

HZL/2024-25/SECY/73

August 06, 2024

BSE Limited  
Phiroze Jeejeebhoy Towers  
Dalal Street, Fort  
Mumbai – 400 001

National Stock Exchange of India Limited  
Exchange Plaza, 5th Floor Plot No., C/I, G Block  
Bandra-Kurla Complex, Bandra (East),  
Mumbai – 400 051

Kind Attn: General Manager – Department  
of Corporate Services

Kind Attn: Head Listing & Corporate  
Communication

**Scrip Code: 500188**
**Trading Symbol: "HINDZINC"**

Dear Sir/Madam,

**Sub: Postal Ballot Notice – Intimation under Regulation 30 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended ('SEBI Listing Regulations')**

Pursuant to Regulation 30 of SEBI Listing Regulations, we hereby submit a copy of Postal Ballot Notice along with the explanatory statement ('Notice') dated August 02, 2024, seeking approval of the members of the Company in respect of the below mentioned resolutions through remote e-voting process ("e-voting") only:

Sr. No.	Particulars	Type of resolution(s)
1.	Appointment of Mr. Vivek Kumar Bajpai (DIN: 10717439), as Government Nominee Director on the Board of the Company	Ordinary
2.	Approval for borrowing limits of the Company under Section 180(1)(c) of the Companies Act, 2013	Special
3.	Approval for creation of mortgage and/or charge on the assets of the Company under Section 180(1)(a) of the Companies Act, 2013	Special
4.	Approval of limit for the loan, guarantee and investment by the company under Section 186 of the Companies Act, 2013	Special

The aforesaid Notice is being sent electronically to those members whose name appears in the register of members or register of beneficial owners maintained by the Depositories as on the cut-off date i.e., Friday, August 02, 2024 ('Cut-off Date') received from the Depositories and whose e-mail addresses are registered with the Company/M/s. KFin Technologies Limited ('KFin') i.e. Registrar and Transfer Agent /Depositories/Depository Participants ('DPs'). 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, August 02, 2024.

The Company has engaged the services of National Securities Depository Limited ('NSDL') for providing e-voting facility to all its members. The details of the procedure to cast the vote forms part of the 'Notes' section of the Notice.



The assent or dissent on the above resolutions can be communicated by the members through e-voting, within the following period:

<b>Commencement of e-voting</b>	From 9:00 a.m. (IST) on Wednesday, August 07, 2024
<b>End of e-voting</b>	Upto 5:00 p.m. (IST) on Thursday, September 05, 2024

Members may note that the Notice is also being uploaded on the Company's website, i.e. [www.hzindia.com](http://www.hzindia.com) under investors section, on the website of the Stock Exchanges, i.e. BSE Limited and National Stock Exchange of India Limited at [www.bseindia.com](http://www.bseindia.com) and [www.nseindia.com](http://www.nseindia.com) respectively and on the website of the e-voting agency i.e. National Security Depository Limited at [www.evoting.nsdl.com](http://www.evoting.nsdl.com). This is for your information and records.

Thanking You.

Yours faithfully,  
**For Hindustan Zinc Limited**

**Harsha Kedia**  
**Company Secretary & Compliance Officer**

**Enclosed: as above**

Copy to:

**National Securities Depository Limited**, Trade World, A Wing, 4th Floor, Kamala Mills Compound,  
Lower Parel, Mumbai – 400013

**Central Depository Services (India) Limited**, Marathon Futurex, A-Wing 25th Floor, N.M. Joshi Marg,  
Lower Parel, Mumbai - 400013



**HINDUSTAN ZINC LIMITED****CIN:** L27204RJ1966PLC001208**Registered Office:** Yashad Bhawan, Yashadgarh, Udaipur, Rajasthan -313004**Website:** [www.hzlindia.com](http://www.hzlindia.com) **Email:** [hzl.secretarial@vedanta.co.in](mailto:hzl.secretarial@vedanta.co.in)**Tel:** +91 294 6604000**NOTICE OF POSTAL BALLOT**

**[Pursuant to Section 108 and 110 of the Companies Act, 2013 read with Rule 20 and 22 of the Companies (Management and Administration) Rules, 2014, each as amended]**

Dear Member(s),

Notice is hereby given that the resolutions set out below are proposed for approval by the Members of Hindustan Zinc Limited ("**the Company**") by means of Postal Ballot , only by way of remote e-voting process, ("**e-voting**") being provided by the Company to all its Members to cast their votes electronically, pursuant to the provisions of Sections 108 and 110 and all other applicable provisions of the Companies Act, 2013 ("**the Act**") read with Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014 ("**the Rules**"), Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("**SEBI LODR Regulations**"), Secretarial Standard on General Meetings ("**SS-2**"), issued by the Institute of Company Secretaries of India and in accordance with the guidelines prescribed by the Ministry of Corporate Affairs ("**MCA**"), inter-alia, for conducting Postal Ballot through e-voting vide General Circulars Nos. 14/2020 dated April 08, 2020, 17/2020 dated April 13, 2020, and subsequent circulars issued in this regard, the latest being General Circular No. 09/2023 dated September 25, 2023 ("**MCA Circulars**"), and other applicable laws and regulations, if any. The explanatory statement pursuant to Section 102(1) of the Act setting out all material facts relating to the resolutions mentioned in this Postal Ballot Notice is attached.

In compliance with the aforesaid provisions and the MCA Circulars, this Postal Ballot Notice ("**Notice**") together with the Explanatory Statement and instructions for e-voting is being sent only through electronic mode to all its Members whose email addresses are registered with the Company/ Registrar & Share Transfer Agent ("**RTA**") or Depositories as on Friday, August 2, 2024 ("**cut-off date**") and the communication related to assent/dissent of the shareholders on the resolutions proposed in this Notice will only take place through the remote e-voting system. If your email address is not registered with the Company/ RTA / Depositories, please follow the process provided in the notes to this Notice.

Further, in compliance with the requirements of the MCA Circulars, physical copy of Postal Ballot Notice along with Postal Ballot Forms and pre-paid business envelope will not be sent to the shareholders for this Postal Ballot.

In compliance with the provisions of Sections 108 and 110 of the Act read with Rule 20 and Rule 22 of the Rules and Regulation 44 of SEBI LODR Regulations and the MCA Circulars, the Company has engaged the services of National Securities Depository Limited ("**NSDL**") to provide remote e-voting

facility to all its Members. Members are requested to refer to the instructions for remote e-voting given in the Notes to this Postal Ballot Notice for the process and manner in which remote e-voting is to be carried out.

<b>Commencement of e-voting</b>	From 9:00 a.m. (IST) on Wednesday, August 07, 2024
<b>End of e-voting</b>	Up to 5:00 p.m. (IST) on Thursday, September 05, 2024

The Board of Directors has 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 for conducting the Postal Ballot, through e-voting process, in a fair and transparent manner and they have communicated their willingness to be appointed for the said purpose.

The Scrutinizer will, after conclusion of e-voting, scrutinize the votes cast, make a Scrutinizer's report of the votes cast in favour or against, if any, to the Chairperson or a person authorised by her in writing who shall countersign the same. The Chairperson or any other person authorised by the Chairperson shall declare the results within the prescribed timelines under applicable laws. The said results along with the report of the Scrutinizer will also be placed on the website of the Company at [www.hzindia.com](http://www.hzindia.com), website of NSDL at [www.evoting.nsdl.com](http://www.evoting.nsdl.com) and shall also be displayed at the registered office of the Company. The results shall simultaneously be submitted to the Stock Exchange(s) and be made available at [www.bseindia.com](http://www.bseindia.com) and [www.nseindia.com](http://www.nseindia.com). The resolution will be deemed to be passed on Thursday, September 05, 2024, subject to receipt of the requisite number of votes in favour of the resolution.

#### **SPECIAL BUSINESS:**

##### **1) Appointment of Mr. Vivek Kumar Bajpai (DIN: 10717439), as Government Nominee Director on the Board of the Company**

To consider and, if thought fit, to pass the following resolution as an **Ordinary Resolution**:

**"RESOLVED THAT** pursuant to Sections 149, 152, 161 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Appointment & Qualification of Directors) Rules, 2014, Articles of Association of the Company, and Regulation 17(1C) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), Mr. Vivek Kumar Bajpai (DIN: 10717439), whose appointment was communicated vide, Ministry of Mines, Government of India Order dated July 19, 2024, and who was appointed by the Board of Directors as a Government Nominee Director on the Board of the Company with effect from July 24, 2024 on the recommendation of the Nomination and Remuneration Committee, be and is hereby appointed as Government Nominee Director (Non-Executive) of the Company and he shall be liable to retire by rotation.

**RESOLVED FURTHER THAT** the Board of Directors be and is hereby authorised 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, including but not limited to delegating all or any of the powers conferred by this resolution, to any officer(s)/authorised representative(s).”

**2) Approval for borrowing limits of the Company under Section 180(1)(c) of the Companies Act, 2013**

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

**“RESOLVED THAT** in pursuant to section 180(1)(c) and other applicable provisions, if any, of the Companies Act, 2013, and the Rules framed thereunder (including any statutory modification(s) / amendment(s) / re-enactment(s) thereof for the time being in force) and the Article of Association of the Company, approval of the Members be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as the “Board”, which term shall be deemed to include any Committee which the Board may have constituted or may hereinafter constitute for exercising the powers conferred by this resolution), to borrow any sum(s) of money(ies), from time to time, in any form including but not limited to, by way of Loans, Inter Corporate Deposits (ICDs), facilities of any nature from Banks / Financial Institutions, Commercial Papers (CPs), Debentures (whether convertible or non-convertible), Bonds or any other instruments permitted to be issued by the Company under any law for the time being in force, in Indian Rupees and/or in any foreign currency from time to time, at its discretion, of both capital and revenue in nature, secured or unsecured, and upon such terms and conditions as to interest, repayment, or otherwise, as the Board may think fit for the purposes of the Company’s business, notwithstanding that the money(ies) to be borrowed together with money(ies) already borrowed by the Company (apart from temporary loans obtained from the Company’s bankers in the ordinary course of business) may exceed the aggregate of the paid-up share capital of the Company, its free reserves and securities premium, provided, however, the total amount so borrowed (apart from the temporary loans obtained from the Company’s bankers in the ordinary course of business) shall not exceed at any point in time a sum equivalent to Rs. 24,500 Crore (Rupees Twenty-Four Thousand Five Hundred Crore Only) over and above the aggregate, of the paid-up share capital, free reserves and securities premium of the Company.

**RESOLVED FURTHER THAT** the Board be and is hereby authorized and empowered to arrange or settle the terms and conditions on which all such monies are to be borrowed from time to time as to interest, repayment, security or otherwise howsoever as it may think fit and to do all such acts, deeds and things, to execute all such documents, instruments and writings as may be required to give effect to the above resolution.”

**3) Approval for creation of mortgage and/or charge on the assets of the Company under Section 180 (1)(a) of the Companies Act, 2013**

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

**“RESOLVED THAT** pursuant to Section 180(1)(a) and other applicable provisions, if any, of the Companies Act, 2013 read with the Rules, made there under, (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) and pursuant to the Memorandum and

Articles of Association of the Company, approval of the Members be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as 'the Board' which term shall be deemed to include any Committee which the Board may have constituted or hereinafter constitute to exercise its powers, including the powers conferred by this resolution) to mortgage, hypothecate, pledge, charge, and/or create security interest of any nature and kind whatsoever as may be necessary on such of the movable and/or immovable assets and properties, of the Company, wherever situated, both present and future, including where such assets and properties constitute the whole or substantially the whole of the undertaking(s) of the Company in such manner as the Board / Committee of the Board may direct, to or in favour of financial institutions, investment institutions and their subsidiaries, banks, mutual funds, trusteeship companies, trusts, other bodies corporate or persons (hereinafter referred to as the "Lending Agencies") and trustees for the holders of debentures/ bonds and/or other instruments which may be issued on private placement basis or otherwise, to secure the due payment of the principal together with interest, premium on pre-payment or on redemption, costs, charges, expenses and all other monies payable by the Company or any third party in respect of borrowings availed from such Lending Agencies of an outstanding aggregate value not exceeding Rs.24,500 crore/- (Rupees Twenty Four Thousand Five Hundred Crore Only).

**RESOLVED FURTHER THAT** the Board be and is hereby authorized to finalize with the Lending Agencies / trustees, the documents for creating the aforesaid security interests and to accept any modifications to, or to modify, alter or vary, the terms and conditions of the aforesaid documents and to do all such acts and things and to execute all such documents as may be necessary for giving effect to this Resolution."

**4) Approval of limit for the loan, guarantee and investment by the company under section 186 of the Companies Act, 2013**

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

**"RESOLVED THAT** pursuant to the provisions of Section 186, and other applicable provisions, if any, of the Companies Act, 2013 read with the Rules, if any, made there under (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) and all other applicable rules, laws and acts (if any) and the provisions of the Articles of Association of the Company and subject to such approvals, consents, sanctions and permissions as may be necessary, approval of the Members be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as 'the Board' which term shall be deemed to include any Committee which the Board may have constituted or hereinafter constitute to exercise its powers, including the powers conferred by this resolution) to (i) give any loan to any person or other body corporate; (ii) give any guarantee or provide any security in connection with a loan to any other body corporate or person; and (iii) make further investment in and/or acquire by way of subscription, purchase or otherwise, the securities of other body corporate, from time to time and in one or more tranches, notwithstanding that the aggregate of the loans and investments so far made, the amounts for which guarantee or security so far provided in connection with a loan to any other body corporate or person, along with the investment, loan, guarantee or security proposed to be made or given by



the Company exceeds the limits prescribed under Section 186 of the Act, i.e., 60% of the Company's paid-up share capital, free reserves and securities premium account or 100% of the Company's free reserves and securities premium account, whichever is more, upon such terms and conditions as the Board may in its absolute discretion deem beneficial and in the interest of the Company, provided that the amount of such total loans or investments made, guarantees given and securities provided, other than to wholly owned subsidiaries of the Company, shall not at any time exceed Rs. 15,000 crores (Rupees Fifteen Thousand Crores).

**RESOLVED FURTHER THAT** the Board be and is hereby authorised to decide and finalise in its absolute discretion the nature of each such investment including terms and conditions and quantum thereof, with power to transfer, sell or otherwise dispose of the same, from time to time and take all decisions and steps in respect of the above loans, guarantees and securities including the timing, amount and other terms and conditions of such loans, guarantees and securities and varying the same either in part or in full as it may deem appropriate and to do all such acts, deeds, matters and things, as may be necessary and/or expedient to give effect to this resolution."

**Place: Udaipur**  
**Date: August 02, 2024**

By order of the Board of Directors  
For **Hindustan Zinc Limited**

**Sd/-**  
**Harsha Kedia**  
**Company Secretary and Compliance Officer**  
**Membership No: ACS 21520**

**NOTES:**

1. The Explanatory Statement pursuant to Section 102 read with Section 110 of the Act and Rule 20 and 22 of the Companies (Management and Administration) Rules, 2014 ("**Rules**") as amended, setting out the material facts relating to the special businesses to be transacted as mentioned in Item No. 1 to 4 are annexed to the Postal Ballot Notice.
2. In accordance with the MCA Circulars and the SEBI LODR Regulations, this Notice is being sent electronically to those Members whose names appear in the Register of Members or Register of Beneficial Owners maintained by the Depositories as on the cut-off date i.e., Friday, August 2, 2024 ("**Cut-off Date**") received from the Depositories and whose e-mail address is registered with the Company / KFin / Depositories / Depository Participant ("**DPS**").
3. In compliance with the requirements of the MCA Circulars, the Notice is being sent in electronic form only and the physical copy of the Notice along with the Postal Ballot Form and pre-paid business envelope will not be sent to the Members. Accordingly, the communication of the assent or dissent of the Members would take place through e-voting system only.
4. 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., closure of Friday, August 2, 2024.

5. A person who is not a member as on the cut-off date should treat this Notice for information purpose only.
6. Members may please note that the Notice will also be available on the Company's website at [www.hzindia.com](http://www.hzindia.com) website of the Stock Exchanges i.e., BSE Limited and National Stock Exchange of India Limited at [www.bseindia.com](http://www.bseindia.com). and [www.nseindia.com](http://www.nseindia.com) respectively, and on the website of NSDL at <https://eservices.nsdl.com/>.
7. 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 [inward.ris@kfintech.com](mailto:inward.ris@kfintech.com) or to the Company at [hzl.secretarial@vedanta.co.in](mailto:hzl.secretarial@vedanta.co.in). However, for the shares held in demat form, Members are requested to write to their respective DPs.
8. The Company has engaged the services of NSDL as the agency to provide e-voting facility. The instructions for e-voting are provided in the Postal Ballot Notice and Members may cast their vote by following the instructions provided in the Notes to the Notice.
9. The Postal Ballot e-voting facility will be available during the following period:

<b>Commencement of e-voting</b>	From 9:00 a.m. (IST) on Wednesday, August 07, 2024
<b>End of e-voting</b>	Up to 5:00 p.m. (IST) on Thursday, September 05, 2024
10. Once the vote on a resolution is cast by a Member, the Member shall not be allowed to change it subsequently or cast the vote again.
11. The Members may please note that the e-voting shall not be allowed beyond the above-mentioned date and time.
12. The resolution, if approved, shall be deemed to have been passed on the last date of e-voting i.e., Thursday, September 05, 2024 subject to receipt of the requisite number of votes in favour of the resolution.
13. All material documents referred to in the Notice and explanatory statement will be available electronically for inspection without any fee by the Members from the date of circulation of this Notice until the last date of e-voting. Members seeking to inspect such documents can send an e-mail to [hzl.secretarial@vedanta.co.in](mailto:hzl.secretarial@vedanta.co.in).
14. A Member cannot, exercise his / her vote through proxy on postal ballot. However, corporate and institutional Members shall be entitled to vote through their authorized representatives. Institutional/ Corporate Members are requested to send a scanned copy in pdf / jpg format of the Board Resolution / Power of Attorney authorising its representatives to vote pursuant to Section 113 of the Act, through e-mail at [cs.vmanda@gmail.com](mailto:cs.vmanda@gmail.com) with a copy marked to [evoting@nsdl.com](mailto:evoting@nsdl.com).







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

**Step 1: Access to NSDL e-Voting system**

**(i) Login method for e-Voting for Individual shareholders holding securities in demat mode**

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL.	<p><b>1. Instructions for existing Internet-based Demat Account Statement (“IDeAS”) facility Users:</b></p> <ul style="list-style-type: none"> <li>(i) Visit the e-Services website of NSDL Viz. <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a>.</li> <li>(ii) On the e-Services home page click on the “Beneficial Owner” icon under “Login” which is available under ‘IDeAS’ section.</li> <li>(iii) A new page will open. Enter the existing User ID and Password for accessing IDeAS.</li> <li>(iv) 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.</li> <li>(v) Click on company name, i.e., ‘Hindustan Zinc Limited’, or <b>e-Voting service provider i.e. NSDL</b></li> <li>(vi) Members will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period.</li> </ul> <p><b>2. Instructions for those Members who are not registered under IDeAS:</b></p> <ul style="list-style-type: none"> <li>(I) Visit <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a> for registering.</li> <li>(II) Select “Register Online for IDeAS Portal” or click at <a href="https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp</a></li> <li>(III) Visit the e-Voting website of NSDL. <a href="https://www.evoting.nsdl.com/">https://www.evoting.nsdl.com/</a></li> <li>(IV) 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.</li> <li>(V) Members 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.</li> <li>(VI) After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page.</li> <li>(VII) Click on company name or <b>e-Voting service provider i.e. NSDL</b> and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period.</li> </ul> <p><b>3. NSDL Mobile App</b></p> <ul style="list-style-type: none"> <li>(i) Members can also download NSDL Mobile App “NSDL Speede” facility by scanning the QR code mentioned below for seamless voting experience.</li> </ul>

	<p><b>NSDL Mobile App is available on</b></p> <p>  App Store  Google Play </p> <div style="display: flex; justify-content: space-around;">   </div>
Individual Shareholders holding securities in demat mode with CDSL	<p><b>A. Instructions for existing users who have opted for Electronic Access to Securities Information (“Easi / Easiest”) facility:</b></p> <ol style="list-style-type: none"> <li>1. Visit <a href="https://web.cdslindia.com/myeasitoken/home/login">https://web.cdslindia.com/myeasitoken/home/login</a> or <a href="http://www.cdslindia.com">www.cdslindia.com</a></li> <li>2. Click on New System MyEasi.</li> <li>3. Login to MyEasi option under quick login.</li> <li>4. Enter the registered user ID and password for accessing Easi / Easiest.</li> <li>5. Members will be able to view the e-voting Menu.</li> <li>6. 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.</li> </ol> <p><b>B. Instructions for users who have not registered for Easi / Easiest</b></p> <ol style="list-style-type: none"> <li>(i) Visit <a href="https://web.cdslindia.com/myeasitoken/">https://web.cdslindia.com/myeasitoken/</a> for registering.</li> <li>(ii) Proceed to complete registration using the DP ID, Client ID (BO ID), etc.</li> <li>(iii) After successful registration, please follow the steps given in point no. A above to cast your vote.</li> </ol> <p><b>C. Alternatively, instructions for directly accessing the e-voting website of CDSL</b></p> <ol style="list-style-type: none"> <li>(i) Visit <a href="http://www.cdslindia.com">www.cdslindia.com</a> home page.</li> <li>(ii) Provide Demat Account Number and PAN.</li> <li>(iii) System will authenticate the user by sending OTP on registered Mobile &amp; Email as recorded in the Demat Account.</li> <li>(iv) 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.</li> </ol>
Individual Shareholders (holding securities in demat mode) login through their depository participants	<p><b>A. Instructions for login through Demat Account / website of Depository Participant:</b></p> <ol style="list-style-type: none"> <li>(i) Members can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility.</li> <li>(ii) Once logged-in, Members will be able to see e-Voting option. <ol style="list-style-type: none"> <li>a. Click on e-Voting option, Members will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature.</li> </ol> </li> </ol>

	<p>b. Click on option available against 'Hindustan Zinc Limited' or e-Voting service provider i.e. NSDL.</p> <p>c. Members will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period.</p>
<b>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.</b>	
<b>Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. NSDL and CDSL.</b>	
Securities held with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at <a href="mailto:evoting@nsdl.com">evoting@nsdl.com</a> or call at 022 - 4886 7000
Securities held with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or contact at toll free no. 1800 22 55 33

**(II) Login Method 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 <https://www.evoting.nsdl.com/>.
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. Members will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen.  
*Alternatively, if Members are registered for NSDL eservices i.e. IDEAS, Members can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once Members 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. Members User ID details are given below:

<b>Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical</b>	<b>Your User ID is:</b>
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 129619 then user ID is 129619001***
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5. Password details for shareholders other than Individual shareholders are given below:

- If Members are already registered for e-Voting, then Members can use their existing password to login and cast your vote.
- If Members are using NSDL e-Voting system for the first time, Members will need to retrieve the 'initial password'. Once you retrieve your 'initial password', Members need to enter the 'initial password' and the system will force you to change your password.
- How to retrieve your 'initial password'?
  - If Members 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 Members email ID is not registered, please follow steps mentioned below in **process for those shareholders whose email ids are not registered**

6. If Members are unable to retrieve or have not received the "Initial password" or have forgotten your password:

- Click on "**Forgot User Details/Password?**" (If Members are holding shares in your demat account with NSDL or CDSL) option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
- Physical User Reset Password?** (If Members are holding shares in physical mode) option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
- If you are still unable to get the password by aforesaid two options, you can send a request at [evoting@nsdl.com](mailto:evoting@nsdl.com) mentioning your demat account number/folio number, your PAN, your name and your registered address etc.
- Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.

7. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.

8. Now, Members will have to click on "Login" button.

9. Click on the "Login" button, Home page of e-Voting will open.

**Step 2: Cast your vote electronically on NSDL e-Voting system****How to cast your vote electronically on NSDL e-Voting system?**

1. After successful login at Step 1, Members will be able to see all the companies “EVEN” in which you are holding shares and whose voting cycle.
2. Select “EVEN” of ‘Hindustan Zinc Limited’ for which you wish to cast your vote during the remote e-Voting period.
3. Now you are ready for e-Voting as the Voting page opens.
4. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on “Submit” and also “Confirm” when prompted.
5. Upon confirmation, the message “Vote cast successfully” will be displayed.
6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
7. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

**General Guidelines for shareholders**

1. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to [cs.vmanda@gmail.com](mailto:cs.vmanda@gmail.com) with a copy marked to [evoting@nsdl.com](mailto:evoting@nsdl.com). 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.
2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the “Forgot User Details/Password?” or “Physical User Reset Password?” option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com) to reset the password.
3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of [www.evoting.nsdl.com](http://www.evoting.nsdl.com) or call on : 022 - 4886 7000 or send a request to Ms. Pallavi Mhatre, Senior Manager, at [evoting@nsdl.com](mailto:evoting@nsdl.com).

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

1. In case shares are held in physical mode, please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) by email to [hsl.secretarial@vedanta.co.in](mailto:hsl.secretarial@vedanta.co.in).

2. In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) to ([hzi.secretarial@vedanta.co.in](mailto:hzi.secretarial@vedanta.co.in)). If you are an Individual shareholder 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 for Individual shareholders holding securities in demat mode.**
3. Alternatively, shareholder/members may send a request to [evoting@nsdl.com](mailto:evoting@nsdl.com) for procuring user id and password for e-voting by providing above mentioned documents.
4. In terms of SEBI circular dated December 9, 2020, on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.

**Explanatory Statement pursuant to Section 102(1) of the Companies Act, 2013 read with Rule 20 and 22 of the Companies (Management and Administration) Rules, 2014**

**Item No. 1**

Mr. Vivek Kumar Bajpai (DIN: 10717439), was appointed as a Government Nominee Director by the Ministry of Mines, Government of India, vide Order dated July 19, 2024. Subsequently, on the recommendation of the Nomination and Remuneration Committee, the Board of Directors of the Company appointed Mr. Vivek Kumar Bajpai as a Government Nominee Director (Non-Executive) of the Company w.e.f. July 24, 2024.

The above appointment of Mr. Vivek Kumar Bajpai as a Government Nominee Director on the Board of the Company, being liable to retire by rotation, requires approval of the Members in the General Meeting in terms of Regulation 17(1C) of the SEBI LODR Regulations.

The Company has received the necessary disclosures and declarations from Mr. Vivek Kumar Bajpai including the declaration that he is not disqualified under Section 164 of the Companies Act, 2013 and he is not debarred from holding the office of director pursuant to any SEBI Order or any other such authority. Mr. Vivek Kumar Bajpai holds necessary qualification, experience and expertise as per the Nomination and Remuneration Policy of the Company.

Mr. Vivek Kumar Bajpai has completed B. Tech in Mechanical Engineering from Gorakhpur University. He has worked in Railways, Ministry of Textiles in various capacities, and is presently in the Ministry of Mines as Joint Secretary (Metal). He is not disqualified from being appointed as a Director.

Additional information in respect of Mr. Vivek Kumar Bajpai, pursuant to Regulation 36 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the Secretarial Standards on General Meetings (SS-2), is provided at **Annexure** to this Notice.

The Board accordingly recommends the Ordinary Resolution set out at Item No. 1 of the Notice for the approval of the shareholders.

Save and except Mr. Vivek Kumar Bajpai and his relatives, to the extent of their shareholding interest, if any, in the Company, none of the other Directors/KMP and their relatives are in any way, concerned or interested, financially or otherwise, in the Resolution set out at Item No. 1.

**Item No. 2 and 3**

In terms of Section 180(1)(c) of the Companies Act, 2013, Company can borrow in excess of paid-up share capital, free reserves and securities premium (excluding temporary loans obtained from Company's banker in the ordinary course of business) only with the consent of the shareholders obtained by way of a special resolution.



The Company incurs capital expenditure in the normal course of its business to support its growth and expansion plans for which it has to borrow funds. Therefore, the Board of Directors at its meeting held on August 2, 2024, unanimously proposed to obtain shareholders' approval to authorize the Board of Directors to borrow money beyond the limit laid down under Section 180(1)(c) of the Act upto an aggregate limit of Rs. 24,500 crores.

The existing and future borrowings of the Company in general may be required to be secured by suitable mortgage or charge on all or any of the movable or immovable properties of the Company, in such form, manner and ranking as may be determined by the Board of Directors / any of its authorised Committee, from time to time, in consultation with the lender(s). Further, Section 180(1)(a) of the Companies Act, 2013 provides for the power to sell, lease or otherwise dispose of the whole or substantially the whole of the undertaking of the Company subject to the approval of members in the General Meeting.

It is, therefore, necessary to take the approval of shareholders under Section 180(1)(a) and 180(1)(c) of the Companies Act, 2013 to authorize the Board of Directors to borrow money upto an aggregate limit of Rs. 24,500 Crores (Rupees Twenty-Four Thousand Five Hundred Crores Only) and to secure the same by mortgage / charge/ hypothecation on any of the movable and/or immovable properties and/or the whole or any part of the undertaking(s) of the Company, as the case may be.

The Board accordingly recommends the Special Resolutions set out at Item No. 2 & 3 of the Notice for the approval of the shareholders.

None of the Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in the proposed resolutions, set out at Item No. 2 & 3 of the Notice.

#### **Item No. 4**

In terms of Section 186 of the Companies Act, 2013, the Company shall not provide loan, give any guarantee or provide security in connection with a loan to any other body corporate or a person or make investments, exceeding 60% of the paid-up share capital, free reserve and securities premium account of the Company or 100% of the securities premium and free reserves of the Company, whichever is more, without obtaining shareholders' approval by passing a special resolution.

In order to make optimum use of funds available with the Company, the Company invests in various categories of instruments, including but not limited to securities like perpetual, tax free and zero-category bonds which gets classified as investments in body corporate under Section 186 of the Companies Act, 2013. Further, to achieve long term strategic and business objectives including organic or inorganic growth, Company invests in other bodies corporate.

For the reasons aforesaid, the Board of Directors at its meeting held on August 2, 2024, unanimously proposed to obtain shareholders' approval to authorize the Board of Directors to give loan/guarantee, provide security, make further investment in and/or acquire by way of subscription, purchase or

otherwise, the securities of other body corporate beyond the limit laid down under Section 186(2) of the Act upto an aggregate limit of Rs. 15,000 crores.

The Board accordingly recommends the Special Resolution set out at Item No. 4 of the Notice for the approval of the shareholders.

None of the Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in the proposed resolution, set out at Item No. 4 of the Notice.

Registered Office: Yashad Bhawan,  
Yashadgarh, Udaipur,  
Rajasthan -313004  
CIN: L27204RJ1966PLC001208  
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Website: [www.hzindia.com](http://www.hzindia.com)  
Tel.: +91 294 6604000-02

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

Sd/-  
Harsha Kedia  
Company Secretary & Compliance Officer  
Membership No: ACS 21520

Place: Udaipur  
Date: August 02, 2024

### Annexure:

Brief Profile and other Information of Director seeking appointment, pursuant to Regulation 36(3) of SEBI (Listing Obligation and Disclosure Requirements) Regulation 2015, and in terms of Secretarial Standard on the General Meetings issued by the Institute of Company Secretaries of India.

Particulars	Details
<b>Name of Director</b>	Mr. Vivek Kumar Bajpai
<b>Designation/ Category of Directorship</b>	Government Nominee Director (Non-Executive)
<b>Director Identification Number (DIN)</b>	10717439
<b>Date of first Appointment</b>	24 <sup>th</sup> July 2024
<b>Age</b>	48 years
<b>Qualification</b>	B. Tech in Mechanical Engineering from Gorakhpur University
<b>Brief resume/ Experience (including expertise in specific functional area)</b>	<p>Mr. Vivek Kumar Bajpai was appointed on the Board with effect from July 24, 2024. He is an Indian Railway Service Mechanical Engineers Cadre Officer (IRSME) of 1999 Batch. He did B. Tech in Mechanical Engineering from Gorakhpur University and had worked in the Railways in various capacities, including as a chief Project Manager in COFMOW and headed Turnkey Projects pertaining to Automation, Upgradation and Capacity Augmentation needs of various Railway Units.</p> <p>Mr. Bajpai joined Ministry of Textiles on Deputation in April 2022 and worked as Additional Development Commissioner (Handlooms) with the responsibility for PAN India implementation of handloom schemes and monitoring various cluster-based intervention for welfare of handloom workers.</p> <p>Presently, in the Ministry of Mines, Government of India, Mr. Bajpai is a Joint Secretary (Metals) which involves administration of PSUs under the Ministry, International Cooperation in the fields of minerals and metals, and supporting exploration activities under National Mineral Exploration Trust (NMET), and Media engagements of the Ministry etc.</p>
<b>Shareholding in the Company as on 24<sup>th</sup> July 2024 (including shareholding as Beneficial Owner)</b>	NIL
<b>Directorship in other Companies as on 24<sup>th</sup> July 2024</b>	NIL

<b>Listed Entities from which resigned in past three years</b>	NIL
<b>Membership / Chairmanship of Committees of the other Boards as on 24<sup>th</sup> July 2024</b>	NIL
<b>Inter se relationship with other Directors / Key Managerial Personnel/ Managers</b>	None
<b>Terms and Conditions of appointment</b>	Appointed as Government Nominee Director (Non-Executive) liable to retire by rotation
<b>Remuneration last drawn (including sitting fees, if any)</b>	Not Applicable *
<b>Remuneration proposed to be paid</b>	Not Applicable *
<b>No. of meetings of the Board attended during FY 2024-25</b>	One meeting held on August 2, 2024

\* Officiating Government employee from Ministry of Mines.

#appointed with effect from 24<sup>th</sup> July 2024