

Independent Auditor's Report on non-applicability of paragraph 10(b) read with paragraph 10(a) of part I of SEBI master circular no. CFD/DIL1/CIR/P/2020/249 dated December 22, 2020 ("SEBI master circular")

To,
The Board of Directors,
Hindustan Zinc Limited,
Yashad Bhawan
Udaipur, Rajasthan-313004

1. This Certificate is issued in accordance with the terms of the Master Engagement Agreement (the "MEA") dated October 21, 2021 and the service scope letter (the "SSL") dated October 21, 2021 which serves as an addendum to the MEA between S. R. Batliboi & Co. LLP ("we" or "us" or "SRBC") and Hindustan Zinc Limited (hereinafter the "Company").
2. We, the statutory auditors of the Company, have examined the proposed Certified Draft Scheme of Arrangement (hereinafter referred to as 'Scheme') between the Company and its shareholders relating to capital reorganization of the Company in terms of provisions of Section 230 of the Companies act, 2013 read with rules made thereunder and other applicable provisions of the Companies Act, 2013 (the 'Act') to confirm whether conditions as stipulated under clause 10(b) read with clause 10(a) of Part I of SEBI master circular are applicable to the Company.
3. The attached Scheme and Annexure 1 containing the conditions stipulated under clause 10(b) of Part I of SEBI Master circular bearing reference no. SEBI/HO/CFD/DIL1/CIR/P/2020/249 dated December 22, 2020 ("SEBI Master Circular") is prepared by the Company, which is required to be submitted by the Company to Securities and Exchange Board of India (SEBI) or any other authority as required under the Act and initialed by us for identification purposes only.

Managements' Responsibility

4. The preparation of the Scheme is the responsibility of the Management of the Company including the preparation and maintenance of all accounting and other relevant supporting records and documents. This responsibility includes the design, implementation and maintenance of internal control relevant to the preparation and presentation of the Scheme and applying an appropriate basis of preparation and making estimates that are reasonable in the circumstances.
5. The management of the Company is also responsible for ensuring that the Company complies with the requirements of the Act, and for providing all relevant information to SEBI and any other regulatory authority in connection with the Scheme.

Auditor's Responsibility

6. Pursuant to the requirements of clause 10(c) of the aforesaid SEBI Master Circular, our responsibility is to express limited assurance in the form of a conclusion based on our examination and according to information and explanations given to us as to whether the conditions stipulated under clause 10(b) read with clause 10(a) of Part I of the SEBI Master Circular are applicable to the Company.
7. A limited assurance engagement involves performing procedures to obtain sufficient appropriate evidence on the reporting criteria mentioned in paragraph 5 above. The procedures performed vary in nature and timing from, and are less extent than for a, reasonable assurance. Consequently, the level of assurance obtained is substantially lower than the assurance that would have been obtained had we performed a reasonable assurance engagement. Accordingly, we have performed the following



procedures in relation to the Statement:

- i) Read the proposed scheme
 - ii) Examined the requirements of clause 10(b) read with clause 10(a) of Part I of SEBI master circular and assessed the same in respect of the proposed Scheme.
 - iii) Performed necessary inquiries with the management and obtained necessary representations from the management
8. Our scope of work did not involve us performing any audit tests in the context of our examination. We have not performed an audit, the objective of which would be to express an opinion in the specified elements, accounts or items thereof, for the purpose of this certificate. Accordingly, we do not express such opinion. Further, our examination did not extend to any aspects of legal or propriety nature of the Petition and other compliances thereof. Nothing contained in this certificate, nor anything said or done in the course of, or in connection with the services that are subject to this certificate, will extend any duty of care that may have in our capacity as the statutory auditors of any financial statements of the Company.
9. We performed procedures in accordance with the Guidance Note on Reports or Certificates for Special Purposes (Revised 2016) issued by the Institute of Chartered Accountants of India. The Guidance Note requires that we comply with the ethical requirements of the Code of Ethics issued by the Institute of Chartered Accountants of India.
10. We have complied with the relevant applicable requirements of the Standard on Quality Control (SQC) 1, Quality Control for Firms that Perform Audits and Reviews of Historical Financial Information, and Other Assurance and Related Services Engagements.


Conclusion

11. Based on the procedures performed as included in para 7 above and according to the information and explanations given to us, nothing has come to our attention that causes us to believe that the conditions as contained in Annexure 1, stipulated under clause 10(b) read with clause 10(a) of Part I of SEBI Master Circular are applicable to the Company.

Restriction on Use

12. This certificate has been prepared at the request of the Company for submission to SEBI or any other authority as required under the Act. It should not be used by any other person or for any other purpose. Accordingly, we do not accept or assume any liability or any duty of care or for any other purpose or to any other party to whom it is shown or into whose hands it may come. We have no responsibility to update this certificate for events and circumstances occurring after the date of this certificate.

For **S.R. Batliboi & Co. LLP**
Chartered Accountants
ICAI Firm Registration Number: 301003E/E300005


Per Tridexial Khandelwal
Membership Number: 501160
UDIN: 22 501160 AAAAF 7273
Place: Pune
Date: January 21, 2022

