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 एवेन्यु
1, Ashutosh Chowdhury Avenue
पो॰बॉ॰सं॰ P.B. NO. 10224
कोलकाता KOLKATA - 700 019

No. HCL/ SCY/SE/ 2026 27.05.2026

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

Sir / Madam,

Sub: Secretarial Compliance Report for the year ended on 31.03.2026

Pursuant to Regulation 24A of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, Secretarial Compliance Report of Hindustan Copper Ltd for the year ended 31.03.2026 issued by M/s S Basu & Associates, Practicing Company Secretaries is enclosed for information and record please.

Thanking you,

Yours faithfully,

MRITUNJAY KUMAR DEV
Digitally signed by MRITUNJAY KUMAR DEV
Date: 2026.05.27 14:36:24 +05'30'

(Mritunjay Kumar Dev)
Company Secretary &
Compliance Officer

Encl: As stated

Saurabh Basu
ACS, ACMA, MBA (Fin)
Practising Company Secretary
Insolvency Professional

S BASU & ASSOCIATES
Company Secretaries
Code No.- S2017WB456500
10/6/2 Raja Rammohan Roy Road,
3rd Floor, Kolkata - 700008

Date:26.05.2026

To
The Company Secretary,
Hindustan Copper Limited,
Tamra Bhavan,
1 Ashutosh Chowdhury Avenue,
Kolkata 700019

Dear Sir,

Sub: Annual Secretarial Compliance Report of Hindustan Copper Limited for the financial year ended 31.03.2026

We have conducted the review of the compliance of the applicable statutory provisions and the adherence to good corporate governance practices by **HINDUSTAN COPPER LTD** (hereinafter referred to as 'the listed entity / HCL') bearing CIN:**L27201WB1967GOI028825** having its Registered Office at 'Tamra Bhavan', 1 Ashutosh Chowdhury Avenue, Kolkata 700019, whose Equity Shares are listed on National Stock Exchange of India (NSE) and BSE Limited (BSE) pursuant to Regulation 24A of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended read with SEBI Circular No CIR/CFD/CMD1/27/2019 dated February 08, 2019 and SEBI/HO/CFD /PoD2/CIR/P/2023/120 dated July 11, 2023, SEBI Master Circular No HO/49/14/14(7)2025-CFD-POD2/I/3762/2026 dated January 30, 2026 to issue the Annual Secretarial Compliance Report thereon.

Secretarial Review was conducted in a manner that provided us a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing our opinion thereon.

Our Audit was conducted in accordance with Guidance Note on Annual Secretarial Compliance Report issued by the Institute of Company Secretaries of India and in a manner which involved such examinations and verifications as considered necessary and adequate for the said purpose.

Based on our verification of the listed entity's books, papers, minutes books, forms and returns filed and other records maintained by the listed entity and also the information provided by the listed entity, its officers, agents and authorized representative(s) during the conduct of Secretarial Review, we hereby report that in our opinion, the listed entity has, during the review period covering the Financial Year ended on March 31, 2026, complied with the statutory provisions listed hereunder and also that the listed entity has proper Board process and compliance mechanism in place to the extent, in the manner and subject to the reporting made hereinafter.

Thanking You

Yours faithfully

For S Basu & Associates , Company Secretaries
Firm Registration No : S2017WB456500

Saurabh Basu
Practising Company Secretary
ACS: 18686 ; C.P.: 14347
Peer Review No : 7404/2025

Phone : 9830063501 / 9433443501 • Email : zbasu@rediffmail.com, pcs.saurabhbasu@gmail.com
www.cssbasu.com

Annual Secretarial Compliance Report of HINDUSTAN COPPER LTD for the financial year ended 31.03.2026

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

We, S **Basu & Associates**, Practicing Company Secretaries have examined:

a. All the documents and records made available to us and explanation provided by **Hindustan Copper Limited** ("the listed entity / HCL");

b. The filings/submissions made by the listed entity to the stock exchanges,

c. Website of the listed entity;

d. Any other document/filing, as may be relevant, which has been relied upon to make this certification,

for the financial year ended 31.03.2026 ("Review Period") in respect of compliance with the provisions of:

a. the Securities and Exchange Board of India Act, 1992 ("SEBI Act") and the Regulations, circulars, guidelines issued thereunder; and

b. the Securities Contracts (Regulation) Act, 1956 ("SCRA"), rules made thereunder and the Regulations, circulars, guidelines issued thereunder by the Securities and Exchange Board of India ("SEBI");

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

a. Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (hereinafter referred to as 'SEBI LODR, 2015');

b. Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018;

c. Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;

d. Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018;

S. Basu & Associates Co. M. No. ACS 18686 C.P. No. 14347 Company Secretaries

e. Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021;

f. Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations, 2021;

g. Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;

h. Securities and Exchange Board of India (Depositories and Participant) Regulations, 2018;

i. Securities and Exchange Board of India (Delisting of Equity Shares) (Amendment) Regulation, 2021

j. Securities and Exchange Board of India (Investor Protection and Education Fund) Regulations, 2009;

k. Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client to the extent of Securities issued.

and circulars/guidelines issued thereunder the aforesaid Regulations to the extent applicable to the Company.

S. Basu & Associates ★ Company Secretaries ★ M No. ACS 18686 CP No. 13347

Based on the above examination, we hereby report that, during the Review Period:

a. The listed entity has complied with the provisions of the above Regulations and circulars/guidelines issued thereunder, except in respect of matters specified below:

Sr. No	Compliance Requirement (Regulations/ Circulars/ Guidelines including specific clause)	Regulation /Circular No.	Deviations	Action Taken by	Type of Action Advisory/ Clarification/Fine/ Show Cause Notice/ Warning, Etc.	Details of Violation	Fine Amount	Observations/Remarks of the Practicing Company Secretary	Management Response	Remarks
1.	Regulation 17(1) a) Since the Company has an executive director as Chairperson, at least 50% of the board of directors should comprise of independent directors. b) Top 1000 listed entity shall have atleast one independent woman director	Regulation 17(1) of SEBI LODR, 2015	Non-compliance with the requirements pertaining to the composition of the Board of Directors.	BSE and NSE	Imposition of fine	(a) The number of Independent Directors on the Board of HCL was less than 50% of the Board of HCL from 01.04.2025 to 31.03.2026. (b) HCL did not have minimum required one Independent Woman Director on its Board from	Fine of Rs.21,53,500 /- was imposed by both BSE and NSE each during the Financial Year 2025-26 (i.e. for Q4 of FY 2024-25, Q1, Q2 and Q3 of FY 2025-26)	(a) The number of Independent Directors on the Board of HCL was less than 50% of the Board of HCL from 01.04.2025 to 31.03.2026. (b) HCL did not have minimum required one Independent Woman Director on its Board from 01.04.2025 to 31.03.2026.	HCL, being a Government Company and in terms of its Articles of Association, appointment of all Directors on its Board is done by the President of India through orders issued by the Ministry of Mines, Government of India. The Company has no role to play in the	None

S. Basu & Associates Company Secretaries M.No. ACS 18686 CP. No. 14347

	on its board. (c) The board of directors of the top 2000 listed entities should comprise of not less than six directors.					01.04.2025 to 31.03.2026. (c) The Board of HCL did not have minimum required six directors from 01.06.2025 to 28.07.2025.		(c) The Board of HCL did not have minimum required six directors from 01.06.2025 to 28.07.2025. HCL, being a Government Company and in terms of its Articles of Association, appointment of all Directors on its Board is done by the President of India through orders issued by the Ministry of Mines, Government of India.	appointment process. The Company has requested the Ministry of Mines, Government of India to fill up the vacant posts of Directors and the matter is under consideration of the Government. Accordingly, HCL has requested both BSE and NSE for waiver of fine.	
2.	Composition of Committee: a. As per Regulation 18 Audit Committee should comprise of minimum 3 Directors as members with 2/3rd Independent	Regulations 18 and 19, of SEBI LODR, 2015	Non-compliance with the requirement pertaining to the constitution of Audit Committee and Nomination and Remuneration Committee, for the financial year 2025-2026	BSE and NSE	Imposition of fine	Non-compliance with the requirement pertaining to the constitution of Audit Committee and Nomination and Remuneration Committee, for the financial year 2025-2026	Fine of Rs.20,62,640 /- was imposed by both BSE and NSE each during the Financial Year 2025-26 (i.e. for Q4 of FY 2024-25, Q1, Q2 and Q3 of FY	Audit Committee and Nomination and Remuneration Committee was not constituted during the financial year 2025-2026 due to insufficient number of Intendent Directors.	Due to insufficient number of Independent Directors on the Board of HCL, agenda items required to be approved/ recommended by Audit	

S. Basu & Associates Company Secretaries M.No. ACS 18686 C.P. No 14587

	Directors. Chairman to be Independent Director. b. As per Regulation 19 Nomination and Remuneration Committee should comprise of 3 or more non-executive Directors with at least 2/3rd Independent and Chairman to be Independent Director.						2025-26)		Committee and Nomination and Remuneration Committee is being directly put up before the Board till appointment of requisite number of Independent Directors on the Board of HCL.	

b. The listed entity has taken the following actions to comply with the observations made in previous reports:

Sr. No.	Observations/Remarks of the Practicing Company Secretary in the previous reports	Observations made in the secretarial compliance report for the year ended	Compliance Requirement (Regulations /circulars/ guidelines including specific clause)	Details of violation/ deviations and actions taken/penalty imposed, if any, on the listed entity	Remedial actions, if any, taken by the listed entity	Comments of the PCS on the actions taken by the listed entity
1	(a) The number of Independent Directors on	31.03.2025	a) Since the Company has	(a) The number of Independent Directors	HCL, being a Government Company and in terms of its	The Company is following up the matter with the Administrative

S. Basu & Associates
M No. ACS 12686
CP No 14347
Company Secretaries

	the Board of HCL was less than 50% of the Board of HCL from 01.04.2024 to 31.03.2025. (b) HCL did not have minimum required one Independent Woman Director on its Board from 22.03.2025 to 31.03.2025. (c) The Board of HCL did not have minimum required six directors from 03.11.2024 to 31.03.2025. HCL, being a Government Company and in terms of its Articles of Association, appointment of all Directors on its Board is done by the President of India through orders issued by the Ministry of Mines, Government of India.		an executive director as Chairperson, at least 50% of the board of directors should comprise of independent directors. b) Top 1000 listed entities should have at least one Independent Woman Director on its Board. (c) The board of directors of the top 2000 listed entities should comprise of not less than six directors.	on the Board of HCL was less than 50% of the Board of HCL from 01.04.2024 to 31.03.2025. (b) HCL did not have minimum required one Independent Woman Director on its Board from 22.03.2025 to 31.03.2025. (c) The Board of HCL did not have minimum required six directors from 03.11.2024 to 31.03.2025.	Articles of Association, appointment of all Directors on its Board is done by the President of India through orders issued by the Ministry of Mines, Government of India. The Company has no role to play in the appointment process. The company has requested the Ministry of Mines, Government of India to fill up the vacant posts of Directors and the matter is under consideration of the Government. Accordingly, HCL has requested both BSE and NSE for waiver of fine.	Ministry. However, the non - compliance is recurring on a regular basis.

S. Basu & Associates
M. No. ACS 18686
CP No 14347
Company Secretaries

2	Due to insufficient number of Independent Directors on the Board of HCL, the composition of Audit Committee and Nomination and Remuneration Committee was not as per Regulation 18 and 19 respectively of SEBI LODR, 2015 from 03.11.2024 to 31.03.2025 and the composition of Stakeholders Relationship Committee and Risk Management Committee was not as per Regulation 20 and 21 respectively of SEBI LODR, 2015 from 22.03.2025 to 31.03.2025.	31.03.2025	Composition of Audit Committee: (a) As per Regulation 18 Audit Committee should comprise of minimum 3 Directors as members with 2/3rd Independent Directors. Chairman to be Independent Director. (b) As per Regulation 19 Nomination and Remuneration Committee should comprise of 3 or more non-executive Directors with at least 2/3rd Independent and Chairman to be	Due to insufficient number of Independent Directors on the Board of HCL, the composition of Audit Committee and Nomination and Remuneration Committee was not as per Regulation 18 and 19 of SEBI LODR, 2015 from 03.11.2024 to 31.03.2025 and the composition of Stakeholders Relationship Committee and Risk Management Committee was not as per Regulation 20 and 21 of SEBI LODR, 2015 from 22.03.2025 to 31.03.2025.	HCL, being a Government Company and in terms of its Articles of Association, appointment of all Directors on its Board is done by the President of India through orders issued by the Ministry of Mines, Government of India. The Company has no role to play in the appointment process. The company has requested the Ministry of Mines, Government of India to fill up the vacant posts of Directors and the matter is under consideration of the Government. Accordingly, HCL has requested both BSE and NSE for waiver of fine.	The Company is following up the matter with the Administrative Ministry. However, the non - compliance is recurring on a regular basis.

S. Basu & Associates Company Secretaries M. No. ACS 18686 C.P. No 14347

			Independent Director. (c) As per Regulation 20 Stakeholders Relationship Committee should consist of minimum 3 directors, with at least 1 being an Independent Director. (d) As per Regulation 21 Risk Management Committee should consist of minimum 3 Members with majority of them being Members of the Board, including at least 1 Independent Director.			

S. Basu & Associates
M.No. ACS 18686
C.P. No 14347
Company Secretaries

c. We hereby report that, during the review period the compliance status of the listed entity with the following requirements:

Sr. No.	Particulars	Compliance Status (Yes/No/NA)	Observations/Remarks by PCS
1.	**Secretarial Standards:** The compliances of the listed entity are in accordance with the applicable Secretarial Standards (SS) issued by the Institute of Company Secretaries of India (ICSI).	Yes	None
2.	**Adoption and timely updation of the Policies:** • All applicable policies under SEBI Regulations are adopted with the approval of Board of Directors of the listed entities. • All the policies are in conformity with SEBI Regulations and have been reviewed & timely updated, as per the regulations/circulars /guidelines issued by SEBI	Yes	None
3.	**Maintenance and disclosures on Website:** • The listed entity is maintaining a functional website • Timely dissemination of the documents/information under a separate section on the website • Web-links provided in annual corporate governance reports under Regulation 27(2) are accurate and specific which re-directs to the relevant document(s)/section of the website	Yes	None

S. Basu & Associates
M. No. ACS 18686
CP No 14347
Company Secretaries

4.	**Disqualification of Director:** None of the Director(s) of the Company is/are disqualified under Section 164 of Companies Act, 2013	Yes	None
5.	**Details related to Subsidiaries of listed entities:** a) Identification of material subsidiary companies b) Requirements in respect to disclosure of material as well as other subsidiaries.	Yes	The Company have no material subsidiary
6.	**Preservation of Documents:** The listed entity is preserving and maintaining records as prescribed under SEBI Regulations and disposal of records as per Policy of Preservation of Documents and Archival policy prescribed under the LODR Regulations	Yes	None
7.	**Performance Evaluation:** The listed entity has conducted performance evaluation of the Board, Independent Directors and the Committees at the start of every financial year as prescribed in SEBI Regulations.	NA	Ministry of Corporate Affairs (MCA) vide General Circular dated 5.6.15 has exempted Government Companies from the provisions related to performance evaluation but not SEBI. Further Department of Public Enterprises (DPE) has already laid down a mechanism for Performance evaluation of all functional Directors. The Central Government through its administrative ministry carries out the performance evaluation of all the Directors including Independent Directors.

Basu & Associates ★ Company Secretaries ★

8.	**Related Party Transactions:** **(a)** The listed entity has obtained prior approval of Audit Committee for all Related Party transactions; **(b)** In case no prior approval obtained, the listed entity shall provide detailed reasons along with confirmation whether the transactions were subsequently approved/ratified/rejected by the Audit Committee.	Yes	None
9.	**Disclosure of events or information:** The listed entity has provided all the required disclosure(s) under Regulation 30 along with Schedule III of the LODR Regulations within the time limits prescribed thereunder.	Yes	None
10.	**Prohibition of Insider Trading:** The listed entity is in compliance with Regulation 3(5) & 3(6) SEBI (Prohibition of Insider Trading) Regulations, 2015.	Yes	None
11.	**Actions taken by SEBI or Stock Exchange(s), if any:** Actions taken against the listed entity/ its promoters/ directors/ subsidiaries either by SEBI or by Stock Exchanges (including under the Standard Operating Procedures issued by SEBI through various circulars) under SEBI Regulations and circulars/guidelines issued thereunder (or) The actions taken against the listed entity /its promoters/directors/subsidiaries either by SEBI or by Stock Exchanges are specified in the last column	YES Notices have been issued by BSE and NSE for non-compliance under Regulation 17,18,19,20 and 21 under SEBI LODR, 2015 and fines have been levied on the company for the same.	No action taken by the SEBI or Stock Exchange(s) during the period under review except for the levy of fines by the Stock Exchanges for the non-compliance under Regulation 17,18,19,20 and 21 regarding non-appointment of requisite number of Independent Directors.

S. Basu & Associates
M.No. ACS 18686
C.P. No 14917
Company Secretaries

12.	**Resignation of Statutory Auditors from the Listed Entity or its material subsidiaries:** In case of resignation of statutory auditor from the listed entity or any of its material subsidiaries during the financial year, the listed entity and/or its material subsidiary(ies) has/have complied with paragraph 6.1 and 6.2 of section V-D of chapter V of the Master Circular on compliance with the provisions of the LODR Regulations by listed entities	NA	No such event occurred
13.	**No Additional Non-compliances observed:** No additional non-compliance observed for any of the SEBI regulation/circular/guidance note etc., except as reported above	NA	Being a Central Public Sector, the Company has to follow some guidelines / circulars issued by the Government of India which may not be aligned with the SEBI LODR, 2015

S. Basu & Associates * Company Secretaries * M.No. ACS 18686 CP.No 14347

Assumptions & Limitation of Scope and Review:

1. Compliance of the applicable laws and ensuring the authenticity of documents and information furnished, are the responsibilities of the management of the listed entity.

2. Our responsibility is to certify based upon our examination of relevant documents and information. This is neither an audit nor an expression of opinion.

3. We have not verified the correctness and appropriateness of financial records and Books of Accounts of the listed entity.

4. This Report is solely for the intended purpose of compliance in terms of Regulation 24A (2) of the SEBI (Listed Obligations and Disclosure Requirements) Regulations, 2015 and is neither an assurance as to the future viability of the listed entity nor of the efficacy or effectiveness with which the management has conducted the affairs of the listed entity.

For S Basu & Associates
Company Secretaries
Firm Registration No : S2017WB456500

Place: Kolkata
Date: 26.05.2026

S. Basu & Associates
M. No. ACS 18686
CP. No. 14347
Company Secretaries

Saurabh Basu
Practising Company Secretary
ACS: 18686; C.P.: 14347
Peer Review No: 7404/2025
UDIN: A018686H000480831