



HINDUSTAN ZINC
Zinc & Silver of India

HINDUSTAN ZINC LIMITED

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Notice is hereby given that the Fifty Seventh (57th) Annual General Meeting of the Members of the Company will be held on Thursday, August 24, 2023 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, 2023, together with the reports of the Board of Directors and Auditors thereon; and in this regard, to consider and 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, 2023, 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, 2023, and the report of the Auditors thereon; and in this regard, to consider and 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, 2023, 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 @ 1050 % i.e. ₹ 21 per equity share, second interim dividend @ 775 % i.e. ₹ 15.50 per equity share, third interim dividend @ 650% i.e. ₹ 13 per equity share and fourth interim dividend @ 1300 % i.e. ₹ 26 per equity share aggregating to ₹ 75.50 i.e. 3775% on face value of ₹ 2/- each on fully paid up shares of the Company for the financial year 2022-23; and in this regard, to consider and pass the following resolution as an **Ordinary Resolution**:

“RESOLVED THAT the Interim dividend of ₹ 21 per equity share i.e. 1050%; second Interim dividend of ₹ 15.50 per equity share i.e. 775%; third Interim dividend of ₹ 13 per equity share i.e. 650% and fourth Interim dividend of ₹ 26 per equity share i.e. 1300% aggregating to a sum of ₹ 75.50 i.e. 3775% per equity share on face value of ₹ 2/- each fully paid up for the Financial Year 2022-23 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. Farida Mahmood Naik (DIN: 07612050), 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, and rules made thereunder(including any statutory modification(s) or re-enactment(s) thereof for the time being in force) ,Article 70 of the Articles of Association of the Company, Mrs. Farida Mahmood Naik (DIN: 07612050), 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, who is 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 appointment on the basis of recommendations of the Audit and Risk Management Committee 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 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 BUSINESSES

6. To ratify the remuneration of the Cost Auditors for the financial year ending March 31, 2024 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 on the recommendation of the Audit and Risk Management Committee as the Cost Auditors to conduct the audit of the cost records of the Company for the financial year 2023-24, be paid a remuneration of ₹ 2.50 lakhs (₹ Two Lakhs fifty 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.

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 consider and approve the re-appointment of Mr. Arun Misra (DIN: 01835605) as Whole-time Director designated as Chief Executive Officer of the Company for a further period of 2 years and in this regard, to consider and pass the following resolution as a **Special Resolution**:

“**RESOLVED THAT** in accordance with the provisions of the Sections 2(51), 2(94), 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 re-appointment of Mr. Arun Misra who was re-appointed on the basis of recommendations of the Nomination and Remuneration Committee by the board of directors as Whole-time Director designated as Chief Executive Officer on the board of the Company for a further period of 2 years w.e.f. June 01, 2023 to May 31, 2025, on the terms, conditions and stipulations, including remuneration as set out in the Explanatory Statement annexed here to.

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 of the Company be and is hereby 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 re-appointment of Mr. Akhilesh Joshi (DIN: 01920024) as a Non-Executive Independent Director for the second and final term of two (2) years effective from August 01, 2023 to July 31, 2025 of the Company 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 re-enactment(s) thereof for the time being in force), on the recommendation of the Nomination and Remuneration Committee and approval of the Board of Directors, Mr. Akhilesh Joshi (DIN: 01920024), whose tenure expires on July 31, 2023 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 his 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 01, 2023 to July 31, 2025, on such remuneration as detailed in the explanatory statement annexed hereto.”

RESOLVED FURTHER THAT the Board be and is hereby authorised to delegate all or any of the powers to any officer(s)/authorised representative(s) of the Company to do all acts, deeds and things and take all such steps as may be necessary, proper or expedient to give effect to this resolution.

9. To consider and approve the re-appointment of Mr. Kannan Ramamirtham (DIN: 00227980) as a Non-Executive Independent Director for the second and final term of two (2) years effective from September 01, 2023 to August 31, 2025 of the Company 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 re-enactment(s) thereof for the time being in force), on the recommendation of the Nomination and Remuneration Committee and approval of the Board of Directors, Mr. Kannan Ramamirtham (DIN: 00227980), whose tenure expires on August 31, 2023 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 his candidature for the office of Director, be and is hereby re-appointed as a Non Executive Independent Director of the Company (who will attaining 75 years of age during his second tenure), not liable to retire by rotation, to hold office for a second and final term of two (2) years effective from September 01, 2023 to August 31, 2025, on such remuneration as detailed in the explanatory statement annexed hereto.

RESOLVED FURTHER THAT pursuant to Regulation 17(1A) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended and other applicable provisions, if any, of the Companies Act, 2013 and Rules framed thereunder (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), consent of Members of the company be and is hereby accorded to Mr. Kannan Ramamirtham (DIN: 00227980), Independent Director of the company, to continue to hold office of Independent Director of the company after attaining 75 years of age, whose second and final term of two (2) years ends on August 31, 2025.

RESOLVED FURTHER THAT the Board be and is hereby authorised to delegate all or any of the powers to any officer(s)/authorised representative(s) of the Company to do all acts, deeds and things and take all such steps as may be necessary, proper or expedient to give effect to this resolution."

10. To consider and approve the amendment in Articles of Association of the Company and in this regard, pass the following resolution as a **Special Resolution**:

“RESOLVED THAT pursuant to the provisions of Section 14 of the Companies Act, 2013 read with Rule 18(3) (e) of the Companies (Share Capital and Debentures) Rules, 2014, Regulation 23(6) of the Securities and Exchange Board of India (“SEBI”) (Issue and Listing of Non-Convertible Securities) Regulations, 2021 read with Regulation 15(1)(e) of the SEBI (Debenture

Trustees) Regulations, 1993, as amended from time to time, and all other applicable provisions, if any, of the Companies (Incorporation) Rules, 2014, read with relevant circulars issued by SEBI from time to time and SEBI Regulations (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), on the approval of the Board of Directors, approval of the Members be and is hereby accorded to insert Clause 69(A) as mentioned hereinbelow to the existing Articles of Association of the Company;

“69(A) Debenture trustees, on behalf of the debenture holders, shall have a right to recommend and appoint and nominate in writing a Director on the Board of Directors of the Company (hereinafter referred to as the “Debenture Trustee Nominee Director”) in the event of:

1. two consecutive defaults in payment of interest to the debenture holders; or
2. default in creation of security for debentures; or
3. default in redemption of debentures.

The right to appoint the Debenture Trustee Nominee Director shall be exercised by the debenture trustees as per the statutory guidelines as may be applicable from time to time. The Debenture Trustee Nominee Director appointed pursuant to above clauses shall neither be liable to retire by rotation nor shall be required to hold any qualification shares.”

RESOLVED FURTHER THAT the Board be and is hereby authorised to 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 or to delegate all or any of the powers to any officer(s)/authorised representative(s) of the Company.”

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

Rajendra Pandwal

Company Secretary &

Compliance Officer

Membership No: ACS9377

Place: Udaipur

Date: July 21, 2023

NOTES

1. An Explanatory Statement pursuant to Section 102(1) of the Companies Act, 2013 (“the Act”), read with rules made thereunder setting out material facts concerning the Special Business(es) under Item Nos. 6 to 10 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 appointment/ re-appointment at the AGM are provided as an annexure to the Notice. Requisite declarations have been received from the Directors for seeking



appointment/re-appointment.. 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. Pursuant to the Circular No. 14/2020 dated April 08, 2020, Circular No.17/2020 dated April 13, 2020 followed by Circular No. 20/2020 dated May 05, 2020, Circular No. 02/2021 dated January 13, 2021, Circular No. 21/2021 dated December 14, 2021 and Circular No. 2/2022 dated May 05, 2022 and 10/2022 dated December 28, 2022 (collectively referred to as “**MCA Circulars**”) physical attendance of the Members at the AGM venue is not required and annual general meeting (AGM) permitted 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.

The deemed venue for the AGM shall be the registered office of the Company.

3. 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.
4. The Members can join the AGM in the VC/OAVM mode 30minutes before and within 15 minutes 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 & 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.
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.

In terms of the MCA Circulars, the Company is sending this AGM Notice along with the Integrated Annual Report for FY23 in electronic form only to those Members whose email IDs are registered with the Company/ Depositories. The Company shall send the physical copy of the Integrated Annual Report for FY2023 only to those Members who specifically request for the same at hzi.secretarial@vedanta.co.in mentioning their Folio No/ DP ID and Client ID.

6. In line with the MCA Circulars the Notice calling the AGM has been uploaded on the website of the Company at www.hzindia.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 and www.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.
7. 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.
8. AGM has been convened through VC/OAVM in compliance with applicable provisions of the Companies Act, 2013 read with MCA Circulars.
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.hzindia.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. The Company has transferred the unpaid or unclaimed dividends declared upto the financial years 2014-15 (Final Dividend) and 2015-16 (Interim, Special Interim and Special Golden Jubilee Dividend) from time to time on the respective due dates, to the Investor Education and Protection Fund (IEPF) established by the Central Government.
12. Members whose shares and dividend 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, along with fee specified therein.
13. The Board of Directors have appointed CS Manoj Maheshwari Practicing Company Secretary (M. No.: FCS 3355; CP No.: 1971) as the Scrutinizer and failing him CS Priyanka Agarwal Practicing Company Secretary (M. No.: FCS 11138; CP No.: 15021), as the Alternative Scrutinizer to scrutinize the voting process in a fair and transparent manner.
14. The Scrutinizer after scrutinizing the voting through e-voting / remote e-voting at AGM shall within 2 working days 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.hzindia.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.
15. The recorded transcript of this meeting, shall as soon as possible, be made available on the website of the Company.
16. 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 17, 2023 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 Saturday, August 19, 2023 to 5:00 P.M. (IST) on Wednesday, August 23, 2023). At the end of Remote e-voting period, the facility shall forthwith be blocked.

THE INSTRUCTIONS FOR MEMBERS FOR REMOTE E-VOTING AND JOINING GENERAL MEETING ARE AS UNDER:-

The remote e-voting period begins on Saturday, August 19, 2023 at 10:00 A.M. (IST) and ends on Wednesday, August 23, 2023) 05:00 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 17, 2023, 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 17, 2023.

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"> 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 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 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.

NSDL Mobile App is available on



App Store



Google Play



Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with CDSL	<ol style="list-style-type: none"> 1. 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. 2. 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 or joining virtual meeting & voting during the meeting. 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. 3. 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. 4. 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.
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.co.in or call at 022 - 4886 7000 and 022 - 2499 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 101456 then user ID is 101456001***

5. 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**.

6. 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.
- Physical User Reset Password?** (If you are holding shares in physical mode) option available on 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 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.

- After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.
- Now, you will have to click on "Login" button.
- 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?

- 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.
- 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".
- Now you are ready for e-Voting as the Voting page opens.
- 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.
- Upon confirmation, the message "Vote cast successfully" will be displayed.
- You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
- Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

General Guidelines for shareholders

- 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.co.in. 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.

- 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.
- 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 and 022 - 2499 7000 or send a request to Ms. Ms. Pallavi Mhatre at 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:

- 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.
- 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 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.**
- Alternatively shareholder/members may send a request to evoting@nsdl.co.in for procuring user id and password for e-voting by providing above mentioned documents.
- 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:-

- The procedure for e-Voting on the day of the AGM is same as the instructions mentioned above for remote e-voting.

- 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.
- 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.
- 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:

- 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.
- Members are encouraged to join the Meeting through Laptops for better experience.
- Further Members will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
- 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.
- 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 hzi.secretarial@vedanta.co.in. The same will be replied by the company suitably.
- Shareholders who would like to express their views/ask questions during the meeting may register themselves as a speaker shareholder on or before August 19, 2023, 5:00 P.M. (IST), may send their request mentioning their name demat account number/folio number, email id, mobile number at hzi.secretarial@vedanta.co.in.
- 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 of the Cost Auditors for the financial year ending March 31, 2024

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 ₹ 2.50 Lakhs 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, 2024 at a remuneration of ₹ 2.50 Lakhs (₹ Two Lakhs fifty 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, 2024.

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 the re-appointment of Mr. Arun Misra (DIN: 01835605) as Whole-time Director designated as Chief Executive Officer of the Company for a further period of 2 years.

Based on the recommendation of the Nomination and Remuneration Committee (NRC) and pursuant to the performance evaluation of Mr. Arun Misra as a Member of

the Board and considering his background, experience and contribution, which would be beneficial to the Company, the Board, at its meeting held on May 23, 2023, approved his re-appointment as CEO & Whole-time Director of the Company, for a further period of 2 years, i.e. w.e.f. June 01, 2023 to May 31, 2025, subject to approval of the Members. The Company has, in terms of Section 160(1) of the Act received in writing a notice from a Member, proposing his candidature for the office of Director.

The Company on the recommendation of the NRC, the Board at its meeting held on May 23, 2023, approved the terms and conditions of Mr. Arun Misra's re-appointment, subject to approval of the Members.

The material terms of reappointment and remuneration payable to Mr. Arun Misra is as under:

(₹ In Lacs)		
Name	C1 (Fixed Pay)	Total C4 (Actual)
Mr. Arun Misra	371	895

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.

Explanation: i. Perquisites shall be evaluated as per Income Tax Rules, wherever applicable and in the absence of any such rule, perquisites shall be evaluated at actual cost to the Company.

ii. For the purpose of perquisites stated hereinabove, 'family' means self and spouse.

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.

- ii. He shall not be paid any sitting fees for attending the meetings of the Board of Directors or Committee thereof.
- iii. He shall not so long as he function 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.
- iv. 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-A.

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 / their relatives 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 the re-appointment of Mr. Akhilesh Joshi (DIN: 01920024) as a Non-Executive Independent Director for the second and final term of two (2) years effective from August 01, 2023 to July 31, 2025 of the Company

On the recommendation of the Nomination and Remuneration Committee (NRC), the Board of Directors of the Company ("the Board") at its meeting held on July 21, 2023, approved the re-appointment of Mr. Akhilesh Joshi as a Non-Executive Independent Director of the Company for the second and final term of two (2) years effective from August 01, 2023 to July 31, 2025 of the Company, not liable to retire by rotation, subject to consent of the Members of the Company at the ensuing AGM.

The Company has received necessary declaration(s) from Mr. Akhilesh Joshi 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).

Mr. Akhilesh Joshi is not disqualified from being re-appointed as an independent Director under provisions of Section 164 of the Companies Act, 2013, 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 a Director of the Company.

In the opinion of the Board, Mr. Akhilesh Joshi fulfils the conditions for his re-appointment as an Independent Director as specified in the Act and Listing Regulations and is independent of the management. Mr. Akhilesh Joshi is exempt from passing online examination as required under Rule 6(4) of Companies (Appointment and Qualification of Directors) Fifth Amendment Rule, 2020.

As Independent Director, he is entitled to sitting fees and commission, as approved by the members in 56th Annual General Meeting held on August 08, 2022 and as may be determined by the Board from time to time.

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-A. Keeping in view his vast expertise and knowledge, it will be in the interest of all the stakeholders that Mr. Akhilesh Joshi is reappointed as Independent Director. It is proposed to reappoint him for a further period of 2 (Two) years, i.e. from August 01, 2023 to July 31, 2025.

Copy of the draft letters for re-appointment of Mr. Akhilesh Joshi as Independent Director setting out the terms and conditions are available for inspection by members at the Registered Office of the Company and also uploaded on the website of the Company.

Save and except Mr. Akhilesh Joshi 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 / their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution set out at Item No. 8 of the Notice.

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

Item No. 9 : To consider and approve the re-appointment of Mr. Kannan Ramamirtham (DIN: 00227980) as a Non-Executive Independent Director for the second and final term of two (2) years effective from September 01, 2023 to August 31, 2025 of the Company

On the recommendation of the Nomination and Remuneration Committee (NRC), the Board of Directors of the Company ("the Board") at its meeting held on July 21, 2023, approved the re-appointment of Mr. Kannan Ramamirtham as a Non-Executive Independent Director of the Company for the second and final term of two (2) years effective from September 01, 2023 to August 31, 2025 of the Company, not liable to retire by rotation, subject to consent of the Members of the Company at the ensuing AGM.



The Company has received necessary declaration(s) from Mr. Kannan Ramamirtham 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).

Mr. Kannan Ramamirtham is not disqualified from being reappointed as an independent Director under provisions of Section 164 of the Companies Act, 2013, 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 a Director of the Company.

In the opinion of the Board, Mr. Kannan Ramamirtham fulfils the conditions for his reappointment as an Independent Director as specified in the Act and Listing Regulations and is independent of the management. Mr. Kannan Ramamirtham is exempt from passing online examination as required Under Rule 6(4) of Companies (Appointment and Qualification of Directors) Fifth Amendment Rule, 2020,

As Independent Director, he is entitled to sitting fees and commission, as approved by the members in 56th Annual General Meeting held on August 08, 2022 and as may be determined by the Board from time to time.

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-A. Keeping in view his vast expertise and knowledge, it will be in the interest of all the stakeholders that Mr. Kannan Ramamirtham is reappointed as Independent Director. It is proposed to reappoint him for a further period of 2 (Two) years, i.e. from September 01, 2023 to August 31, 2025.

Copy of the draft letters for reappointment of Mr. Kannan Ramamirtham as Independent Director setting out the terms and conditions are available for inspection by members at the Registered Office of the Company and also uploaded on the website of the Company.

Further In terms of Regulation 17(1A) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015-
"No listed entity shall appoint a person or continue the directorship of any person as a non-executive director who has attained the age of seventy five years unless a special resolution is passed to that effect, in which case the explanatory statement annexed to the notice for such motion shall indicate the justification for appointing such a person."

On June 02, 2024 he will attain the age of 75 years during his tenure as a Independent Director and hence, as per the requirement of Regulation 17(1A) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, a special resolution needs to be passed seeking the approval of the shareholders for continuation of his directorship in the company.

The Board is of the opinion that the continued valuable contribution of Mr. Kannan Ramamirtham could be of great use for your company. He possesses required expertise as a Non-Executive Independent Director. He has diverse

experience details as specified in the annexure attached with this notice. His opinions and suggestions in the past have proven to be beneficial for the company.

Save and except Mr. Kannan Ramamirtham 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 / their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution set out at Item No. 9 of the Notice.

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

Item No. 10 : To consider and approve the amendment in Articles of Association of the Company

Regulation 23(6) of the SEBI (Issue and Listing of Non-Convertible Securities) Regulations, 2021, as amended vide the SEBI (Issue and Listing of Non-Convertible Securities) (Amendment) Regulations, 2023 and read with Regulation 15(1)(e) of SEBI (Debenture Trustees) Regulations, 1993, requires that the companies issuing debentures shall incorporate suitable provisions in their Articles of Association ("AOA") to cast obligation on their Board of Directors to appoint the person nominated by their Debenture Trustees ("DT") as a Director in the event of default as per the terms of agreement.

The Company has its privately placed Non-Convertible Debentures ("NCDs") listed at BSE Limited. Accordingly, the Company is required to amend its AOA by inserting a new clause enabling the appointment of a person nominated by its DT as a Director in the event of default as per the terms of agreement. This amendment requirement is to be complied with by the debt issuers on or before September 30, 2023 and accordingly, amendments are required to be made in the existing AOA.

The Board of Directors of the Company, at its meeting held on July 21, 2023, approved the amendment in the AOA and granted its consent to insert a clause for enabling appointment of a person nominated by its DT as a Director in the event of default. The Amendment would be subject to the approval of the Members by way of a Special Resolution. As per the provisions of Section 14(1) of the Act, a Company may by way of a Special Resolution, alter its AOA subject to the provisions of the Act.

None of the Directors/Key Managerial Personnel of the Company/their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution set out in Item No. 10 of the Notice.

The Board of Directors recommends the Special Resolution as set out in Item No. 10 of the Notice for approval of the Members.

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

Rajendra Pandwal
 Company Secretary &
 Compliance Officer
 Membership No: ACS9377

Place: Udaipur
 Date: July 21, 2023

ANNEXURE-A

Information of Directors seeking appointment/re-appointment at the 57th 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.

Name	Mrs. Farida Mahmood Naik	Mr. Arun Misra	Mr. Akhilesh Joshi	Mr. Kannan Ramamirtham
DIN No.	07612050	01835605	01920024	00227980
Designation/ Category of Directorship	Government Nominee Director	CEO & Whole-time Director	Independent Director	Independent Director
Date of birth (Age)	10-07-1970 (53)	08-05-1965 (58)	25-01-1954 (69)	02-06-1949 (74)
Qualification	Graduation in Psychology, alumnus of Sophia College, Mumbai.	Bachelors 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.	Bachelor's in Mining and possesses first class Mining Manager Certificate of Competency under MMR – 1961 (unrestricted), Diploma from Paris School of Mines in Economic Evaluation of Mining Projects.	Post Graduate in Mathematics from Madras University, PGDMS from Bombay University and Certified Associate of Indian Institute of Bankers with Industrial Finance.
Brief resume/ Experience (including expertise in specific functional area)	Ms. Farida Mahmood Naik was appointed on the Board on March 14, 2017. She is an alumnus of Sophia College, Mumbai from where she graduated in Psychology. She is currently Joint Secretary in Ministry of Mines, Government of India. She has held various positions in different ministries and departments of Central Government, which includes her last stint as Joint Director of National Book Trust and Director in Ministry of Mines.	Mr. Arun Misra has been leading Hindustan Zinc, the world's second largest integrated producer of Zinc and 6 th largest Silver producer since August 1, 2020. He was appointed Deputy CEO, HZL on November 20, 2019 and was elevated to CEO & WTD, Hindustan Zinc Limited from August 1, 2020. In less than 10 months, he was moved to the Corner Office and placed at the helm of the world's second-largest integrated producer of zinc. He is the 1 st ever Indian Chairperson of the International Zinc Association. He is also the Vice President of the Indian Institute of Mineral Engineers. He has to his credit several published papers in nationally reputed journals. He was awarded 'CEO of the Year' and Hindustan Zinc the 'Most Innovative Company of the Year' in the Business Leader of the Year awards. Further, the Company under his able leadership has retained its 1 st position in Asia-Pacific for the fourth consecutive year and globally 3 rd in S&P Global Corporate Responsibility Assessment in 2022 amongst Mining & Metal companies. He possesses knowledge of TQM, Six Sigma, TPM and Malcolm Baldrige Model. He started his career with Tata Steel as Maintenance Head (Electrical), West Bokaro Coal Washery in July 1988. He brings with him a formidable 35 years of rich and diverse experience in Tata Steel, where he headed various strategic positions. In his last assignment at Tata Steel, Mr. Arun Misra worked as Vice President — Raw Materials Division.	Mr. Akhilesh Joshi was appointed on the Board with effect from August 1, 2020. He has over 45 years of professional experience in mining with an exemplary track record of nurturing one of the world's largest integrated zinc, lead and silver producing organisation with a high-performance culture that brings out the best in its employees, risk management and its mitigation and propels strategic and meticulous execution to deliver extraordinary results. He was the CEO of Hindustan Zinc Limited from 2012 to 2015 and also appointed President of global zinc business. He provided guidance to gold mining companies in Armenia, engaged and worked closely with companies like SRK/AMC etc., for benchmarking and mining methodology evaluations. In his long global career, he has been recognised with numerous awards including Business Today CEO Award, HZL Gold Medal award by Indian Institute of Metals. In 2012, he was facilitated by then Honourable Finance Minister for his excellent contribution to the mining sector. He is also a member of The Institution of Engineers (India), Mining Engineers Association of India (MEAI), Mining Geological and Metallurgical Institute of India (MGMI) and Indian Institute of Mineral Engineers (IIME). He has also co-authored a book titled 'Blast Design Theory and Practice' and written various technical papers in relation to exploration and mining since 1995.	Mr. Kannan Ramamirtham was appointed on the Board with effect from September 01, 2022. He has successfully headed varied functions including Corporate Credit, Merchant Banking, Capital Markets, Corporate Advisory, M&As in mid-market. Served on several high-level official committees for banking & capital market reforms. His career evolved as a commercial banker in the mid-1970s focused on project/industrial financing appraisals; to spearheading the merchant banking division of Canara Bank. He headed the India Operations of merchant banking for Standard Chartered Bank in 1990. In his entrepreneurial journey, he has set up Imperial Corporate Finance, a boutique investment banking company. He founded OrionSayi Consultants Pvt Ltd in 2008. OrionSayi is engaged in "Owner Level Advisory Services" to family owned businesses in transition. In his long and illustrious career, he has successfully concluded over 300 equity transactions, including equity and public sector bonds 50 M&A transactions including turnarounds and financial restructuring, mostly public markets.

Name	Mrs. Farida Mahmood Naik	Mr. Arun Misra	Mr. Akhilesh Joshi	Mr. Kannan Ramamirtham
Shareholding in the Company as on March 31, 2023 (including shareholding as Beneficial Owner)	NIL	NIL	NIL	3500
Directorship in other companies as on March 31, 2023	<ul style="list-style-type: none"> • Bharat Gold Mines Limited (Dormant Company) • Bharat Aluminium Company Limited. 	<ul style="list-style-type: none"> • Ferro Alloys Corporation Limited • Federation of Indian Mineral Industries • Hindustan Zinc Alloys Private Limited • Vedanta Zinc Football and Sports Foundation • International Zinc Association • Zinc India Foundation • Hindustan Zinc Fertilisers Private Limited 	<ul style="list-style-type: none"> • Vedanta Limited • Rajasthan State Mines and Minerals Limited • Ferro Alloys Corporation Limited • Wolkem Industries Limited • Wolkem India Limited 	<ul style="list-style-type: none"> • Lakecity Ventures Private Limited • Orient Press Limited • Ram Ratna Wires Limited • PTC Cables Pvt Ltd • Orionsayi Consultant Private Limited • Athena Infonomics India Private Limited • Bharat Re-Insurance Brokers Private Limited • Talwandi Sabo Power Limited • Avi Alimchandani Foundation • Jyoti Structures Limited.
Membership / Chairmanship of Committees of the other Boards as on March 31, 2023	NIL	Ferro Alloys Corporation Limited <ul style="list-style-type: none"> • Member <ul style="list-style-type: none"> - <u>CSR</u> - <u>NRC</u> 	Vedanta Limited <ul style="list-style-type: none"> • Chairperson <ul style="list-style-type: none"> - CSR • Member <ul style="list-style-type: none"> - A & RMC - ESG Committee Ferro Alloys Corporation Limited <ul style="list-style-type: none"> • Chairperson <ul style="list-style-type: none"> - CSR • Member <ul style="list-style-type: none"> - Audit Committee - NRC Rajasthan State Mines and Minerals Limited <ul style="list-style-type: none"> • Member <ul style="list-style-type: none"> - AC - CSR Wolkem India Limited and Wolkem Industries Limited <ul style="list-style-type: none"> • Member <ul style="list-style-type: none"> - AC - NRC 	Talwandi Sabo Power Limited <ul style="list-style-type: none"> • Chairperson <ul style="list-style-type: none"> - AC - NRC • Member <ul style="list-style-type: none"> - CSR Orient Press Limited <ul style="list-style-type: none"> • Member <ul style="list-style-type: none"> - AC Ram Ratna Wires Limited <ul style="list-style-type: none"> • Member <ul style="list-style-type: none"> - AC - NRC - Finance Committee Jyoti Structures Limited <ul style="list-style-type: none"> • Member <ul style="list-style-type: none"> - AC - NRC - SRC - RMC
Inter se relationship with other Directors / Key Managerial Personnel/ Managers	None	None	None	None
Date of first appointment on the Board	March 14, 2017	August 01, 2020	August 01, 2020	September 01, 2022

Name	Mrs. Farida Mahmood Naik	Mr. Arun Misra	Mr. Akhilesh Joshi	Mr. Kannan Ramamirtham
Terms and conditions of appointment/reappointment	Re-appointment in terms of Section 152(6) of the Companies Act, 2013.	Re-appointment as CEO & WTD for a further period of 2 years from June 01, 2023 to May 31, 2025. Other terms and conditions including remuneration of re-appointment form part of the Explanatory Statement.	Re-appointment as Independent Director for a 2 nd and final term of 2 years from August 01, 2023 to July 31, 2025. Other terms and conditions of re-appointment form part of the Explanatory Statement.	Re-appointment as Independent Director for a 2 nd and final term of 2 years from September 01, 2023 to August 31, 2025. Other terms and conditions of re-appointment form part of the Explanatory Statement.
Remuneration last drawn (including sitting fees, if any)	NIL*	Please refer to the Report on Corporate Governance.	Please refer to the Report on Corporate Governance.	Please refer to the Report on Corporate Governance.
Remuneration proposed to be paid	NIL*	Remuneration as approved by the Board.	Commission and sitting fees as approved by the Board.	Commission and sitting fees as approved by the Board.
No. of meetings of the Board attended during the FY 2022-23	5	6	6	3

AC = Audit Committee

SRC = Stakeholders' Relationship Committee

NRC = Nomination and Remuneration Committee

CSR = Corporate Social Responsibility Committee

A&RMC = Audit and Risk Management Committee

RMC = Risk Management Committee

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