of a fresh Board committee and delegate necessary powers to deal with all matters relating to the further issue of shares / securities and in this regard to consider and, if thought fit, to pass with or without modifications, the following resolution as Special Resolution:**

"**RESOLVED THAT** the existing QIP Committee if any, is dissolved and a new QIP Committee of the Board be and is hereby constituted with the following Directors as its Members: the Chairman and Managing Director, 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 subject to the approval of the shareholders of the Company, 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 Lead Managers, Legal counsel, International Legal counsel, appointment of Monitoring agency, Underwriters, other advisors, Consultants, Co-managers, Bankers, Registrar to the issue, Professionals and Intermediaries and all such agencies as may be required, etc.

b. Approving execution of all contracts, including but not limited to the placement agreement, the Escrow agreement, Monitoring agency 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. To seek by making requisite applications as may be required, any approval, consent or waiver from the Company's lenders and/ or any third parties (including industry data providers, customers, suppliers) with whom the Company has entered into various commercial and other agreements, and/ or any/ all concerned government, statutory and regulatory authorities, and/ or any other approvals, consents or waivers that may be required in connection with the issue, offer and allotment of Equity Shares;

i. Finalization of allocation and allotment of the Equity Shares on the basis of the subscription received. The ratio of allotment, investor category wise may be kept as per last QIP issue in consultation with the appointed lead managers.

j. 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;

k. 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;

l. 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;

m. Approval of all expenses incurred in relation to the QIP;

n. Approval of Confirmation of allocation note and make application to NSDL & CDSL for corporate action.

o. 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

p. 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, operation of bank account, 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 QIP Committee pursuant to the aforesaid delegation of powers be submitted to the Board for records at the time of the next Board Meeting(s)."

14. **Approval to offer, issue and allot secured or unsecured non-convertible debentures or bonds on private placement basis and in this regard 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 Non-Convertible Securities) Regulations, 2021, 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.

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, depositories, 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, structure of any type of Debentures/Bonds by the Company including each issue / tranches of Debentures/Bonds, to sign and submit MCF and Corporate Action forms with depositories for Issue programme of Debentures/Bonds, deposit / pay stamp duty, fees, sign/execute and deliver / file placement memorandum document(s), deed(s), declarations, undertakings and writing(s), etc. as may be required under the applicable SEBI regulations, circulars and other applicable rules & regulations etc. for raising 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 if required on the 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 CMD and Director (Finance) jointly, be and are hereby authorized to carry out 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 the above mentioned resolution and for matters connected therewith or incidental thereto including appointment of intermediaries, agencies, counter parties etc. as may be required.

RESOLVED FURTHER THAT CMD and Director (Finance) of the Company are jointly authorized to sub delegate the power of executing/ signing of necessary documents, declarations, undertakings, facility/ debentures/bonds documents/forms, agreements so approved, to any two authorized signatories/officers of the company, jointly on behalf of the Company, not less than the level of Manager (Finance), as may be required for the issuance/ finalization for raising funds through debentures/ bonds."

By order of the Board

(Mritunjay Kumar Dev)
Company Secretary &
Compliance Officer
FCS 13303

Date: 26.08.2026
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 14) 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. 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.

2. The Ministry of Corporate Affairs ("MCA") vide its Circulars dated 08.04.2020, 13.04.2020, 05.05.2020, 13.01.2021, 14.12.2021, 05.05.2022, 28.12.2022, 25.09.2023, 19.09.2024 and 22.09.2025 (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. In addition to the above, Securities and Exchange Board of India (SEBI) vide its circulars dated 12.05.2020, 15.01.2021, 13.05.2022, 05.01.2023, 07.10.2023 and 03.10.2024 (collectively referred to as 'SEBI Circulars') has provided certain relaxations from compliance of certain provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('SEBI Listing Regulations'). Pursuant to the provisions of the Act and the SEBI Listing Regulations read with Circulars issued by MCA and SEBI, the 59th AGM of the Company shall be conducted through VC / OAVM. The deemed venue for the 59th 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 and SEBI Circulars, the Notice of 59th AGM and Annual Report 2025-26 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 2025-26 to those Members who will request the same at investors_cs@hindustancopper.com mentioning their Folio No./DP ID and Client ID. A letter providing the web-link, including the exact path (where complete details of the Annual Report available), is being sent to those Members who have not registered their email addresses. Members may note that Notice and Annual Report 2025-26 will be also available on the Company's website at www.hindustancopper.com, websites of the Stock Exchanges i.e. BSE Limited and National Stock Exchange of India Limited at www.bseindia.com and www.nseindia.com respectively, and on the website of NSDL i.e. https://www.evoting.nsdl.com.

4. **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, the physical attendance of the members has been dispensed with. Following which 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.**

5. Institutional / Corporate Members (i.e. other than individuals / HUF, NRI, etc.) intending to appoint their authorised representatives pursuant to Sections 112 and 113 of the Act, as the case may be, to attend the AGM through VC/OAVM or to vote through remote e-Voting are requested to send 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 with a copy marked to evoting@nsdl.com and to 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.

6. In case of joint holders attending the AGM, the holder whose name appears first in order of names for the holding shall be entitled to vote.

7. Members attending the AGM through VC / OAVM shall be counted for the purpose of reckoning the quorum under Section 103 of the Act.

8. **Alankit Assignments Ltd has taken over as Registrar and Share Transfer Agent ("RTA") of Hindustan Copper Ltd with effect from 12.06.2024 from the outgoing RTA, M/s C B Management Services (Pvt) Ltd. Contact details of new RTA for attending shareholders' queries and correspondence is "Alankit Assignments Ltd, 205-208, Anarkali Complex, Jhandewalan Extension, New Delhi-110055, Email ID: rta@alankit.com, Phone: 01142541234, Link to track the requests and complaints: https://alankitassignments.com/investor-charter/".**

9. The Register of Members and the Share Transfer Books of the Company will remain closed from 17th September, 2026 to 23rd September, 2026 (both days inclusive). The Company has fixed 16th September, 2026 as the 'Record Date'

for determining entitlement of Members for dividend for the financial year ended 31.03.2026, if approved at the AGM. Dividend of ₹1.86 per share on ₹5/- face value (i.e., 37.20%), if approved at the AGM, will be paid subject to tax deduction at source ('TDS') within 30 days of approval at the AGM 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 16th September, 2026.

10. **Dividend income is taxable in the hands of the Members 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 Depository Participants or in case shares are held in physical form with the Company, by sending documents through email to the Company's email address at investors_cs@hindustancopper.com or to Company's Registrars & Share Transfer Agent, Alankit Assignments Ltd ("the RTA") at rta@alankit.com. For the detailed process, please visit website of the Company at https://www.hindustancopper.com/Page/BookClosureAGM and also refer to email communication sent to the members regarding the same.**

11. 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.

12. Members are requested to notify immediately any change in their name, e-mail, postal address, telephone/mobile numbers, PAN, mandates, nomination, bank details (including MICR No., IFSC Code, Account Type etc.) etc., to the Depository Participant in respect of their shares held in demat mode to enable the Company to credit the dividend amount directly to their Bank account.

13. **In terms of SEBI's Master Circular No. HO/38/13/(4)2026-MIRSD-POD/I/4298/2026 dated 06.02.2026 it is mandatory for Members holding shares in physical mode to furnish PAN, Contact details (Postal Address with PIN and Mobile Number), Bank A/c details and Specimen signature for their corresponding folio numbers.**

    Members holding shares in physical mode and whose folio(s) do not have PAN, Contact Details, Bank Account Details and Specimen Signature updated, shall be eligible:
    (i) to lodge grievance or avail any service request from the RTA only after furnishing PAN and KYC details.
    (ii) for any payment including dividend, interest or redemption payment in respect of such folios, only through electronic mode with effect from 01.04.2024.

    In view of above SEBI Circular, Members holding shares in physical mode are requested to immediately comply with the requirements stated in the above SEBI Circular and furnish their valid PAN, Contact details, Bank Account details and Specimen Signature immediately to the RTA / Company in the prescribed Form. Detail of applicable Forms has been given below and the same are available at the website of the Company at the following weblink

https://www.hindustancopper.com/Page/pankyc and website of the RTA at www.alankit.com:

Registering / Updating the KYC details:		
S. No.	**Particulars**	**Form**
(i)	PAN	ISR - 1
(ii)	Nominee details	SH - 13, SH - 14, ISR - 3, (As applicable)
(iii)	Contact details (postal address, Mobile number & E-mail)	ISR - 1
(iv)	Bank details	ISR - 1
(v)	Signature	ISR - 1, ISR - 2 (As applicable)
Processing of various service requests		
(i)	Issue of Duplicate securities certificate	ISR - 4
(ii)	Replacement / Renewal / Exchange of securities certificate	ISR - 4
(iii)	Consolidation of securities certificate	ISR - 4
(iv)	Sub-division / Splitting of securities certificate	ISR - 4
(v)	Consolidation of folios	ISR - 4
(vi)	Endorsement	ISR - 4
(vii)	Change in the name of the holder	ISR - 4
(viii)	Change in status from Minor to Major and Resident to NRI and vice versa	NA
(ix)	Claim from Unclaimed Suspense Account & Suspense Escrow Demat Account	ISR - 4
(x)	Transposition	ISR - 4
(xi)	Transmission	ISR - 5

14. The Company, through the RTA, has sent individual letters, along with the relevant Forms, to the shareholders of physical securities with incomplete KYC details requesting them to furnish / update their KYC details at the earliest. Members can submit the necessary Forms along with the necessary documentary evidence to the RTA in following manner:
(a) Self-attested hard copies addressed to the office of the RTA;
(b) 'In Person Verification' ('IPV'): the authorised person of the RTA shall verify the original documents furnished by the Member and retain copy(ies) with IPV stamping with date and initials;
(c) Email to the RTA at **rta@alankit.com**.

15. 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, dividends, if not encashed for a period of 7 years from the date of transfer to Unpaid Dividend Account of the Company, are liable to be transferred to the Investor Education and Protection Fund ('IEPF'). Shares in respect of which dividends have been unclaimed for a period of 7 consecutive years are liable to be transferred to the demat account of the IEPF Authority. In view of this, Members / claimants are requested to claim their dividends from the Company, within the stipulated timeline. Members, whose unclaimed dividends / shares have been transferred to IEPF, may contact the RTA/Company for issuance of Entitlement letter and thereafter such Members can claim refund of unclaimed dividends/shares by making an online application to the IEPF Authority in Form No. IEPF-5 available at www.iepf.gov.in. Details of unclaimed dividend and corresponding shares

transferred to IEPF are available on the Company's website at https://www.hindustancopper.com/Page/IEPF.

16. Members holding shares in physical form are requested to convert their shares in demat form. 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 affected only in dematerialised form.

17. In order to facilitate ease of investing for investors and to secure the rights of investors in the securities which were purchased by them, SEBI vide its Circular No. HO/38/13/11(2)2026-MIRSD-POD/I/3750/2026 dated 30.01.2026 decided to open a special window only for re-lodgement of transfer deeds, which were lodged prior to the deadline of 01.04.2019 and rejected/returned/not attended to due to deficiency in the documents/process/or otherwise, for a period of one year from **February 05, 2026** to **February 04, 2027.** During this period, the securities that are re-lodged for transfer (including those requests that are pending with the Company / RTA, as on date) shall be issued only in demat form.

18. Members may please note that SEBI vide its Master Circular No. HO/38/13/(4)2026-MIRSD-POD/I/4298/2026 dated 06.02.2026 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 https://www.hindustancopper.com/Page/pankyc. For Renewal / Exchange of securities certificate and Transposition, the Member are requested to surrender their original Share certificate(s) for processing of service requests to the RTA. The RTA/ Companies shall verify and process the service requests and thereafter issue a 'Letter of confirmation' in lieu of physical Share certificate(s), to the shareholder/claimant within 30 days of its receipt of such request after addressing objections, if any. The 'Letter of Confirmation' shall be valid for a period of 120 days from the date of its issuance, within which the shareholder/claimant shall make a request to the DP for dematerializing the said share(s).

19. 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.

20. 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.

21. Members seeking any information with regard to the financial statements or any other matter to be placed at the AGM or who wish to inspect the relevant documents referred to in this Notice, are requested to write to the Company through email on investors_cs@hindustancopper.com mentioning their DP ID and Client ID / Physical Folio Number. These will be replied by the Company suitably.

22. To prevent fraudulent transactions, Members are advised to exercise due diligence and notify the Company of any change in address or demise of any Member as soon as possible. Members are also advised not to leave their demat account(s) dormant for long. Periodic statement of holdings should be obtained from the concerned DP and holdings should be verified from time to time.

23. Members who have not yet registered their email addresses are requested to register them with their DPs in case shares are held by them in electronic form and with RTA in case shares are held by them in physical form.

24. SEBI vide Circular Nos. SEBI/HO/OIAE/OIAE_IAD-1/P/CIR/2023/131 dated 31.07.2023, and SEBI/HO/OIAE/OIAE_IAD-1/P/CIR/2023/135 dated 04.08.2023, read with Master Circular No. SEBI/HO/ OIAE/OIAE_IAD-1/P/CIR/2023/145 dated 31.07.2023 (updated as on 11.08.2023), Amendment issued vide Circular dated 20.12.2023 and Master Circular No. HO/38/13/(4)2026-MIRSD-POD/I/4298/2026 dated 06.02.2026, has established a common Online Dispute Resolution Portal ('ODR Portal') for resolution of disputes arising in the Indian Securities Market. Pursuant to above-mentioned Circulars, after exhausting the option to resolve their grievances with the RTA / Company, directly and through existing SCORES platform, the investors can initiate dispute resolution through the ODR Portal at https://smartodr.in/login.

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

25. 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.

26. 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.

27. 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.

28. Members can join the AGM through VC/OAVM mode 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.

29. 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 to enable smooth conduct of proceedings at the AGM. Questions / Queries received by the Company on or before 17th September, 2026 on the aforementioned e-mail id shall only be considered and responded to during the AGM.

30. 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 on or before 17th September, 2026. 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.

31. 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.

INSTRUCTIONS FOR MEMBERS FOR REMOTE E-VOTING AND JOINING GENERAL MEETING ARE AS UNDER:

32. 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 20th September, 2026 (9:00 AM) and ends on 22nd September, 2026 (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 16th September, 2026 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.

33. A person who is not a Member as on the cut-off date i.e. 16th September, 2026, 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 16th September, 2026.

34. 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. 16th September, 2026, may follow steps mentioned under the process and manner of remote e-Voting mentioned below.

35. The process and manner of remote e-voting are as under:

How do I vote electronically using NSDL e-Voting system?

The way to vote electronically on NSDL e-Voting system consists of "Two Steps" which are mentioned below:

Step 1: Access to NSDL e-Voting system

A) Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode

In terms of SEBI circular dated 09.12.2020 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:

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL.	1. For OTP based login you can click on https://eservices.nsdl.com/SecureWeb/evoting/evotinglogin.jsp. You will have to enter your 8-digit DP ID,8-digit Client Id, PAN No., Verification code and generate OTP. Enter the OTP received on registered email id/mobile number and click on login. 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. 2. 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. 3. 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 4. 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 hold 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. 5. Shareholders/Members can also download NSDL Mobile App **"NSDL Speede"** facility by scanning the QR code mentioned below for seamless voting experience. **NSDL Mobile App is available on** App Store Google Play
Individual Shareholders holding securities in demat mode with CDSL	1. Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login Easi /Easiest are requested to visit CDSL website www.cdslindia.com and click on login icon & New System My easi Tab and then user your existing my easi username & password. 2. After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly. 3. If the user is not registered for Easi/Easiest, option to register is available at CDSL website www.cdslindia.com and click on login & New System Myeasi Tab and then click on registration option. 4. Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on 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 able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.
Individual Shareholders (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 Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. NSDL and CDSL:

Login type	Helpdesk details
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.com or call at 022 - 4886 7000
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at toll free no. 1800-21-09911

B) Login Method for e-Voting and joining virtual meeting for shareholders other than Individual shareholders holding securities in demat mode and shareholders 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.
4. 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***

5. Password details for shareholders other than Individual shareholders are given below:
   a) If you are already registered for e-Voting, then you can user 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'?
   (i) 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'.
   (ii) If your email ID is not registered, please follow steps mentioned below in **process for those shareholders whose email ids are not registered.**
6. If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:
   a) 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.
   b) Physical User Reset Password?" (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.
   c) If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.com mentioning your demat account number/folio number, your PAN, your name and your registered address etc.
   d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.
7. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.
8. Now, you will have to click on "Login" button.
9. After you click on the "Login" button, Home page of e-Voting will open.

Step 2: Cast your vote electronically and join General Meeting on NSDL e-Voting system.

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

1. 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.
2. Select "EVEN" of company for which you wish to cast your vote during the remote e-Voting period and casting your vote during the General Meeting. For joining virtual meeting, you need to click on "VC/OAVM" link placed under "Join Meeting".
3. Now you are ready for e-Voting as the Voting page opens.
4. 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.
5. Upon confirmation, the message "Vote cast successfully" will be displayed.
6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
7. 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:

1. In case shares are held in physical mode please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) by email to rta@alankit.com.
2. In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) to rta@alankit.com. If you are an Individual shareholders holding securities in demat mode, you are requested to refer to the login method explained at **step 1 (A)** i.e. **Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode**.
3. Alternatively shareholder/members may send a request to evoting@nsdl.com for procuring user id and password for e-voting by providing above mentioned documents.
4. In terms of SEBI circular dated 09.12.2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.

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 AGM as mentioned above for remote e-voting
ii. Only those Members who will be present in the 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 AGM may also participate in the 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 AGM shall be the same person mentioned for remote e-voting.

Instructions for Members for attending the AGM through VC/OAVM are as under:

Member will be provided with a facility to attend the AGM through VC/OAVM through the NSDL e-Voting system. Members may access the facility by following the steps mentioned above. After successful login, you can see link of "VC/OAVM" placed under "Join meeting" menu against company name. You are requested to click on VC/OAVM link placed under Join Meeting menu. The link for VC/OAVM will be available in Shareholder/Member login where the EVEN of Company will be displayed. Please note that the 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 to avoid last minute rush.

General information for Members

36. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of www.evoting.nsdl.com or call on.: 022 - 4886 7000 or send a request to Mr. Pritam Dutta, Senior Manager at pritamd@nsdl.com / evoting@nsdl.com.

37. 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 www.evoting.nsdl.com to reset the password.

38. 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 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 AGM, who shall then countersign and declare the Result of voting forthwith.

39. The Result declared along with the Scrutinizer's Report shall be placed on the website of the Company at 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

Shri Anupam Misra has joined as Chairman & Managing Director of Hindustan Copper Ltd (HCL) in terms of Order dated 08.06.2026 issued by the Ministry of Mines, Government of India w.e.f. 01.07.2026 in the pay scale of Rs.2,00,000 - 3,70,000/-. Pursuant to Section 161(1) of the Companies Act, 2013, Shri Misra has been appointed as Additional Director -Chairman & Managing Director on the Board of HCL and his term is up the date of the ensuing AGM of the Company. It is now proposed to obtain approval of Members of the Company to regularize his appointment as Chairman & Managing Director at the ensuing 59th AGM of the Company till the date of his superannuation i.e. 28.02.2030, or until further orders, whichever is earlier.

Born on 20.02.1970, Shri Misra is B. Tech (Hons.) in Civil Engineering from IIT Kharagpur and a Post Graduate Diploma in Management (PGDM) from IIM Lucknow. He has also attained certificate for the General Management for Shipping from IIM Ahmedabad and a one-year International Business Program from IIM Kolkata. Shri Misra is a General Management professional with 33+ years of experience in the areas of Marketing and International Trading, with extensive hands-on exposure to Industrial raw materials (minerals, metals, chemicals, etc.), Agro-commodities, Engineering goods, and Project business in a multi-commodity, multi-market B2B environment. Developing new business solutions and structuring complex transactions in a B2B setup, from concept to delivery, has been his forte. Prior to joining HCL as Chairman & Managing Director on 01.07.2026, Shri Misra served as Director (Marketing) in Fertilisers and Chemicals Travancore Limited (FACT) from 14.07.2020 to 30.06.2026. During his tenure in FACT, he improved the distribution network and expanded the market area & product basket, including imported fertilizers. Shri Misra also held the additional charge of Chairman and Managing Director of FACT for a brief period from 05.01.2026 to 02.02.2026. Earlier, Shri Misra held the post of Director (Marketing) at PEC Ltd., a PSU under the Ministry of Commerce and Industry, for four years. Over all he has around 10 years board level experience in two PSUs. Shri Misra also worked as General Manager (Marketing) at STC of India Ltd., New Delhi, where he gained extensive experience in International trading and Marketing operations.

Shri Misra is also Managing Director in Chhattisgarh Copper Ltd w.e.f. 24.07.2026 and Director in Khanij Bidesh India Ltd w.e.f. 09.07.2026.

Shri Misra 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 Misra.

He does not hold directorship and membership of the Committees of other listed companies. Post his selection in HCL as Chairman & Managing Director, he resigned from FACT, a listed company. He neither holds equity share in his name nor on a beneficial basis for any other person in the Company.

Shri Misra 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 and recommends the Ordinary Resolution regarding his appointment as Chairman & Managing Director of the Company for approval by Members.

Except Shri Misra, 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. 6 of the AGM Notice.

Item No. 7

Shri Ghanshyam Das Gupta has joined as Director (Mining) of Hindustan Copper Ltd (HCL) in terms of Order No. Met3-10/1/2025-METAL III dated 08.05.2026 issued by the Ministry of Mines, Government of India on 14.05.2026 in the pay scale of Rs.1,80,000 - 3,40,000/-. Pursuant to Section 161(1) of the Companies Act, 2013, Shri Gupta has been appointed as Additional Director - Director (Mining) on the Board of HCL and his term is up the date of the ensuing AGM of the Company. It is now proposed to obtain approval of Members of the Company to regularize his appointment as Director (Mining) at the ensuing 59th AGM of the Company till the date of his superannuation i.e. 30.09.2030, or until further orders, whichever is earlier.

Born on 16.09.1970, Shri Ghanshyam Das Gupta is B. Tech from institute NIT Surathkal with 31 years of domestic and international experience. Shri Gupta is also a holder of 1st Class Mines Manager Certificate of Competency (FCC). Shri Gupta is a "Turnaround Specialist" in the mining industry. He has a proven track record of making PSU Units into profit-making and award-winning operations. He has vast experience and specialization in underground metal mining, Gold & Copper mining. He worked in open cast mining in India and abroad. Shri Gupta was handpicked to revive the Malanjkhand Copper Project (MCP) during its difficult transition to underground mining. He resolved a 3-year statutory deadlock by implementing an "out-of-the-box" engineering plan to connect mine outlets and securing essential clearances under the Mines Act. Shri Gupta is also a Member of Industry 4.0 Innovation Centre, a Society registered under Society Registration Act, 1860 having Registered Office at Guwahati.

Shri Gupta 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 Gupta.

He does not hold directorship and membership of the Committees of other listed companies. Also, he did not resign from any listed company during last three years. He neither holds equity share in his name nor on a beneficial basis for any other person in the Company.

Shri Gupta 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 and recommends the Ordinary Resolution regarding his appointment as Director of the Company for approval by Members.

Except Shri Gupta, 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. 7 of the AGM Notice.

Item No. 8

Shri Kulveer Singh Yadav, Joint Secretary, Ministry of Mines, Government of India appointed as part-time Official (Government Nominee) Director on the Board of Hindustan Copper Ltd with effect from 07.05.2026 (i.e. the date of allotment of

DIN) till further orders in terms of File No. 31/3/2020-Met.I dated 04.05.2026 issued by the Ministry of Mines, Government of India. It is now proposed to obtain approval of Members of the Company of his appointment at the ensuing 59th AGM of the Company in order to comply with the relevant provisions of the Companies Act, 2013 (the Act) and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

Born on 15.03.1978, Shri Kulveer Singh Yadav is a senior officer of the 2002-batch Indian Ordnance Factories Service (IOFS), currently serves as Joint Secretary in the Ministry of Mines, Government of India, and has been appointed as Part-time Official (Government Nominee) Director on the Board of Hindustan Copper Limited. With extensive experience in general management, defence manufacturing, production, and policy implementation, he has played a key role in major strategic programmes of the Ordnance Factories Board, including the indigenous development and production of the Dhanush 155mm/45-calibre Howitzer. Empaneled at the Joint Secretary level, he brings strong expertise in industrial operations, public sector governance, and strategic project execution to HCL's Board.

Shri Yadav 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 Yadav. Being Government Nominee Director, Shri Yadav is not entitled to any remuneration. However, he is eligible for travelling, boarding & lodging expenses for attending meetings of the Company.

He does not hold directorship and membership of the Committees of other listed companies. Also, he did not resign from any listed company during last three years. He neither holds equity share in his name nor on a beneficial basis for any other person in the Company.

Shri Yadav 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 and recommends the Ordinary Resolution regarding his appointment as Director of the Company for approval by Members.

Except Shri Yadav, 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. 8 of the AGM Notice.

Item No. 9

Shri Ashish Kumar Khetan has been appointed as Additional Director - Part Time Non-Official (Independent) Director of Hindustan Copper Ltd (HCL) on 14.08.2026 till the date of the ensuing AGM of the Company in terms of Order No. Met.3-10/2/2020-Met.III dated 14.08.2026 issued by the Ministry of Mines, Government of India read with Section 161(1) of the Companies Act, 2013. It is now proposed to obtain approval of Members of the Company to regularize his appointment as Part Time Non-Official (Independent) Director at the ensuing 59th AGM of the Company till three years from the date of notification of the Ministry of Mines i.e., 13.08.2029, or until further orders, whichever is earlier.

Born on 02.09.1975, Shri Ashish Kumar Khetan is a Practicing Chartered Accountant, L.L.B., B. Com and has 27 years of experience in the field of Taxation, Audit, Finance, Education, Administration and Governance. Presently, Shri Khetan is a Senior Partner in Ashish Khetan & Co. (Chartered Accountants) Korba (C.G.).

Shri Khetan also holds the post of Secretary, Korba Branch of Institute of Chartered Accountants of India, Droncaharya Education Society, Korba (C.G.), Vice President of Gaumukhi Sewa Dham, Korba (C.G.), Shree Agrasen Sikshan Samiti, Korba (C.G.) and Member of GST Appellate Tribunal Bar Association Chhattisgarh, Saraswati Siksha Samiti, Korba (C.G.), Chamber of Commerce, Korba (C.G.) and Rastriya Swayam Sevak Sangh (R.S.S).

Shri Khetan 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.

He has furnished a declaration to the Board that he meets the criteria of independence as provided in Section 149(6) of the Act. In the opinion of the Board, Shri Khetan fulfils the conditions specified in the Act and rules made there under for his appointment as part time non-official (Independent) Director and recommend his appointment on the Board. Shri Khetan shall be paid such sitting fees and reimbursement of actual travel expenses incurred for attending meetings of the Board and its Committee as the Board may approve from time to time.

None of the Directors, Managers and other Key Managerial Personnel (KMP) of the Company is related to Shri Khetan.

He does not hold directorship and membership of the Committees of other listed companies. Also, he did not resign from any listed company during last three years. He neither holds equity share in his name nor on a beneficial basis for any other person in the Company.

Shri Khetan 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 and recommends the Special Resolution regarding his appointment as Director of the Company for approval by Members.

Except Shri Khetan, 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. 9 of the AGM Notice.

Item No. 10

Smt. Madhumita Daolagupu has been appointed as Additional Director - Part Time Non-Official (Independent) Director of Hindustan Copper Ltd (HCL) on 14.08.2026 till the date of the ensuing AGM of the Company in terms of Order No. Met.3-10/2/2020-Met.III dated 14.08.2026 issued by the Ministry of Mines, Government of India read with Section 161(1) of the Companies Act, 2013. It is now proposed to obtain approval of Members of the Company to regularize her appointment as Part Time Non-Official (Independent) Director at the ensuing 59th AGM of the Company till three years from the date of notification of the Ministry of Mines i.e., 13.08.2029, or until further orders, whichever is earlier.

Born on 19.10.1963, Smt. Madhumita Daolagupu is B.Sc. and M.Sc. with 37 years of experience in teaching, administration and managing financial affairs. Smt. Daolagupu has served as an Assistant Professor, Associate Professor and Principal of Haflong Government College, Assam. Also, she served as the President of the Governing Body in Government Model College, Assam. During her tenure she also managed the financial affairs of the college, arranged maintenance and upkeep of college buildings, conducted selection for teaching & non-teaching posts.

Smt. Daolagupu 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.

She has furnished a declaration to the Board that she meets the criteria of independence as provided in Section 149(6) of the Act. In the opinion of the Board, Smt. Daolagupu fulfils the conditions specified in the Act and rules made there under for her appointment as part time non-official (Independent) Director and recommend her appointment on the Board. Smt. Daolagupu shall be paid such sitting fees and reimbursement of actual travel expenses incurred for attending meetings of the Board and its Committee as the Board may approve from time to time.

None of the Directors, Managers and other Key Managerial Personnel (KMP) of the Company is related to Smt. Daolagupu.

She does not hold directorship and membership of the Committees of other listed companies. Also, she did not resign from any listed company during last three years. She neither holds equity share in her name nor on a beneficial basis for any other person in the Company.

Smt. Daolagupu possesses requisite skill and capabilities required to perform the role of director and the Board considers that her -continued association would be of immense benefit to the Company and recommends the Special Resolution regarding her appointment as Director of the Company for approval by Members.

Except Smt. Daolagupu, 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. 10 of the AGM Notice.

Item No. 11

The Board, approved appointment of M/s. Chatterjee & Co., Cost Accountants, Kolkata as Cost Auditor, to conduct audit of cost records of the Company for the FY 2026-27 at a remuneration of Rs.1,50,000/- (Rupees One Lakh fifty 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. 11 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. 11 of the Notice.

Item No. 12

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 28.01.2021 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 for funding the capex/ expansion plans of the Company for expanding the mines production capacity. This was as per Cabinet Committee of Economic Affairs (CCEA) approval in the meeting held on 01.08.2018.

In the first tranche of QIP, launched on 07.04.2021 and closed on 12.04.2021, the Company had mobilized Rs.500 crore (including premium) equivalent to 4.52 % (4,18,06,020 equity shares allotted) of the existing share capital of the Company for funding the ongoing mine expansion plan. 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 shareholding of the Government of India in HCL had come down from 76.05% to 72.76% and the Company complied with the minimum public shareholding as required by Securities Contract (Regulations) Rules, 1957. Post 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.

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, 2018 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.

Taking into account the continuing mine expansion & requirement of funds, the Board in its meeting held on 15.05.2026 has recommended passing of the Special Resolution mentioned at item No. 12 of the AGM Notice for approval by Members of the Company to have an enabling resolution in place for raising of equity funds if required.

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. 12 of the AGM Notice.

Item No. 13

In furtherance of the proposal to issue further equity shares of the Company by way of QIP as set out in Item No. 10 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.

In view of the above, the Board in its meeting held on 15.05.2026 has recommended the Special Resolution mentioned at item No. 13 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. 13 of the AGM Notice.

Item No. 14

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 SEBI (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 25.09.2026 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 for the business of the Company including capex/ expansion projects. The validity of the Special Resolution is for a period of one year i.e., up to 24.09.2026.

A Large Corporate, as defined in SEBI Circular No. SEBI/HO/DDHS/DDHS-RACPOD1/ P/ CIR/ 2023/172 dated 19.10.2023, shall raise funds not less than 25% of its qualified borrowings by way of issuance of debt securities in the financial years subsequent to the financial year in which it is identified as a Large Corporate. In FY 2025-26, the Company did not fall under the category of Large Corporate as per the requirement of SEBI guidelines. The Company did not borrow by way of bonds/debentures in FY 2025-26.

A borrower usually gets better terms by way of interest as well as repayment by issuing debentures/bonds vis-à-vis a bank loan. The interest rate and other terms of bank loans are set by a bank whereas when a Company issues debentures/bonds, it sets the terms and conditions based on current market conditions and are usually better and more flexible than bank loans. Thus, to take advantage of better borrowing interest rate at a point of time and to comply with the SEBI guidelines, the Company proposes to keep an enabling provision of borrowing through Debentures/Bonds up to Rs. 500 crore within the overall borrowing limit of Rs.2500 crore of the Company.

In view of the above, the Board in its meeting held on 15.05.2026 has recommended the Special Resolution mentioned at Item No. 14 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. 14 of the AGM Notice.

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

Shri Sanjeev Kumar Sinha

Shri Sanjeev Kumar Sinha is Director (Operations) of the Company w.e.f. 09.03.2025 in terms of order dated 07.03.2025 issued by the Ministry of Mines, Government of India. Shri Sinha has held Additional Charge of Director (Mining), HCL from 28.03.2025 to 13.05.2026. Shri Sinha is also Director on the Board of Chhattisgarh Copper Ltd w.e.f. 29.03.2025.

Born on 15.11.1973, Shri Sanjeev Kumar Sinha holds a Bachelor's degree in Mining Engineering from Nagpur University, an MBA in Human Resources from IGNOU, and a Ph.D. in Mining Engineering from IIT (ISM), Dhanbad, completed in 2018. He is also a First-Class Manager under the Mines Manager Regulations (MMR) 1961. Shri Sinha is a distinguished mining professional with over 27 years of extensive experience in mine planning, production, safety, and large-scale project execution. He had a long and accomplished career at NMDC Limited, where he served for over 25 years in various key roles including Head of Mine Planning and Chief of the Internal Safety Organization. He has been associated with national and international mining forums and has contributed to the development of the Indian Mineral Industry Code (IMIC) in line with CRIRSCO guidelines through his association with NACRI.

Shri Sinha 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 Sinha.

Shri Sinha does not hold directorship and the membership of the Committees of other 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 thirteen Board meetings held during FY 2025-26.

Shri Sinha 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 Sinha, 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 RVN Vishweshwar

Shri RVN Vishweshwar is Director (Finance) of the Company w.e.f. 29.07.2025 in terms of order dated 25.07.2025 issued by the Ministry of Mines, Government of India.

Born on 19.07.1969, Shri Vishweshwar is B. Com(H), CMA, LLB and having more than 33 years of experience. Prior to joining HCL, Shri Vishweshwar was holding the post of Executive Director (Corporate Finance & Treasury), IOCL and was overall in charge of Corporate Finance and Treasury operations. During his career at IOCL, he was involved in core finance areas including finalization of accounts, banking, insurance, payroll, customer ledger, taxation, transportation, project payments etc. Shri Vishweshwar also handled Forex transactions - spot and derivatives, managed overall cash flow, monitoring for the purposes of risk management, arrangement of funds - Forex as well as domestic. He was also involved in activities related to Employee Benefit Trusts such as Provident Fund, Pension, Gratuity, Post Retirement Medical Benefit etc. He was the Team Lead for SAP - FICO group for about 4 years and also oversaw MM & HR module. Shri Vishweshwar was also appointed as nominee Director on the Board of 5 diverse JV/Subsidiary companies of IOCL. He was also the member of the IFSCA constituted Expert Committee on positioning GIFT IFSC as Global Commodity Trading Hub and convenor of the Asset Monetization Industry Group (AMIG) constituted under MoPNG.

Shri RVN Vishweshwar 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 Vishweshwar

Shri Vishweshwar does not hold directorship and the membership of the Committees of other 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. Shri Vishweshwar has attended all ten Board meetings held during his tenure in FY 2025-26.

Shri Vishweshwar 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 Vishweshwar, 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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