



HINDUSTAN ZINC LIMITED

Registered Office: Yashad Bhawan, Udaipur-313004

NOTICE

Notice is hereby given that the 47th Annual General Meeting of the Members of the Company will be held on Saturday, 15th June, 2013 at 2.30 PM at Yashad Bhawan, Udaipur to transact the following businesses:

ORDINARY BUSINESS

1. To receive, consider, approve and adopt the Audited Profit and Loss account and Cash Flow Statement for the year ended on 31st March 2013, the Balance Sheet as at that date and the Auditors Report and the Directors Report thereon.
2. To declare final dividend for the financial year 2012-2013.
3. To appoint a Director in place of Mr. Navin Agarwal, who retires by rotation and, being eligible, offers himself for re-appointment as per Article 129 of the Articles of Association of the Company.
4. To appoint a Director in place of Ms. Anjali Anand Srivastava, who retires by rotation and, being eligible, offers herself for re-appointment as per Article 129 of the Articles of Association of the Company.
5. To re-appoint the retiring Auditors M/s Deloitte Haskins & Sells as Statutory Auditors of the Company to hold office from the conclusion of this Annual General Meeting upto the conclusion of the next Annual General Meeting and to pass, the following resolution as Special Resolution, with or without modification(s):

"RESOLVED THAT M/s Deloitte Haskins & Sells, Chartered Accountants, having ICAI registration no. 117366W, be and are hereby re-appointed as Statutory Auditors of the Company for the period from the conclusion of 47th Annual General Meeting to the conclusion of the next Annual General Meeting at such remuneration as may be fixed by the Board as per the provisions of Section 224 and other applicable provisions of the Companies Act, 1956".

By Order of the Board

R. Pandwal

Company Secretary

Place: Mumbai

Date: 25th April, 2013

NOTES

1. A member entitled to attend and vote at the meeting is entitled to appoint proxy to attend and vote instead of himself and the proxy need not be a member of the Company (A copy of the proxy form is attached).
2. The instrument appointing a proxy must be deposited at the Registered Office of the Company not less than 48 hours before commencement of the meeting.
3. The Register of Members and Share Transfer Books shall be available for inspection by members.
4. Annual Report and AGM Notice is available at the website of the Company at www.hzlindia.com in the Investor Relation section.
5. The Register of Members and Share Transfer Books of the Company will remain closed from 13th May, 2013 to 15th May, 2013 (both days inclusive) for the purpose of payment of final dividend and annual General meeting.
6. Shareholders who are yet to encash their earlier dividend warrants for the years from 2004-05 to 2012-13 (interim dividend) are requested to contact the Company Secretary for revalidation of the dividend warrant/issue of fresh demand draft.
7. Members are requested to:
 - (a) Notify the change in address if any, with Pin Code numbers immediately to the Company (in case of shares held in physical mode).
 - (b) Bring their copy of the Annual Report and Attendance Slip with them at the Annual General Meeting.
 - (c) Quote their Regd. Folio Number/DP and Client ID Nos. in all their correspondence with the Company or its Registrar and Share Transfer Agent.
8. Consequent upon the introduction of Section 109A of the Companies Act, 1956, shareholders are entitled to make a nomination in respect of share held by them in physical form. Shareholders desirous of making a nomination are requested to send their requests in Form No. 2B in duplicate (which will be made available on request) to the Company Secretary/Registrar and Share Transfer Agent of the Company.
9. Corporate members are requested to send a duly certified copy of the board resolution/power of attorney authorizing their representative to attend and vote at the Annual General Meeting.

Important Communication to Members

The Ministry of Corporate Affairs has taken a "Green Initiative in the Corporate Governance" by allowing paperless compliances by the companies and has issued circulars stating that service of notice/documents including Annual Report can be sent by e-mail to its members. To support this green initiative of the Government in full measure, members who have not registered their e-mail addresses, so far, are requested to register their e-mail addresses, in respect of electronic holdings with the Depository through their concerned Depository Participants. Members who hold shares in physical form are requested to register their e-mail addresses with the company.



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PROXY FORM

I, _____ of _____ in the district of _____ being member of the above named Company and holding _____ equity shares hereby appoint Mr. _____ in the district of _____ as my proxy to vote for me on my behalf at the 47th Annual General Meeting of the Company to be held on Saturday, 15th June, 2013 at 2.30 PM and at any adjournment thereof.

Signed this _____ day of _____

Signature _____

Name _____

Reg. Folio No. /Client ID No. _____

Affix
Revenue
Stamp
Rs. 1/-

Note: The proxy form duly completed should be deposited at the Registered Office of the Company not less than 48 hours before the time for commencement of the Meeting.



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ATTENDENCE SLIP

47th ANNUAL GENERAL MEETING, SATURDAY, 15th JUNE, 2013 AT 2.30 PM

Name and Address of the Member _____

Reg. Folio/Client ID No. _____

I certify that I am a registered shareholder of the company and hold _____ shares.
Please indicate whether Member/Proxy _____

Member's/ Proxy Name in BLOCK Letters Member's/Proxy's Signature

Note: Shareholder/Proxy holder must bring the Attendance Slip to the meeting and hand over at the entrance duly signed.



HINDUSTAN ZINC LIMITED

Registration of e-mail address for future communication

Name of shareholder: _____ e-mail id: _____

Address: _____

Client ID/ Folio Number (in case physical holding): _____

DP ID: _____

Signature _____

