Date:

Mr./Mrs.

Subject: Letter of appointment as an Independent Director

Dear Sir/Ma'am,

It is to inform you that considering your accomplishments and the wide range of experience & expertise that you can offer to the Board of Hindustan Zinc Limited **("the Company")** and upon the recommendation of the Nomination & Remuneration Committee, the Board of Directors of the Company has approved your appointment as an Independent Director of the Company with effect from _____ subject to shareholders approval.

Pursuant to the requirements of Schedule IV of the Companies Act, 2013 **("the Act")** pertaining to the Code of Independent Directors and clause 16(1)(b) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 **("Listing Regulations")** for the Equity Listing Agreements, we issue this formal letter of appointment.

1. TENURE OF APPOINTMENT:
You will serve as an Independent Director for a term of _____ years effective from _____ to _____, subject to shareholders approval.

Your appointment is not a contract of employment of the Company.

2. TERMS OF APPOINTMENT:
We thank you for your confirmation that you meet the independence criteria as envisaged in section 149(6) of the Act.

Declarations to be made on appointments:

Pursuant to your appointment as an Independent Director in the Company, you will be required to furnish the declarations and documents as are required under the Act and Listing Agreements.

Membership of other boards:

You can continue on the Boards of other companies, subject to compliance with the Act. However, there should not be any conflict of interest vis-à-vis our Company. Upon joining as member of another Board, you will be required to inform the same to the Company.

Retirement:

As provided under the Act, you will not be liable to retire by rotation at any General Meeting of the Company.

3. COMMITTEES OF THE BOARD:
The Company has the following Committees:-

a) Audit and Risk Management Committee
b) Nomination and Remuneration Committee
c) Stakeholders' Relationship Committee
d) Corporate Social Responsibility Committee
e) Sustainability and ESG Committee
f) Project Committee

4. ABOUT THE COMPANY:

A brief note providing information about the Company, its organization structure and internal frameworks is being sent separately.

5. DEVOTION OF TIME:

It is expected that you will give sufficient time as may be appropriate and essential in line with your responsibilities and duties as an Independent Director.

6. REMUNERATION:

Subject to the provisions of the Companies Act, 2013, Listing Regulations and other applicable provisions, the commission paid by the Company at the end of each financial year (as may be amended from time to time) is as below:

- Commission: Any commission, if payable, shall be determined by the NRC and Board and paid at the end of the financial year.

- Sitting fees: Payable in accordance with Companies Act, 2013 and as approved by the Board.

The sitting fee shall be payable based on the actual number of meetings attended by the Directors during the year. You will be entitled to reimbursement of expenses incurred by you in connection with your attendance at Board, Committee and general meetings.

7. ROLES & FUNCTIONS:
As an Independent Director, you will be expected to –

a) Help in bringing an independent judgment to bear on the Board's deliberations especially on issues of strategy, performance, risk management, resources, key appointments and standards of conduct;

b) Bring an objective view in the evaluation of the performance of Board, Committees and individual Directors;
c) Scrutinize the performance of management in meeting agreed goals and objectives and monitor the reporting of performance;
d) Ensure the integrity of financial information and that the financial controls and the systems

of risk management are robust and flexible;

e) Safeguard and balance the interest of all stakeholders;

f) Moderate and arbitrate in the interest of the Company in situations of conflict between management and shareholder's interest.

8. RESPONSIBILITIES & DUTIES:

Following will be your responsibilities and duties –

a) Updation of your skills, knowledge and familiarity with the Company and the external environment in which it operates;

b) Seeking appropriate clarification or amplification of information;

c) Striving to attend and actively participate in all meetings of the Board and Committees of which you are a chairperson/member as well as the general meetings of the Company;

d) Holding and/or participating actively in the separate meetings of the Independent Directors of the Company which shall –
   - review the performance of non-independent Directors and the Board as a whole;
   - review the performance of the Chairperson of the Company, taking into account the views of executive and non-executive Directors;
   - assess the quality, quantity and timeliness of flow of information between the Company management and the Board that is necessary for the Board to effectively and reasonably perform its duties.

e) Ensuring that your concerns about the running of the Company or a proposed action are addressed by the Board and, to the extent that these are not resolved, insist that your concerns are recorded in the minutes of the Board meeting;

f) Not unfairly obstructing the functioning of an otherwise proper Board or Committee of the Board;

g) Ensuring adequate deliberations, before approving related party transactions and assuring yourself that the same are in the interests of the Company, is at Arm's Length and in the ordinary course of business;

h) Ensuring that the Company has an adequate and functional vigil mechanism and reporting concerns about unethical behavior, actual or suspected fraud or violation of the Company's code of conduct or ethics policy if any;

i) Acting within your authority, assist in protecting the legitimate interests of the Company, shareholders and employees;

j) Not disclosing confidential information, including commercial secrets, technologies, advertising and sales promotion plans, unpublished price sensitive information, unless such disclosure is expressly approved by the Board or required by law.

9. PROFESSIONAL CONDUCT:

As an Independent Director, you shall-

a) Uphold ethical standards of integrity and probity;

b) Act objectively and constructively while exercising the duties;

c) Exercise your responsibilities in a *bona fide* manner in the interest of the company;

d) Devote sufficient time and attention to your professional obligations for informed and balanced decision making;

e) Not allow any extraneous considerations that will vitiate your exercise of objective

independent judgment in the paramount interest of the Company as a whole, while concurring in or dissenting from the collective judgment of the Board in its decision making;

f) Not abuse your position to the detriment of the Company or its shareholders or for the purpose of gaining direct or indirect personal advantage or advantage for any associated person;
g) Refrain from any action that would lead to loss of your independence;
h) Where circumstances arise which make you to lose your independence, you must immediately inform the Board accordingly;
i) Assist the Company in implementing the best corporate governance practices.

10. TRAINING AND DEVELOPMENT:

The Company holds Board meetings at regular intervals. Site/factory visits can be organized at various locations for the Directors. Presentations are made regularly to the Board and the Committees where Directors get an opportunity to interact with senior management. Presentations, inter alia, cover business strategies, management structure, HR policy, management development and succession planning, quarterly and annual results, budgets, investment policy, review of internal audit, risk management framework etc.

You will also be updated by in-house journals, informative articles about the developments in the Company, etc. through e-mails or other relevant modes. You can also access the official website of the Company, www.hzlindia.com for any other information about the Company.

11. CODE OF CONDUCT OF THE COMPANY:

The Company has a well-defined Code of Conduct ensuring proper compliance with necessary regulations. Every Director is expected to abide by the Code of Conduct in complete letter and spirit.

12. INSURANCE:

The Company has a Directors and Officers Insurance Policy in place, which shall also be extended to you as an Independent and Non-Executive Director.

13. DEALING IN SECURITIES OF THE COMPANY:

Directors are prohibited from dealing in the Company's securities during the period when the trading window is closed. Directors are also prohibited from forward dealing in securities of the Company. Also, they should not enter into insider trading and are required to comply with the Company's "Insider Trading Prohibition Code".

14. GOVERNING LAW:

This Letter of appointment is governed by and will be interpreted in accordance with the Indian law and subject to the jurisdiction of Indian Courts. It is a pleasure to have you on Board.

Your association, expertise and advice will immensely benefit the Company and the Board.

Please confirm your acceptance of these terms by signing and returning to us the enclosed

copy of this letter.

We have great pleasure in welcoming you on the Board and look forward to working closely with you.

Thanking You,

Yours faithfully,

For **HINDUSTAN ZINC LIMITED**

Sd/
Munish Vasudeva
Chief Human Resource Officer

Acceptance of the appointment

I agree to the terms and conditions of my appointment as an Independent Director as set out above in the letter of appointment.

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