

HZL/2022-SECY/

September 30, 2022

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

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

Scrip Code: 500188

Dear Sir(s),

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

Trading Symbol: HINDZINC-EQ

Sub: - Intimation of Postal Ballot Notice

We enclose herewith a copy of the Postal Ballot Notice dated August 24, 2022, 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 Special Resolution, by way of Postal Ballot:

Sr. No.	Description of the Special Resolution
1	To Appoint Mr. Kannan Ramamirtham (DIN: 00227980) as an Independent 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 and 3/2022 dated May 5, 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, September 23, 2022. (‘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 Saturday, October 01, 2022 at 10:00 a.m. (IST) and ends on Sunday, October 30, 2022 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.hzlindia.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.hzlindia.com

HINDUSTAN ZINC LIMITED

Registered Office: Yashad Bhawan, Yashadgarh, Udaipur, Rajasthan -313004
Email: dhruvika.jain@vedanta.co.in, Tel: +91 294 6604000-02, Fax: +91 294 2427734
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
Saturday, October 01, 2022 at 10:00 a.m. (IST)	Sunday, October 30, 2022 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 and 20/2021 dated December 8, 2021 issued by the Ministry of Corporate Affairs, Government of India (‘MCA Circulars’), 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 Special 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 resolution and the Explanatory Statement pursuant to Section 102(1) of the Act, read with Rules framed thereunder; setting out the material facts concerning the resolution 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 resolution 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 resolution through the e-voting process not later than 5:00 p.m. (IST) on Sunday, October 30, 2022, 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 evoting period to the stock exchanges in accordance with the SEBI Listing Regulations.

SPECIAL BUSINESS: -

- 1. To Appoint Mr. Kannan Ramamirtham (DIN: 00227980) as an Independent Director on the board of the Company and in this regard, to consider and if thought fit, to pass, the following resolution as an Special Resolution:**

“RESOLVED THAT Mr. Kannan Ramamirtham (DIN: 00227980) who was appointed as an Additional Director of the Company effective September 01, 2022, by the Board of Directors on recommendation of Nomination and Remuneration Committee, in terms of Section 161 of the Companies Act, 2013 (‘Act’) read with Article 129 of the Articles of Association of the Company and who 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 under Section 160(1) of the Act proposing his candidature for the office of a Director, be and is hereby appointed as a Director of the Company.

RESOLVED FURTHER THAT pursuant to the provisions of Sections 149, 150, 152 read with Schedule IV and other applicable provisions of the Act (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), the Companies (Appointment and Qualification of Directors) Rules, 2014, as amended and Regulation 17 and other applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (‘SEBI Listing Regulations’), as amended, and the Articles of Association of the Company, Mr. Kannan Ramamirtham, who meets the criteria for independence as provided in Section 149(6) of the Act and Rules framed thereunder and Regulation 16(1)(b) of the SEBI Listing Regulations, and who has submitted a declaration to that effect, be and is hereby appointed, as an Independent Director of the Company, not liable to retire by rotation, for a term of 1 (one) year commencing from September 01, 2022 to August 31, 2023.”

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**

Sd/-

R. Pandwal
Company Secretary
Membership No:9377

Place: Udaipur
Date: August 24, 2022

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

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, September 23, 2022 (‘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, September 23, 2022.
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. Pursuant to the Circular No. 14/2020 dated April 08, 2020 and Circular No. 2/2022 dated May 05, 2022 , issued by the Ministry of Corporate Affairs, the facility to appoint proxy to cast vote for the members is not available. However, the Body Corporates are entitled to appoint authorized representatives to cast their votes through e-voting. Corporate 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 Circulars issued by the Ministry of Corporate Affairs dated April 08, 2020, April 13, 2020 and May 05, 2020 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. 15 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 www1.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, Practicing Company Secretary (Membership No. FCS: 3355; CP No.: 1971), Partner of M/s. V.M. & Associates, Company Secretaries, 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 evoting. 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 resolution, 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. Sunday, October 30, 2022.

9. The Results declared along with the Scrutinizer's Report shall be placed on the Company's website www.hzlindia.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 resolution, the resolution 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. Sunday, October 30, 2022 . 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 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, September 30, 2022 to Sunday, October 30, 2022.
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.hzlindia.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 Mr. Kannan Ramamirtham n terms of the Secretarial Standard 2 and Listing Regulations are detailed in the **Annexure-1** annexed hereto.
13. 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.hzlindia.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.
14. 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. September 23, 2022 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 Saturday, October 01, 2022 to 5:00 P.M. (IST) on Sunday, October 30, 2022). At the end of Remote e-voting period, the facility shall forthwith be blocked.

15. THE INSTRUCTIONS FOR MEMBERS FOR REMOTE E-VOTING ARE AS UNDER (Will be Updated)

The remote e-voting period begins on Saturday, October 01, 2022 at 10:00 A.M. and ends on Sunday, October 30, 2022 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. September 23, 2022, 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 September 23, 2022.

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 seamless voting experience.

	<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"> Existing users who have opted for Easi / Easiest, they can login through their user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi / Easiest are https://web.cdslindia.com/myeasi/home/login or www.cdslindia.com and click on New System Myeasi. After successful login of Easi/Easiest the user will be also able to see the E Voting Menu. The Menu will have links of e-Voting service provider i.e. NSDL. Click on NSDL to cast your vote. If the user is not registered for Easi/Easiest, option to register is available at https://web.cdslindia.com/myeasi/Registration/EasiRegistration Alternatively, the user can directly access e-Voting page by providing demat Account Number and PAN No. from a link in 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 provided links for the respective ESP i.e. NSDL where the e-Voting is in progress.
<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	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at toll free no.: 1800 1020 990 and 1800 22 44 30
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 022- 23058738 or 022-23058542-43

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.
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.: 1800 1020 990 and 1800 22 44 30 or send a request 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 resolution 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")

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

ITEM NO. 1

Board of Directors of the Company ("the Board") at its meeting held on August 24, 2022 on the basis of the recommendation of the Nomination and Remuneration Committee (NRC), approved the appointment of Mr. Kannan Ramamirtham (DIN: 00227980), as Additional Director in the capacity of Independent Director of the Company for a period from September 1, 2022 to August 31, 2023, not liable to retire by rotation..

As per SEBI Listing Regulation 17(1C) and 25 (2A), Mr. Kannan appointment as an Independent 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 special resolution. Accordingly, the approval of the shareholders' is sought through postal ballot.

As an Additional Director, Mr. Kannan is eligible for being appointed as an Independent Director. The Company has received necessary declaration(s) from Mr. Kannan confirming that he meets the criteria as prescribed under the Companies Act, 2013 (the Act) and SEBI (Listing Obligations and Disclosure requirements) Regulations, 2015 (Listing Regulations).

Mr. Kannan is not disqualified from being appointed as a Director under provisions of Section 164 of the Companies Act, 2013, nor debarred from holding the office of director by virtue of any SEBI order or any other such authority and has given his consent to act as a Director of the Company.

In the opinion of the Board, Mr. Kannan fulfils the conditions for his appointment as an Independent Director as specified in the Act and Listing Regulations and is independent of the management.

As Independent Director, he is entitled to sitting fees and commission, as approved by the members in 56th Annual General Meeting held on August 08, 2022 and as may be determined by the Board from time to time.

Brief resume of the Director and additional information pursuant to SEBI (Listing Obligation and Disclosure Requirements) Regulation 2015 and SS-2 is enclosed as **Annexure-I**. Keeping in view his vast expertise and knowledge, it will be in the interest of all the stakeholders that Mr. Kannan is appointed as Independent Director. It is proposed to appoint him for a period of 1 (one) year, from the date of approval of appointment by the Board of Directors, i.e. from September 1, 2022 to August 31, 2023.

Copy of the draft letter for appointment of Mr. Kannan as Independent Director setting out the terms and conditions are available for inspection by members at the Registered Office of the Company and also uploaded on the website of the Company.

Save and except Mr. Kannan and his relatives, to the extent of their shareholding interest, if any, in the Company, none of the other Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution set out at Item No. 1 of the Notice.

The Board recommends, the Special Resolution set out at Item No. 1 of the Notice for approval by the shareholders through remote e-voting via Postal Ballot process.

By Order of the Board
For Hindustan Zinc Limited

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

Place: Udaipur
Date: August 24, 2022

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	Mr. Kannan Ramamirtham			
Date of birth	02-06-1949			
Age	73			
DIN	00227980			
Qualification	Post graduate in Mathematics and Management studies			
Brief resume/ Experience (including expertise in specific functional area)	<p>Mr. Kannan has successfully headed varied functions including Corporate Credit, Merchant Banking, Capital Markets, Corporate Advisory, M&As in mid-market.</p> <p>Served on several high-level official committees for banking & capital market reforms. Mr. Kannan's career evolved as a commercial banker in the mid-1970s focused on project/industrial financing appraisals; to spearheading the merchant banking division of Canara Bank. He headed the India Operations of merchant banking for Standard Chartered Bank in 1990.</p> <p>In his entrepreneurial journey, he has set up Imperial Corporate Finance, a boutique investment banking company. He founded OrionSayi Consultants Pvt Ltd in 2008. OrionSayi is engaged in "Owner Level Advisory Services" to family owned businesses in transition. In his long and illustrious career, Mr Kannan has successfully concluded over 300 equity transactions, 50 M&A transactions including turnarounds and financial restructuring, mostly public markets.</p> <p>Expertise in Corporate finance and capital markets.</p>			
Shareholding in the Company (including shareholding as Beneficial Owner)	Mr. Kannan holds 3500 fully paid-up equity shares of the Company.			
Directorship in other companies other than Hindustan Zinc Limited and foreign companies	<ol style="list-style-type: none"> 1. Talwandi Sabo Power Limited 2. Orient Press Limited 3. Ram Ratna Wires Limited 4. Ptc Cables Pvt Ltd 5. R R Kabel Limited 6. Lakecity Ventures Private Limited 7. Orionsayi Consultant Private Limited 8. Bharat Re-Insurance Brokers Private Limited 9. Athena Infonomics India Private Limited 10. Avi Alimchandani Foundation 11. Jyoti Structures Limited 			
Membership / Chairmanship of Committees of the other Company's Board		Name of Company	Type of Committees	Position held Chairman / Member
	1	Talwandi Sabo Power Limited	Audit Committee	Chairman
			Nomination & Remuneration Committee	Chairman

			Corporate Social Responsibility Committee	Member
	2	Orient Press Limited	Audit Committee	Member
	3	Ram Ratna Wires Limited	Audit Committee	Member
			Nomination & Remuneration Committee	Member
			Finance Committee	Member
	4	R R Kabel Limited	Audit Committee	Chairman
			Nomination & Remuneration Committee	Chairman
	5	Jyoti Structures Limited	Audit Committee	Chairman
			Nomination & Remuneration Committee	Member
			Stakeholders' Relationship Committee	Member
			Risk Management Committee	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 proposed person meets such requirements	<p>The NRC had identified that, Mr. Kannan has successfully headed varied functions including Corporate Credit, Merchant Banking, Capital Markets, Corporate Advisory, M&As in mid-market. Credited with number of product and process innovations. Served on several high-level official committees for banking & capital market reforms.</p> <p>After Considering the educational background and rich experience of four decades, Mr. Kannan meets the requirements as laid down by the NRC.</p>			
Relationship with other Directors / Key Managerial Personnel/ Managers	There is no inter se relationship between Mr. Kannan, with other members of the Board and Key Managerial Personnel of the Company.			
Date of first appointment on the Board	September 01, 2022			
Terms and conditions of appointment/ reappointment	Mr. Kannan will serve for the period commencing September 01, 2022 to August 31, 2023.			
Remuneration last drawn (including sitting fees, if any)	N.A.			
Remuneration proposed to be paid	Mr. Kannan 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	N.A.			