HINDUSTAN ZINC LIMITED

CIN: L27204RJ1966PLC001208

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

Website: www.hzlindia.com **Email:** hzl.secretarial@vedanta.co.in

Tel: +91 294 6604000-02

NOTICE OF POSTAL BALLOT

[Pursuant to Section 108 and 110 of the Companies Act, 2013 read with Rule 20 and 22 of the Companies (Management and Administration) Rules, 2014, each as amended]

Dear Member(s),

Notice is hereby given that the resolution set out below is proposed for approval by the Members of Hindustan Zinc Limited (**"the Company"**) by means of Postal Ballot through remote e-voting only (**"e-voting"**), pursuant to the provisions of Sections 108, 110 and other applicable provisions, if any, of the Companies Act, 2013 (**"the Act"**) read with Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014 (**"the Rules"**), Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (**"SEBI Listing Regulations"**), Secretarial Standard on General Meetings (**"SS-2"**) issued by the Institute of Company Secretaries of India, and other applicable laws, rules, regulations, circulars and notifications, as amended from time to time.

This Postal Ballot is being conducted in accordance with the framework prescribed by the Ministry of Corporate Affairs (**"MCA"**) vide General Circular Nos. 14/2020 dated 8th April, 2020, 17/2020 dated 13th April, 2020 and subsequent circulars issued from time to time, the latest being General Circular No. 03/2025 dated 22nd September, 2025 (collectively, the **"MCA Circulars"**), which permits the conduct of the postal ballot process through e-voting without the requirement of sending physical postal ballot forms. Accordingly, the Company is providing the facility to its Members to exercise their voting rights electronically in respect of the resolution set out in this Notice.

The Explanatory Statement pursuant to Sections 102 and 110 of the Act, setting out the material facts and rationale in respect of the resolution proposed in this Postal Ballot Notice, is annexed hereto and forms an integral part of this Notice.

SPECIAL BUSINESS:

Approval for Enhancement of Limits for Loans, Guarantees, Securities and Investments by the Company under Section 186 of the Companies Act, 2013

To consider and, if thought fit, to pass the following resolution as a Special Resolution:

"RESOLVED THAT in supersession of the Special Resolution passed by the Members of the Company on September 5, 2024, and pursuant to the provisions of Section 186 and other applicable provisions, if any,

of the Companies Act, 2013 ("Act"), read with the rules made thereunder (including any statutory modification(s), amendment(s) or re-enactment(s) thereof for the time being in force), other applicable laws, rules and regulations, and the provisions of the Articles of Association of the Company, and subject to such approvals, consents, sanctions and permissions as may be necessary, approval of the Members be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as the "Board", which term shall be deemed to include any Committee which the Board may have constituted or may hereinafter constitute to exercise its powers, including the powers conferred by this Resolution) to (i) give any loan to any person or other body corporate; (ii) give any guarantee or provide any security in connection with a loan to any other body corporate or person; and/or (iii) acquire, by way of subscription, purchase or otherwise, the securities of any other body corporate, from time to time, in one or more tranches, notwithstanding that the aggregate of the loans and investments already made, amounts for which guarantees have been given or securities have been provided, together with the loans, investments, guarantees or securities proposed to be made, given or provided by the Company may exceed the limits prescribed under Section 186(2) of the Act, i.e., sixty per cent of the paid-up share capital, free reserves and securities premium account of the Company or one hundred per cent of its free reserves and securities premium account, whichever is higher, upon such terms and conditions as the Board may, in its absolute discretion, deem fit, beneficial and in the best interests of the Company, provided that the aggregate amount of such loans, investments, guarantees and securities shall not, at any time, exceed ₹30,000 crore (Rupees Thirty Thousand Crore only), other than transactions in respect of wholly owned subsidiaries of the Company to the extent exempt from the requirement of prior approval under Section 186(3) of the Act read with the applicable rules, on such terms and conditions as the Board may consider appropriate and in the best interests of the Company.

RESOLVED FURTHER THAT the Board of Directors be and is hereby authorised to decide and finalise, in its absolute discretion, the nature, quantum, terms and conditions of each such loan, guarantee, security and/or investment, including determining the timing, amount and other terms thereof, and to vary the same, either in part or in full, as it may deem appropriate; to transfer, sell or otherwise dispose of any such investment or securities, from time to time; and to do all such acts, deeds, matters and things as may be necessary, proper or expedient to give effect to this Resolution."

Place: Delhi
Date: October 30, 2026

By order of the Board of Directors
For Hindustan Zinc Limited

Sd/-
Aashhima V Khanna
Company Secretary & Compliance Officer
Membership No.: ACS34517

Notes:

1. In compliance with Section 102, 108 and 110 of the Act read with Rules 20 and 22 of the Rules and the MCA Circulars, this Postal Ballot Notice **("Notice")**, together with the Explanatory Statement and instructions for e-voting, is being sent only through electronic mode to those Members whose names appear in the Register of Members/Register of Beneficial Owners and whose e-mail addresses are registered with the Company, Registrar and Share Transfer Agent **("RTA")**, or Depositories as on Friday, October 30, 2026 **("Cut-off Date")**. Accordingly, the communication of assent or dissent of the Members on the resolution proposed in this Notice shall take place only through the e-voting system.

2. Further, in compliance with the MCA Circulars, physical copies of the Postal Ballot Notice, Postal Ballot Form and pre-paid business reply envelope will not be sent to the Members for this Postal Ballot.

3. Members whose e-mail addresses are not registered and who wish to receive the Notice(s), Annual Report and other communications from the Company may register their e-mail addresses by submitting Form ISR-1 along with prescribed documents to KFin Technologies Limited at einward.ris@kfintech.com or to the Company at hzl.secretarial@vedanta.co.in. Members holding shares in dematerialized form are requested to register/update their e-mail addresses with their respective Depository Participants **("DPs")**.

4. The Company has engaged the services of National Securities Depository Limited **("NSDL")** to provide the e-voting facility to its Members. Members are requested to carefully read the instructions for e-voting provided in the Notes to this Postal Ballot Notice to understand the process and manner of casting their votes electronically.

5. The Schedule for e-voting is as follows:

Commencement of e-voting	From 9:00 a.m. (IST) on Wednesday, November 04, 2026
End of e-voting	Up to 5:00 p.m. (IST) on Thursday, December 03, 2026

6. The Postal Ballot Notice will also be available on the website of the Company at https://www.hzlindia.com/, websites of the Stock Exchanges i.e. BSE Limited, National Stock Exchange of India Limited at www.bseindia.com and www.nseindia.com respectively, and on the website of our e-voting agency i.e. NSDL e-voting website at www.evoting.nsdl.com.

7. All material documents referred to in the Notice and explanatory statement will be available electronically for inspection without any fee by the Members from the date of circulation of this Notice until the last date of e-voting. Members seeking to inspect such documents can send an e-mail to hzl.secretarial@vedanta.co.in.

8. 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, October 30, 2026. 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.

9. A Member cannot, exercise their vote through proxy on postal ballot. However, corporate and institutional members shall be entitled to vote through their authorized representatives. Institutional / Corporate Members are requested to send a scanned copy in pdf / jpg format of the Board Resolution / Power of Attorney authorising its representatives to vote pursuant to Section 113 of the Act, through e-mail at cs.vmanda@gmail.com with a copy marked to evoting@nsdl.com.

10. Members are requested to carefully read the instructions in this Postal Ballot Notice and record their assent (**FOR**) or dissent (**AGAINST**) only through the e-voting process not later than 5:00 p.m. (IST) on Thursday, December 03, 2026. E-voting will be disabled by NSDL immediately thereafter and will not be allowed beyond the said date and time.

11. The Board of Directors has appointed CS Manoj Maheshwari, Practising Company Secretary (M. No.: FCS 3355; CP No.: 1971), as the Scrutinizer and, failing him, CS Priyanka Agarwal, Practising Company Secretary (M. No.: FCS 11138; CP No.: 15021), as the Alternate Scrutinizer for conducting the Postal Ballot through the remote e-voting process in a fair and transparent manner. They have communicated their willingness to act as Scrutinizer and Alternate Scrutinizer, respectively.

12. The Scrutinizer will, after the conclusion of e-voting, scrutinize the votes cast and prepare a Scrutinizer's report indicating the number of the votes cast in favour or against, if any. The report shall be submitted to the Chairperson or a person authorized by her in writing who shall countersign the same. The Chairperson or any other person authorised by the Chairperson shall declare the results not later than two working days of the conclusion of the e-voting. The said results along with the report of the Scrutinizer will also be placed on the website of the Company at www.hzlindia.com, website of NSDL at www.evoting.nsdl.com and shall also be displayed at the registered office and corporate office of the Company. The results shall simultaneously be submitted to the Stock Exchange(s) and be made available at www.bseindia.com and www.nseindia.com.

13. The resolution if approved, shall be deemed to have been passed on the last date of e-voting i.e., Thursday, December 03, 2026, subject to receipt of the requisite number of votes in favour of the resolution.

THE INSTRUCTIONS FOR MEMBERS FOR REMOTE E-VOTING ARE AS UNDER:

Step 1: Access to NSDL e-voting system

(i) **Login method for e-voting for Individual shareholders holding securities in demat mode**

Type of shareholders	**Login Method**
Individual Shareholders holding securities in demat mode with NSDL.	**1. Instructions for OTP based login:** (i) Visit the e-Services website of NSDL Viz https://eservices.nsdl.com/SecureWeb/evoting/evotinglogin.jsp (ii) Enter your 8-digit DP ID,8-digit Client Id, PAN No., Verification code and generate OTP.

	(i) After successful authentication, Members will be redirected to e-voting website of NSDL for casting your vote during the remote e-voting period. **2. Instructions for existing Internet-based Demat Account Statement ("IDeAS") facility Users:** (ii) Visit the e-Services website of NSDL Viz. https://eservices.nsdl.com. (iii) On the e-Services home page click on the "**Beneficial Owner"** icon under **"Login"** which is available under **'IDeAS'** section. (iv) A new page will open. Enter the existing User ID and Password for accessing IDeAS. (v) 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. (vi) Click on company name, i.e., **'Hindustan Zinc Limited'**, or **e-voting service provider i.e. NSDL** (vii) Members will be redirected to e-voting website of NSDL for casting your vote during the remote e-voting period. **3. Instructions for those Members who are not registered under IDeAS:** (I) Visit https://eservices.nsdl.com. for registering. (II) Select **"Register Online for IDeAS Portal"** or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp (III) Visit the e-voting website of NSDL. https://www.evoting.nsdl.com/ (IV) 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. (V) Members 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. (VI) After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-voting page. (VII) 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. NSDL Mobile App** (i) Members can also download NSDL Mobile App "**NSDL Speede**" facility by scanning the QR code mentioned below for seamless voting experience.

	NSDL Mobile App is available on App Store Google Play  
Individual Shareholders holding securities in demat mode with CDSL	**A. Instructions for existing users who have opted for Electronic Access to Securities Information ("Easi / Easiest") facility:** 1. Visit https://web.cdslindia.com/myeasitoken/home/login or www.cdslindia.com 2. Click on New System MyEasi. 3. Login to MyEasi option under quick login. 4. Enter the registered user ID and password for accessing Easi / Easiest. 5. Members will be able to view the e-voting Menu. 6. 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. **B. Instructions for users who have not registered for Easi / Easiest** (i) Visit https://web.cdslindia.com/myeasitoken/Home/Login for registering. (ii) Proceed to complete registration using the DP ID, Client ID (BO ID), etc. (iii) After successful registration, please follow the steps given in point no. A above to cast your vote. **C. Alternatively, instructions for directly accessing the e-voting website of CDSL** (i) Visit www.cdslindia.com home page. (ii) Provide Demat Account Number and PAN. (iii) System will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. (iv) 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.
Individual Shareholders (holding securities in demat mode) login through their depository participants	**A. Instructions for login through Demat Account / website of Depository Participant:** (i) Members can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-voting facility. (ii) Once logged-in, Members will be able to see e-voting option. a. Click on e-voting option, Members will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-voting feature.

	b. Click on option available against **'Hindustan Zinc Limited'** or e-voting service provider i.e. NSDL. c. Members will be redirected to e-voting website of NSDL for casting your vote during the remote e-voting period.
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.	
Securities held with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.com or call at 022 - 4886 7000
Securities held 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 toll free no. 1800-21-09911.

(II) 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 https://www.evoting.nsdl.com/.
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. Members will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen.
   Alternatively, if Members are registered for NSDL eservices i.e. IDEAS, Members can log-in at https://eservices.nsdl.com/ with your existing IDEAS login. Once Members 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. Members 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 143420 then user ID is 143420001***

5. Password details for shareholders other than Individual shareholders are given below:
   a) If Members are already registered for e-voting, then Members can use their existing password to login and cast your vote.

   b) If Members are using NSDL e-voting system for the first time, Members will need to retrieve the 'initial password'. Once you retrieve your 'initial password', Members 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 Members 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 Members email ID is not registered, please follow steps mentioned below in **process for those shareholders whose email ids are not registered**

6. If Members are unable to retrieve or have not received the "Initial password" or have forgotten your password:

   a) Click on "**Forgot User Details/Password**?"(If Members are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com.
   b) **Physical User Reset Password**?" (If Members 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.com 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, Members will have to click on "Login" button.

9. 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, Members will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle.
2. Select "EVEN" of 'Hindustan Zinc Limited' 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 cs.vmanda@gmail.com with a copy marked to evoting@nsdl.com. 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 : 022 - 4886 7000 or send a request to Ms. Pallavi Mhatre, Senior Manager, at evoting@nsdl.com.

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), AADHAAR (self-attested scanned copy of Aadhaar Card) by email to hzl.secretarial@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), AADHAAR (self-attested scanned copy of Aadhaar Card) to (hzl.secretarial@vedanta.co.in). If you are an Individual shareholder 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.com for procuring user id and password for e-voting by providing above mentioned documents.

4. In terms of SEBI Master Circular dated January 30, 2026, 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 Sections 102 and 110 of the Companies Act, 2013 in respect of the Special Business

Item No. 1

In terms of Section 186 of the Companies Act, 2013 ("Act"), where the aggregate amount of loans, investments, guarantees and securities exceeds the limits specified under Section 186(2) of the Act, prior approval of the Members by way of a Special Resolution is required.

The Members of the Company had, by way of a Special Resolution passed on September 05, 2024, approved an overall limit of ₹15,000 crore (Rupees Fifteen Thousand Crore only) for giving loans, making investments, giving guarantees and providing securities in accordance with the provisions of Section 186 of the Act.

In order to make optimum use of the funds available with the Company, the Company, from time to time, invests its surplus funds in various permissible instruments, including bonds, tax-free bonds and zero-coupon bonds, which may be classified as investments in bodies corporate under Section 186 of the Act. Further, to achieve its long-term strategic and business objectives, including organic and inorganic growth, the Company may also make investments in other bodies corporate.

The proposed enhancement is enabling in nature and does not imply immediate deployment of funds. The Company will continue to undertake investments in accordance with its Investment Policy, approved investment framework, applicable internal approval processes and applicable laws.

Considering the scale of operations, availability of funds, the existing utilisation of the approved limit, projected financial and treasury requirements and the need to maintain adequate flexibility for future strategic and business requirements, it is proposed to enhance the existing limit of ₹15,000 crore (Rupees Fifteen Thousand Crore only) to ₹30,000 crore (Rupees Thirty Thousand Crore only), for loans, investments, guarantees and securities under Section 186 of the Act.

The Board is of the view that the proposed enhancement will provide the Company with adequate flexibility and headroom for efficient deployment of surplus funds and meeting its future financial, treasury, strategic and business requirements, and is in the best interests of the Company and its Members.

Accordingly, the Board of Directors, at its meeting held on October 19, 2026, unanimously approved and recommended seeking approval of the Members for enhancement of the aforesaid limit from ₹15,000 crore to ₹30,000 crore, subject to the applicable provisions of the Act.

The Board accordingly recommends the Special Resolution set out at Item No. 1 of the Notice for approval of the Members.

None of the Directors, Key Managerial Personnel of the Company or their respective relatives are, in any way, concerned or interested, financially or otherwise, in the proposed resolution, except to the extent of their shareholding, if any, in the Company.

Registered Office: Yashad Bhawan,
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Website: www.hzlindia.com
Tel.: +91 294 6604000-02

By Order of the Board of Directors
For Hindustan Zinc Limited

Sd/-
Aashhima V Khanna
Company Secretary & Compliance Officer
Membership No. ACS34517

Place: Delhi
Date: October 30, 2026