

February 8, 2024

HZL/2024-SECY/

BSE Limited
Phiroze Jeejeebhoy Towers
Dalal Street, Fort
Mumbai - 400 001

National Stock Exchange of India Limited
“Exchange Plaza” Plot No C/1, G Block
Bandra Kurla Complex, Bandra (East)
Mumbai- 400051

Scrip Code: 500188

Trading Symbol: HINDZINC

Sub: Intimation under Regulations 30 and 30A of SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015 (“LODR”) read with Clause 5A, Para A, Part A, Schedule III of the LODR

Dear Sir/ Madam,

This is to inform that Hindustan Zinc Limited (“HZL”) received an intimation under Regulation 30A of the LODR read with Clause 5A, Para A, Part A, Schedule III of the LODR from Vedanta Resources Limited (as a related party of HZL) on February 7, 2024 at 9:21 PM (IST). (“**30A Intimation**”).

The information required to be disclosed by HZL pursuant to its obligations under Regulations 30 and 30A of the LODR read with Clause 5A, Para A, Part A, Schedule III of the LODR, subsequent to the receipt of the 30A Intimation, is enclosed herewith as **Annexure A**.

We request you to kindly take the above information on record.

Thanking you.

Yours sincerely,
For **Hindustan Zinc Limited**

Harsha Kedia
Company Secretary & Compliance Officer

ANNEXURE A

Disclosure under Regulations 30 and 30A of the LODR read with Clause 5A, Para A, Part A, Schedule III of the LODR and the circular no. SEBI/ HO/ CFD/ CFD-PoD-1/ P/ CIR/ 2023/ 123 issued by SEBI dated 13 July 2023

#	Particulars	Details								
(a)	<p>If the listed entity is a party to the agreement:</p> <p>i. Details of the counterparties (including name and relationship with the listed entity)</p>	<p>Hindustan Zinc Limited (“HZL”) is not a party to the facilities agreement dated December 13, 2023, as amended and restated by the amendment and restatement agreement dated January 25, 2024 (“Facilities Agreement”). Therefore, not applicable.</p> <p>It is further clarified that the restrictions (as set out in paragraph (g) below) are effective and applicable from the first Utilisation Date (as defined under the terms of the Facilities Agreement) which is February 5, 2024.</p>								
(b)	<p>If listed entity is not a party to the agreement:</p> <p>i. Name of the party entering into such an agreement and the relationship with the listed entity</p> <p>ii. Details of the counterparties to the agreement (including name and relationship with the listed entity)</p>	<p>The following entities are party to the Facilities Agreement:</p> <table border="1"> <thead> <tr> <th>Name of the Party</th> <th>Relationship with HZL</th> </tr> </thead> <tbody> <tr> <td colspan="2">Borrowers</td> </tr> <tr> <td>Vedanta Holdings Mauritius II Limited</td> <td> <p>It is a related party of HZL.</p> <p>It is classified as a member of the promoter group of Vedanta Limited, which is promoter of HZL.</p> </td> </tr> <tr> <td>Vedanta Resources Investments Limited</td> <td> <p>It is a related party of HZL.</p> <p>It is an indirect wholly-owned subsidiary of Vedanta Resources Limited (which is classified as a member of the promoter group of Vedanta Limited, which is promoter of HZL).</p> </td> </tr> </tbody> </table>	Name of the Party	Relationship with HZL	Borrowers		Vedanta Holdings Mauritius II Limited	<p>It is a related party of HZL.</p> <p>It is classified as a member of the promoter group of Vedanta Limited, which is promoter of HZL.</p>	Vedanta Resources Investments Limited	<p>It is a related party of HZL.</p> <p>It is an indirect wholly-owned subsidiary of Vedanta Resources Limited (which is classified as a member of the promoter group of Vedanta Limited, which is promoter of HZL).</p>
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		<p>Guarantors</p> <table border="1"> <tr> <td>Vedanta UK Holdings Limited</td> <td>It is a related party of HZL.</td> </tr> <tr> <td>Vedanta Resources Limited</td> <td>It is a wholly-owned subsidiary of Vedanta Resources Limited (which is classified as a member of the promoter group of Vedanta Limited, which is promoter of HZL).</td> </tr> <tr> <td>Twin Star Holdings Limited</td> <td rowspan="3">It is a related party of HZL.</td> </tr> <tr> <td>Welter Trading Limited</td> </tr> <tr> <td>Vedanta Holdings Mauritius II Limited</td> </tr> <tr> <td>Vedanta Resources Investments Limited</td> <td>It is classified as a member of the promoter group of Vedanta Limited, which is promoter of HZL.</td> </tr> <tr> <td>Vedanta Resources Investments Limited</td> <td>It is a related party of HZL. It is an indirect wholly-owned subsidiary of Vedanta Resources Limited (which is classified as a member of the promoter group of Vedanta Limited, which is promoter of HZL).</td> </tr> </table> <p>Mandated lead arranger and bookrunner</p> <table border="1"> <tr> <td>Standard Chartered Bank</td> <td>It is not a related party of or related to HZL.</td> </tr> </table> <p>Agent and security agent</p> <table border="1"> <tr> <td>Madison Pacific Trust Limited</td> <td>It is not a related party of or related to HZL.</td> </tr> </table> <p>Lenders</p> <table border="1"> <tr> <td>Arvo Investment Holdings S.A.R.L</td> <td rowspan="4">It is not a related party of or related to HZL.</td> </tr> <tr> <td>AMF-12 Holdings Limited</td> </tr> <tr> <td>Burlington Loan Management DAC</td> </tr> <tr> <td>Promontoria Holding 452 B.V</td> </tr> </table>	Vedanta UK Holdings Limited	It is a related party of HZL.	Vedanta Resources Limited	It is a wholly-owned subsidiary of Vedanta Resources Limited (which is classified as a member of the promoter group of Vedanta Limited, which is promoter of HZL).	Twin Star Holdings Limited	It is a related party of HZL.	Welter Trading Limited	Vedanta Holdings Mauritius II Limited	Vedanta Resources Investments Limited	It is classified as a member of the promoter group of Vedanta Limited, which is promoter of HZL.	Vedanta Resources Investments Limited	It is a related party of HZL. It is an indirect wholly-owned subsidiary of Vedanta Resources Limited (which is classified as a member of the promoter group of Vedanta Limited, which is promoter of HZL).	Standard Chartered Bank	It is not a related party of or related to HZL.	Madison Pacific Trust Limited	It is not a related party of or related to HZL.	Arvo Investment Holdings S.A.R.L	It is not a related party of or related to HZL.	AMF-12 Holdings Limited	Burlington Loan Management DAC	Promontoria Holding 452 B.V
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	iii. Date of entering into the agreement	<p>The Facilities Agreement was entered into on 13 December 2023 and was amended and restated by way of the amendment and restatement agreement dated January 25, 2024.</p> <p>The restrictions (as set out in paragraph (g) below) are effective and applicable from the first Utilisation Date (as defined under the terms of the Facilities Agreement) which is February 5, 2024.</p>				
(c)	Purpose of entering into the agreement	The Facilities Agreement has been entered into for the purpose of funding Vedanta Holdings Mauritius II Limited and Vedanta Resources Investments Limited to repay certain existing debt in accordance with the terms contained under the Facilities Agreement.				
(d)	Shareholding, if any, in the entity with whom the agreement is executed	HZL does not have any shareholding in any of the entities that are party to the Facilities Agreement				
(e)	Significant terms of the agreement (in brief)	<p>The Facilities Agreement has been entered into for an amount of USD 1.25 billion. The details of the parties to the Facilities Agreement (including the 'Borrowers', 'Guarantors' and 'Lenders') are as set out in paragraph (b) above.</p> <p>The Facilities Agreement provides for standard representations (such as necessary power and authority to execute and undertake actions as required, non-conflict with other obligations, etc.), warranties, covenants (including affirmative covenants, negative covenants and information covenants) which the Borrowers and Guarantors have agreed in order to provide protection to the Lenders.</p> <p>Customary to a transaction of such a nature, the Facilities Agreement includes standard events of default such as non-payment, insolvency and</p>				

#	Particulars	Details
		insolvency proceedings, unlawfulness and unenforceability, etc.
(f)	Extent and the nature of impact on management or control of the listed entity	No direct impact on the management or control of HZL.
(g)	Details and quantification of the restriction or liability imposed upon the listed entity	<p>No liabilities have been imposed on the listed entity.</p> <p>The quantification of the restrictions imposed on HZL by way of the Facilities Agreement is not ascertainable as they are in the nature of covenants.</p> <p>Pursuant to the terms of the Facilities Agreement, the Borrowers and Guarantors have agreed to ensure that HZL shall not undertake the following actions / activities unless permitted within the parameters of the Facilities Agreement and / or with the consent of the requisite Lenders in: (i) (subject to the carve-outs specified under the Facilities Agreement) the creation of security over assets of HZL; (ii) (subject to the carve-outs specified under the Facilities Agreement) the sale, transfer and disposal of assets of HZL which are not in the ordinary course; (iii) investment in or acquisition of material assets / business / shares by HZL in each case, which are assets / businesses not associated with mining, metals, coal, oil and gas exploration and/or production, infrastructure, power or energy industries; (iv) (subject to the carve-outs specified under the Facilities Agreement) any merger of HZL; (v) amendment of the constitutional documents such that it affects the rights of the Lenders or has a material adverse effect under the Facilities Agreement; (vi) (subject to the provisions of the Facilities Agreement) creation of a restriction on distributions; and (vii) (subject to the provisions of the Facilities Agreement) grant of a loan to or guarantee of any indebtedness of the promoter or any affiliate.</p>
(h)	Whether, the said parties are related to promoter / promoter group / group companies in any manner. If yes, nature of relationship;	Please refer to our response to paragraphs (b)(i) and (b)(ii) above.

#	Particulars	Details
(i)	Whether the transaction would fall within related party transactions? If yes, whether the same is done at "arm's length"	No. The Facilities Agreement does not classify as a related party transaction under the LODR for HZL.
(j)	In case of issuance of shares to the parties, details of issue price, class of shares issued	Not applicable.
(k)	Any other disclosures related to such agreements, viz., details of nominee on the board of directors of the listed entity, potential conflict of interest arising out of such agreements, etc.	Not applicable.
(l)	In case of rescission, amendment or alteration, listed entity shall disclose additional details to the stock exchange(s): i. name of parties to the agreement; ii. nature of the agreement; iii. date of execution of the agreement; iv. details and reasons for amendment or alteration and impact thereof (including impact on management or control and on the restriction or liability quantified earlier); v. reasons for rescission and impact thereof (including impact on management or control and on the restriction or liability quantified earlier).	Not applicable.