



HINDUSTAN ZINC LIMITED

CIN: L27204RJ1966PLC001208

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

E-mail ID: hzi.secretarial@vedanta.co.in, Website: www.hzindia.com

Tel.: +91 0294-6604083

NOTICE OF THE 59th ANNUAL GENERAL MEETING

Notice is hereby given that the 59th Annual General Meeting ("AGM/Meeting") of the Members of Hindustan Zinc Limited ("Company") will be held on **Monday, August 25, 2025, at 12:00 Noon (IST)** through Video Conferencing ("VC")/Other Audio-Visual Means ("OAVM") to transact the following businesses:

ORDINARY BUSINESS:

1. To consider, review and adopt the Audited Financial Statements of the Company for the financial year ended March 31, 2025, prepared on Standalone and Consolidated basis and the reports of the Auditors thereon; and in this regard, pass the following resolution as an **Ordinary Resolution**:

"RESOLVED THAT the Audited Standalone and Consolidated Financial Statements of the Company for the financial year ended March 31, 2025, and the reports of the Auditors thereon laid before this meeting be and are hereby considered and adopted."

2. To confirm the interim dividend (s) for the financial year ended March 31, 2025, and, in this regard, pass the following resolution as an **Ordinary Resolution**:

"RESOLVED THAT the first interim dividend of ₹ 10 per equity share i.e. 500%; second interim dividend of ₹ 19 per equity share i.e. 950 %, aggregating to a sum of ₹ 29 per equity share on face value of ₹ 2/- each fully paid up for the Financial Year 2024-25 approved by the Board of Directors of the Company respectively and already paid, be and is hereby confirmed."

3. To consider and re-appoint Ms. Priya Agarwal (DIN: 05162177), who retires by rotation and being eligible, seeks re-appointment, as per Article 70 of the Articles of Association of the Company; and in this regard, pass the following resolution as an **Ordinary Resolution**:

"RESOLVED THAT pursuant to the provisions of Section 152, and other applicable provisions of the Companies Act, 2013, and rules made thereunder (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and Article 70 of the Articles of Association of the Company, Ms. Priya Agarwal (DIN: 05162177), who retires by rotation at this meeting and being eligible seeks re-appointment, be and is hereby re-appointed as Director of the Company, liable to retire by rotation.

RESOLVED FURTHER THAT any of the Board of Directors of the Company and Ms. Aashhima V Khanna, Company Secretary & Compliance Officer be and are hereby severally authorized to do all such acts, deeds, matters and things, as it may, in its absolute discretion, deem necessary, desirable and expedient to give effect to this Resolution."

4. To ratify the appointment of M/s S.R. Batliboi & Co. LLP as Statutory Auditors of the Company and in this regard, 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 appointment on the basis of recommendations of the Audit and Risk Management Committee and by the Board of Directors and pursuant to the resolution passed by the shareholders at the 55th Annual General Meeting of the Company held on August 09, 2021, the appointment of M/s S.R. Batliboi & Co. LLP, Chartered Accountants (Firm Registration No. 301003E/E300005) as the 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 & Risk Management Committee."

SPECIAL BUSINESS:

5. To consider and approve the appointment of M/s Sanjay Grover & Associates as Secretarial Auditors of the Company and in this regard, pass the following resolution as an **Ordinary Resolution**:

"RESOLVED THAT pursuant to the provisions of Section 204(1) and other applicable provisions, if any, of the Companies Act, 2013 read with Rule 9 of The Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and other applicable rules and provisions, if any, (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and on the recommendation of Audit & Risk Management Committee and the Board of Directors, M/s Sanjay Grover & Associates, Practicing

Company Secretaries, New Delhi, (Firm Registration No.: P2001DE052900) be and is hereby appointed as the Secretarial Auditors to carry out the Secretarial Audit of the Company for the first term of 5 years from the conclusion of this Annual General Meeting, at a remuneration of ₹ 4,50,000/- per annum besides applicable taxes and reimbursement of travel and other out of pocket expenses incurred by them for the purposes of Secretarial Audit with the remuneration being subjective to revision as may be approved by the Board of Directors from time to time.”

6. To consider and ratify the remuneration of the Cost Auditors for the financial year ending March 31, 2026, and in this regard, pass the following resolution as an **Ordinary Resolution**:

“RESOLVED THAT pursuant to the provisions of Section 148(3) 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), M/s K.G. Goyal & Company, Cost Accountants (Firm Registration No. 000017) appointed by the Board of Directors of the Company on the recommendation of the Audit and Risk Management Committee as the Cost Auditors of the Company to conduct the audit of the cost records of the Company for the financial year 2025-26, be paid a remuneration of ₹ 2.90 lacs (Two lacs ninety thousand only) excluding applicable taxes and out of pocket expenses, if any as incurred in connection with the aforesaid audit be and is hereby confirmed, ratified and approved.”

7. To consider and approve the re-appointment of Mr. Arun Misra (DIN: 01835605) as the Whole-time Director designated as Chief Executive Officer of the Company with effect from June 01, 2025 to May 31, 2026, and in this regard, pass the following resolution as a **Special Resolution**:

“RESOLVED THAT pursuant to the provisions of sections 149, 196, 197, 198 and 203 read with Schedule V and all other applicable provisions, if any, of the Companies Act, 2013 and the rules made thereunder, the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and all other rules, regulations, guidelines, statutory notifications made by any statutory authorities (including any statutory modification(s) or re-enactment thereof, for the time being in force), the approval of the members be and is hereby accorded for the reappointment of Mr. Arun Misra as the Whole-time Director and Chief Executive Officer on the board of the Company for a further period of 1 year w.e.f. June 01, 2025 to May 31, 2026, subject to the following terms and conditions:

a. Period of Appointment:

The appointment is valid for a period of 1 year, w.e.f. June 01, 2025, to May 31, 2026.

b. Remuneration:

Name	C1 (Fixed Pay)	Total C4 (Expected)
	INR lakhs	INR lakhs
Mr. Arun Misra	436	1065

The above remuneration also includes (a) Annual Bonus i.e. Target Bonus - 125% of Fixed Pay (b) Benefits as per Company Policy (c) Incentives & Retention Bonus of INR 1 cr. paid during the year and (d) Valuation of ESOPs. Total C4 is the summation of all the remuneration elements put together.

RESOLVED FURTHER THAT in the event of absence or inadequacy of profits in any of the financial year, the company shall pay remuneration by way of salary including perquisites and allowances as specified under Section 197 and Section II of Part II of Schedule V of Companies Act, 2013 or in accordance with any statutory modification(s) thereof.

RESOLVED FURTHER THAT the Board of Directors be and is hereby authorized to alter and vary the terms and conditions of the re-appointment and / or remuneration based on the recommendation of the Nomination and Remuneration Committee, subject to the limit as specified under Section 197 read with Schedule V of the Act and rules made thereunder or any statutory modification(s) or re-enactment(s) thereof.

RESOLVED FURTHER THAT the Board of Directors and Company Secretary of the Company be and are hereby severally authorized to do all such acts and to take all such steps as may be necessary, proper and expedient to give effect to this resolution.”

8. To consider and approve the appointment of Mr. Anoop Kumar Mittal (DIN: 05177010) as a Non-Executive Independent Director with effect from August 01, 2025, and in this regard, pass the following resolution as a **Special Resolution**:

“RESOLVED THAT pursuant to the provisions of sections 149, 150, 152 read with Schedule IV and other applicable provisions of the Companies Act, 2013 (“the Act”), the Companies (Appointment and Qualifications of Directors) Rules, 2014 and Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 [including any statutory modification(s) or amendment(s) thereto or re-enactment(s) thereof for the time being in force], Mr. Anoop Kumar Mittal (DIN: 05177010), who was appointed as an Additional Director (Independent

and Non-Executive) by the Board of Directors of the Company, with effect from August 01, 2025 and who qualifies for being appointed as an Non-Executive Independent Director 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 Director of the Company, being so eligible, be appointed as an Non-Executive Independent Director of the Company, not liable to retire by rotation, to hold office for a term of 2 (two) years commencing from August 01, 2025 to July 31, 2027 (both days inclusive).

RESOLVED FURTHER THAT the Board of Directors be and is hereby authorized to do all such acts, deeds, matters and things, as it may, in its absolute discretion, deem necessary, desirable and expedient to give effect to this Resolution.”

9. To consider and approve the re-appointment of Ms. Pallavi Joshi Bakhru (DIN: 01526618) as a Non-Executive Independent Director for the second and final term of two (2) years effective from August 10, 2025, and in this regard, pass the following resolution as a **Special Resolution**:

“**RESOLVED THAT** pursuant to the provisions of Sections 149, 150, 152, 160 read with Schedule IV and other applicable provisions of the Companies Act, 2013 (the “Act”) and the Companies (Appointment and Qualifications of Directors) Rules, 2014 and Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”) (including any statutory modification or reenactment(s) thereof for the time being in force), and on the recommendation of the Nomination and Remuneration Committee and approval of the Board of Directors, Ms. Pallavi Joshi Bakhru (DIN: 01526618), whose tenure expires on August 09, 2025 and who has submitted a declaration of independence as provided under Section 149(6) of the Act and applicable rules made thereunder and Regulation 16(1)(b) of the Listing Regulations and is eligible for reappointment, and in respect of whom the Company has received a notice in writing in terms of Section 160(1) of the Act from a member proposing her candidature for the office

of Director, be and is hereby re-appointed as a Non-Executive Independent Director of the Company, not liable to retire by rotation, to hold office for a second and final term of two (2) years effective from August 10, 2025, to August 09, 2027, on such remuneration as may be decided by the Board.

RESOLVED FURTHER THAT the Board of Directors be and is hereby authorized to do all such acts, deeds, matters and things, as it may, in its absolute discretion, deem necessary, desirable and expedient to give effect to this Resolution.”

10. To consider and approve the appointment of Mr. Ashish Chatterjee (DIN: 07688473), as a Non-Executive Nominee Director on the Board of the Company, and in this regard, pass the following resolution as an **Ordinary Resolution**:

“**RESOLVED THAT** pursuant to Sections 149, 152, 161 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Appointment & Qualification of Directors) Rules, 2014, Articles of Association of the Company, and Regulation 17(1C) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), Mr. Ashish Chatterjee (DIN: 07688473), whose appointment was communicated by the Ministry of Mines, Government of India vide order dated July 25, 2025, and who was appointed by the Board of Directors as a Non-Executive Nominee Director on the Board of the Company with effect from July 25, 2025 on the recommendation of the Nomination and Remuneration Committee, be and is hereby appointed as Non-Executive Nominee Director of the Company and he shall be liable to retire by rotation.

RESOLVED FURTHER THAT the Board of Directors be and is hereby authorised do all such acts, deeds and things and take all such steps as may be necessary, proper or expedient to give effect to this resolution, including but not limited to delegating all or any of the powers conferred by this resolution, to any officer(s)/ authorised representative(s).”

Registered Office:

Yashad Bhawan, Yashadgarh, Udaipur,
Rajasthan -313004
CIN: L27204RJ1966PLC001208
E-mail ID: hzl.secretarial@vedanta.co.in
Website: www.hzlindia.com
Tel.: +91 0294-6604083

By Order of the Board

Aashhima V Khanna

Company Secretary & Compliance Officer
Membership No: ACS 34517

Place: Udaipur
Date: 30.07.2025

NOTES

S. No.	Particulars	Details
1	Date, day and time of AGM	Monday, August 25, 2025, at 12 Noon
2	Mode	Video Conferencing (VC)/ other Audio Visual Means (OAVM)
3	Link for attending live webcast of the Annual General Meeting ("AGM") through Video Conferencing ("VC") and for e-voting [remote/at the AGM]	https://eservices.nsdl.com/ (follow the steps mentioned in the notice)
4	Helpline numbers for VC participation	https://eservices.nsdl.com/ and 022 - 4886 7000
5	Registrar and Share Transfer Agent	KFin Technologies Limited Unit: Hindustan Zinc Limited E-mail: inward.ris@kfintech.com ; Contact No.: 040 - 6716 2222, 1800 309 4001
6	Cut-off date for e-voting	Monday, August 18, 2025
7	Corporate/Institutional Members to send scanned certified true copy (PDF Format) of the Board Resolution/Authority Letter, etc. together with attested specimen signature(s) of the authorized representative (s)	On or before Friday, August 22, 2025 at cs.vmanda@gmail.com or hzi.secretarial@vedanta.co.in
8	Speaker registration and period for submission of questions, if any, in advance and e-mail address	Registration is open till: Wednesday, August 20, 2025, 5:00 PM Speakers may send their request mentioning their name, demat account number/folio number, email id, mobile number at hzi.secretarial@vedanta.co.in
9	Remote e-voting period	Commencement of Remote e-Voting: Wednesday, August 20, 2025, 9:00 AM End of Remote e-Voting: Sunday, August 24, 2025, 5:00 PM
10	Other Important links Integrated Report and Annual Accounts FY 2024-25 Notice of the AGM	https://www.hzindia.com/

- Pursuant to the MCA (Ministry of Corporate Affairs) circular nos. 14/2020 dated April 08, 2020, circular No.17/2020 dated April 13, 2020, and circular no. 09/2024 dated September 19, 2024, companies are permitted to hold their AGM through Video Conferencing (VC) or Other Audio Visual Means ('OAVM') without the physical presence of the members at a common venue. Hence, in compliance with the said circulars and provisions of the Companies Act, 2013 (the "Act") and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), the AGM of the Company is being held through VC/OAVM.
- The Explanatory Statement pursuant to Section 102(1) of the Act, read with rules made thereunder setting out material facts concerning the Special Business(es) under Item No. 5 & 6 of the Notice is annexed hereto due to its unavoidable nature. The relevant details, pursuant to Regulations 36(3) of the Listing Regulations and Secretarial Standard - 2 on General Meetings issued by the Institute of Company Secretaries of India, in respect of Directors seeking re-appointment at the AGM are provided as an annexure to the Notice.
- Pursuant to the provisions of the Act, a member entitled to attend and vote at the AGM is entitled to appoint a

proxy to attend and vote on his/her behalf and the proxy need not be a Member of the Company. Since this AGM is being held pursuant to the MCA Circulars through VC/OAVM, physical attendance of Members has been dispensed with. Accordingly, the facility for appointment of proxy(ies) by the Members will not be available for the AGM and hence the Proxy Form, Attendance Slip, and route map of AGM are not annexed to this Notice.

- The Body Corporates/Institutional members are entitled to appoint authorized representatives to attend the AGM through VC/OAVM and participate thereat and cast their votes through e-voting. Corporate /Institutional members are required to send a scanned copy (PDF/ JPG Format) of its Board or governing body Resolution/ Authorization, etc., authorizing its representative to attend the AGM through VC / OAVM on its behalf and to vote through remote e-voting or at AGM pursuant to Section 113 of the Act at E-mail id cs.vmanda@gmail.com and hzi.secretarial@vedanta.co.in not later than 48 hours before the scheduled time of the commencement of the Meeting. 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.

5. Participation of the Members through VC/OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013.
6. 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.

DISPATCH OF ANNUAL REPORT THROUGH ELECTRONIC MODE AND REGISTRATION OF E-MAIL ID

7. In terms of the MCA Circulars and SEBI Circulars, the Company is sending this AGM Notice along with the Integrated Annual Report FY 2024-25 in electronic form only to those Members whose email IDs are registered with the Company/Depository Participants ("DPs"). The Company shall send the physical copy of the Integrated Annual Report FY 2024-25 only to those Members who specifically request for the same at hzl.secretarial@vedanta.co.in mentioning their Folio No/DP ID and Client ID.
8. The Members may note that the Notice calling the AGM along with Integrated Annual Report FY 2024-25 has been uploaded on the website of the Company at www.hzlindia.com. The Notice and Integrated Annual Report FY 2024-25 can also be accessed from the websites of the Stock Exchanges i.e. BSE Limited and National Stock Exchange of India Limited at www.bseindia.com and www.nseindia.com respectively and is also available on the website of NSDL (agency for providing the Remote e-Voting facility) i.e. www.evoting.nsdl.com.
9. Members whose E-mail ID is not registered and who wish to receive the Notice of the AGM, Integrated Annual Report 2024-25 and all other communications by the Company, from time to time, may get their E-mail ID registered by submitting Form ISR-1 to KFintech at einward.ris@kfintech.com or to the Company at hzl.secretarial@vedanta.co.in. However, for the shares held in demat form, Members are requested to write to their respective DPs.

PROCEDURE FOR JOINING THE AGM THROUGH VC/OAVM

10. The Company has engaged the services of NSDL. Members will be able to attend the AGM through VC/OAVM or view the live webcast of the AGM provided by NSDL by following the instructions provided in the notes to the Notice of the AGM.
11. The facility to join the AGM in the VC/OAVM mode shall be opened 30 minutes before the scheduled time of the commencement of the Meeting and shall be kept open throughout the proceedings of the Meeting.
12. The facility of participation at the AGM through VC/OAVM will be made available for 1000 members on first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more

shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit & Risk Management Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the AGM without restriction on account of first come first served basis.

13. Members requiring any assistance/support for participation before or during the AGM, can contact NSDL on evoting@nsdl.com or can call at 022 -4886 7000 or can contact Ms. Pallavi Mhatre, Senior Manager, at the designated E-mail ID at evoting@nsdl.com.

PROCEDURE FOR SPEAKER REGISTRATION OR TO RAISE QUESTIONS / QUERIES

14. Members who would like to express their views/ have questions may send their questions in advance mentioning their name, demat account number/ folio number, email id, mobile number at hzl.secretarial@vedanta.co.in.
15. Members who would like to express their views/ask questions during the meeting may register themselves as a speaker shareholder on or before Wednesday, August 20, 2025, 5:00 P.M. (IST), may send their request mentioning their name, demat account number/folio number, email id, mobile number at hzl.secretarial@vedanta.co.in.
16. Only those Members who have registered themselves as a speaker will be allowed to express their views/ ask questions during the meeting. Company reserves the right to restrict the number of speakers as well as the speaking time depending upon the availability of time at the AGM.

PROCEDURE FOR INSPECTION OF DOCUMENTS

17. The Register of Directors and Key Managerial Personnel and their shareholding maintained under Section 170 of the Act, the Register of Contracts or Arrangements in which the Directors are interested, maintained under Section 189 of the Act shall be made available for inspection by the Members during the AGM.
18. All documents referred to in the accompanying Notice and the Explanatory Statement will also be available for inspection through electronic mode during business hours except on holidays, up to and including the date of the Annual General Meeting. Members seeking to inspect such documents can send an e-mail to hzl.secretarial@vedanta.co.in.

INVESTOR EDUCATION AND PROTECTION FUND ("IEPF")

19. Pursuant to Section 124(6) and Section 125 of the Act read with Investor Education and Protection Fund ("IEPF") Authority (Accounting, Audit, Transfer and Refund) Rules, 2016 and amendments thereto ("IEPF Rules"), the amount of unpaid/unclaimed dividend for a

period of seven (7) years from the date of transfer to the Unpaid Dividend account is required to be transferred to IEPF established by the Central Government. The Company has transferred the unpaid or unclaimed dividends declared up to the financial year 2017-18 from time to time on the respective due dates, to IEPF. Additionally, all the shares in respect of which dividend has not been paid/claimed for a period of seven (7) consecutive years or more shall be transferred to IEPF.

20. Members whose shares and unclaimed dividend has been transferred to IEPF, may claim the same by applying to the IEPF Authority through submission of an online Form IEPF-5 on the website of IEPF Authority at www.iepf.gov.in. The details of such unclaimed dividend/shares transferred to IEPF has been uploaded on the website of the Company at www.hzindia.com and www.iepf.gov.in.

GENERAL

21. Members who hold shares in physical form are requested to address all correspondence concerning transmissions, sub-division, consolidation of shares or any other share-related matters and/or change in address or updation thereof with KFintech, Company's RTA. Members whose shareholding is in electronic mode are requested to intimate the change of address, registration of E-mail address and updation of bank account details to their respective DPs.
22. SEBI vide its Circular No. SEBI/HO/MIRSD/MIRSD_RTABM/P/CIR/2022/8 dated 25 January 2022 has mandated the listed companies to issue securities in demat only while processing service request i.e. issue of duplicate certificates, claim from unclaimed suspense account, renewal/exchange of securities certificates, sub-division/split and consolidation of securities certificate/folio, transmission, and transposition. Accordingly, Members are requested to make the mentioned service requests by submitting duly filled Form ISR-4 which is also available on the website of the Company at www.hzindia.com.

SCRUTINIZER AND VOTING RESULTS

23. The Board of Directors have appointed CS Manoj Maheshwari, partner of M/s. V.M. & Associates, Company Secretaries (M. No.: FCS 3355; CP No.: 1971) as the Scrutinizer and failing him CS Priyanka Agarwal, partner of M/s. V.M. & Associates Company Secretaries (M. No.: FCS 11138; CP No.: 15021), as the Alternative Scrutinizer to scrutinize the voting process in a fair and transparent manner.
24. The Scrutinizer will, after conclusion of e-Voting at the Meeting, scrutinise the votes cast at the Meeting through e-Voting and Remote e-Voting and make a consolidated Scrutinizer's report of the votes cast in favour or against, if any, and submit the same to the Chairperson of the Meeting or a person authorized by him in writing who

shall countersign the same. The Chairperson or any other person authorized by the Chairperson, shall declare the results within the prescribed timelines under applicable laws. The said results along with the report of the Scrutinizer will also be placed on the website of the Company www.hzindia.com, the website of KFintech at <https://evoting.kfintech.com> / and NSDL <https://www.evoting.nsdl.com> and shall also be displayed at the registered and corporate office of the Company. The results shall simultaneously be submitted to the Stock Exchange(s) and available at www.bseindia.com and www.nseindia.com. The resolutions will be deemed to be passed on the date of AGM subject to receipt of the requisite number of votes in favour of the resolutions.

PROCEDURE FOR REMOTE E-VOTING AND E-VOTING AT AGM

25. 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 MCA Circulars, the Company is providing facility of remote e-voting to its Members in respect of the businesses to be transacted at the AGM. 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 as well as during the AGM proceedings will be provided by NSDL. Members attending the Meeting who have not cast their vote(s) by Remote e-Voting will be able to vote at the Meeting.
26. 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. August 18, 2025, only shall be entitled to avail the facility of remote e-voting/e-voting at the AGM.
27. The Remote e-Voting facility will be available during the following period:

Commencement of Remote e-Voting	Wednesday, August 20, 2025
End of Remote e-Voting	Sunday, August 24, 2025

- a) A Member can opt for only single mode of voting, i.e. through Remote e-Voting or during the Meeting;
- b) 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;
- c) The Members may please note that the Remote e-Voting shall not be allowed beyond the above mentioned date and time;





- d) Any person holding shares in physical form and non-individual shareholders, who acquire shares of the Company and become a Member of the Company after the Notice is sent through E-mail and holding shares as of the cut-off date i.e. Monday, August 18, 2025 may obtain the login ID and password by sending a request at evoting@nsdl.com. However, if you are already registered with NSDL for Remote e-Voting, then you can use your existing User ID and password for casting your vote. If you have forgotten your password, you could reset your password by using “Forgot User Details/Password” or “Physical User Reset Password” option available on www.evoting.nsdl.com. In case of Individual Shareholders holding securities in demat mode, who acquire shares of the Company and become a Member of the Company after the Notice is sent through E-mail and holding shares as of the cut-off date i.e. Monday, August 18, 2025, may follow steps mentioned in the Notice of the AGM under “Access to NSDL e-Voting system”;
- e) A person who is not a Member as on the cut-off date should treat this Notice for information purpose only;
- f) 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 e-Voting. 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 during the Meeting;
- g) The voting rights of Members shall be in proportion to their shares of the paid-up equity share capital of the Company as on the cut-off date i.e. closure of Monday, August 18, 2025;
- h) The e-voting facility at the Meeting shall be operational till all the resolutions proposed in the Notice are considered and voted upon at the Meeting and may be used for voting only by the Members holding shares as on the cut-off date who are attending the Meeting and who have not already cast their vote(s) through Remote e-Voting;
- i) 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;
- j) To attend to any queries, you may refer the Frequently Asked Questions (“FAQs”) and e-Voting user manual for Shareholders available at the download section of www.evoting.nsdl.com or send a request at evoting@nsdl.com or contact Ms. Pallavi Mhatre, Senior Manager, at the designated E-mail ID - evoting@nsdl.com at National Securities Depository Limited, Trade World, ‘A’ Wing, 4th Floor, Kamala Mills Compound, Senapati Bapat Marg, Lower Parel, Mumbai - 400 013, who will also address the grievances connected with the voting by electronic means;
- k) The details of the process and manner for Remote e-Voting are explained below:

Step 1: Access to NSDL e-Voting system

A) Login method for e-Voting and joining virtual meeting 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"> Existing IDeAS user can visit the e-Services website of NSDL Viz. https://eservices.nsdl.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 or joining virtual meeting & voting during the meeting. If you are not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select “Register Online for IDeAS Portal” or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp 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. 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 held 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 or joining virtual meeting & voting during the meeting. Shareholders/Members can also download NSDL Mobile App “NSDL Speede” facility by scanning the QR code mentioned below for seamless voting experience. <div style="text-align: center;"> <p>NSDL Mobile App is available on</p> <div style="display: flex; justify-content: space-around; align-items: center;"> <div style="text-align: center;">  <p>App Store</p>  </div> <div style="text-align: center;">  <p>Google Play</p>  </div> </div> </div>
Individual Shareholders holding securities in demat mode with CDSL	<ol style="list-style-type: none"> Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login Easi /Easiest are requested to visit CDSL website www.cdslindia.com and click on login icon & New System Myeasi Tab and then user your existing my easi username & password. After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period. 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. If the user is not registered for Easi/Easiest, option to register is available at CDSL website www.cdslindia.com and click on login & New System Myeasi Tab and then click on registration option. Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on 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 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.

Type of shareholders	Login Method
Individual Shareholders (holding securities in demat mode) login through their depository participants	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 or joining virtual meeting & voting during the meeting.

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.com or call at 022 - 4886 7000
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 toll free no. 1800 22 55 33

B) Login Method for e-Voting and joining virtual meeting 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 _____ then user ID is _____

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.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, 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 and join General Meeting on NSDL e-Voting system.

How to cast your vote electronically and join General Meeting 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 and General Meeting is in active status.
2. Select "**EVEN**" of company for which you wish to cast your vote during the remote e-Voting period and casting your vote during the General Meeting. For joining virtual

meeting, you need to click on "**VC/OAVM**" link placed under "**Join Meeting**".

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 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 email 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), AADHAR (self-attested scanned copy of Aadhar Card) by email to hzi.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), AADHAR (self-attested scanned copy of Aadhar Card) to hzi.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 and joining virtual meeting 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 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.
4. The details of the person who may be contacted for any grievances connected with the facility for e-Voting on the day of the AGM shall be the same person mentioned for Remote e-voting.

INSTRUCTIONS FOR MEMBERS FOR ATTENDING THE AGM THROUGH VC/OAVM ARE AS UNDER:

THE INSTRUCTIONS FOR MEMBERS FOR e-VOTING ON THE DAY OF THE AGM ARE AS UNDER: -

1. The procedure for e-Voting on the day of the AGM is same as the instructions mentioned above for remote e-voting.
2. Only those Members/ shareholders, who will be present in the AGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system in the AGM.
3. Members who have voted through Remote e-Voting will be eligible to attend the AGM. However, they will not be eligible to vote at the AGM.
1. Member will be provided with a facility to attend the AGM through VC/OAVM through the NSDL e-Voting system. Members may access by following the steps mentioned above for **Access to NSDL e-Voting system**. After successful login, you can see link of "VC/OAVM" placed under **"Join meeting"** menu against company name. You are requested to click on VC/OAVM link placed under Join Meeting menu. The link for VC/OAVM will be available in Shareholder/Member login where the EVEN of Company will be displayed. Please note that the members who do not have the User ID and Password for e-Voting or have forgotten the User ID and Password may retrieve the same by following the remote e-Voting instructions mentioned in the notice to avoid last minute rush.
2. Members are encouraged to join the Meeting through Laptops for better experience.
3. Further Members will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
4. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.

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: To consider and approve the appointment of M/s Sanjay Grover & Associates as Secretarial Auditors of the Company

In accordance with the provisions of Section 204 (1) of the Act and other applicable provisions, if any, of the Companies Act, 2013 read with Rule 9 of The Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and other applicable rules and provisions, if any, (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), the Company is required to have the Secretarial Audit conducted by a Secretarial Auditor in practice.

The Board, on the recommendation of the Audit & Risk Management Committee, has approved the appointment of M/s Sanjay Grover & Associates, Practicing Company Secretaries, New Delhi, (Firm Registration No.: P2001DE052900), as the Secretarial Auditor to carry out the Secretarial Audit of the Company for the first term of 5 years from the conclusion of this Annual General Meeting at a remuneration of ₹ 4.50 Lacs (Four Lacs fifty thousand only) excluding applicable taxes and out of pocket expenses, if any payable to the Secretarial Auditors which has to be approved by the shareholders of the Company.

M/s Sanjay Grover & Associates have conveyed their consent to be appointed as the Secretarial Auditors of the Company along with a confirmation that their appointment, if made, would be within the limits prescribed under the Companies Act, 2013.

Pursuant to SEBI (LODR) (Third Amendment) Regulations 2024 dated December 12, 2024, approval by the Members is required for the appointment of the Secretarial Auditors of the Company. Accordingly, the consent of the members is sought for passing an Ordinary Resolution as set out at **Item No. 5** of the Notice for the appointment of M/s Sanjay Grover & Associates as Secretarial Auditors of the Company.

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 Members of the Company.

Item No. 6: To consider and ratify the remuneration of the Cost Auditors for the financial year ending March 31, 2026

In accordance with the provisions of Section 148 of the Act read with the Companies (Audit and Auditors) Rules, 2014,

as amended from time to time, the Company is required to have the audit of its cost records conducted by a cost accountant in practice and the remuneration of ₹ 2.90 Lacs (Two lacs ninety thousand only) payable to the Cost Auditors has to be ratified by the shareholders of the Company.

The Board, on the recommendation of the Audit & Risk Management Committee, has approved the re-appointment and remuneration of M/s K.G. Goyal & Company (Firm Registration No. 000017), Cost Auditor to conduct the audit of the cost records of the Company for the financial year ending March 31, 2026 at a remuneration of ₹ 2.90 Lacs (Two Lacs ninety thousand only) excluding applicable taxes and out of pocket expenses, if any payable to the Cost Auditors which has to be ratified by the shareholders of the Company.

In making the decision on the appointment and remuneration of the Cost Auditors, the Audit & Risk Management Committee considered the Cost Auditors' performance during the previous year(s) in examining and verifying the accuracy of the cost accounting records maintained by the Company.

M/s K.G. Goyal & Company have furnished a certificate regarding their eligibility for appointment as Cost Auditors of the Company. They have vast experience in the field of cost audit and have conducted the audit of the cost records of the Company for previous years under the provisions of the Act.

Pursuant to Section 148(3) of the Act, approval by the Members is required for the payment of above remuneration to the cost auditor. Accordingly, consent of the members is sought for passing an Ordinary Resolution as set out at **Item No. 6** of the Notice for ratification of the remuneration payable to the Cost Auditors for the financial year ending March 31, 2026.

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. 6 of the Notice.

The Board recommends the Ordinary Resolution set out at Item No. 6 of the Notice for ratification by the Members of the Company.

Item No. 7: To consider and approve the re-appointment of Mr. Arun Misra (DIN: 01835605) as the Whole-time Director designated as Chief Executive Officer of the Company with effect from June 01, 2025, to May 31, 2026:

Mr. Arun Misra joined the Company as Deputy CEO on November 20, 2019, and was subsequently designated as CEO & Whole-Time Director (WTD) effective August 01, 2020, for a period of 2 years and 10 months, which

concluded on May 31, 2023. Mr. Misra's term was further extended for an additional period of 2 years, effective June 01, 2023, with the current term scheduled to end on May 31, 2025. Based on the recommendation of the Nomination and Remuneration Committee (NRC) and pursuant to the performance evaluation of Mr. Arun Misra and considering his background, experience and contributions to the Company, the Board, at its meeting held on April 25, 2025, approved his re-appointment as CEO & Whole-time Director of the Company, for a further period of 1 year, i.e. w.e.f. June 01, 2025 to May 31, 2026, subject to the approval of the Members. The Company has received from Mr. Arun Misra inter-alia his consent to act as Director of the Company and the disclosure in Form DIR-8 to the effect that he is not disqualified from being appointed as Director of the Company in terms of section 164 of the Companies Act, 2013. The Company has, in terms of Section 160(1) of the Act, also received in writing a notice from a Member proposing his candidature for the office of Director.

The Board of Directors, on the recommendation of the NRC, approved the following terms and conditions of Mr. Arun Misra's re-appointment:

Name	C1 (Fixed Pay)	Total C4 (Expected)
Mr. Arun Misra	436	1065

The above remuneration also includes (a) Annual Bonus i.e. Target Bonus - 125% of Fixed Pay (b) Benefits as per Company Policy (c) Retention Bonus of INR 1 cr. payable annually and (d) Valuation of ESOPs.

I. Other Benefits:

- The Company shall provide him with car, expenses relating to fuel, maintenance and driver will be reimbursed on actuals. Further the Company shall also provide telephones and other communication facility (for official business).
- Such other benefits as may be decided by the Board or its Committee from time to time.

II. Minimum Remuneration:

In the event of any loss or inadequacy of profits in any financial year during his tenure, the Company shall remunerate by way of salary, perquisites or any other allowance as specified above. Apart from the remuneration aforesaid, he shall be entitled to reimbursement of expenses incurred in connection with the business of the Company.

III. Other Terms and Conditions:

- The terms and conditions of the said appointment may be altered and varied from time to time by the Board of Directors of the Company or its Committee as it may, at its discretion deem fit, so as not to exceed the limits specified in Schedule V to the Companies Act, 2013 (including any statutory

modification or re-enactment thereof, for the time being in force) or any amendments made thereto.

- He shall not be paid any sitting fees for attending the meetings of the Board of Directors or Committee thereof.
- He shall not so long as he functions as such, become interested or otherwise concerned directly or through his wife and/or children in any selling agency of the Company in future without prior approval of the Central Government.
- The agreement may be terminated by giving not less than 90 days prior notice in writing in that behalf to the other party or 90 days salary in lieu thereof and on the expiry of the period of such notice, this Agreement shall stand terminated.

Mr. Arun Misra satisfies all the conditions set out in Sub-section (3) of Section 196 of the Act and Part-I of Schedule V to the Act for being eligible and not disqualified from being reappointed as Whole-time Director designated as Chief Executive Officer in terms of Section 164 of the Act, nor debarred from holding the office by virtue of any SEBI Order or any other competent authority. Brief resume of the Director and additional information pursuant to SEBI (Listing Obligation and Disclosure Requirements) Regulation 2015 and secretarial standard on general meetings (SS-2) is enclosed as **Annexure I**.

Save and except Mr. Arun Misra and their relatives, to the extent of their shareholding interest, if any, in the Company, none of the other Directors / Key Managerial Personnel of the Company are, in any way, concerned or interested, financially or otherwise, in the resolution set out at **Item No. 7** of the Notice.

The Board recommends the Special Resolution set out at Item No. 7 of the Notice for approval by the shareholders.

Item No. 8: To consider and approve appointment of Mr. Anoop Kumar Mittal as a Non-Executive Independent Director with effect from August 01, 2025

The Board of Directors of the Company on July 24, 2025, on the recommendation of the Nomination and Remuneration Committee (NRC), approved the appointment of Mr. Anoop Kumar Mittal (DIN: 05177010), as an Additional Director (Non-Executive Independent) of the Company for a period of 2 years with effect from August 01, 2025, to July 31, 2027, not liable to retire by rotation.

Mr. Mittal has more than 40 years of experience in the Construction Sector, Civil Engineering, Consultancy Real Estate Development, Merger & Acquisitions and Project Management. He has served as Chairman & Managing Director of NBCC (India) Limited from 2013 to 2019. Under

his leadership, the Company achieved the prestigious Navratna status in 2014. Born at Bharatpur, Rajasthan, he has done bachelor's in civil engineering from Thapar Institute of Engineering & Tech., Punjab University. He is also Conferred "Doctor of Philosophy" (Honoris Causa) - Chancellor, Singhania University, by virtue of his attaining eminence in the field of Civil & Construction Engineering. He has been awarded the SCOPE Excellence Award in the Individual Leadership category and also the Life-Time achievement award by Construction Times Magazine.

As per Listing Regulation 25 (2A), Mr. Mittal's 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 for his appointment as an Independent Director.

Mr. Anoop Kumar Mittal is not disqualified from being appointed as an Independent Director in accordance with sub-section (1) & (2) of Section 164 of the Act, 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 an Independent Director of the Company.

The Company has received necessary declaration(s) from Mr. Anoop Kumar Mittal 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"**).

In the opinion of the NRC and the Board of Directors, Mr. Anoop Kumar Mittal fulfils the conditions of independence specified in the Act, the Listing Regulations and is independent of the management.

Accordingly, it is proposed to seek the approval of the shareholders of the Company by way of a Special Resolution for appointment of Mr. Anoop Kumar Mittal. as an Independent Director on the Board of Directors of the Company to hold office for a period of 2 years from August 01, 2025, to July 31, 2027, not liable to retire by rotation.

Except Mr. Anoop Kumar Mittal 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. 8** of the Notice.

Disclosures as required under Regulation 36(3) of the Listing Regulations is part of this notice.

Item No. 9: To consider and approve the re-appointment of Ms. Pallavi Joshi Bakhru (DIN: 01526618) as a Non-Executive Independent Director for the second and final term of two (2) years effective from August 10, 2025, to August 09, 2027:

Ms. Pallavi Joshi Bakhru was appointed as a Non-Executive Independent Director on the Board of the Company for a term of two years with effect from August 10, 2023. Her

term as an Independent Director is upto August 09, 2025. The Board of Directors of the Company on July 24, 2025, approved the re-appointment of Ms. Bakhru for another term of two (2) years with effect from August 10, 2025, till August 09, 2027.

Ms. Pallavi Joshi Bakhru is a fellow Member of the Institute of Chartered Accountants of India and Indian Institute of Corporate Affairs. Ms. Pallavi Joshi Bakhru has over 30 years of experience spanning solutions and clients in different sectors. She was the head of tax at a large \$ 15 Billion natural resources group for five years and assisted with growth strategies. Currently, she leads the Private Client Service offering at Grant Thornton Bharat and heads the India - UK Corridor for the Firm. In 2015, Ms. Pallavi Joshi Bakhru was recognized as one of the Top 10 Women in Tax in India by the International Tax Review. Her specialties include corporate tax, litigation, including being a part of a team that ran an international arbitration under Bilateral Investment Treaty (BIT), tax structuring and regulatory matters pertaining to FEMA. Over the years, she has simplified the global structure of some large groups, institutionalized a royalty payment system, resolved some high-pitched tax litigation and done Advocacy and has experience in Owners & Private Clients, Natural resources, consumer and retail, aviation, manufacturing, and education.

The Company has received from Ms. Pallavi Joshi Bakhru inter-alia her consent to act as an Independent Director of the Company, disclosure in Form DIR-8 to the effect that she is not disqualified from being appointed as a Director of the Company in terms of section 164 of the Companies Act, 2013 and declaration of meeting the criteria of independence nor debarred from holding the office of director by virtue of any SEBI order or any other such authority and has given her consent to act as an Independent Director of the Company.

The Board of Directors had, carried out performance evaluation of all the Directors including Ms. Pallavi Joshi Bakhru and her re-appointment as an independent director is recommended by the Board on the basis of performance evaluation, in terms of Schedule IV of the Companies Act, 2013.

Except Ms. Pallavi Joshi Bakhru, none of the Directors of the Company or the Key Managerial Personnel or their relatives are financially or otherwise interested in the above Resolution set out at Item No.9. The Directors recommend the Resolution set out at Item No. 9 to be passed as a Special Resolution.

Item No. 10: To consider and approve the appointment of Mr. Ashish Chatterjee (DIN: 07688473), as a Non-Executive Nominee Director on the Board of the Company

Mr. Ashish Chatterjee (DIN: 07688473), was appointed as a Government Nominee Director by the Ministry of Mines, Government of India, vide order dated July 25, 2025. Subsequently, on the recommendation of the Nomination and Remuneration Committee, the Board of

Directors of the Company appointed Mr. Ashish Chatterjee as a Non-Executive Nominee Director of the Company w.e.f. July 25, 2025.

The Company has received necessary declaration(s) from Mr. Ashish Chatterjee 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"**).

Further it is confirmed that Mr. Ashish Chatterjee is not debarred from holding office of Director by virtue of any order passed by SEBI or any other authority.

Mr. Ashish Chatterjee (DIN: 07688473), is a senior civil servant belonging to the 1999 batch of the Indian Administrative Service (IAS), Tamil Nadu cadre. An alumnus of the Indian Institute of Technology with a bachelor's degree in chemical engineering, Mr. Chatterjee brings over 25 years of extensive administrative experience spanning both state and central government roles.

In the State of Tamil Nadu, Mr. Chatterjee has held key leadership positions, including serving as District Collector of Viluppuram, Kanchipuram, and Tiruvallur districts, where he was instrumental in driving governance and developmental initiatives at the grassroots level. Further, he has also worked in the field of Urban Development and City Governance in Corporation of Chennai.

Registered Office:

Yashad Bhawan, Yashadgarh, Udaipur,
Rajasthan -313004

CIN: L27204RJ1966PLC001208

E-mail ID: hzl.secretarial@vedanta.co.in

Website: www.hzlindia.com

Tel.: +91 0294-6604083

At the Central level, Mr. Chatterjee served in the Ministry of Commerce & Industries and as Joint Secretary in the Ministry of Petroleum & Natural Gas, he played a pivotal role in policy formulation and sectoral oversight. He also served as Government Nominee Director on the Boards of GAIL (India) Ltd. contributing to strategic decision-making in the energy sector.

In April 2025, Mr. Chatterjee assumed the position of Additional Secretary & Financial Advisor in the Ministry of Steel, Government of India. Mr. Chatterjee is presently serving as Government Nominee Director on the Boards of SAIL and NMDC.

Accordingly, it is proposed to seek the approval of the shareholders of the Company by way of an Ordinary Resolution for the appointment of Mr. Ashish Chatterjee (DIN: 07688473), as a Non-Executive Nominee Director on the board of the Company.

Except Mr. Ashish Chatterjee 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. 10** of the Notice.

Disclosures as required under Regulation 36(3) of the Listing Regulations is part of this notice.

By Order of the Board

Aashhima V Khanna

Company Secretary & Compliance Officer
Membership No: ACS 34517

Place: Udaipur
Date: 30.07.2025

ANNEXURE- I TO THE NOTICE OF AGM

Information of Director(s) seeking re-appointment at the 59th Annual General Meeting pursuant to Regulation 36(3) of SEBI (Listing Obligation and Disclosure Requirements) Regulation 2015, and in terms of the Companies Act, 2013 and Secretarial Standard – 2 on the General Meetings issued by the Institute of Company Secretaries of India.

1.

Name	Mr. Arun Misra		
DIN No.	01835605		
Designation/	CEO & Whole-time Director		
Category of Directorship			
Date of birth (Age)	08-05-1965		
Qualification	Bachelor's in electrical engineering from IIT, Kharagpur, Diploma in Mining and Beneficiation from University of New South Wales, Sydney and Diploma in General Management from CEDEP, France		
Brief resume/ Experience (including expertise in specific functional area)	<p>Mr. Arun Misra has held the position of CEO & Whole time Director (KMP) since August 1, 2020, and also became an Executive Director at Vedanta Limited in August 2023.</p> <p>With a strong leadership track record, Mr. Misra has been the Chairman of CII Rajasthan State Council and the first Indian-origin Chairperson of the International Zinc Association. He is also the Vice President of the Indian Institute of Mineral Engineers. Under his leadership, Hindustan Zinc was recognized for innovation and sustainability and got ranked 1st consequently for 2 years in S&P Global rating.</p> <p>Mr. Misra's academic background includes a bachelor's degree in electrical engineering from IIT Kharagpur, a Diploma in Mining and Beneficiation from the University of New South Wales, and a Diploma in General Management from CEDEP, France.</p> <p>Before joining Hindustan Zinc, Mr. Misra had a distinguished 33-year career at Tata Steel, holding various leadership roles in plant operations, mining, safety, and project management. He was last the Vice President of the Raw Materials Division at Tata Steel.</p>		
Shareholding in the Company as on March 31, 2025 (including shareholding as Beneficial Owner)	Nil		
Directorship in other Companies as on March 31, 2025	<p>Public Companies</p> <ol style="list-style-type: none"> 1. Vedanta Limited (Listed) 2. Ferro Alloys Corporation Limited 3. ESL Steel Limited 4. Federation of India Mineral Industries <p>Private Companies</p> <ol style="list-style-type: none"> 1. Hindustan Zinc Fertilisers Private Limited 2. Hindustan Zinc Alloys Private Limited 3. Zinc India Foundation 4. Vedanta Zinc Football & Sports Foundation 5. Hindmetal Exploration Services Private Limited <p>Foreign Companies:</p> <ol style="list-style-type: none"> 1. International Zinc Association 		
Listed Entities from which resigned in past three years	None		
Membership / Chairmanship of Committees of the other Companies as on March 31, 2025	Name of Company	Type of Committees	Position held Chairman / Member
	Ferro Alloys Corporation Limited	Nomination & Remuneration Committee	Member
	Ferro Alloys Corporation Limited	Corporate Social Responsibility Committee	Member
	Vedanta Limited	Stakeholders' Relationship Committee	Member
	ESL Steel Limited	Audit Committee	Member
	ESL Steel Limited	Nomination & Remuneration Committee	Member

Name	Mr. Arun Misra
Inter se relationship with other Directors / Key Managerial Personnel/ Managers	Nil
Date of first appointment on the Board	August 01, 2020
Terms and Conditions of re-appointment	Re-appointment as CEO & WTD for a further period of 1 year from June 01, 2025 to May 31, 2026. Other terms and conditions including remuneration of re-appointment form part of the Explanatory Statement
Remuneration last drawn (including sitting fees, if any)	Please refer to the Report on Corporate Governance forming part of the Integrated Annual Report FY 2024-25
Remuneration proposed to be paid	Remuneration as approved by the Board.
No. of meetings of the Board attended during the FY 2024-25	Seven (7)

2.

Name	Ms. Priya Agarwal
DIN No.	05162177
Designation/Category of Directorship	Chairperson, Non-Executive Director
Date of birth (Age)	10-08-1989
Qualification	B.Sc Psychology with Business Management from University of Warwick of UK
Brief resume/ Experience (including expertise in specific functional area)	As detailed in Item No. 1 of the Explanatory Statement of Postal Ballot Notice dated January 19, 2023
Shareholding in the Company as on March 31, 2025 (including shareholding as Beneficial Owner)	Nil
Directorship in other Companies as on March 31, 2025	Public Companies <ol style="list-style-type: none"> Vedanta Limited (Listed) Anil Agarwal Foundation Foreign Companies: <ol style="list-style-type: none"> Global Transition Resources Inc.
Listed Entities from which resigned in past three years	None
Membership / Chairmanship of Committees of the other Companies as on March 31, 2025	Nil
Inter se relationship with other Directors / Key Managerial Personnel/ Managers	Nil
Date of first appointment on the Board	19-01-2023

Name	Ms. Priya Agarwal
Terms and Conditions of re-appointment	Ms. Priya Agarwal has been appointed as a Chairperson Non-Executive Director of the Company and is liable to retire by rotation
Remuneration last drawn (including sitting fees, if any)	Please refer to the Report on Corporate Governance forming part of the Integrated Annual Report FY 2024-25
Remuneration proposed to be paid	Remuneration as approved by the Board.
No. of meetings of the Board attended during the FY 2024-25	Seven (7)

3.

Name	Mr. Anoop Kumar Mittal
DIN No.	05177010
Designation/	Non - Executive Independent Director
Category of Directorship	
Date of birth (Age)	05-01-1960
Qualification	Bachelor's in civil engineering
Brief resume/ Experience (including expertise in specific functional area)	Mr. Mittal has more than 40 years of experience in the Construction Sector: Civil Engineering, Consultancy Real Estate Development, Merger & Acquisitions and Project Management. He has served as Chairman & Managing Director of NBCC (India) Limited from 2013 to 2019. Under his leadership, the Company achieved the prestigious Navratna status in 2014. Born at Bharatpur, Rajasthan, he has done bachelor's in civil engineering from Thapar Institute of Engineering & Tech., Punjab University. He is also Conferred "Doctor of Philosophy" (Honoris Causa) - Chancellor, Singhania University, by virtue of his attaining eminence in the field of Civil & Construction Engineering. He has been awarded the SCOPE Excellence Award in the Individual Leadership category and also the Life-Time achievement award by Construction Times Magazine.
Shareholding in the Company as on March 31, 2025 (including shareholding as Beneficial Owner)	Nil
Directorship in other Companies as on March 31, 2025	Public Companies <ol style="list-style-type: none"> 1. Sikkim Urja Limited 2. BPTP Limited 3. South West Port Limited 4. JSW Jaigarh Port Limited 5. Bharat Aluminum Co Ltd 6. JSW Infrastructure Limited 7. Dalmia Cement (North East) Limited 8. Embassy Office Parks Management Services Private Limited 9. Vinay Cement Limited 10. Welspun Enterprises Limited Private Companies <ol style="list-style-type: none"> 1. Holistic Senior Care Private Limited 2. Hippostores Technology Private Limited 3. Embassy Office Parks Management Services Private Limited 4. Cherry Blossom Urban Infrastructure Private Limited
Listed Entities from which resigned in past three years	None

Name		Mr. Anoop Kumar Mittal	
Membership / Chairmanship of Committees of other Companies as on March 31, 2025	Name of Company	Type of Committees	Position held Chairman/ Member
	Berger Paints India Limited	Audit Committee	Member
		Nomination and Remuneration Committee	Member
		CSR Committee	Member
	Welspun Enterprises Limited	Risk Management and Project Monitoring Committee	Member
		Nomination and Remuneration Committee	Member
	Dalmia Cement (North East) Ltd.	Audit Committee	Member
		Nomination and Remuneration Committee	Chairperson
	Vinay Cement Ltd	Audit Committee	Member
		Nomination and Remuneration Committee	Member
	Bharat Aluminium Co Ltd	CSR Committee	Member
	South West Port Ltd	Audit Committee	Member
		Nomination and Remuneration Committee	Chairperson
		CSR Committee	Member
	BPTP limited	Nomination and Remuneration Committee	Member
		Audit Committee	Member
		CSR Committee	Member
	Embassy Office Parks Management Services Private Limited	Audit Committee	Member
		Risk Management Committee	Member
		Nomination and Remuneration Committee	Member
	Sikkim Urja Limited	Audit Committee	Member
		Nomination and Remuneration Committee	Member
Inter se relationship with other Directors / Key Managerial Personnel/ Managers	Nil		
Date of first appointment on the Board	01-08-2025		
Terms and Conditions of re-appointment	Independent Director, not liable to retire by rotation, to hold office for a period of 2 years, with effect from August 01, 2025, to July 31, 2027.		
Remuneration last drawn (including sitting fees, if any)	NA		
Remuneration proposed to be paid	As decided by the Board from time to time		
No. of meetings of the Board attended during the FY 2024-25	NA		

Name	Ms. Pallavi Joshi Bakhru																															
DIN No.	01526618																															
Designation/ Category of Directorship	Non - Executive Independent Director																															
Date of birth (Age)	16-09-1967																															
Qualification	Ms. Pallavi Joshi Bakhru is a fellow Member of the Institute of Chartered Accountants of India and Indian Institute of Corporate Affairs.																															
Brief resume/ Experience (including expertise in specific functional area)	<p>Ms. Pallavi Joshi Bakhru has over 30 years of experience spanning solutions and clients in different sectors. She was the head of tax at a large \$ 15 Billion natural resources group for five years and assisted with growth strategies. Currently, she leads the Private Client Service offering at Grant Thornton Bharat and also heads the India - UK Corridor for the Firm.</p> <p>In 2015, Ms. Pallavi Joshi Bakhru was recognized as one of the Top 10 Women in Tax in India by the International Tax Review.</p> <p>Her specialties include corporate tax, litigation, including being a part of a team that ran an international arbitration under Bilateral Investment Treaty (BIT), tax structuring and regulatory matters pertaining to FEMA. Over the years, she has simplified the global structure of some large groups, institutionalized a royalty payment system, resolved some high-pitched tax litigation and done Advocacy and has experience in Owners & Private Clients, Natural resources, consumer and retail, aviation, manufacturing, and education.</p>																															
Shareholding in the Company as on March 31, 2025 (including shareholding as Beneficial Owner)	Nil																															
Directorship in other Companies as on March 31, 2025	<p>Public Companies</p> <ol style="list-style-type: none">1. Vedanta Limited2. Gabriel India Limited3. Ferro Alloys Corporation Limited4. Neuland Laboratories Limited <p>Private Companies</p> <ol style="list-style-type: none">1. Grant Thornton Advisory Private Ltd2. Tenon facility Management Services Private Limited																															
Listed Entities from which resigned in past three years	None																															
Membership / Chairmanship of Committees of other Companies as on March 31, 2025	<table><tr><th>Name of Company</th><th>Type of Committees</th><th>Position held Chairman/ Member</th></tr><tr><td rowspan="3">Vedanta Limited</td><td>Audit & Risk Management Committee</td><td>Member</td></tr><tr><td>CSR Committee</td><td>Member</td></tr><tr><td>Stakeholders' Relationship Committee</td><td>Chairperson</td></tr><tr><td rowspan="3">Gabriel India Limited</td><td>Audit Committee</td><td>Chairperson</td></tr><tr><td>CSR Committee</td><td>Member</td></tr><tr><td>Risk Management Committee</td><td>Chairperson</td></tr><tr><td>Ferro Alloys Corporation Limited</td><td>Audit Committee</td><td>Member</td></tr><tr><td rowspan="4">Neuland Laboratories Limited</td><td>Audit Committee</td><td>Member</td></tr><tr><td>Stakeholders' Relationship Committee</td><td>Chairperson</td></tr><tr><td>Nomination & Remuneration Committee</td><td>Member</td></tr><tr><td>Corporate Social Responsibility Committee</td><td>Member</td></tr></table>			Name of Company	Type of Committees	Position held Chairman/ Member	Vedanta Limited	Audit & Risk Management Committee	Member	CSR Committee	Member	Stakeholders' Relationship Committee	Chairperson	Gabriel India Limited	Audit Committee	Chairperson	CSR Committee	Member	Risk Management Committee	Chairperson	Ferro Alloys Corporation Limited	Audit Committee	Member	Neuland Laboratories Limited	Audit Committee	Member	Stakeholders' Relationship Committee	Chairperson	Nomination & Remuneration Committee	Member	Corporate Social Responsibility Committee	Member
Name of Company	Type of Committees	Position held Chairman/ Member																														
Vedanta Limited	Audit & Risk Management Committee	Member																														
	CSR Committee	Member																														
	Stakeholders' Relationship Committee	Chairperson																														
Gabriel India Limited	Audit Committee	Chairperson																														
	CSR Committee	Member																														
	Risk Management Committee	Chairperson																														
Ferro Alloys Corporation Limited	Audit Committee	Member																														
Neuland Laboratories Limited	Audit Committee	Member																														
	Stakeholders' Relationship Committee	Chairperson																														
	Nomination & Remuneration Committee	Member																														
	Corporate Social Responsibility Committee	Member																														
Inter se relationship with other Directors / Key Managerial Personnel/ Managers	Nil																															
Date of first appointment on the Board	10-08-2023																															

Name	Ms. Pallavi Joshi Bakhru
Terms and Conditions of re-appointment	Independent Director, not liable to retire by rotation, to hold office for a period of 2 years, with effect from August 10, 2025, to August 09, 2027.
Remuneration last drawn (including sitting fees, if any)	Please refer to the Report on Corporate Governance forming part of the Integrated Annual Report FY 2024-25
Remuneration proposed to be paid	Nil
No. of meetings of the Board attended during the FY 2024-25	Seven (7)

5

Name	Mr. Ashish Chatterjee
DIN No.	07688473
Designation/ Category of Directorship	Non - Executive Nominee Director
Date of birth (Age)	21-02-1973
Qualification	Bachelor's degree in chemical engineering
Brief resume/ Experience (including expertise in specific functional area)	<p>Mr. Ashish Chatterjee (DIN: 07688473), is a senior civil servant belonging to the 1999 batch of the Indian Administrative Service (IAS), Tamil Nadu cadre. An alumnus of the Indian Institute of Technology with a bachelor's degree in chemical engineering, Mr. Chatterjee brings over 25 years of extensive administrative experience spanning both state and central government roles.</p> <p>In the State of Tamil Nadu, Mr. Chatterjee has held key leadership positions, including serving as District Collector of Viluppuram, Kanchipuram, and Tiruvallur districts, where he was instrumental in driving governance and developmental initiatives at the grassroots level. Further, he has also worked in the field of Urban Development and City Governance in Corporation of Chennai.</p> <p>At the Central level, Mr. Chatterjee served in the Ministry of Commerce & Industries and as Joint Secretary in the Ministry of Petroleum & Natural Gas, he played a pivotal role in policy formulation and sectoral oversight. He also served as Government Nominee Director on the Boards of GAIL (India) Ltd. contributing to strategic decision-making in the energy sector.</p> <p>In April 2025, Mr. Chatterjee assumed the position of Additional Secretary & Financial Advisor in the Ministry of Steel, Government of India. Shri Chatterjee is presently serving as Government Nominee Director on the Boards of SAIL and NMDC.</p>
Shareholding in the Company as on March 31, 2025 (including shareholding as Beneficial Owner)	Nil
Directorship in other Companies as on March 31, 2025	Nil
Listed Entities from which resigned in past three years	None
Membership / Chairmanship of Committees of other Companies as on March 31, 2025	Nil
Inter se relationship with other Directors / Key Managerial Personnel/ Managers	Nil
Date of first appointment on the Board	25-07-2025

Name	Mr. Ashish Chatterjee
Terms and Conditions of re-appointment	Mr. Ashish Chatterjee has been appointed as a Non-Executive Nominee Director of the Company and is liable to retire by rotation
Remuneration last drawn (including sitting fees, if any)	NA
Remuneration proposed to be paid	NA
No. of meetings of the Board attended during the FY 2024-25	NA