

HZL/2026-27/SECY/29

May 28, 2026

BSE Limited
Phiroze Jeejeebhoy Towers
Dalal Street, Fort
Mumbai – 400 001

National Stock Exchange of India Limited
Exchange Plaza, 5th Floor Plot No., C/I, G Block
Bandra-Kurla Complex, Bandra (East),
Mumbai – 400 051

Kind Attn: General Manager – Department
of Corporate Services

Kind Attn: Head Listing & Corporate
Communication

Scrip Code: 500188

Trading Symbol: HINDZINC

Dear Sir/Ma'am,

Sub: Annual Secretarial Compliance Report for the financial year ended March 31, 2026

Pursuant to Regulation 24A of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, please find enclosed herewith the Annual Secretarial Compliance Report for the financial year ended March 31, 2026, issued by Sanjay Grover & Associates, Practicing Company Secretaries.

The aforesaid report is also available on the Company's website at www.hzlindia.com.

You are requested to take the same on your record.

Thanking You,

Yours faithfully,

For Hindustan Zinc Limited

Aashima V Khanna
Company Secretary & Compliance Officer

Enclosed: As above



SANJAY GROVER & ASSOCIATES

COMPANY SECRETARIES

B-88, 1ST Floor, Defence Colony, New Delhi – 110 024
Tel.: (011) 4679 0000, Fax: (011) 4679 0012
e-mail: contact@cssanjaygrover.in
Website: www.cssanjaygrover.in

Secretarial Compliance Report of Hindustan Zinc Limited for the financial year ended 31st March, 2026

[Pursuant to Regulation 24A of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015]

I, Neeraj Arora, Partner of Sanjay Grover & Associates, a firm of Company Secretaries, have examined:

- all the documents and records made available to me and explanation provided by **Hindustan Zinc Limited** (“the listed entity” or “the Company”)
- the filings/ submissions made by the listed entity to the stock exchanges,
- website of the listed entity,
- any other document/ filing, as may be relevant, which has been relied upon to make this certification,

for the financial year ended **31st March, 2026** (“Review Period”) in respect of compliance with the provisions of:

- the Securities and Exchange Board of India Act, 1992 (“SEBI Act”) and the Regulations, circulars, guidelines issued thereunder; and
- the Securities Contracts (Regulation) Act, 1956 (“SCRA”), rules made thereunder and the Regulations, circulars, guidelines issued thereunder by the Securities and Exchange Board of India (“SEBI”);

The specific Regulations, whose provisions and the circulars/ guidelines issued thereunder, have been examined, include:-

- Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015; {SEBI LODR Regulations, 2015}
- Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018{**Not applicable during the Review Period**};
- Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
- Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018 {**Not applicable during the Review Period**};
- Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021; {**Not applicable during the Review Period**};



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- (f) Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations, 2021;
- (g) Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015; and
- (h) Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 2025 to the extent of the Act and dealing with client to the extent of securities issued;
- (i) Securities and Exchange Board of India (Debenture Trustee) Regulations, 1993 (in relation to obligations of Issuer company);
- (j) The Depositories Act, 1996 and the Regulations and Bye-laws framed thereunder; and
- (k) Securities and Exchange Board of India (Investor Education and Protection Fund) Regulations, 2009

and circulars/guidelines issued thereunder and based on the above examination, I hereby report that, during the Review Period:

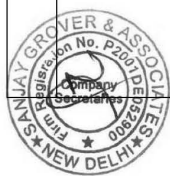
- (a) The listed entity has complied with the provisions of the above Regulations and circulars/guidelines issued thereunder, except in respect of matters specified below:-

S r. N o.	Compliance Requirement (Regulations/ circulars / guidelines including specific clause)	Regulation/ Circular No.	Deviations	Action Taken By	Type of Action	Details of Violation	Fine Amount	Observations/ Remarks of the Practising Company Secretary	Management Response	Remarks
1	As per Regulation 17(1) of SEBI LODR Regulations: where the regular non-executive chairperson is a promoter of the	Regulation 17(1) of SEBI LODR Regulations	As per Regulation 17(1) of SEBI LODR Regulations, at least half of the Board is required to be comprised of Independent Directors due to Chairperson of the Company being the	BSE and NSE	Fine imposed by BSE and NSE	The Chairperson of the Company, being a promoter and/or a relative of a promoter, at least half of the Board is required to comprise Independent Directors.	₹ 36,50,000/- (exclusive of GST as applicable) by stock exchanges	The BSE Limited and the National Stock Exchange of India Limited imposed a fines of ₹36,50,000/- (excluding GST) in FY26 for non-compliance	The Company has paid the requisite amount to stock exchanges in full. Further, the Company has made request	None



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<p>listed entity or is related to any promoter or person occupying management positions at the level of board of Director or at one level below the board of Directors, at least half of the board of Directors of the listed entity shall consist of Independent Directors.</p>		<p>relative of a promoter.</p> <p>At present, 3 out of 9 Directors are Independent Directors and in accordance with the Shareholders' Agreement dated April 4, 2002, executed with the Government of India, Ministry of Mines (GOI-MoM), appointment of more Independent Directors are yet to be nominated by the GOI-MoM. As on March 31, 2026, nominations of said Directors are still pending.</p>			<p>Currently, 3 out of 9 Directors are Independent Directors.</p>		<p>with Regulation 17(1) of the SEBI (LODR) Regulations .</p>	<p>to the Ministry for appointment of requisite number of Independent Directors and the same is pending with the Ministry .</p> <p>Additionally, the Company had filed applications with BSE and NSE on May 30, 2024, seeking waiver of the fines imposed . On March 24, 2026, BSE informed the Company that its waiver application had been accepted and that the fines</p>	
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										paid by the Company for the period from September 2021 to March 2024 will be refunded. The Company will also file waiver applications for subsequent years.
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(b) The listed entity has taken the following actions to comply with the observations made in previous reports:

Sr. No.	Observations/ Remarks of the Practicing Company Secretary in the previous reports	Observations made in the secretarial compliance report for the year ended 31 st March, 2025 and Financial Years prior to the previous Financial Year	Compliance Requirement (Regulations/ circulars/ guidelines including specific clause)	Details of violation / deviations and actions taken / penalty imposed, if any, on the listed entity	Remedial actions, if any, taken by the listed entity	Comments of the PCS on the actions taken by the listed entity
1	As per Regulation 17(1) of SEBI LODR Regulations, at least half of the Board is required to be comprised of Independent Directors due to Chairperson of the Company being the relative of a promoter.		As per Regulation 17(1) of SEBI LODR Regulations: where the regular non-executive chairperson is a promoter of the listed entity or is related to any promoter or	As per Regulation 17(1) of SEBI LODR Regulations, at least half of the Board is required to be comprised of Independent Directors due to	The Listed Entity has paid the requisite fine amount and the listed entity has made request to the Ministry for appointment of requisite number of Independent Directors and the	The BSE Limited and National Stock Exchange of India Limited imposed a fine of ₹ 18,30,000/- (exclusive

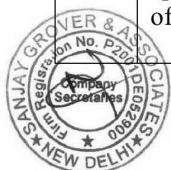


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	<p>At present, 3 out of 9 Directors are Independent Directors and in accordance with the Shareholders' Agreement dated April 4, 2002, executed with the Government of India, Ministry of Mines (GOI-MoM), appointment of more Directors are yet to be nominated by the GOI-MoM. As on March 31, 2025, nominations of said Directors are still pending.</p>	<p>person occupying management positions at the level of board of Director or at one level below the board of Directors, at least half of the board of Directors of the listed entity shall consist of Independent Directors.</p>	<p>Chairperson of the Company being the relative of a promoter.</p> <p>At present, 3 out of 9 Directors are Independent Directors and in accordance with the Shareholders' Agreement dated April 4, 2002, executed with the Government of India, Ministry of Mines (GOI-MoM), appointment of more Directors are yet to be nominated by the GOI-MoM. As on March 31, 2025, nominations of said Directors are still pending.</p>	<p>same is pending with the Ministry.</p>	<p>of GST as applicable) each. Subsequently, the Company has paid the requisite amount to Stock Exchanges in full.</p>
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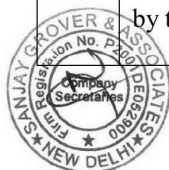
(c) I hereby report that, during the Review Period, the compliance status of the listed entity with the following requirements

Sr. No.	Particulars	Compliance status (Yes/No/NA)	Observations /Remarks by PCS
<u>1</u>	<p><u>Secretarial Standards:</u></p> <p>The compliances of the Company are in accordance with the applicable Secretarial Standards (SS) issued by the Institute of Company Secretaries India (ICSI)</p>	Yes	None



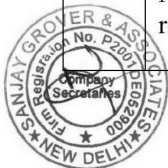
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<u>2</u>	<p><u>Adoption and timely updation of the Policies:</u></p> <ul style="list-style-type: none"> • All applicable policies under SEBI Regulations are adopted with the approval of Board of Directors of the Company. • All the policies are in conformity with SEBI Regulations and has been reviewed & timely updated as per the regulations/ circulars/ guidelines issued by SEBI 	Yes	None
<u>3</u>	<p><u>Maintenance and disclosures on Website:</u></p> <ul style="list-style-type: none"> • The Company is maintaining a functional website • Timely dissemination of the documents/ information under a separate section on the website • Web-links provided in annual corporate governance reports under Regulation 27(2) are accurate and specific which re-directs to the relevant document(s)/ section of the website 	Yes	None
<u>4</u>	<p><u>Disqualification of Director:</u></p> <p>None of the Director of the Company are disqualified under Section 164 of Companies Act, 2013</p>	Yes	None
<u>5</u>	<p><u>Details related to Subsidiaries of listed entities:</u></p> <p>(a) Identification of material subsidiary companies; (b) Requirements with respect to disclosure of material as well as other subsidiaries</p>	N.A. Yes	The Listed Entity does not have any material subsidiary during the review period.
<u>6</u>	<p><u>Preservation of Documents:</u></p> <p>The Company is preserving and maintaining records as prescribed under SEBI Regulations and disposal of records as per Policy of Preservation of Documents and Archival policy prescribed under SEBI LODR Regulations, 2015</p>	Yes	None
<u>7</u>	<p><u>Performance Evaluation:</u></p> <p>The Company has conducted performance evaluation of the Board, Independent Directors and the Committees at the start of every financial year/ during the financial year as prescribed in SEBI Regulations</p>	Yes	None
<u>8</u>	<p><u>Related Party Transactions:</u></p> <p>(a) The Company has obtained prior approval of Audit Committee for all Related party transactions.</p>	Yes	Please refer point 8(b)
	<p>(b) In case no prior approval obtained, the Company shall provide detailed reasons along with confirmation whether the transactions were subsequently approved/ ratified/ rejected by the Audit Committee</p>	Yes	The Company has ratified certain related party transaction(s)



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			after providing the detailed reasons along with confirmation
9	<u>Disclosure of events or information:</u> The Company has provided all the required disclosure(s) under Regulation 30 along with Schedule III of SEBI LODR Regulations, 2015 within the time limits prescribed thereunder.	Yes	None
10	<u>Prohibition of Insider Trading:</u> The Company is in compliance with Regulation 3(5) & 3(6) of SEBI (Prohibition of Insider Trading) Regulations, 2015	Yes	None
11	<u>Actions taken by SEBI or Stock Exchange(s), if any:</u> No Actions taken against the Company/ its promoters/ directors/ subsidiaries either by SEBI or by Stock Exchanges (including under the Standard Operating Procedures issued by SEBI through various circulars) under SEBI Regulations and circulars/ guidelines issued thereunder	No actions were taken against the promoters/directors/s subsidiaries. Further, BSE Limited and NSE Limited imposed a fine of ₹ 36,50,000/- (exclusive of GST as applicable) on the Company as detailed in Table (a) above.	No actions were taken against the promoters/directors/subsidiaries. Further, BSE Limited and NSE Limited imposed a fine of ₹ 36,50,000/- (exclusive of GST as applicable) on the Company as detailed in Table (a) above.
12	<u>Resignation of statutory auditors from the Company or its material subsidiaries</u> In case of resignation of statutory auditors from the listed entity or any of its material subsidiaries during the financial year, the listed entity and/ or its material subsidiary(ies) has/ have complied with paragraph 6.1 and 6.2 of Section V-D of Chapter V of the Master Circular on compliance with the provisions of the SEBI LODR Regulations by listed entities	N.A.	There were no instances of resignation of statutory auditors of the Company. Further, the Company does not have any material subsidiary during the review period.
13	<u>No additional non-compliances observed:</u> No additional non-compliance observed for any of the SEBI regulation/ circular/ guidance note etc.	Yes	None



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We further report that in accordance with Para No. 11 of Section VI-L of SEBI Master Circular No. HO/49/14/14(7)2025-CFD-POD2/1/3762/2026 dated January 30, 2026, the requirements pertaining to the disclosure of employee benefit scheme documents were not applicable to the Company during the review period.

New Delhi
May 28, 2026



For Sanjay Grover & Associates

Company Secretaries

Firm Registration No.: P2001DE052900

Peer Review Certificate No.: 7853/2026


Neeraj Arora

Partner

CP No.: 16186 / Mem. No. F10781

UDIN: F010781H000509279