



## HINDUSTAN ZINC LIMITED

Registered Office: Yashad Bhawan, Yashadgarh, Udaipur, Rajasthan -313004  
Email: [hzi.cosecy@vedanta.co.in](mailto:hzi.cosecy@vedanta.co.in), Tel: +91 294 6604000-02, Fax: +91 294 2427734  
CIN: L27204RJ1966PLC001208, website: [www.hzindia.com](http://www.hzindia.com)

## Notice

Notice is hereby given that the Fifty Sixth (56<sup>th</sup>) Annual General Meeting of the Members of the Company will be held on Monday, August 08, 2022 at 12:00 Noon (IST) through Video Conferencing (VC)/Other Audio Visual Means (OAVM) to transact the following business(es):

### ORDINARY BUSINESSES

1. To receive, consider and adopt the Audited Standalone Financial Statements of the Company for the financial year ended March 31, 2022, together with the reports of the Board of Directors and Auditors thereon; and in this regard, pass the following resolution as an **Ordinary Resolution**:

**"RESOLVED THAT** the Audited Standalone Financial Statements of the Company for the financial year ended March 31, 2022, and the reports of the Board of Directors and Auditors thereon laid before this meeting be and are hereby received, considered and adopted."

2. To receive, consider and adopt the Audited consolidated Financial Statements of the Company for the financial year ended March 31, 2022, reports of the Auditors thereon; and in this regard, pass the following resolution as an **Ordinary Resolution**:

**"RESOLVED THAT** the Audited Consolidated Financial Statements of the Company for the financial year ended March 31, 2022, and the report of the Auditors thereon laid before this meeting be and are hereby received, considered and adopted."

3. To confirm the payment of interim dividend @ 900 % i.e. ₹ 18 per share of ₹ 2/- each on fully paid up shares of the Company for the financial year 2021-22; and in this regard, pass the following resolution as an **Ordinary Resolution**:

**"RESOLVED THAT** the Interim dividend of ₹ 18 per equity share i.e. 900% on face value of ₹2/- each fully paid up for the Financial Year 2021-22 approved by the Board of Directors of the Company and already paid, be and is hereby confirmed."

4. To appoint a Director in place of Mrs. Kiran Agarwal (DIN: 02227122), who retires by rotation and being eligible, offers herself for reappointment 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, Article 70 of the Articles of Association of the Company, Mrs. Kiran Agarwal (DIN: 02227122), who retires by rotation at this meeting and being eligible has offered herself for re-appointment, be and is hereby re-appointed as Director of the Company, liable to retire by rotation."

5. To ratify the appointment of M/s S.R. Batliboi & Co. LLP as Statutory Auditors of the Company and in this regard, to consider and 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 recommendations of the Audit Committee and pursuant to the resolution passed by the shareholders at the 55<sup>th</sup> 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 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 Committee."

### SPECIAL BUSINESSES

6. To ratify the remuneration of the Cost Auditors for the financial year ending March 31, 2023 and in this regard, to consider and 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) re-appointed by the Board of Directors of the Company as the Cost Auditors to conduct the audit of the cost records of the Company for the financial year 2022-23, be paid a remuneration of ₹ 2.25 lakhs (Rs. Two Lakhs twenty-five thousand only) excluding applicable taxes and out of pocket expenses, if any."

**RESOLVED FURTHER THAT** the Board of Directors of the Company be and is hereby authorized to do all such

acts, deeds, matters and things and to take all such steps as may be necessary, proper and expedient to give effect to this resolution.”

7. To approve payment of remuneration in the form of commission to Non-Executive Directors and in this regard, to consider and pass the following resolution as an **Ordinary Resolution**:

“**RESOLVED THAT** pursuant to the provisions of section 197 and other applicable provisions, if any, of the Companies Act, 2013 read with the rules notified thereunder (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) consent of the members of the Company be and is hereby accorded for payment of remuneration, in addition to the sitting fee for attending the meetings of the Board of Directors or Committees thereof, by way of commission to the Non-executive Directors of the Company, excluding the Officiating Government Directors, if any, an amount not exceeding in the aggregate 1 per cent per annum of the net profits of the Company, computed in the manner referred to in section 198 of the Companies Act 2013, for a period of five financial years commencing from April 01, 2022, to be distributed in such manner and proportion as may be decided and approved by the Board from time to time.”

8. To appoint Mrs. Nirupama Kotru (DIN: 09204338), as Non-Executive director and in this regard, to consider and if thought fit, to pass the following resolution as an **Ordinary Resolution**:

“**RESOLVED THAT** pursuant to the provisions of Sections 149 and 152 and all other applicable provisions, if any, of the Companies Act, 2013 read with The Companies (Appointment & Qualification of Directors) Rules, 2014, Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) Mrs. Nirupama Kotru (DIN: 09204338), Nominee director of Government of India who is eligible for appointment under the Companies act, 2013 proposing her candidature as Non-Executive director of the Company liable to retire by rotation, with effect from July 26, 2021 being the date of approval of her appointment by the Board of Directors”

9. To appoint Dr. Veena Kumari D (DIN: 08890469), as Non-Executive director and in this regard, to consider and if thought fit, to pass the following resolution as an **Ordinary Resolution**:

“**RESOLVED THAT** pursuant to the provisions of Sections 149 and 152 and all other applicable provisions, if any, of the Companies Act, 2013 read with The Companies (Appointment & Qualification of Directors) Rules, 2014, Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) Dr. Veena Kumari D (DIN: 08890469), Nominee director

of Government of India who is eligible for appointment under the Companies act, 2013 proposing her candidature as Non-Executive director of the Company liable to retire by rotation, with effect from July 29, 2021 being the date of approval of her appointment by the Board of Directors”

By Order of the Board  
For **Hindustan Zinc Limited**

**R. Pandwal**

Place: Udaipur  
Date: April 22, 2022

Company Secretary  
Membership No:9377

## NOTES

1. An Explanatory Statement pursuant to Section 102(1) of the Companies Act, 2013 (“the Act”), in respect of the Special Business(es) to be transacted at the Annual General Meeting (“AGM”) is annexed hereto. All documents referred to in the accompanying Notice and the Explanatory Statement can be inspected through electronic mode during business hours except on holidays, up to and including the date of the Annual General Meeting, and also on the day of Meeting through electronic mode.
2. In view of the massive outbreak of the COVID-19 pandemic, social distancing is a norm to be followed and pursuant to the Circular No. 14/2020 dated April 08, 2020, Circular No.17/2020 dated April 13, 2020 issued by the Ministry of Corporate Affairs followed by Circular No. 20/2020 dated May 05, 2020, Circular No. 02/2021 dated January 13, 2021, Circular No. 19/2021 dated December 08, 2021, Circular No. 21/2021 dated December 14, 2021 and Circular No. 2/2022 dated May 05, 2022, physical attendance of the Members to the AGM venue is not required and annual general meeting (AGM) be held through video conferencing (VC) or other audio visual means (OAVM). Hence, Members can attend and participate in the ensuing AGM through VC/ OAVM. Since the AGM will be held through VC / OAVM, the Attendance Slip, Proxy Form and Route Map is not annexed in this Notice.
3. Pursuant to the Circular No. 14/2020 dated April 08, 2020 and Circular No. 2/2022 dated May 05, 2022, issued by the Ministry of Corporate Affairs, the facility to appoint proxy to attend and cast vote for the members is not available for this AGM. However, the Body Corporates are entitled to appoint authorized representatives to attend the AGM through VC/OAVM and participate thereat and cast their votes through e-voting. Corporate 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 to NSDL.
4. The Members can join the AGM in the VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the

procedure mentioned in the Notice. 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 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.

5. The attendance of the Members attending the AGM through VC/OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013.
6. 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 Circulars issued by the Ministry of Corporate Affairs dated April 08, 2020, April 13, 2020 and May 05, 2020 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.
7. In line with the Ministry of Corporate Affairs (MCA) Circular No. 17/2020 dated April 13, 2020, the Notice calling the AGM has been uploaded on the website of the Company at [www.hzlindia.com](http://www.hzlindia.com). The Notice 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](http://www.bseindia.com) and [www1.nseindia.com](http://www1.nseindia.com) respectively and the AGM Notice is also available on the website of NSDL (agency for providing the Remote e-Voting facility) i.e. [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
8. AGM has been convened through VC/OAVM in compliance with applicable provisions of the Companies Act, 2013 read with MCA Circular No. 14/2020 dated April 08, 2020 and MCA Circular No. 17/2020 dated April 13, 2020 and MCA Circular No. 20/2020 dated May 05, 2020 and MCA Circular No. 2/2021 dated January 13, 2021.
9. Members whose email address are not registered can register the same in the following manner:
  - a. Members holding share(s) in physical mode can register their e-mail ID on the Company's website i.e. [www.hzlindia.com](http://www.hzlindia.com)
  - b. Members who have not registered their E-mail address and in consequence, the Annual Report and Notice of AGM could not be served, may

temporarily get their E-mail address and mobile number provided with NSDL / Company.

- c. Members holding share(s) in electronic mode are requested to register / update their e-mail address with their respective Depository Participants ("DPs") for receiving all communications from the Company electronically.
10. The Company has engaged the services of NSDL as the authorized agency for conducting of the e-AGM and providing e-voting facility.
11. Information regarding particulars of the Directors to be re-appointed requiring disclosure in terms of the Secretarial Standard 2 and Listing Regulations are detailed in the **Annexure-1** annexed hereto.
12. The Company has transferred the unpaid or unclaimed dividends declared upto the financial years 2013-14 (Final Dividend) and 2014-15 (Interim Dividend) from time to time on the respective due dates, to the Investor Education and Protection Fund (IEPF) established by the Central Government.
13. Members whose shares has been transferred to IEPF, may claim the same by submitting an online application in Form IEPF-5 available on the website [www.iepf.gov.in](http://www.iepf.gov.in), along with fee specified therein.
14. Members may note that the Income Tax Act, 1961, ("the IT Act") as amended by the Finance Act, 2020, mandates that dividends paid or distributed by a company after April 01, 2020 shall be taxable in the hands of members. The Company shall therefore be required to deduct tax at source (TDS) at the time of making the payment of dividend. In order to enable us to determine the appropriate TDS rate as applicable, members are requested to submit the following documents in accordance with the provisions of the IT Act.

For resident shareholders, taxes shall be deducted at source under Section 194 of the IT Act as follows-

Members having valid PAN	As per TDS rates notified by the Government of India
Members not having PAN / valid PAN	As per TDS rates notified by the Government of India

However, no tax shall be deducted on the dividend payable to a resident individual if the total dividend to be received by them during Financial Year 2022-23 does not exceed ₹ 5,000 and also in cases where members provide Form 15G / Form 15H (applicable to individuals aged 60 years or more) subject to conditions specified in the IT Act. Resident shareholders may also submit any other document as prescribed under the IT Act to claim a lower / Nil withholding tax. Registered members may also submit any other document as prescribed under the IT Act to claim a lower / Nil withholding tax. PAN is mandatory for members providing Form 15G / 15H or any other document as mentioned above.

For non-resident shareholders, taxes are required to be withheld in accordance with the provisions of Section 195 and other applicable sections of the IT Act, at the rates in force. The withholding tax shall be at the rate of 20% (plus applicable surcharge and cess) or as notified by the Government of India on the amount of dividend payable. However, as per Section 90 of the IT Act, non-resident shareholders have the option to be governed by the provisions of the Double Tax Avoidance Agreement (DTAA) between India and the country of tax residence of the member, if they are more beneficial to them. For this purpose, i.e. to avail the benefits under the DTAA, non-resident shareholders will have to provide the following :

- Copy of the PAN card allotted by the Indian Income Tax authorities duly attested by the member
- Copy of Tax Residency Certificate (TRC) obtained from the revenue authorities of the country of tax residence, duly attested by member
- Self-declaration in Form 10F
- Self-declaration by the shareholder of having no permanent establishment in India in accordance with the applicable tax treaty
- Self-declaration of beneficial ownership by the non-resident shareholder
- Any other documents as prescribed under the IT Act for lower withholding of taxes if applicable, duly attested by member

In case of Foreign Institutional Investors / Foreign Portfolio Investors, tax will be deducted under Section 196D of the IT Act @ 20% (plus applicable surcharge and cess)

The aforementioned documents are required to be uploaded on the shareholder portal given on the Company's website i.e. <http://hzlindia.com/>

15. The Board of Directors have appointed Mr. Manoj Maheshwari Practicing Company Secretary as the

Scrutinizer to scrutinize the voting process in a fair and transparent manner.

16. The Scrutinizer after scrutinizing the voting through e-voting / remote e-voting at AGM and through remote e-voting shall, within Forty Eight (48) Hours from conclusion of the AGM, make a consolidated scrutinizer's report of the votes cast in favour or against, if any and submit the report to the Chairperson or any person authorized by her. The Chairperson or the authorized person shall declare the results. The results declared shall be available on the website of the Company at [www.hzlindia.com](http://www.hzlindia.com) and also on the website of Kfintech at <https://evoting.karvy.com/> and NSDL and shall also be displayed on the notice board at the registered and corporate office of the Company. The result shall simultaneously be communicated to the Stock Exchanges, where the shares of the Company are listed and posted on the website of the Company. The resolutions shall be deemed to be passed on the date of the AGM subject to receipt of the requisite number of votes in favour of the resolutions.
17. The recorded transcript of this meeting, shall as soon as possible, be made available on the website of the Company.
18. In compliance with the provisions of Section 108 of the Act read with Rules made there under and Regulation 44 of the Listing Regulations, the Company is offering e-voting facility to all Members of the Company. 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 1, 2022 only shall be entitled to avail the facility of remote e-voting/e-voting at the AGM. NSDL will be facilitating remote e-voting to enable the Members to cast their votes electronically. The Members can cast their vote online from 10.00 A.M. (IST) on Thursday, August 4, 2022 to 5:00 P.M. (IST) on Sunday, August 7, 2022). At the end of Remote e-voting period, the facility shall forthwith be blocked.

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

The remote e-voting period begins on Thursday, August 4, 2022 at 10:00 A.M. and ends on Sunday, August 7, 2022 at 5:00 P.M. The remote e-voting module shall be disabled by NSDL for voting thereafter. The Members, whose names appear in the Register of Members / Beneficial Owners as on the record date (cut-off date) i.e. August 1, 2022, may cast their vote electronically. The voting right of shareholders shall be in proportion to their share in the paid-up equity share capital of the Company as on the cut-off date, being August 1, 2022.


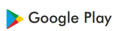


**How do I vote electronically using NSDL e-Voting system?**

The way to vote electronically on NSDL e-Voting system consists of “Two Steps” which are mentioned 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"> <li>Existing <b>IDeAS</b> user can visit the e-Services website of NSDL Viz. <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a> either on a Personal Computer or on a mobile. On the e-Services home page click on the “<b>Beneficial Owner</b>” icon under “<b>Login</b>” which is available under ‘<b>IDeAS</b>’ 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 <b>e-Voting service provider i.e. NSDL</b> 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 &amp; voting during the meeting.</li> <li>If you are not registered for IDeAS e-Services, option to register is available at <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a>. Select “<b>Register Online for IDeAS Portal</b>” or click at <a href="https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp</a></li> <li>Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <a href="https://www.evoting.nsdl.com/">https://www.evoting.nsdl.com/</a> either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “<b>Login</b>” 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 hold 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 <b>e-Voting service provider i.e. NSDL</b> 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 &amp; voting during the meeting.</li> <li>Shareholders/Members can also download NSDL Mobile App “<b>NSDL Speede</b>” facility by scanning the QR code mentioned below for seamless voting experience.  <b>NSDL Mobile App is available on</b>   App Store  Google Play   </li> </ol>
Individual Shareholders holding securities in demat mode with CDSL	<ol style="list-style-type: none"> <li>Existing users who have opted for Easi / Easiest, they can login through their user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi / Easiest are <a href="https://web.cdslindia.com/myeasi/home/login">https://web.cdslindia.com/myeasi/home/login</a> or <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on New System Myeasi.</li> <li>After successful login of Easi/Easiest the user will be also able to see the E Voting Menu. The Menu will have links of <b>e-Voting service provider i.e. NSDL</b>. Click on <b>NSDL</b> to cast your vote.</li> <li>If the user is not registered for Easi/Easiest, option to register is available at <a href="https://web.cdslindia.com/myeasi/Registration/EasiRegistration">https://web.cdslindia.com/myeasi/Registration/EasiRegistration</a></li> <li>Alternatively, the user can directly access e-Voting page by providing demat Account Number and PAN No. from a link in <a href="http://www.cdslindia.com">www.cdslindia.com</a> home page. The system will authenticate the user by sending OTP on registered Mobile &amp; Email as recorded in the demat Account. After successful authentication, user will be provided links for the respective ESP i.e. <b>NSDL</b> where the e-Voting is in progress.</li> </ol>
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 <b>e-Voting service provider i.e. NSDL</b> 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 <a href="mailto:evoting@nsdl.co.in">evoting@nsdl.co.in</a> or call at toll free no.: 1800 1020 990 and 1800 22 44 30
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 <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or contact at 022- 23058738 or 022-23058542-43

### 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?

- 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, 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.

- 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 101456 then user ID is 101456001***

- Password details for shareholders other than Individual shareholders are given below:
  - If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
  - 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.
  - How to retrieve your 'initial password'?
    - 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'.
    - If your email ID is not registered, please follow steps mentioned below in **process for those shareholders whose email ids are not registered**.
- If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:
  - 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](http://www.evoting.nsdl.com).
  - Physical User Reset Password?" (If you are holding shares in physical mode) option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
  - If you are still unable to get the password by aforesaid two options, you can send a request at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) 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 General 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](mailto:cs.vmanda@gmail.com) with a copy marked to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in).
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](http://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](http://www.evoting.nsdl.com) or call on toll free no.: 1800 1020 990 and 1800 22 44 30 or send a request to Ms. Pallavi Mhatre at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in)

### **Process for those shareholders whose email ids are not registered with the depositories for procuring user id and password and registration of e mail ids for e-voting for the resolutions set out in this notice:**

1. In case shares are held in physical mode please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) by email to [Dhruvika.Jain@vedanta.co.in](mailto:Dhruvika.Jain@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 [Dhruvika.Jain@vedanta.co.in](mailto:Dhruvika.Jain@vedanta.co.in). If you are an Individual shareholders 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.co.in](mailto:evoting@nsdl.co.in) 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.

### **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 EGM/AGM is same as the instructions mentioned above for remote e-voting.
2. Only those Members/ shareholders, who will be present in the EGM/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 EGM/AGM.
3. Members who have voted through Remote e-Voting will be eligible to attend the EGM/AGM. However, they will not be eligible to vote at the EGM/AGM.
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 EGM/AGM shall be the same person mentioned for Remote e-voting.

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

1. Member will be provided with a facility to attend the EGM/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 link” placed under “**Join General meeting**” menu against company name. You are requested to click on VC/OAVM link placed under Join General 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.
5. Shareholders who would like to express their views/ask questions during the meeting may register themselves as a speaker shareholder on or before August 01, 2022, 5:00 P.M. (IST), may send their request mentioning their name demat account number/folio number, email id, mobile number at [Dhruvika.Jain@vedanta.co.in](mailto:Dhruvika.Jain@vedanta.co.in).
6. Shareholders 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 [Dhruvika.Jain@vedanta.co.in](mailto:Dhruvika.Jain@vedanta.co.in) .The same will be replied by the company suitably.
7. Those shareholders who have registered themselves as a speaker will only be allowed to express their views/ ask questions during the meeting.



## 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. 6 To ratify the remuneration to the Cost Auditors for the financial year ending March 31, 2022

In accordance with the provisions of Section 148 of the Act read with the Companies (Audit and Auditors) Rules, 2014, the remuneration of ₹ 2.25 Lac 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, Cost Auditor to conduct the audit of the cost records of the Company for the financial year ending March 31, 2023.

Accordingly, consent of the members is sought for passing an Ordinary Resolution as set out at Item No. 5 of the Notice for ratification of the remuneration payable to the Cost Auditors for the financial year ending March 31, 2023.

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 approval by the shareholders.

### Item No. 7 To approve payment of remuneration in the form of commission to Non-Executive Directors.

In the 51<sup>st</sup> Annual General meeting of the Company, the Company had obtained approval of the members for payment of commission to the Non-Executive directors of the Company. Keeping in view the increased responsibilities of the Non-Executive directors entrusted by the Companies Act 2013 and the corporate governance regulations, it is considered appropriate that the Non-Executive Directors of the Company are compensated reasonably, commensurate with their increased responsibilities and the contributions made by them.

It is therefore proposed that Non-Executive Directors, other than officiating government directors, be paid remuneration by way of commission of an amount, not exceeding in the aggregate 1% per annum of the net profits of the Company, computed in accordance with the provisions(s) of the Companies Act, 2013, and be distributed in such manner and

proportion as may be decided by the Board of Directors from time to time in addition to the sitting fee for attending the meetings of the Board of Directors or Committees thereof.

All the Non-Executive Directors and their relatives, are concerned or interested in the ordinary resolution to the extent of the commission that may be received by them in pursuance thereof. None of the executive director or Key Managerial Personnel of the Company or their relatives are in any way, concerned or interested, financially or otherwise, in the said resolution.

The Board recommends, the Ordinary Resolution set out at item No. 7 of the Notice for approval by the shareholders.

### Item No. 8 & 9: To appoint Mrs. Nirupama Kotru (DIN: 09204338 and Dr. Vee00000na Kumari D (DIN: 08890469), as Non-Executive director.

As per the Shareholders Agreement (SHA) executed between Vedanta Limited and Government of India (GOI), GOI can appoint 5 directors on the Board of the Company. In exercise of the powers vested with GOI and as per the Article of associations of the Company, GOI vide its letter of even no. Met2-Z05/3/2020-Metal II dated July 26, 2021 and July 29, 2021 had appointed Ms. Nirupama Kotru and Dr. Veena Kumari D as Non-Executive Directors, liable to retire by rotation on the Board of the Company. None of them are disqualified from being appointed as director under section 164 of the Companies Act, 2013.

All the Government Nominee Directors and their relatives, are concerned or interested in the ordinary resolution to the extent of their shareholding in the Company. None of the executive director, promoter directors or Key Managerial Personnel of the Company or their relatives are in any way, concerned or interested, financially or otherwise, in the said resolution.

The Board recommends, the Ordinary Resolution set out at Item No. 8 & 9 of the Notice for approval by the shareholders.

By Order of the Board  
For **Hindustan Zinc Limited**

**R. Pandwal**

Place: Udaipur  
Date: April 22, 2022

Company Secretary  
Membership No:9377

**Annexure-1**

**Information of Directors seeking appointment/re-appointment at the forthcoming Annual General Meeting pursuant to Regulation 36(3) of SEBI (Listing Obligation and Disclosure Requirements) Regulation 2015, in accordance with the Companies Act, 2013 and Secretarial Standards, as on the date of Notice.**

<b>Name</b>	<b>Mrs. Kiran Agarwal</b>	<b>Mrs. Nirupama Kotru</b>	<b>Dr. Veena Kumari D</b>
Date of birth	22-Jan-1958	28- Jan-1969	20.08.1967
Age	64	53	54
DIN No.	02227122	09204338	08890469
Qualification	Journalism, from London School of Journalism	B.A. (Economics), M.A. (Politics & International Relations )	PhD in Horticulture PGP in Public Policy Management
Brief resume/ Experience (including expertise in specific functional area)	<p>Mrs. Kiran Agarwal was appointed on the Board with effect from March 02, 2019. She has done Journalism, from London School of Journalism. She is an avid reader, prolific writer and a woman of many facets. Her love for reading inspired her to write a series of books catering to Indian ethos.</p> <p>She has been actively involved with her family business and sharing her acumen on various business developments in the family, and in setting up of Nand Ghar, an institution for the underprivileged where children get their wings to fly high, under right guidance and value based education.</p> <p>Her focus is on various CSR initiatives of the Company towards women empowerment, children's education and self-sufficiency of nearby communities. She is passionate towards inclusive growth of communities and promotion of culture and sports at all levels.</p> <p>She is also Trustee of Vedanta Foundation and Member of Anil Agarwal Foundation.</p>	<p>Ms. Nirupama Kotru was appointed on the Board with effect from July 26, 2021. She is from Indian Revenue Services (IRS). Currently she is Joint Secretary and Financial Advisor with Ministry of Coal and Ministry of Mines. She has done B.A. (Economics) and M.A. (Politics &amp; International Relations).</p>	<p>Dr. Veena Kumari Dermal was appointed on the Board with effect from July 29, 2021. She has specialization in Mineral Policy and Legislation. Currently she is Joint Secretary in Ministry of Mines. She has done PhD in Horticulture and PGP in Public Policy Management.</p>
Shareholding in the Company as on March 31, 2022 (including shareholding as Beneficial Owner)	NIL	NIL	NIL
Directorship in other companies as on March 31, 2022	NIL	Coal India Limited (Listed) Bharat Aluminium Co Ltd	Bharat Gold Mines Limited (Unlisted) Khanij Bidesh India Limited National Aluminium Co Ltd
Membership / Chairmanship of Committees of the other Boards as on March 31, 2022	NIL	NIL	NIL

<b>Name</b>	<b>Mrs. Kiran Agarwal</b>	<b>Mrs. Nirupama Kotru</b>	<b>Dr. Veena Kumari D</b>
Relationship with other Directors / Key Managerial Personnel/ Managers	Relative of Mr. Navin Agarwal-Director	NIL	NIL
Date of first appointment on the Board	March 02, 2019	July 26, 2021	July 29, 2021
Terms and conditions of appointment/ reappointment	Appointed as Promoter Nominee Director	Appointed as Government Nominee Director	Appointed as Government Nominee Director
Remuneration last drawn (including sitting fees, if any)	As mentioned in the corporate governance report	NIL*	NIL*
Remuneration proposed to be paid	Commission and sitting fees as approved by the Board.	NIL*	NIL*
No. of meetings of the Board attended during the year	6	5	4

\* Officiating government employees from Ministry of Mines (New Delhi).