

HINDUSTAN ZINC LIMITED

CIN: L27204RJ1966PLC001208

Registered Office: Yashad Bhawan, Yashadgarh, Udaipur, Rajasthan -313004 IN

Website: www.hzindia.com Email: HZL.Secretarial.vedanta.co.in

Tel: +91 294 6604000

NOTICE OF POSTAL BALLOT

[Pursuant to Section 110 of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014, each as amended.]

Dear Members(s),

NOTICE is hereby given pursuant to the provisions of Section 110 and other applicable provisions, if any, of the Companies Act, 2013 (**"the Act"**) read with Rule 20 and 22 of the Companies (Management and Administration) Rules, 2014 (**"Rules"**), Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (**"Listing Regulations"**), General Circular No. 11/2022 dated 28th December, 2022 and other relevant Circulars issued by the Ministry of Corporate Affairs ('MCA') from time to time (**"MCA Circulars"**), the Secretarial Standard - 2 on General Meetings issued by the Institute of Company Secretaries of India (**"SS-2"**), and other applicable laws and regulations (including any statutory modification(s) and/or re-enactment(s) thereof for the time being in force), the resolution as set out below is proposed to appoint Ms. Pallavi Joshi Bakhru (DIN: 01526618), as an Independent Director of the Company, through Postal Ballot by way of remote electronic voting (**"remote e-voting"**) process only.

Pursuant to Section 102 and other applicable provisions of the Act, an explanatory statement pertaining to the proposed resolution setting out the material facts and the reasons thereof forms part of this Ballot Notice (**"Notice"**).

In terms of the requirements specified in the MCA Circulars, the Company is sending this Notice only in electronic form, to those Members whose e-mail addresses are registered with the Company/Depositories. Accordingly, physical copy of the Notice along with Postal Ballot Form and pre-paid business reply envelope is not being sent to the Members for this Postal Ballot. The communication of the assent or dissent of the Members would take place only through the remote e-voting system.

In compliance with Regulation 44 of the Listing Regulations and pursuant to the provisions of Sections 108 and 110 of the Act read with the Rules, the manner of voting on the proposed resolution is restricted only to remote e-voting i.e., by casting votes electronically instead of submitting postal ballot forms. The instructions related to e-voting are appended to this Notice.

The Board of Directors has appointed Mr. Manoj Maheswari, Partner of M/s. V.M. & Associates, Practicing Company Secretary (Membership No. FCS No. 3355, CP No. 1971), as the scrutinizer and failing him CS Priyanka Agarwal, Partner of M/s. V.M. & Associates, Practicing Company Secretary (M. No.: FCS 11138; CP No.: 15021), as the Alternative Scrutinizer for conducting the Postal Ballot, through remote e-voting process, in a fair and transparent manner and they have communicated their willingness to be appointed for the said purpose.

The remote e-voting period commences at 10:00 a.m. IST on Saturday, September 16, 2023 and ends at 5:00 p.m. IST on Sunday, October 15, 2023.

Members are requested to read the instructions indicated in this Notice while expressing their assent or dissent on the proposed resolution and cast votes through remote e-voting by not later than 5:00 p.m. IST on Sunday, October 15, 2023. The remote e-voting facility will be disabled by KFin Technologies Limited (**"KFin"**) immediately thereafter.

The Company has engaged the services of KFin as an agency to provide e-voting facility. Those Members who have not yet registered their e-mail address are requested to register the same by following the instructions set out in this Notice. The Scrutinizer, after completion of scrutiny, will submit his report to the Company and results will be submitted within 2 working days from conclusion of the e-voting period to the stock exchanges in accordance with the Listing Regulations and will also be placed on the website of the Company and the website of KFin.

SPECIAL BUSINESS: -

1. **Appointment of Ms. Pallavi Joshi Bakhru (DIN: 01526618) as an Independent Director of the Company to hold office for a period of 2 years effective from August 10, 2023 to August 09, 2025**

To consider and, if thought fit, to pass the following resolution as a Special Resolution:

“RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152, Schedule IV and all other applicable provisions, if any, of the Companies Act, 2013 (“the Act”) read with the Companies (Appointment and Qualification of Directors) Rules, 2014, Regulation 17 and other applicable regulations of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (**“Listing Regulations”**), relevant circulars issued by BSE Limited and National Stock Exchange of India Limited, subject to such approval, permission, consent, sanction, as may be required, under any other applicable laws and regulations (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), Article 129 of the Articles of Association of the Company and based on the recommendation and approval of the Nomination and Remuneration Committee and the Board of Directors, Ms. Pallavi Joshi Bakhru (DIN: 01526618) who was appointed as an Additional Independent director on August 10, 2023 is eligible for appointment and who has consented to act as an Independent Director and in respect of whom the Company has received a notice in writing from a member under Section 160(1) of the Act proposing her candidature for the office of a Director, who meets the criteria of Independence as provided under Section 149(6) of the Act and Regulation 16(1)(b) of the Listing Regulations be and is hereby appointed as an Independent Director, not liable to retire by rotation, to hold office for a period of 2 years effective from August 10, 2023 to August 09, 2025 as an Independent Director of the Company.

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 it may in its absolute discretion deem necessary, proper or desirable to give effect to the resolution.”

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

Place: Udaipur
Date: August 10, 2023

Registered Office:
Yashad Bhawan, Yashadgarh,
Udaipur, Rajasthan -313004

Sd/-
Rajendra Pandwal
Company Secretary and Compliance Officer
Membership No:9377

NOTES:





1. An Explanatory Statement pursuant to Section 102(1) of the Companies Act, 2013 (**"the Act"**), read with Rule 22 of the Companies (Management and Administration) Rules, 2014 (**"Rules"**), each as amended, setting out the material facts relating to the aforesaid Resolution and the reasons thereof is annexed hereto and forms part of this Postal Ballot Notice (**"Notice"**).
2. In terms of guidelines provided vide the MCA Circulars, the Company is sending this Notice only in electronic form to those Members, whose names appear in the Register of Members/List of Beneficial Owners as received from the Depositories/ Registrar and Transfer Agent (**"RTA"**) as on Friday, September 08, 2023 (**"Cut-off Date"**) and whose e-mail addresses are registered with the Company/RTA/Depositories/Depository Participants (in case of electronic shareholding) or who will register their e-mail address in accordance with the process outlined in this Notice. The voting rights of the Members shall be in proportion to their share of the paid-up equity share capital of the Company as on the Cut-Off Date i.e. Friday, September 08, 2023.
3. Only those Members whose names are appearing in the Register of Members/List of Beneficial Owners as on the Cut-Off Date shall be eligible to cast their votes through postal ballot by remote e-voting.

It is however, clarified that all Members of the Company as on the Cut-Off Date (including those Members who may not have received this Notice due to non-registration of their e-mail addresses with the Company/RTA/Depositories) shall be entitled to vote in relation to the aforementioned Resolution in accordance with the process specified in this Notice.
4. A member cannot exercise his / her vote through proxy on postal ballot. However, the Body Corporates and institutional Members are entitled to appoint authorized representatives to cast their votes through e-voting. Body Corporates and 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 vote through remote e-voting to evoting@kfintech.com
5. 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 business to be transacted. For this purpose, the Company has engaged the services of KFin Technologies Limited (**"KFin"**) as the agency to provide e-voting facility, as the authorized agency. The facility of casting votes by a member using remote e-voting system will be provided by KFin. The detailed procedure with respect to remote e-voting is mentioned in note no. 16 of this Notice.
6. In line with the Ministry of Corporate Affairs (MCA) Circular No. 17/2020 dated April 13, 2020, the Postal Ballot Notice has been uploaded on the website of the Company at 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 Ltd at www.bseindia.com and www.nseindia.com respectively and the same is also available on the website of KFin (agency for providing the Remote e-Voting facility) i.e. <https://evoting.kfintech.com>.
7. The Board of Directors of the Company has appointed Mr. Manoj Maheshwari, Partner of M/s. V.M. & Associates, Practicing Company Secretary (Membership No. FCS: 3355; CP No.: 1971), as the scrutinizer and failing him CS Priyanka Agarwal, Partner of M/s. V.M. & Associates, Practicing Company Secretary (M. No.: FCS 11138; CP No.: 15021), as the Alternative Scrutinizer for conducting the Postal Ballot, through remote e-voting process, in a fair and transparent manner.
8. The Scrutinizer will submit the results of the e-voting to the Chairperson of the Company or any other authorized officer(s) of the Company after completion of the scrutiny of the e-voting. The results of the Postal Ballot along with the Scrutinizer's Report will also be displayed on the website of the Company at www.hzlindia.com, on the KFin's website at <https://evoting.kfintech.com/> and shall also be displayed at the Registered Office of the Company while simultaneously being communicated to National Stock Exchange of India Ltd and BSE Limited where the equity shares of the Company are listed. The proposed resolution, if approved, will be taken as having duly passed on the last date specified for e-voting by the requisite majority of Members by means of Postal Ballot, i.e., Sunday, October 15, 2023.
9. The Results declared along with the Scrutinizer's Report shall be placed on the Company's website www.hzlindia.com and on the website of KFin <https://evoting.kfintech.com/> immediately after the result is declared by the Chairperson or any other person authorized by him, and the same shall be communicated to the Stock Exchanges, where the equity shares of the Company are listed. Subject to receipt of the requisite number of votes in favour of the resolution, the resolution shall be deemed to be passed on the last date specified for e-voting by the requisite majority of Members by means of Postal Ballot, i.e. Sunday, October 15, 2023. The results shall also be displayed on the notice board at the Registered Office of the Company.

10. Members desirous of inspecting the documents referred to in the Notice or Statement may send their requests to HZL.Secretarial@vedanta.co.in from their registered e-mail addresses mentioning their names, folio numbers/DP ID and Client ID, between the period Saturday, September 16, 2023 to Sunday, October 15, 2023.
11. Members whose e-mail address is not registered and who wish to receive the Notice(s), Annual Report and all other communications by the Company, from time to time may get their e-mail address registered by submitting Form ISR-1 to KFin at einward.ris@kfintech.com or to the Company at HZL.Secretarial@vedanta.co.in However, for the shares held in demat form, members are requested to write to their respective DPs.
12. Brief profile and other additional information of the proposed appointee pursuant to Regulation 36(3) of the Listing Regulations and Secretarial Standard on General Meetings (SS-2) issued by the Institute of Company Secretaries of India is furnished as annexure to the Notice.
13. The Explanatory Statement in terms of the Secretarial Standard 2, the Act and Listing Regulations are detailed annexed thereto.
14. The Scrutinizer after scrutinizing the voting through remote e-voting shall, within statutory time period, 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 <https://www.hzindia.com> and also on the website of KFin at <https://evoting.kfintech.com/> and shall also be displayed on the notice board at the registered and corporate office of the Company.
15. In compliance with the provisions of Section 108 of the Act read with Rules made there under and Regulation 44 of the Listing Regulation, 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. September 08, 2023 only shall be entitled to avail the facility of remote e-voting. KFin 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, September 16, 2023 to 5:00 P.M. (IST) on Sunday, October 16, 2023. At the end of Remote e-voting period, the facility shall forthwith be blocked.
16. The procedure for e-voting is as under:

- i) [Method of login / access to Depositories \(NSDL / CDSL\) e-voting system in case of individual members holding shares in demat mode](#)

Type of member	Login Method
Individual members holding securities in demat mode with NSDL	<p>Instructions for existing Internet-based Demat Account Statement ("IDeAS") facility Users:</p> <ol style="list-style-type: none"> Visit the e-services website of NSDL https://eservices.nsdl.com. On the e-services home page click on the "Beneficial Owner" icon under "Login" under 'IDeAS' section. A new page will open. Enter the existing user id and password for accessing IDeAS. After successful authentication, members will be able to see e-voting services under 'Value Added Services'. Please click on "Access to e-voting" under e-voting services, after which the e-voting page will be displayed. Click on company name, i.e., 'Hindustan Zinc Limited', or e-voting service provider, i.e., KFin. Members will be re-directed to KFin's website for casting their vote during the e-voting period. <p>Instructions for those Members who are not registered under IDeAS: Visit https://eservices.nsdl.com for registering. Select "Register Online for IDeAS Portal" or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp. Visit the e-voting website of NSDL https://www.evoting.nsdl.com/. 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. Members will have to enter their User ID (i.e., the sixteen digits demat account number held with NSDL), password / OTP and a Verification Code as shown on the screen. After successful authentication, members will be redirected to NSDL Depository site wherein they can see e-voting page. Click on company name, i.e., Hindustan Zinc Limited, or e-voting service provider name, i.e. KFin, after which the member will be redirected to e-voting service provider website for casting their vote during the e-voting period.</p>

	<p>NSDL Mobile App Members can also download the NSDL Mobile App “NSDL Speede” facility by scanning the QR code for seamless voting experience.</p> <p style="text-align: center;">NSDL Mobile App is available on</p> <div style="display: flex; justify-content: center; align-items: center;">  App Store  Google Play </div> <div style="display: flex; justify-content: center; align-items: center; margin-top: 10px;">   </div>
Individual members holding securities in demat mode with CDSL	<p>Instructions for existing users who have opted for Electronic Access To Securities Information (“Easi / Easiest”) facility: Visit https://web.cdslindia.com/myeasi/home/login or www.cdslindia.com. Click on New System MyEasi. Login to MyEasi option under quick login. Enter the registered user ID and password for accessing Easi / Easiest. Members will be able to view the e-voting Menu. The Menu will have links of KFin e-voting portal and will be redirected to the e-voting page of KFin to cast their vote without any further authentication.</p> <p>Instructions for users who have not registered for Easi / Easiest Visit https://web.cdslindia.com/myeasi/Registration/EasiRegistration for registering. Proceed to complete registration using the DP ID, Client ID (BO ID), etc. After successful registration, please follow the steps given in point no. A above to cast your vote.</p> <p>Alternatively, instructions for directly accessing the e-voting website of CDSL Visit www.cdslindia.com. Provide Demat Account Number and PAN. System will authenticate user by sending OTP on registered mobile and email as recorded in the Demat Account. After successful authentication, please enter the e-voting module of CDSL. Click on the e-voting link available against the name of the Company, viz., ‘Hindustan Zinc Limited’ or select KFin. Members will be re-directed to the e-voting page of KFin to cast their vote without any further authentication.</p>
Individual members login through their demat accounts / Website of Depository Participant(s)	<p>Instructions for login through Demat Account / website of Depository Participant Members can also login using the login credentials of their demat account through their DP registered with the Depositories for e-voting facility. Once logged-in, members will be able to view e-voting option. Upon clicking on e-voting option, members will be redirected to the NSDL / CDSL website after successful authentication, wherein they will be able to view the e-voting feature. Click on options available against Hindustan Zinc Limited or KFin. Members will be redirected to e-voting website of KFin for casting their vote during the e-voting period without any further authentication.</p>
<p>Important note: Members who are unable to retrieve User ID / Password, are advised to use Forgot user ID and Forgot Password option available at respective websites.</p>	
<p>Helpdesk for Individual members holding securities in demat mode for any technical issues related to login through NSDL / CDSL:</p>	
Securities held with NSDL	Please contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at toll free no.: 1800 1020 990 and 1800 22 44 30
Securities held with CDSL	Please contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at 022-23058738 or 022-23058542-43

Method of login / access to KFin e-voting system in case of all members holding shares in physical mode and non-individual members holding shares in demat mode

Type of member	Login Method
Members whose e-mail IDs are registered with the Company / Depository Participant(s)	<p>Instructions for Members whose e-mail IDs are registered with the Company / Depository Participant(s)</p> <p>Members whose e-mail IDs are registered with the Company / Depository Participant(s) will receive an email from KFin which will include details of E-voting Event Number (EVEN), USER ID and password. They will have to follow the following process:</p> <p>Launch internet browser by typing the URL: https://evoting.kfintech.com/.</p> <p>Enter the login credentials (i.e., User ID and password). In case of physical folio, User ID will be EVEN (E-Voting Event Number) followed by folio number. In case of Demat account, User ID will be your DP ID and Client ID. However, if a member is registered with KFin for e-voting, they can use their existing User ID and password for casting the vote.</p> <p>After entering these details appropriately, click on "LOGIN".</p> <p>Members will now reach password change Menu wherein they are required to mandatorily change the password. The new password shall comprise of minimum 8 characters with at least one upper case (A-Z), one lower case (a-z), one numeric value (0-9) and a special character (@, #, \$, etc.,). The system will prompt the member to change their password and update their contact details viz. mobile number, e-mail ID etc. on first login. Members may also enter a secret question and answer of their choice to retrieve their password in case they forget it. It is strongly recommended that members do not share their password with any other person and that they take utmost care to keep their password confidential.</p> <p>Members would need to login again with the new credentials.</p> <p>On successful login, the system will prompt the member to select the "EVEN", viz., 'Hindustan Zinc Limited and click on "Submit".</p> <p>On the voting page, enter the number of shares (which represents the number of votes) as on the Cut-off Date under "FOR/AGAINST" or alternatively, a member may partially enter any number in "FOR" and partially "AGAINST" but the total number in "FOR/AGAINST" taken together shall not exceed the total shareholding as mentioned herein above. A member may also choose the option ABSTAIN. If a member does not indicate either "FOR" or "AGAINST" it will be treated as "ABSTAIN" and the shares held will not be counted under either head.</p> <p>Members holding multiple folios / demat accounts shall choose the voting process separately for each folio / demat account.</p> <p>Voting has to be done for each item of the Postal Ballot Notice separately. In case members do not desire to cast their vote on any specific item, it will be treated as abstained.</p> <p>Members may then cast their vote by selecting an appropriate option and click on "Submit".</p> <p>A confirmation box will be displayed. Click "OK" to confirm else "CANCEL" to modify. Once members have voted on the resolution, they will not be allowed to modify their vote. During the voting period, members can login any number of times till they have voted on the Resolution.</p> <p>Corporate/ Institutional members (corporate / FIs / FIIs / trust / mutual funds / banks, etc.) are required to send scanned copy (pdf format) of the relevant board resolution to the Scrutinizer through e-mail to HZL.Secretarial@vedanta.co.in with a copy to evoting@kfintech.com. The file scanned image / pdf file of the board resolution should be in the naming format "Corporate Name".</p>
Members whose e-mail IDs are not registered with the Company / Depository Participant(s)	<p>Procedure for Registration of email and Mobile: securities in physical mode</p> <p>Physical shareholders are hereby notified that based on SEBI Circular number: SEBI/HO/MIRSD/MIRSD-PoD-1/P/CIR/2023/37, dated March 16th, 2023, All holders of physical securities in listed companies shall register the postal address with PIN for their corresponding folio numbers. It shall be mandatory for the security holders to provide mobile number. Moreover, to avail online services, the security holders can register e-mail ID. Holder can register/update the contact details through submitting the requisite ISR 1 form along with the supporting documents.</p> <p>ISR 1 Form can be obtained by following the link: https://ris.kfintech.com/clientservices/isc/default.aspx</p> <p>ISR Form(s) and the supporting documents can be provided by any one of the following modes.</p> <p>a) Through 'In Person Verification' (IPV): the authorized person of the RTA shall verify the original documents furnished by the investor and retain copy(ies) with IPV stamping with date and initials; or</p>

Type of member	Login Method
	<p>b) Through hard copies which are self-attested, which can be shared on the address below; or</p> <p>Name KFIN Technologies Limited Address Selenium Building, Tower-B, Plot No 31 & 32, Financial District, Nanakramguda, Serilingampally, Hyderabad, Rangareddy, Telangana India - 500 032.</p> <p>c) Through electronic mode with e-sign by following the link: https://ris.kfintech.com/clientservices/isc/default.aspx#</p> <p>Detailed FAQ can be found on the link: https://ris.kfintech.com/faq.html</p> <p>For more information on updating the email and Mobile details for securities held in electronic mode, please reach out to the respective DP(s), where the DEMAT a/c is being held.</p>

iii) Method for obtaining user id and password for members who have forgotten the User ID and password

Members who have forgotten the User ID and password	<p>Members who have forgotten the user id and password, may obtain / retrieve the same in the manner mentioned below:</p> <p>If the mobile number of the member is registered against Folio No. / DP ID Client ID, the member may send SMS: MYEPWD<space>E-voting Event Number (EVEN) + Folio No. or DP ID Client ID to +91 9212993399</p> <p>Example for NSDL: MYEPWD<SPACE> IN12345612345678</p> <p>Example for CDSL: MYEPWD<SPACE> 1402345612345678</p> <p>Example for Physical: MYEPWD<SPACE> XXXX1234567890</p> <p>If e-mail ID of the member is registered against Folio No. / DP ID Client ID, then on the home page of https://evoting.kfintech.com, the member may click 'Forgot password' and enter Folio No. or DP ID Client ID and PAN to generate a password.</p> <p>Members may send an email request to evoting@kfintech.com. If the member is already registered with the KFin e-voting platform, then such member can use his / her existing User ID and password for casting the vote through e-voting.</p> <p>Members may call KFin toll free number 1-800-309-4001 for any clarifications / assistance that may be required.</p>
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17. 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 <https://evoting.kfintech.com>.

In case of any queries / concern / grievances, you may contact Mr. Ganesh Chandra Patro, Asst. Vice President, KFin, Selenium, Tower B, Plot 31 & 32, Gachibowli, Nanakramguda, Serilingampally Mandal, Hyderabad - 500032, India, at email: einward.ris@kfintech.com or 1-800-309-4001 (toll free).

18. KPRISM- Mobile service application by KFin - Members are requested to note that KFin has launched a mobile application - KPRISM and website <https://kprism.kfintech.com> for online service to members. Members can download the mobile application, register themselves (one time) for availing host of services, viz., consolidated portfolio view serviced by KFin, dividend status and send requests for change of address, change / update bank mandate. Through the mobile application, members can download annual reports, standard forms and keep track of upcoming general meetings and dividend disbursements. The mobile application is available for download from Android Play Store and Google Play Store.

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. 1

The Board of Directors of the Company at its meeting held on August 10, 2023 on the recommendation of the Nomination and Remuneration Committee (NRC), approved the appointment of Ms. Pallavi Joshi Bakhru (DIN: 01526618), as an Additional Director (Independent) of the Company for a period of 2 years with effect from August 10, 2023 to August 09, 2025 not liable to retire by rotation.

As per Listing Regulation 17(1C) and 25 (2A), Ms. Joshi Bakhru appointment as an Independent Director requires shareholders' approval at the next general meeting or within a time period of three months from the date of appointment, whichever is earlier by way of special resolution. Accordingly, the approval of the shareholders' is sought through postal ballot for her appointment as director (Independent).

Ms. Pallavi Joshi Bakhru is not disqualified from being appointed as an Independent Director in accordance with sub-section (1) & (2) of Section 164 of the Act, nor debarred from holding the office of director by virtue of any SEBI order or any other such authority and has given her consent to act as an Independent Director of the Company.

The Company has received necessary declaration(s) from Ms. Pallavi Joshi Bakhru confirming that she meets the criteria as prescribed under the Companies Act, 2013 ("**the Act**") and SEBI (Listing Obligations and Disclosure requirements) Regulations, 2015 ("**Listing Regulations**").

In the opinion of the NRC and the Board of Directors, Ms. Pallavi Joshi Bakhru fulfils the conditions of independence specified in the Act, the Listing Regulations and is independent of the management.

Accordingly, it is proposed to seek approval of shareholders of the Company by way of a Special Resolution through Postal Ballot for appointment of Ms. Pallavi Joshi Bakhru as an Independent Director on the Board of Directors of the Company to hold office for a period of 2 years from August 10, 2023 to August 09, 2025, not liable to retire by rotation. The Board of Directors of the Company recommends the Special Resolution set out in this Postal Ballot notice for the approval of the members.

Copy of the draft letter for the appointment of Ms. Pallavi Joshi Bakhru as an Independent Director setting out the terms and conditions of appointment has been uploaded on the website of the Company.

Other than Ms. Pallavi Joshi Bakhru and her 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. 1 of the Notice.

Disclosures as required under Regulation 36(3) of the Listing Regulations and SS-2 issued by the Institute of Company Secretaries of India are annexed to this Postal Ballot Notice.

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

Sd/-

Rajendra Pandwal
Company Secretary and Compliance Officer
Membership No:9377

Place: Udaipur
Date: August 10, 2023

Annexure-1

Details under Regulation 36(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and in terms of Secretarial Standard - 2, in respect of the Directors seeking appointment:

Name	Ms. Pallavi Joshi Bakhru			
Category of Director	Independent Director			
Director Identification Number (DIN)	01526618			
Age (years)	55			
Date of first appointment	August 10, 2023			
Qualification, Brief resume/ Experience (including expertise in specific functional area)	<p>Ms. Pallavi Joshi Bakhru is a fellow Member of the Institute of Chartered Accountants of India and Indian Institute of Corporate Affairs.</p> <p>Ms. Pallavi Joshi Bakhru has over 30 years of experience spanning solutions and clients in different sectors. She was the head of tax at a large \$ 15 Billion natural resources group for five years and assisted with growth strategies. Currently, she leads the Private Client Service offering at Grant Thornton Bharat and also heads the India - UK Corridor for the Firm.</p> <p>In 2015, Ms. Pallavi Joshi Bakhru was recognized as one of the Top 10 Women in Tax in India by the International Tax Review.</p> <p>Her specialties include corporate tax, litigation, including being a part of a team that ran an international arbitration under Bilateral Investment Treaty (BIT), tax structuring and regulatory matters pertaining to FEMA. Over the years, she has simplified the global structure of some large groups, institutionalized a royalty payment system, resolved some high-pitched tax litigation and done Advocacy and has experience in Owners & Private Clients, Natural resources, consumer and retail, aviation, manufacturing, and education.</p>			
Shareholding in the Company (including shareholding as Beneficial Owner)	Nil			
Directorship in other companies	<p>Public Limited Companies: Gabriel India Limited Filatex India Limited Ferro Alloys Corporation Limited Neuland Laboratories Limited</p> <p>Private Limited Companies: Grant Thornton Advisory Private Ltd Grant Thorton Bharat LLP (Partner)</p>			
Membership / Chairmanship of Committees of the other Company's Board		Name of Company	Type of Committees	Position held Chairman / Member
	1	Gabriel India Limited	Audit Committee	Chairperson
			Stakeholder Relationship Committee	Member
	2	Filatex India Limited	Audit Committee	Chairperson
	3	Ferro Alloys Corporation Limited	Audit Committee	Member
Listed entities from which the person has resigned in the past three years	NIL			

Skills and capabilities required for the role and the manner in which the proposed person meets such requirements	<p>The NRC had identified that, Ms. Pallavi Joshi Bakhru has successfully headed varied functions including being a part of a team that ran an international arbitration under Bilateral Investment Treaty (BIT), tax structuring and regulatory matters pertaining to FEMA. She was the head of tax at a large \$ 15 Billion natural resources group for five years and assisted with growth strategies.</p> <p>Further, as part of good governance practice to continue to strengthen Board composition and enhance board effectiveness, it was proposed to appoint Ms. Pallavi Joshi Bakhru as an Independent director who would bring a wealth of diverse experience.</p> <p>Having regard to the qualifications, knowledge and rich experience of more than 30 years, Ms. Pallavi Joshi Bakhru meets the requirements as laid down by the NRC.</p>
Inter-se Relationship between Directors Key Managerial Personnel	Nil
Terms and conditions of appointment/ reappointment	Independent Director, not liable to retire by rotation, to hold office for a period of 2 years, with effect from August 10, 2023 to August 09, 2025.
Remuneration last drawn (including sitting fees, if any)	N.A.
Remuneration proposed to be paid	Ms. Pallavi Joshi Bakhru is entitled to sitting fees and commission as approved by the members and as may be determined by the Board from time to time.
Number of Board meetings attended during the Financial Year 2023-24 (upto the date of Postal Ballot notice)	Nil