

HZL/2023-SECY/

March 09, 2023

BSE Limited
P.J. Towers, Dalal Street,
Mumbai - 400001

Kind Attn: - General Manager,
Dept. of Corporate Services

Scrip Code: 500188

National Stock Exchange of (India) Ltd.
“Exchange Plaza”
Bandra-Kurla Complex,
Mumbai – 400051
Kind Attn:- Head - Listing & Corporate
Communications

Trading Symbol: HINDZINC-EQ

Dear Sir(s),

Sub: - Intimation of Postal Ballot Notice

We enclose herewith a copy of the Postal Ballot Notice dated January 19, 2023, along with the Statement pursuant to Section 102 of the Companies Act, 2013 (‘Notice’) of Hindustan Zinc Limited (‘the Company’) seeking approval of the Members of the Company on the following special business through Ordinary Resolution, by way of Postal Ballot:

| Sr. No. | Description of the Ordinary Resolution |
|----------------|--|
| 1 | To appoint Mrs. Priya Agarwal (DIN 05162177), as a Non- executive Director on the board of the Company |

In accordance with various General Circular General Circular Nos. 14/2020 dated April 8, 2020 and 17/2020 dated April 13, 2020 read with other relevant circulars, including General Circular Nos. 10/2021 dated June 23, 2021 and 20/2021 dated December 8, 2021, 3/2022 dated May 5, 2022 and 11/2022 dated December 28, 2022 issued by the Ministry of Corporate Affairs, Government of India (the "MCA Circulars"), this Notice is being sent only through electronic mode to those members whose e-mail addresses are registered with the Company/Depositories/RTA and whose names are recorded in the Register of Members of the Company or in the Register of Beneficial Owners maintained by the Depositories as on Friday, March 03, 2023. (‘Cut-off date’). Accordingly, physical copy of the Notice along with Postal Ballot Form and pre-paid business reply envelope is not being sent to the Members.

The Company has engaged the services of National Securities Depository Limited (‘NSDL’) to provide remote e-voting facility to its members. The remote e-voting period commences on Friday, March 10, 2023 at 10:00 a.m. (IST) and ends on Saturday, April 08, 2023 at 5:00 p.m. (IST). The e-voting module shall be disabled by NSDL thereafter. Voting rights of the Members shall be in proportion to the number of shares held by them in the paid-up equity share capital of the Company as on Cut-off date. Please note that communication of assent or dissent of the Members would only take place through the remote e-voting system. The instructions for remote e-voting are provided in the Notice.

Hindustan Zinc Limited

Registered Office: Yashad Bhawan, Udaipur (Rajasthan) - 313 004
Tel.: (91-294)6604000-02, Fax: (91-294) 2427739
CIN: L27204RJ1966PLC001208, www.hzindia.com

The Postal Ballot Notice is also being made available on the website of the Company at <https://www.hzindia.com> and on the website of NSDL at www.evoting.nsdl.com.

This disclosure is being given pursuant to Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended.

We request you to kindly take the above on record.

Thanking You,
For **Hindustan Zinc Limited**

(R Pandwal)
Company Secretary

Encl: Postal Ballot Notice

Copy to:

National Securities Depository Ltd.

Trade World, A Wing, 4th & 5th Floors,
Kamala Mills Compound,
Lower Parel, Mumbai – 13

Central Depository Services (India) Limited

Marathon Futurex, A-Wing,
25th Floor, NM Joshi Marg,
Lower Parel, Mumbai – 13

KFin Technologies Private Limited

Selenium Tower B, Plot 31-32,
Gachibowli, Financial District,
Nanakramguda, Hyderabad –32

Hindustan Zinc Limited

Registered Office: Yashad Bhawan, Udaipur (Rajasthan) - 313 004
Tel.: (91-294)6604000-02, Fax: (91-294) 2427739
CIN: L27204RJ1966PLC001208, www.hzindia.com

HINDUSTAN ZINC LIMITED

Registered Office: Yashad Bhawan, Yashadgarh, Udaipur, Rajasthan -313004
Email: dhruvika.jain@vedanta.co.in, Tel: +912946604000-02, Fax: +912942427734
CIN: L27204RJ1966PLC001208, website: www.hzindia.com

NOTICE OF POSTAL BALLOT

Pursuant to Section 110 of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014, each as amended and applicable Circulars issued by the Ministry of Corporate Affairs, Government of India, from time to time.

| VOTING STARTS ON | VOTING ENDS ON |
|---|--|
| Friday, March 10, 2023 at 10:00 a.m.(IST) | Saturday, April 08, 2023 at 5:00 p.m.(IST) |

Dear Members,

Notice is hereby given that pursuant to the provisions of Section 110 and all other applicable provisions, if any, of the Companies Act, 2013 (**"the Act"**), read together with Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) (**"Rules"**), Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the **"SEBI Listing Regulations"**), General Circular Nos. 14/2020 dated April 8, 2020 and 17/2020 dated April 13, 2020 read with other relevant circulars, including General Circular Nos. 10/2021 dated June 23, 2021, 20/2021 dated December 8, 2021, 3/2022 dated 5th May, 2022 and 11/2022 dated 28th December, 2022 issued by the Ministry of Corporate Affairs, Government of India (**"MCA Circular"**), Secretarial Standard on General Meetings (**"SS-2"**) issued by the Institute of Company Secretaries of India and any other applicable law, rules and regulations (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), the resolution set out below is proposed as special business to be passed as Ordinary Resolution by the Members of Hindustan Zinc Limited (the **"Company"**) by means of **Postal Ballot**, only by way of remote e-voting (**"e-voting"**) process.

The proposed resolutions and the Explanatory Statement pursuant to Section 102(1) of the Act, read with Rules framed thereunder; setting out the material facts concerning the resolutions mentioned in this Postal Ballot Notice (**"Notice"**), are annexed hereto.

In terms of the requirements specified in the MCA Circulars, the Company is sending this Notice only in electronic form, to those Members whose e-mail addresses are registered with the Company/Depositories. Accordingly, physical copy of the Notice along with Postal Ballot Form and pre-paid business reply envelope is not being sent to the Members for this Postal Ballot. The communication of the assent or dissent of the Members would take place only through the remote e-voting system.

In compliance with Regulation 44 of the SEBI Listing Regulations and pursuant to the provisions of Sections 108 and 110 of the Act read with the Rules framed thereunder and the MCA Circulars, the manner of voting on the proposed resolutions is restricted only to e-voting i.e. by casting votes electronically instead of submitting postal ballot forms. The instructions for e-voting are appended to this Notice.

Members desiring to exercise their vote through the remote e-voting process are requested to carefully read the instructions indicated in this Notice and record their assent (**"FOR"**) or dissent (**"AGAINST"**) on the proposed resolutions through the e-voting process not later than 5:00 p.m. (IST) on Saturday, April 08, 2023, failing which it will be considered that no reply has been received from the Member. The remote e-voting facility will be disabled by National Securities Depository Limited (hereinafter referred to as **"NSDL"** or **"Service Provider"**) immediately thereafter.

The Company has engaged the services of NSDL for facilitating e-voting to enable the Members to cast their votes electronically instead of dispatching postal ballot forms. In accordance with the MCA Circulars, the Company has made necessary arrangements with M/s. KFin Technologies Limited, Registrar and Share Transfer Agent (**"RTA"**) to enable the Members to register their e-mail address. Those Members who have

not yet registered their e-mail address are requested to register the same by following the procedure set out in this Notice. The postal ballot results will be submitted within 2 working days from conclusion of the e-voting period to the stock exchanges in accordance with the SEBI Listing Regulations.

SPECIAL BUSINESS: -

1. To appoint Mrs. Priya Agarwal (DIN 05162177), as a Non- executive Director and in this regard, to consider and if thought fit, to pass, the following resolution as an **Ordinary Resolution**:

“RESOLVED THAT pursuant to the provisions of Sections 149 and 152 read with all other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Appointment & Qualification of Directors) Rules, 2014, regulation 17 and other applicable regulations of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015("Listing Regulations"), relevant circulars issued by BSE Limited and National Stock Exchange of India Limited, subject to such approval, permission, consent, sanction, as may be required, under any other applicable laws and regulations (including any statutory modification(s) or re-enactment thereof for the time being in force) and Article 129 of the Articles of Association of the Company, Mrs. Priya Agarwal (DIN 05162177), who was appointed as Additional Director, is eligible for appointment and who has consented to act as a Director of the Company and in respect of whom the Company has received a notice in writing from a Member (Vedanta Limited dated January 16, 2023) under Section 160(1) of the Act proposing her candidature for the office of a Director, be and is hereby appointed as a Non-executive Director of the Company, liable to retire by rotation. As Director she is entitled to sitting fees and commission, as approved by the members in Annual General Meeting and as may be approved by the Board from time to time.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to do all such acts, deeds, matters and things and to take all such steps as it may in its absolute discretion deem necessary, proper or desirable to give effect to the resolution.”

By Order of the Board
For **Hindustan Zinc Limited**

Place: Udaipur
Date: January 19, 2023

Registered Office: Yashad
Bhawan, Yashadgarh, Udaipur,
Rajasthan -313004

Sd/-
R. Pandwal
Company Secretary
Membership No:9377

NOTES

1. An Explanatory Statement pursuant to Section 102(1) of the Companies Act, 2013 (“**the Act**”), read with Rule 22 of the Companies (Management and Administration) Rules, 2014 (“**Rules**”), each as amended, setting out the material facts relating to the aforesaid Resolution and the reasons thereof is annexed hereto and forms part of this Postal Ballot Notice (“**Notice**”).
2. In terms of the guidelines provided vide the MCA Circulars, the Company is sending this Notice only in electronic form to those Members, whose names appear in the Register of Members/List of Beneficial Owners as received from the Depositories/ Registrar and Transfer Agent (“**RTA**”) as on Friday, March 03, 2023 (“**Cut-Off Date**”) and whose e-mail addresses are registered with the Company/RTA/Depositories/Depository Participants (in case of electronic shareholding) or who will register their e-mail address in accordance with the process outlined in this Notice. The voting rights of the Members shall be in proportion to their share of the paid-up equity share capital of the Company as on the Cut-Off Date i.e. Friday, March 03, 2023.
3. Only those Members whose names are appearing in the Register of Members/List of Beneficial Owners as on the Cut-Off Date shall be eligible to cast their votes through postal ballot by remote e-voting.

It is however, clarified that all Members of the Company as on the Cut-Off Date (including those Members who may not have received this Notice due to non-registration of their e-mail addresses with the Company/RTA/Depositories) shall be entitled to vote in relation to the aforementioned Resolution in accordance with the process specified in this Notice.

4. A member cannot exercise his / her vote through proxy on postal ballot. However, the Body Corporates and institutional Members are entitled to appoint authorized representatives to cast their votes through e-voting. Body Corporates and institutional Members are required to send a scanned copy (PDF/JPG Format) of its Board or governing body Resolution/Authorization, etc., authorizing its representative to vote through remote e-voting to NSDL.
5. Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 (as amended), and the MCA Circulars the Company is providing facility of remote e-voting to its Members in respect of the business to be transacted. For this purpose, the Company has entered into an agreement with National Securities Depository Limited (NSDL) for facilitating voting through electronic means, as the authorized agency. The facility of casting votes by a member using remote e-voting system will be provided by NSDL. The detailed procedure with respect to remote e-voting is mentioned in note no. 16 of this Notice.
6. In line with the Ministry of Corporate Affairs (MCA) Circular No. 17/2020 dated April 13, 2020, the Postal Ballot Notice has been uploaded on the website of the Company at www.hzindia.com. The Notice can also be accessed from the websites of the Stock Exchanges i.e. BSE Limited and National Stock Exchange of India Ltd at www.bseindia.com and www.nseindia.com respectively and the same is also available on the website of NSDL (agency for providing the Remote e-Voting facility) i.e. www.evoting.nsdl.com.
7. The Board of Directors of the Company has appointed Mr. Manoj Maheshwari (M. No.: FCS 3355; CP No.: 1971) and in his absence Ms. Priyanka Agarwal (M. No.: FCS 11138; CP No.: 15021), as the Scrutinizer for conducting the postal ballot process in a fair and transparent manner.
8. The Scrutinizer will submit the results of the e-voting to the Chairman of the Company or any other authorized officer(s) of the Company after completion of the scrutiny of the e-voting. The results of the Postal Ballot along with the Scrutinizer's Report will also be displayed on the website of the Company at <https://www.hzindia.com>, on the website of NSDL at www.evoting.nsdl.com and RTA's website at

<https://evoting.kfintech.com/> and shall also be displayed at the Registered Office of the Company while simultaneously being communicated to National Stock Exchange of India Ltd and BSE Limited where the equity shares of the Company are listed. The proposed resolutions, if approved, will be taken as having duly passed on the last date specified for e-voting by the requisite majority of Members by means of Postal Ballot, i.e. Saturday, April 08, 2023.

9. The Results declared along with the Scrutinizer's Report shall be placed on the Company's website www.hzindia.com and on the website of NSDL www.evoting.nsdl.com immediately after the result is declared by the Chairman or any other person authorized by him, and the same shall be communicated to the Stock Exchanges, where the equity shares of the Company are listed. Subject to receipt of the requisite number of votes in favour of the resolutions, the resolutions shall be deemed to be passed on the last date specified for e-voting by the requisite majority of Members by means of Postal Ballot, i.e. Saturday, April 08, 2023. The results shall also be displayed on the notice board at the Registered Office of the Company.
10. Members desirous of inspecting the documents referred to in the Notice or Statement may send their requests to Ms. Dhruvika Jain at mail id dhruvika.jain@vedanta.co.in from their registered e-mail addresses mentioning their names, folio numbers/DP ID and Client ID, between the period Friday, March 10, 2023 to Saturday, April 08, 2023.
11. Members whose email address are not registered can register the same in the following manner:
 - a. Members holding share(s) in physical mode can register their e-mail ID on the Company's website i.e. www.hzindia.com
 - b. Members who have not registered their E-mail address and in consequence, the Notice could not be served, may temporarily get their E-mail address and mobile number provided with NSDL / Company.
 - c. Members holding share(s) in electronic mode are requested to register / update their e-mail address with their respective Depository Participants ("DPs") for receiving all communications from the Company electronically.
12. Information regarding Mrs. Priya Agarwal in terms of the Secretarial Standard 2 and Listing Regulations are detailed in the **Annexure-1** annexed hereto.
13. The Explanatory Statement in terms of the Secretarial Standard 2, the Act and Listing Regulations are detailed annexed thereto.
14. The Scrutinizer after scrutinizing the voting through remote e-voting shall, within statutory time period, make a consolidated scrutinizer's report of the votes cast in favour or against, if any and submit the report to the Chairperson or any person authorized by her. The Chairperson or the authorized person shall declare the results. The results declared shall be available on the website of the Company at <https://www.hzindia.com> and also on the website of Kfintech at <https://evoting.kfintech.com/> and NSDL and shall also be displayed on the notice board at the registered and corporate office of the Company.
15. In compliance with the provisions of Section 108 of the Act read with Rules made there under and Regulation 44 of the Listing Regulation, the Company is offering e-voting facility to all Members of the Company. A person, whose name is recorded in the Register of Members or in the Register of Beneficial Owners (in case of electronic shareholding) maintained by the Depositories as on the cut-off date i.e. March 03, 2023 only shall be entitled to avail the facility of remote e-voting. NSDL will be facilitating remote e-voting to enable the Members to cast their votes electronically. The Members can cast their vote online from 10.00 A.M. (IST) on Friday, March 10, 2023 to 5:00 P.M. (IST) on Saturday, April 08, 2023. At the end of Remote e-voting period, the facility shall forthwith be blocked.

16. THE INSTRUCTIONS FOR MEMBERS FOR REMOTE E-VOTING AREAS UNDER

The remote e-voting period begins on Friday, March 10, 2023 at 10:00 A.M. and ends on Saturday, April 08, 2023 at 5:00 P.M. The remote e-voting module shall be disabled by NSDL for voting thereafter. The Members, whose names appear in the Register of Members / Beneficial Owners as on the record date (cut-off date) i.e., March 03, 2023, may cast their vote electronically. The voting right of shareholders shall be in proportion to their share in the paid-up equity share capital of the Company as on the cut-off date, being March 03, 2023.

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 for Individual shareholders holding securities in demat mode

In terms of SEBI circular dated December 9, 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 advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

Login method for Individual shareholders holding securities in demat mode is given below:

| Type of shareholders | Login Method |
|---|--|
| Individual Shareholders holding securities in demat mode with NSDL. | <ol style="list-style-type: none"> 1. Existing IDeAS user can visit the e-Services website of NSDL Viz. https://eservices.nsd.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. 2. If you are not registered for IDeAS e-Services, option to register is available at https://eservices.nsd.com. Select “Register Online for IDeAS Portal” or click at https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp 3. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsd.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. 4. Shareholders/Members can also download NSDL Mobile App “NSDL Speede” facility by scanning the QR code mentioned below for |

| | |
|---|--|
| | <p>seamless voting experience.</p> <p>NSDL Mobile App is available on</p> <p> App Store  Google Play</p> <div style="display: flex; justify-content: space-around;">   </div> |
| <p>Individual Shareholders holding securities in demat mode with CDSL</p> | <ol style="list-style-type: none"> 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 Myeasi 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. 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. |
| <p>Individual Shareholders (holding securities in demat mode) login through their depository participants</p> | <p>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.</p> |

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 | Equity shareholders facing any technical issue in login can contact NSDL helpdesk by sending a request at to Ms. Prajakta Pawle at evoting@nsdl.co.in or call on : 022 - 4886 7000 and 022 - 2499 7000 [from 8:00 a.m. (IST) to 8:00 p.m. (IST)] |
| Individual Shareholders holding securities in demat mode with CDSL | Equity shareholders facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at +91-22-23058738 or +91-22-23058542-43 [from 10:00 a.m. (IST) to 6:30 p.m. (IST)] |

B) Login Method 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 use your existing password to login and cast your vote.
 - b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the ‘initial password’ which was communicated to you. Once you retrieve your ‘initial password’, you need to enter the ‘initial password’ and the system will force you to change your password.
 - c) How to retrieve your ‘initial password’?
 - (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.co.in 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 on NSDL e-Voting system.

How to cast your vote electronically 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.
2. Select "EVEN" of company for which you wish to cast your vote during the remote e-Voting period.
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.

General Guidelines for shareholders

1. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to Mr. Manoj Maheshwari cs.vmanda@gmail.com with a copy marked to evoting@nsdl.co.in. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) 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.
2. 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.

3. 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 toll free no.: : 022 - 4886 7000 and 022 - 2499 7000 [from 8:00 a.m. (IST) to 8:00 p.m. (IST)] or send a request to Ms. Pallavi Mhatre at evoting@nsdl.co.in

Process for those shareholders whose email ids are not registered with the depositories 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 dhruvika.jain@vedanta.co.in.
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 dhruvika.jain@vedanta.co.in. 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 for Individual shareholders holding securities in demat mode.**
3. Alternatively shareholder/members may send a request to evoting@nsdl.co.in for procuring user id and password for e-voting by providing above mentioned documents.
4. In terms of SEBI circular dated December 9, 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.

Explanatory Statement Pursuant to Section 102 (1) of the Companies Act, 2013 (“the Act”)

ITEM NO.1

The following Statement sets out all material facts relating to the Special Business mentioned in the accompanying Notice.

As per SEBI Listing Regulation 17(1C) Ms. Priya Agarwal as a Director requires shareholders’ approval at the next general meeting or within a time period of three months from the date of appointment, whichever is earlier by way of ordinary resolution. Accordingly, the approval of the shareholders’ is sought through postal ballot.

Ms. Priya Agarwal (DIN: 05162177) was appointed by the Board of Directors in its meeting held on January 19, 2023 as an Additional Director in terms of Section 161(1) of the Companies Act, 2013.

Ms. Agarwal brings with her experience in Public Relations with Ogilvy & Mather and in Human Resources with Korn Ferry International. She has done B.Sc. Psychology with Business Management from the University of Warwick in the UK. She anchors CSR, PR & Communications for the Group.

The Board of Directors on January 19, 2023, on the recommendation of the Nomination and Remuneration Committee considering her diversified experience, approved the appointment of Ms. Priya Agarwal as Additional Director of the Company, liable to retire by rotation.

Ms. Priya Agarwal is not disqualified from being appointed as a Director in terms of Section 164 of the Act, nor debarred from holding the office of director by virtue of any SEBI order or any other such authority and has given her consent in form DIR-2, pursuant to Rule 8 of Companies (Appointment & Qualification of Directors) Rules, 2014 for the said appointment. Accordingly, Shareholder’s approval is sought for appointment of Ms. Priya Agarwal as Non-Executive Director with effect from January 19, 2023.

Pursuant to Section 160 of the Act, the Company has received notice in writing from a member proposing the candidature of Ms. Priya Agarwal for appointment.

In terms of Section 2(77) of the Companies Act, 2013 read with Rule 4 of The Companies (Specification of definition details) Rules, 2014, save and except Ms. Priya Agarwal and her relatives, to the extent of their shareholding interest, if any, in the Company, none of the other Directors/KMP and their relatives except as mentioned earlier are in any way, concerned or interested, financially or otherwise, in the Resolution set out at Item No. 1. The Board of Directors accordingly recommends the resolution as set out at Item No.1 of the Notice for the approval of the Members as an Ordinary Resolution.

Annexure-1

Information of Director seeking appointment pursuant to Regulation 36(3) of SEBI (Listing Obligation and Disclosure Requirements) Regulation 2015, in accordance with the Companies Act, 2013 and Secretarial Standards, as on the date of Notice.

| | | | | |
|---|---|------------------------|--|--|
| Name | Mrs. Priya Agarwal | | | |
| Date of birth | 10 th August 1989 | | | |
| Age | 33 | | | |
| DIN | 05162177 | | | |
| Qualification | B.Sc Psychology with Business Management from University of Warwick of UK | | | |
| Brief resume/ Experience (including expertise in specific functional area) | <p>Mrs. Priya Agarwal is deeply passionate about the environment and sustainability and has been playing a crucial role in strengthening Vedanta's ESG practices. Under her leadership, Vedanta has put in place a comprehensive framework to be the ESG leader in the natural resources sector.</p> <p>She is passionate about child nutrition and gender neutrality and is leading a variety of CSR initiatives under the Anil Agarwal Foundation, which impacts the lives of more than 4.23 crore people at the grassroots level. The Foundation has pledged Rs. 5,000 crore over the next five years on various social impact programmes.</p> <p>Under her leadership, Vedanta has modernised over 3,300 anganwadis across the country through its flagship project, "Nand Ghar", which aims to ensure that women and children get the right opportunities even in the remotest parts of the country.</p> <p>She is also leading a state-of-the-art animal welfare project – The Animal Care Organisation (TACO) of Vedanta. This project will bring leading academicians, veterinarians and communities together to create a holistic ecosystem for animal care in India. She is the founder of YODA – an animal welfare organisation.</p> <p>She has experience in Public Relations with Ogilvy & Mather and in Rediffusion Y&R. She has completed B.Sc. in Psychology and Business Management from the University of Warwick in the UK</p> | | | |
| Shareholding in the Company (including shareholding as Beneficial Owner) | NIL | | | |
| Directorship in other companies other than Hindustan Zinc Limited and foreign companies | <ol style="list-style-type: none"> Vedanta Limited Anil Agarwal Foundation | | | |
| Membership / Chairmanship of Committees of the other Company's Board | | Name of Company | Type of Committees | Position held Chairman / Member |
| | 1 | Vedanta Limited | ESG Committee Corporate Social Responsibility Committee | Member Member |
| Listed entities from which the person has resigned in the past three years | NIL | | | |
| Skills and capabilities required for the role and the manner in which the | Leadership | | | |

| | |
|--|--|
| proposed person meets such requirements | |
| Relationship with other Directors / Key Managerial Personnel/ Managers | There is no inter se relationship between Mrs. Priya Agarwal, with other members of the Board and Key Managerial Personnel of the Company. |
| Date of first appointment on the Board | January 19, 2023 |
| Terms and conditions of appointment/ reappointment | Non- Executive director liable to retire by rotation |
| Remuneration last drawn (including sitting fees, if any) | Nil |
| Remuneration proposed to be paid | Mrs. Priya Agarwal is entitled to sitting fees and commission as approved by the members in 56 th Annual General Meeting held on August 08, 2022 and as may be determined by the Board from time to time. |
| No. of meetings of the Board attended during the year | 1 till date |

By Order of the Board
For **Hindustan Zinc Limited**

Place: Udaipur
Date: January 19, 2023

Registered Office: Yashad
Bhawan, Yashadgarh, Udaipur,
Rajasthan -313004

Sd/-
R. Pandwal
Company Secretary
Membership No:9377