



HINDUSTAN ZINC LIMITED

Registered Office: Yashad Bhawan, Udaipur-313004
Email: hzl.cosecy@vedanta.co.in, Tel: +91 294 6604000-02, Fax: +91 294 2427734
CIN: L27204RJ1966PLC001208, website: www.hzllndia.com

NOTICE

Notice is hereby given that the 51st Annual General Meeting of the Members of the Company will be held on Friday, 18th August, 2017 at 2.30 PM at the registered office of the company at Yashad Bhawan, Udaipur (Rajasthan) to transact the following business:

ORDINARY BUSINESS

1. To consider and adopt the Audited Financial Statements of the Company for the financial year ended March 31, 2017, together with the reports of the Board of Directors and Auditors thereon.
2. To confirm the payment of interim dividend and special dividend made during the financial year 2016-17.
3. To appoint a Director in place of Mr. Navin Agarwal (DIN: 00006303), who retires by rotation and, being eligible, offers himself for re-appointment as per Article 70 of the Articles of Association of the Company.
4. To ratify the appointment of M/s S.R. Batliboi & Co. LLP, as Statutory Auditors of the Company and in this regard, to consider and pass the following resolution as an Ordinary Resolution:

"RESOLVED THAT pursuant to the provisions of Section 139, 141 and 142 and other applicable provisions, if any, of the Companies Act, 2013 read with The Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and pursuant to the recommendations of the Audit Committee and pursuant to the resolution passed by the shareholders at the 50th Annual General Meeting of the Company held on 28th June, 2016, the appointment of M/s S.R. Batliboi & Co. LLP, Chartered Accountants (Firm Registration No. 301003E/E300005) as Statutory Auditors of the Company be and is hereby ratified to hold office from the conclusion of this Annual General Meeting till the conclusion of the next Annual General Meeting at such remuneration and the reimbursement of out of pocket expenses, if any, as may be fixed by the Board of Directors on the recommendation of the Audit Committee."

SPECIAL BUSINESS

5. To ratify the remuneration of the Cost Auditors for the financial year ending March 31, 2018 and in this regard, to consider and pass the following resolution as an Ordinary Resolution:

“RESOLVED THAT pursuant to the provisions of Section 148 and other applicable provisions, if any, of the Companies Act, 2013 read with The Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), the payment of remuneration of Rs. 1.80 lakhs (Rupees One lakh eighty thousand only) to M/s K.G. Goyal & Company, Cost Accountants (Firm Registration No. 000017) who were re-appointed by the Board of Directors of the Company as the Cost Auditors to conduct the audit of the cost records of the Company for the financial year ending March 31, 2018, be and is hereby ratified.”

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 may be necessary, proper and expedient to give effect to this resolution.”

6. To approve payment of remuneration in the form of commission to Non-Executive Directors and in this regard, to consider and pass the following resolution as an Ordinary Resolution:

“RESOLVED THAT pursuant to the provisions of section 197 and other applicable provisions, if any, of the Companies Act , 2013 read with the rules notified thereunder (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) consent of the members of the Company be and is hereby accorded for payment of remuneration, in addition to the sitting fee for attending the meetings of the Board of Directors or Committees thereof, by way of commission to the Non-executive Directors of the Company, excluding the Officiating Government Directors , if any, an amount not exceeding in the aggregate 1 per cent per annum of the net profits of the Company, computed in the manner referred to in section 198 of the Companies Act 2013, for a period of five financial years commencing from 1st April, 2017, to be distributed in such manner and proportion as may be decided and approved by the Board from time to time.”

By Order of the Board
For Hindustan Zinc Limited

Place: Mumbai
Date: April 20, 2017

R. Pandwal
Company Secretary

NOTES

- 1) **A member entitled to attend and vote at the 51st Annual General Meeting (AGM/Meeting) is entitled to appoint a proxy to attend and vote on poll instead of himself/herself and such proxy need not be a member of the Company. The instrument appointing a proxy/ proxies in order to be effective, should be deposited at the registered office of the Company duly completed and signed not less than forty- eight hours (48) before the commencement of the meeting. A Proxy form is enclosed herewith.**

A person can act as a proxy on behalf of members not exceeding fifty (50) and holding in the aggregate not more than ten percent (10%) of the total share capital of the Company carrying voting rights. A Member holding more than ten percent of the total share capital of the Company carrying voting rights may appoint a single person as a proxy and such person shall not act as proxy for any other person or member.

- 2) A statement pursuant to Section 102(1) of the Companies Act, 2013 (Act) relating to the special businesses to be transacted at the 51st AGM is annexed hereto. All documents referred to in the accompanying Notice and the Explanatory Statement shall be open for inspection at the Registered Office of the Company during business hours except on holidays, up to and including the date of the Annual General Meeting, and also at the Meeting.
- 3) Information regarding particulars of Directors seeking re-appointment requiring disclosure in terms of Regulation 36 of Securities and Exchange Board of India (Listing Obligation and Disclosure Requirements) Regulations, 2015 [Listing Regulations]; Secretarial Standards on General meetings issued by the Institute of Company Secretaries of India [SS-2]; and the explanatory statement under section 102 of the Act, are annexed as Annexure 1. The Company has received the consent / declaration for re-appointment under the Companies Act, 2013 and the rules thereunder.
- 4) The Company is providing facility for voting by electronic means (e-voting) through an electronic voting system which will include remote e-voting as prescribed by the Companies (Management and Administration) Rules, 2014 as presently in force and the business set out in the Notice will be transacted through such voting. Information and instructions including details of User ID and password relating to e-voting are provided in the Notice under Note No. 21.
- 5) Corporate Members intending to send their authorized representative(s) to attend the Meeting pursuant to Section 113 of the Act are requested to send to the Company, a certified copy of the relevant Board Resolution/ Authority Letter/ Power of Attorney, authorizing their representatives together with the specimen signatures of the representative(s) to attend and vote on their behalf at the Meeting.
- 6) The Register of Members and Share Transfer Books of the Company will remain closed from Monday, August 14, 2017 to Thursday, August 17, 2017 (both days inclusive).
- 7) The Annual Report for the FY 2016-17 (Annual Report); Notice of 51st AGM along with the attendance slip and Proxy form; notice of e-voting etc. are being sent to the members through e-mail who have registered their email ids with the Company/Depository Participants (DPs)/

Company's Registrars and Share Transfer Agents, M/s. Karvy Computershare Private Limited (Karvy/RTA)

Members are requested to update their preferred e-mail ids with the Company/ DP/ Karvy which will be used for purpose of future communications.

Members whose email id is not registered are being sent physical copies of the said Annual Report and Notice at their registered address through permitted mode. To support the 'Green Initiative' the members who have not registered their e-mail addresses are requested to register the same with Karvy.

Members whose e-mail ids are registered with the Company and who wish to receive printed copy of the Annual Report may send their request to the Company at its registered office address "Hindustan Zinc Limited, Yashad Bhawan, Udaipur - 313004".

- 8) The Notice and the Annual report will also be available under the Investor Relations section on the website of the Company www.hzllindia.com.
- 9) Members, who are holding shares in physical form are requested to address all correspondence concerning registration of transfers, transmissions, sub-division, consolidation of shares or any other share related matters and / or change in address or updation thereof to Company/Karvy. Members, whose shareholding is in electronic format are requested to direct change of address notifications, registration of e-mail address and updation of bank account details to their respective DPs.
- 10) In case you wish to change/update the NECS/ECS mandate, please write to Company/Karvy. However, for the shares held in demat form, please write to your DP.
- 11) In case of joint holders attending the Meeting, only such joint holder who is higher in the order of names will be entitled to vote at the Meeting.
- 12) The Company has transferred the unpaid or unclaimed dividends declared upto the financial years 2008-09 from time to time on the respective due dates, to the Investor Education and Protection Fund (IEPF) established by the Central Government.
- 13) The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit their PAN to their DPs with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN details with Company/Karvy.
SEBI has also mandated that for registration of transfer of securities, the transferee(s) as well as transferor(s) shall furnish a copy of their PAN card to the Company.
- 14) Members who have not encashed the dividend so far in respect of the financial years from 2009-10 to 2016-17 are requested to write to Company/Karvy who shall arrange to send the unclaimed dividend amount.
- 15) Members/ proxies/ Authorized Representatives are requested to bring to the meeting necessary details of their shareholding, duly filled admission/ attendance slip(s) and copy(ies) of their Annual Report.

- 16) Non-Resident Indian members are requested to inform Karvy/ respective DPs, immediately of (a) change in their residential status on return to India for permanent settlement and (b) particular of their bank accounts maintained in India with complete details.
- 17) Members having any question on financial statements or on any agenda item proposed in the notice of AGM are requested to send their queries at least ten days prior to the date of AGM of the Company at its registered office address to enable the Company to collect the relevant information.
- 18) **Appeal to Shareholders :**
- a) Email Registration: The members are requested to register their email ids to obtain faster, accurate and complete communications from the Company.
- b) Demat Holding: Holding of securities in demat form instead of physical form, eliminates bad delivery, saves stamp duty on transfers, ensures faster settlement, eases portfolio management and provides 'on-line' access through internet.
- 19) For the security and safety of the members, the shareholders/ attendees are strictly requested not to bring any article/ baggage including water bottles and tiffin boxes at the AGM venue.
- 20) A Route map along with prominent landmark for easy location to reach the AGM venue is provided at the end of this notice.
- 21) **Information and instructions relating to e-voting are as under:**
- a) Pursuant to the provisions of Section 108 and other applicable provisions, if any, of the Act read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended; Regulation 44 of Listing Regulations; and SS-2, the Company is pleased to provide to its members, facility to exercise their right to vote on the resolutions proposed to be considered at the 51st AGM by electronic means. The members may cast their votes using an electronic voting system from a place other than the venue of the AGM (remote e-voting).
- b) The Company has engaged the services of Karvy as the Agency to provide e-voting facility.
- c) The facility for voting through ballot paper shall be made available at the AGM and the members attending the AGM who have not cast their vote by remote e-voting shall be able to exercise their right at the AGM through ballot paper.
- d) Members who have cast their votes by remote e-voting prior to the AGM may attend the AGM but shall not be entitled to cast their vote again.
- e) The remote e-voting facility will be available during the following period:

Commencement of remote e-voting	From 9:00 A.M. (IST) on Monday, August 14, 2017
End of remote e-voting	Upto 5:00 P.M. (IST) on Thursday, August 17, 2017

The remote e-voting will not be allowed beyond the aforesaid date and time and the e-voting module shall be disabled by Karvy upon expiry of aforesaid period.

- f) Any person, who acquires shares of the Company and becomes a member of the Company after dispatch of the Notice of 51st AGM and holds shares as of the cut-off date i.e. Friday, August 11, 2017, may obtain the login ID and password by sending a request at evoting@karvy.com. However if you are already registered with Karvy for e-voting, then you can use your existing user ID and password/ PIN for casting your vote.
- g) A person who is not a member as on the cut- off date should treat this Notice for information purpose only.
- h) A person, whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories as on the cut-off date only shall be entitled to avail the facility of remote e-voting as well as voting at the AGM through ballot paper.
- i) The voting rights of the members shall be in proportion to their shares of the paid up equity share capital of the Company as on the cut-off date (record date) of Friday, August 11, 2017.
- j) Mr. Manoj Maheshwari, Practising Company Secretary has been appointed as the Scrutinizer to scrutinize the physical voting at the AGM venue and remote e-voting process in a fair and transparent manner and he has communicated his willingness to be appointed and will be available for same purpose.
- k) At the AGM, at the end of the discussion on the resolutions on which voting is to be held, the Chairman shall, with the assistance of the Scrutinizer, order voting through ballot paper for all those members who are present but have not casted their votes electronically using remote e-voting facility.

The Scrutinizer, after scrutinizing the votes cast at the meeting (physical voting) and through remote e-voting, will, not exceeding 48 hours of conclusion of the Meeting, make a consolidated scrutinizer's report of the votes cast in favour or against, if any, and submit the same to the Chairman of the meeting. The Chairman or any director or any other person authorized by the Chairman, shall declare the results of the voting forthwith.

- l) The result will also be posted on the notice Board of the Company at the Registered Office/on website.
- m) Information and instructions relating to remote e-voting are as follows:
 - 1. In case a Member receives an email from Karvy (for Members whose email Ids are registered with the Company/DPs:
 - i.) Launch internet browser by typing the URL: <https://evoting.karvy.com>.
 - ii) Enter the login credentials (i.e. User id and password mentioned on the e-voting Form).

Your Folio No. / DP ID / Client ID will be your user ID. However, if you are already registered with Karvy for e-voting, you can use your existing User ID and password for casting your vote.

- iii) After entering these details appropriately, click on "LOGIN".
- iv) You will now reach password change Menu wherein you are required to mandatorily change your password. The new password shall comprise minimum 8 characters with at least one upper case (A- Z), one lower case (a- z), one numeric value (0-9) and one special character (@,#,\$, etc.). The system will prompt you to change your password and update your contact details like mobile number, email ID etc. on first login. You may also enter a secret question and answer of your choice to retrieve your password in case you forget it. It is strongly recommended that you do not share your password with any other person and that you take utmost care to keep your password confidential.
- v) You need to login again with the new credentials.
- vi) On successful login, the system will prompt you to select the E-Voting Event Number (EVEN) for Hindustan Zinc Limited.
- vii) On the voting page, enter the number of shares (which represents the number of votes) as on the cut-off date under each of the heading of the resolution and cast your vote by choosing the "FOR / AGAINST" or alternatively, you may partially enter any number in "FOR" and partially "AGAINST" but the total number in "FOR / AGAINST" taken together shall not exceed your total shareholding as mentioned overleaf. You may also choose the option "ABSTAIN" and the shares held will not be counted under either head. Option "FOR" implies assent to the resolution and "AGAINST" implies dissent to the resolution.
- viii) You may then cast your vote by selecting an appropriate option and click on "Submit".
- ix) Members holding multiple folios / demat accounts shall choose the voting process separately for each folio / demat accounts.
- x) Voting has to be done for each item of the Notice separately. In case you do not desire to cast your vote on any specific item, it will be treated as abstained.
- xi) A confirmation box will be displayed. Click "OK" to confirm, else "CANCEL" to modify. Once you confirm, you will not be allowed to modify your vote. During the voting period, Members can login any number of times till they have voted on the Resolution(s).
- xii) Corporate / Institutional Members (i.e. other than Individuals, HUF, NRI etc.) are also required to send scanned certified true copy (PDF Format) of the

Board Resolution / Authority Letter etc., together with attested specimen signature(s) of the duly authorised representative(s), to the Scrutinizer at email cs.vmanda@gmail.com with a copy marked to evoting@karvy.com. The scanned image of the above mentioned documents should be in the naming format "Corporate Name_EVENT NO."

2) In case a Member receives physical copy of the 51st AGM Notice by post for members whose email Ids are not registered with the Company / DPs:

i) User ID and initial password - Initial password is provided in the below given format in the communication with respect to voting by electronic means enclosed with the Notice and forms integral part of it:

EVEN (E-Voting Event Number)	User ID	Password

ii) Please follow all steps from Sr. No. (i) to (xii) as mentioned in (1) above, to cast your vote.

3) Once the vote on a resolution is cast by a Member, the Member shall not be allowed to change it subsequently or cast the vote again.

n) For queries related to e-voting the member may write to the Company at sharecellhzi@vedanta.co.in or write to Mr. KS Reddy of Karvy at einward.ris@karvy.com / contact at their toll free No. 1-800-34- 54-001 for any further clarifications.

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. 5

The Board, on the recommendation of the Audit Committee, has approved the re-appointment and recommended remuneration of M/s K.G. Goyal & Company, Cost Auditor to conduct the audit of the cost records of the Company for the financial year ending March 31, 2018.

In accordance with the provisions of Section 148 of the Act read with the Companies (Audit and Auditors) Rules, 2014, the remuneration of Rs 1.80 Lakhs payable to the Cost Auditors has to be ratified by the shareholders of the Company.

Accordingly, consent of the members is sought for passing an Ordinary Resolution as set out at Item No. 5 of the Notice for ratification of the remuneration payable to the Cost Auditors for the financial year ending March 31, 2018.

None of the Directors or Key Managerial Personnel of the Company or their relatives are in any way, concerned or interested, financially or otherwise, in the resolution set out at Item No. 5 of the Notice.

The Board recommends, the Ordinary Resolution set out at Item No. 5 of the Notice for approval by the shareholders.

Item No. 6

In the 46th Annual General meeting of the Company, the Company had obtained approval of the members for payment of commission to the Non-Executive directors of the Company. Keeping in view the increased responsibilities of the Non-Executive directors entrusted by the Companies Act 2013 and the corporate governance regulations, it is considered appropriate that the Non-Executive Directors of the Company are compensated reasonably, commensurate with their increased responsibilities and the contributions made by them.

It is therefore proposed that Non-Executive Directors, other than officiating government directors, be paid remuneration by way of commission of an amount, not exceeding in the aggregate 1% per annum of the net profits of the Company, computed in accordance with the provisions(s) of the Companies Act, 2013, and be distributed in such manner and proportion as may be decided by the Board of Directors from time to time in addition to the sitting fee for attending the meetings of the Board of Directors or Committees thereof.

All the Non-Executive Directors and their relatives, are concerned or interested in the ordinary resolution to the extent of the commission that may be received by them in pursuance thereof. None of the executive directors or Key Managerial Personnel of the Company or their relatives are in any way, concerned or interested, financially or otherwise, in the said resolution.

The Board recommends, the Ordinary Resolution set out at Item No. 6 of the Notice for approval by the shareholders.

By Order of the Board
For Hindustan Zinc Limited

Place: Mumbai
Date: April 20, 2017

R. Pandwal
Company Secretary



HINDUSTAN ZINC LIMITED

Registered Office- Yashad Bhawan, Udaipur- 313004
Email: hzl.cosecy@vedanta.co.in, Tel: +91 294 6604000-02, Fax: +91 294 2427734
CIN: L27204RJ1966PLC001208, website: www.hzlindia.com

**FORM NO. MGT-11
PROXY FORM**

[Pursuant to section 105(6) of the Companies Act, 2013 and rule 19(3) of the Companies (Management and Administration) Rules, 2014]

Name of the member(s) : _____
Registered address : _____
E-mail Id : _____
Folio No./Client Id : _____
DPID : _____

I/We, being the member(s) of _____ shares of the above named company, hereby appoint

1. Name : _____
Address : _____
E-mail Id : _____
Signature : _____

or failing him

1. Name : _____
Address : _____
E-mail Id : _____
Signature : _____

or failing him

1. Name : _____
Address : _____
E-mail Id : _____
Signature : _____

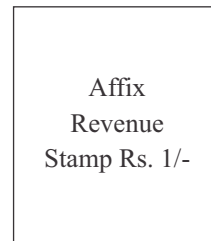
As my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 51st Annual general meeting of the Company, to be held on the Friday, 18th August, 2017 at 2.30 PM at the registered office of the company at Yashad Bhawan, Udaipur (Rajasthan) and at any adjournment there of in respect of such resolutions as are indicated below:

Resolution No.	Resolution
Ordinary Business	
1.	To consider and adopt the Audited Financial Statements & other documents for the financial year ended March 31, 2017.
2.	To confirm the payment of interim dividend and special dividend made during the financial year 2016-17.
3.	To re-appoint Mr. Navin Agarwal as Director, liable to retire by rotation.
4.	To ratify the appointment of M/s. S.R. Batliboi & Co. LLP as Statutory Auditors
Special Business	
5.	To ratify the remuneration of the Cost Auditor for the F.Y. 2017 -18.
6.	To approve payment of remuneration in the form of commission to Non-Executive Directors

Signed this _____ day of _____, 2017

Signature of shareholder _____

Signature of Proxy holder(s) _____



Note: This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Meeting.



HINDUSTAN ZINC LIMITED

Registered Office- Yashad Bhawan, Udaipur- 313004
Email: hzl.cosecy@vedanta.co.in, Tel: +91 294 6604000-02, Fax: +91 294 2427734
CIN: L27204RJ1966PLC001208, website: www.hzlindia.com

ATTENDENCE SLIP

51st ANNUAL GENERAL MEETING, FRIDAY, 18th AUGUST, 2017 AT 2.30 PM

Name and Address of the Member _____

Reg. Folio/Client ID No. _____

I certify that I am a registered shareholder of the company and hold _____ shares.

Please indicate whether Member/Proxy _____

I hereby record my presence at the **51st ANNUAL GENERAL MEETING** of the Company held on Friday, 18th August, 2017 at 02.30 P.M. at Yashad Bhawan, Udaipur

Member's/ Proxy Name in BLOCK Letters

Member's/Proxy's Signature

Note: Shareholder/Proxy holder must bring the Attendance Slip to the meeting and hand it over at the entrance duly signed.



HINDUSTAN ZINC LIMITED

Registration of e-mail address for future communication

Name of shareholder: _____ e-mail id: _____

Address: _____

Client ID/ Folio Number (in case physical holding): _____

DP ID: _____

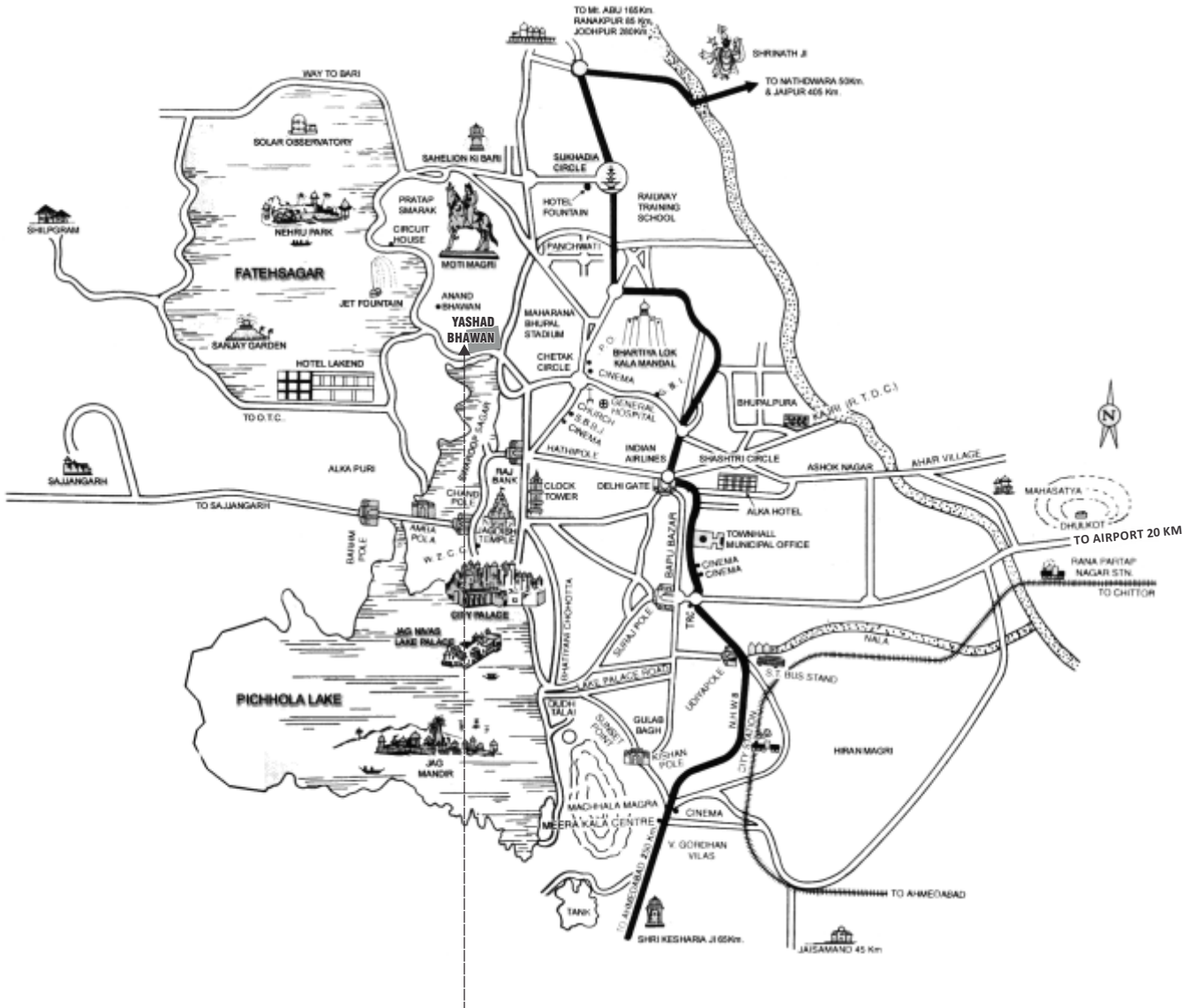
Signature: _____

Annexure-1

Information of Directors seeking appointment/re-appointment at the forthcoming Annual General Meeting pursuant to Regulation 36(3) of SEBI (Listing Obligation and Disclosure Requirements) Regulation 2015, in accordance Companies Act, 2013 and Secretarial Standards, as on the date of Notice

Name	Mr. Navin Agarwal
Date of birth	11.1.1961
Qualification	B. Com., Owner/President Management Program, Harvard University
Specialised Expertise	Mr. Navin Agarwal is the Executive Chairman of Vedanta Ltd and Chairman of Cairn India Ltd and Executive Vice Chairman of Vedanta Resources plc. He has been with the Vedanta group since its founding, and has extensive experience in the natural resources industry. Mr. Agarwal plays a key role in the strategic and governance framework of the Vedanta Group, and provides leadership for its long-term planning, business development and capital planning. He has been instrumental in the growth of the group, through world-scale organic projects, as well as acquisitions. Mr. Agarwal is passionate about developing leadership talent for the group by identifying and nurturing future leaders.
Number of shares held in the Company	NIL
Directorship in other companies	1) Vedanta Limited 2) Sterlite Iron & Steel Company Limited 3) Cairn India Limited 4) Vedanta Resources Plc., UK 5) Vedanta Resources Holdings Limited 6) Hare Krishna Packaging Pvt. Ltd.
Committee Position	Member: Vedanta Limited: 1) Nomination & Remuneration Committee Cairn India Limited: 1) Nomination & Remuneration Committee
Relationship between directors inter se	Uncle of Mr. Agnivesh Agarwal.

ROUTE MAP



HINDUSTAN ZINC LIMITED
Yashad Bhawan, Udaipur- 313004
Tel: +91 294 6604000-02

