

ANNEXURE VI
COMPLIANCE REPORT

It is hereby certified that the draft scheme of arrangement involving Hindustan Zinc Limited ("Company") does not, in any way violate, override or limit the provisions of securities laws or requirements of the Stock Exchange(s) and the same is in compliance with the applicable provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and this circular, including the following:

Sl.	Reference	Particulars	Whether Complied or Not
1	Regulations 17 to 27 of LODR Regulations	Corporate governance requirements	Complied, except Regulation 17 of the SEBI LODR Regulations. Constitution of the Board of the Company is currently incomplete. The Board of the Company is short of 2 independent directors including atleast one woman independent director. The said matter is pending with the Ministry of Mines, Government of India, for appointment of more independent directors including atleast one woman independent director.
2	Regulation 11 of LODR Regulations	Compliance with securities laws	Complied
Requirements of this circular			
(a)	Para (I)(A)(2)	Submission of documents to Stock Exchanges	Complied
(b)	Para (I)(A)(2)	Conditions for schemes of arrangement involving unlisted entities	Not applicable. The Scheme does not involve any arrangement with unlisted entities.
(c)	Para (I)(A)(4) (a)	Submission of Valuation Report	Not applicable. Undertaking specifying the non-applicability of Valuation Report is enclosed as part of this application.
(d)	Para (I)(A)(5)	Auditors certificate regarding compliance with Accounting Standards	Complied. The certificate received from Statutory Auditors of the Company viz. M/S S.R. Batliboi & Co. LLP, Chartered Accountants is enclosed as part of this application
(e)	Para (I)(A)(9)	Provision of approval of public shareholders through e-voting	The Company will comply with provisions of e-voting as per the Companies Act, 2013 and the SEBI (Listing Obligations and Disclosures

Hindustan Zinc Limited

Registered Office : Yashad Bhawan, Udaipur (Rajasthan) - 313 004

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CIN : L27204RJ1966PLC001208



			<p>Requirements) Regulations, 2015 as amended from time to time.</p> <p>Provisions of Part I (A)(10)(b) read with Part I (A)(10)(a) of SEBI Master Circular No. SEBI/HO/CFD/DIL1/CIR/P/2021/0000 000665 dated November 23, 2021 are not applicable. In this regard, certificate from Statutory Auditors of the Company viz. M/S S.R. Batliboi & Co. LLP, Chartered Accountants is enclosed as part of this application.</p>
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Company Secretary



CEO & Whole-time Director

Certified that the transactions / accounting treatment provided in the draft scheme of arrangement involving Hindustan Zinc Limited are in compliance with all the Accounting Standards applicable to a listed entity.



Interim Chief Financial Officer



CEO & Whole-time Director



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