

# FORM NO. MGT-7

[Pursuant to sub-Section(1) of section 92 of the Companies Act, 2013 and sub-rule (1) of rule 11of the Companies (Management and Administration) Rules, 2014]



सत्यमेव जयते

## Annual Return (other than OPCs and Small Companies)

Form language ☒ English ☐ Hindi

Refer the instruction kit for filing the form.

### I. REGISTRATION AND OTHER DETAILS

(i) \* Corporate Identification Number (CIN) of the company

L27204RJ1966PLC001208

Pre-fill

Global Location Number (GLN) of the company

\* Permanent Account Number (PAN) of the company

AAACH7354K

(ii) (a) Name of the company

HINDUSTAN ZINC LIMITED

(b) Registered office address

YASHAD BHAVAN, YASHADGARH, NA  
UDAIPUR  
Rajasthan  
313004  
India

(c) \*e-mail ID of the company

aashhima.khanna@vedanta.co

(d) \*Telephone number with STD code

2946604000

(e) Website

www.hzlindia.com

(iii) Date of Incorporation

10/01/1966

(iv)	Type of the Company	Category of the Company	Sub-category of the Company
	Public Company	Company limited by shares	Indian Non-Government company

(v) Whether company is having share capital

☒ Yes

☐ No

(vi) \*Whether shares listed on recognized Stock Exchange(s)

☒ Yes

☐ No

(a) Details of stock exchanges where shares are listed

S. No.	Stock Exchange Name	Code
	BSE Limited	1
	National Stock Exchange of India Ltd.	1,024

(b) CIN of the Registrar and Transfer Agent

L72400MH2017PLC444072

Pre-fill

Name of the Registrar and Transfer Agent

KFIN TECHNOLOGIES LIMITED

Registered office address of the Registrar and Transfer Agents

301, The Centrium, 3rd Floor, 57, Lal Bahadur Shastri Road,  
Nav Pada, Kurla (West) Kurla

(vii) \*Financial year From date 01/04/2024 (DD/MM/YYYY) To date 31/03/2025 (DD/MM/YYYY)

(viii) \*Whether Annual general meeting (AGM) held ☐ Yes ☒ No

(a) If yes, date of AGM

(b) Due date of AGM

31/08/2025

(c) Whether any extension for AGM granted

☐ Yes ☒ No

(f) Specify the reasons for not holding the same

AGM is scheduled to be held on 25.08.2025

## II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY

\*Number of business activities

1

S.No	Main Activity group code	Description of Main Activity group	Business Activity Code	Description of Business Activity	% of turnover of the company
1	C	Manufacturing	C7	Metal and metal products	94.6

## III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES (INCLUDING JOINT VENTURES)

\*No. of Companies for which information is to be given

7

Pre-fill All

S.No	Name of the company	CIN / FCRN	Holding/ Subsidiary/Associate/ Joint Venture	% of shares held
1	VEDANTA LIMITED	L13209MH1965PLC291394	Holding	63.42
2	ZINC INDIA FOUNDATION	U85300RJ2022NPL083038	Subsidiary	100
3	HINDUSTAN ZINC FERTILISERS +	U24100RJ2022PTC083645	Subsidiary	100
4	HINDUSTAN ZINC ALLOYS PRIV +	U27320RJ2021PTC078200	Subsidiary	100
5	VEDANTA ZINC FOOTBALL & S +	U92412RJ2021NPL078767	Subsidiary	100
6	HINDMETAL EXPLORATION SEI +	U09900RJ2024PTC092955	Subsidiary	100
7	MADANPUR SOUTH COAL COM +	U10300CT2006PLC020006	Joint Venture	18.05

#### IV. SHARE CAPITAL, DEBENTURES AND OTHER SECURITIES OF THE COMPANY

##### (i) \*SHARE CAPITAL

###### (a) Equity share capital

Particulars	Authorised capital	Issued capital	Subscribed capital	Paid up capital
Total number of equity shares	5,000,000,000	4,225,319,000	4,225,319,000	4,225,319,000
Total amount of equity shares (in Rupees)	10,000,000,000	8,450,638,000	8,450,638,000	8,450,638,000

Number of classes

1

Class of Shares	Authorised capital	Issued capital	Subscribed capital	Paid up capital
Equity Shares				
Number of equity shares	5,000,000,000	4,225,319,000	4,225,319,000	4,225,319,000
Nominal value per share (in rupees)	2	2	2	2
Total amount of equity shares (in rupees)	10,000,000,000	8,450,638,000	8,450,638,000	8,450,638,000

###### (b) Preference share capital

Particulars	Authorised capital	Issued capital	Subscribed capital	Paid-up capital
Total number of preference shares	0	0	0	0
Total amount of preference shares (in rupees)	0	0	0	0

Number of classes

0

Class of shares	Authorised capital	Issued capital	Subscribed capital	Paid up capital
Number of preference shares				
Nominal value per share (in rupees)				
Total amount of preference shares (in rupees)				

**(c) Unclassified share capital**

Particulars	Authorised Capital
Total amount of unclassified shares	0

**(d) Break-up of paid-up share capital**

Class of shares	Number of shares			Total nominal amount	Total Paid-up amount	Total premium
<b>Equity shares</b>	Physical	DEMAT	Total			
<b>At the beginning of the year</b>	1,893,625	4,223,425,342	25319000	8,450,638,0	8,450,638,0	
		+		+	+	
<b>Increase during the year</b>	0	202,895	202895	0	0	0
i. Public Issues	0	0	0	0	0	0
ii. Rights issue	0	0	0	0	0	0
iii. Bonus issue	0	0	0	0	0	0
iv. Private Placement/ Preferential allotment	0	0	0	0	0	0
v. ESOPs	0	0	0	0	0	0
vi. Sweat equity shares allotted	0	0	0	0	0	0
vii. Conversion of Preference share	0	0	0	0	0	0
viii. Conversion of Debentures	0	0	0	0	0	0
ix. GDRs/ADRs	0	0	0	0	0	0
x. Others, specify	0	202,895	202895			
Dematerialisation of shares						
<b>Decrease during the year</b>	202,895	0	202895	0	0	0
i. Buy-back of shares	0	0	0	0	0	0
ii. Shares forfeited	0	0	0	0	0	0
iii. Reduction of share capital	0	0	0	0	0	0

iv. Others, specify	202,895	0	202895	0	0	
Dematerialisation of shares						
<b>At the end of the year</b>	1,690,730	4,223,628,2	4225319000	8,450,638,0	8,450,638,	
<b>Preference shares</b>						
<b>At the beginning of the year</b>	0	0	0	0	0	
<b>Increase during the year</b>	0	0	0	0	0	0
i. Issues of shares	0	0	0	0	0	0
ii. Re-issue of forfeited shares	0	0	0	0	0	0
iii. Others, specify						
<b>Decrease during the year</b>	0	0	0	0	0	0
i. Redemption of shares	0	0	0	0	0	0
ii. Shares forfeited	0	0	0	0	0	0
iii. Reduction of share capital	0	0	0	0	0	0
iv. Others, specify						
<b>At the end of the year</b>	0	0	0	0	0	

ISIN of the equity shares of the company

(ii) Details of stock split/consolidation during the year (for each class of shares)

0

Class of shares		(i)	(ii)	(iii)
Before split / Consolidation	Number of shares			
	Face value per share			
After split / Consolidation	Number of shares			
	Face value per share			

**(iii) Details of shares/Debentures Transfers since closure date of last financial year (or in the case of the first return at any time since the incorporation of the company) \***

☐ Nil

[Details being provided in a CD/Digital Media]

☐ Yes ☒ No ☐ Not Applicable

Separate sheet attached for details of transfers

☒ Yes ☐ No

Note: In case list of transfer exceeds 10, option for submission as a separate sheet attachment or submission in a CD/Digital Media may be shown.

Date of the previous annual general meeting				<input style="width: 100%;" type="text"/>			
Date of registration of transfer (Date Month Year)				<input style="width: 100%;" type="text"/>			
Type of transfer		<input style="width: 50%;" type="text"/>		1 - Equity, 2- Preference Shares,3 - Debentures, 4 - Stock			
Number of Shares/ Debentures/ Units Transferred		<input style="width: 50%;" type="text"/>		Amount per Share/ Debenture/Unit (in Rs.)		<input style="width: 50%;" type="text"/>	
Ledger Folio of Transferor				<input style="width: 100%;" type="text"/>			
Transferor's Name		<input style="width: 50%;" type="text"/>		<input style="width: 50%;" type="text"/>		<input style="width: 50%;" type="text"/>	
		Surname		middle name		first name	
Ledger Folio of Transferee				<input style="width: 100%;" type="text"/>			
Transferee's Name		<input style="width: 50%;" type="text"/>		<input style="width: 50%;" type="text"/>		<input style="width: 50%;" type="text"/>	
		Surname		middle name		first name	
Date of registration of transfer (Date Month Year)				<input style="width: 100%;" type="text"/>			
Type of transfer		<input style="width: 50%;" type="text"/>		1 - Equity, 2- Preference Shares,3 - Debentures, 4 - Stock			
Number of Shares/ Debentures/ Units Transferred		<input style="width: 50%;" type="text"/>		Amount per Share/ Debenture/Unit (in Rs.)		<input style="width: 50%;" type="text"/>	

Ledger Folio of Transferor			
Transferor's Name			
	Surname	middle name	first name
Ledger Folio of Transferee			
Transferee's Name			
	Surname	middle name	first name

**(iv) \*Debentures (Outstanding as at the end of financial year)**

Particulars	Number of units	Nominal value per unit	Total value
Non-convertible debentures	50,000	100000	5,000,000,000
Partly convertible debentures	0	0	0
Fully convertible debentures	0	0	0
<b>Total</b>			5,000,000,000

**Details of debentures**

Class of debentures	Outstanding as at the beginning of the year	Increase during the year	Decrease during the year	Outstanding as at the end of the year
<b>Non-convertible debentures</b>	0	5,000,000,000	0	5,000,000,000
<b>Partly convertible debentures</b>	0	0	0	0
<b>Fully convertible debentures</b>	0	0	0	0

**(v) Securities (other than shares and debentures)**

0

Type of Securities	Number of Securities	Nominal Value of each Unit	Total Nominal Value	Paid up Value of each Unit	Total Paid up Value
<b>Total</b>					

**V. \*Turnover and net worth of the company (as defined in the Companies Act, 2013)**

**(i) Turnover**

339,688,513,547

**(ii) Net worth of the Company**

132,900,000,000

**VI. (a) \*SHARE HOLDING PATTERN - Promoters**

S. No.	Category	Equity		Preference	
		Number of shares	Percentage	Number of shares	Percentage
1.	Individual/Hindu Undivided Family				
	(i) Indian	0	0	0	
	(ii) Non-resident Indian (NRI)	0	0	0	
	(iii) Foreign national (other than NRI)	0	0	0	
2.	Government				
	(i) Central Government	0	0	0	
	(ii) State Government	0	0	0	
	(iii) Government companies	0	0	0	
3.	Insurance companies	0	0	0	
4.	Banks	0	0	0	
5.	Financial institutions	0	0	0	
6.	Foreign institutional investors	0	0	0	
7.	Mutual funds	0	0	0	
8.	Venture capital	0	0	0	
9.	Body corporate (not mentioned above)	2,679,548,419	63.42	0	
10.	Others	0	0	0	
	<b>Total</b>	2,679,548,419	63.42	0	0

**Total number of shareholders (promoters)**

1

**(b) \*SHARE HOLDING PATTERN - Public/Other than promoters**

S. No.	Category	Equity		Preference	
		Number of shares	Percentage	Number of shares	Percentage



1.	Individual/Hindu Undivided Family				
	(i) Indian	113,365,002	2.68	0	
	(ii) Non-resident Indian (NRI)	6,475,755	0.15	0	
	(iii) Foreign national (other than NRI)	100	0	0	
2.	Government				
	(i) Central Government	1,179,636,108	27.92	0	
	(ii) State Government	0	0	0	
	(iii) Government companies	0	0	0	
3.	Insurance companies	167,178,313	3.96	0	
4.	Banks	31,900	0	0	
5.	Financial institutions	36,368	0	0	
6.	Foreign institutional investors	0	0	0	
7.	Mutual funds	7,357,965	0.17	0	
8.	Venture capital	0	0	0	
9.	Body corporate (not mentioned above)	10,509,745	0.25	0	
10.	Others AIF, FOREIGN PORTFOLIO C +	61,179,325	1.45	0	
	<b>Total</b>	1,545,770,581	36.58	0	0

**Total number of shareholders (other than promoters)**

712,883

**Total number of shareholders (Promoters+Public/  
Other than promoters)**

712,884

**VII. \*NUMBER OF PROMOTERS, MEMBERS, DEBENTURE HOLDERS  
(Details, Promoters, Members (other than promoters), Debenture holders)**

Details	At the beginning of the year	At the end of the year
Promoters	1	1
Members (other than promoters)	422,071	712,883
Debenture holders	0	9

## VIII. DETAILS OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

### (A) \*Composition of Board of Directors

Category	Number of directors at the beginning of the year		Number of directors at the end of the year		Percentage of shares held by directors as at the end of year	
	Executive	Non-executive	Executive	Non-executive	Executive	Non-executive
<b>A. Promoter</b>	0	2	0	2	0	0
<b>B. Non-Promoter</b>	1	3	1	3	0	0
(i) Non-Independent	1	0	1	0	0	0
(ii) Independent	0	3	0	3	0	0
<b>C. Nominee Directors representing</b>	0	3	0	3	0	0
(i) Banks & FIs	0	0	0	0	0	0
(ii) Investing institutions	0	0	0	0	0	0
(iii) Government	0	3	0	3	0	0
(iv) Small share holders	0	0	0	0	0	0
(v) Others	0	0	0	0	0	0
<b>Total</b>	<b>1</b>	<b>8</b>	<b>1</b>	<b>8</b>	<b>0</b>	<b>0</b>

Number of Directors and Key managerial personnel (who is not director) as on the financial year end date

12

### (B) (i) \*Details of directors and Key managerial personnel as on the closure of financial year

Name	DIN/PAN	Designation	Number of equity share(s) held	Date of cessation (after closure of financial year : If any)
Navin Agarwal	00006303	Director	0	
Priya Agarwal	05162177	Director	0	
Arun Misra	01835605	Whole-time director	0	
Akhilesh Joshi	01920024	Director	0	
Pallavi Joshi Bakhru	01526618	Director	0	
Kannan Ramamirtham	00227980	Director	1,500	
Nirupama Kotru	09204338	Nominee director	0	

Name	DIN/PAN	Designation	Number of equity share(s) held	Date of cessation (after closure of financial year : If any)
Vivek Kumar Bajpai	10717439	Nominee director	0	
Dinesh Mahur	10862645	Nominee director	0	
Arun Misra	ACIPM8106D	CEO	0	
Sandeep Modi	AJKPM0857A	CFO	0	
Aashhima V Khanna	ARYPK0747R	Company Secretar	0	

**(ii) Particulars of change in director(s) and Key managerial personnel during the year**

6

Name	DIN/PAN	Designation at the beginning / during the financial year	Date of appointment/ change in designation/ cessation	Nature of change (Appointment/ Change in designation/ Cessation)
Vivek Kumar Bajpai	10717439	Nominee director	24/07/2024	Appointment
Dinesh Mahur	10862645	Nominee director	05/12/2024	Appointment
Farida Mahmood Na	07612050	Nominee director	24/07/2024	Cessation
Veena Kumari Derm	08890469	Nominee director	05/12/2024	Cessation
Harsha Vishal Kedia	AWZPK2955R	Company Secretary	28/10/2024	Cessation
Aashhima V Khanna	ARYPK0747R	Company Secretary	28/01/2025	Appointment

**IX. MEETINGS OF MEMBERS/CLASS OF MEMBERS/BOARD/COMMITTEES OF THE BOARD OF DIRECTORS**

**A. MEMBERS/CLASS /REQUISITIONED/NCLT/COURT CONVENED MEETINGS**

Number of meetings held

1

Type of meeting	Date of meeting	Total Number of Members entitled to attend meeting	Attendance	
			Number of members attended	% of total shareholding
Annual General Meeting	29/07/2024	450,338	103	

**B. BOARD MEETINGS**

\*Number of meetings held

7

S. No.	Date of meeting	Total Number of directors associated as on the date of meeting	Attendance	
			Number of directors attended	% of attendance

S. No.	Date of meeting	Total Number of directors associated as on the date of meeting	Attendance	
			Number of directors attended	% of attendance
1	19/04/2024	9	8	88.89
2	16/05/2024	9	9	100
3	02/08/2024	9	9	100
4	20/08/2024	9	6	66.67
5	18/10/2024	9	7	77.78
6	28/01/2025	9	9	100
7	28/03/2025	9	9	100

### C. COMMITTEE MEETINGS

Number of meetings held

17

S. No.	Type of meeting	Date of meeting	Total Number of Members as on the date of the meeting	Attendance	
				Number of members attended	% of attendance
1	Audit & Risk M +	19/04/2024	3	3	100
2	Audit & Risk M +	02/08/2024	3	3	100
3	Audit & Risk M +	18/10/2024	3	2	66.67
4	Audit & Risk M +	28/01/2025	3	3	100
5	Audit & Risk M +	20/03/2025	3	3	100
6	Nomination an +	19/04/2024	3	3	100
7	Nomination an +	02/08/2024	3	3	100
8	Nomination an +	18/10/2024	3	3	100
9	Nomination an +	28/01/2025	3	3	100
10	Stakeholders F +	24/01/2025	4	4	100

### D. \*ATTENDANCE OF DIRECTORS

S. No.	Name of the director	Board Meetings			Committee Meetings			Whether attended AGM held on
		Number of Meetings which director was entitled to attend	Number of Meetings attended	% of attendance	Number of Meetings which director was entitled to attend	Number of Meetings attended	% of attendance	
								(Y/N/NA)
1	Navin Agarwa	7	7	100	7	7	100	
2	Priya Agarwal	7	7	100	2	2	100	
3	Arun Misra	7	7	100	6	6	100	
4	Akhilesh Joshi	7	7	100	16	16	100	
5	Pallavi Joshi E	7	7	100	0	0	0	
6	Kannan Rama	7	7	100	10	10	100	
7	Nirupama Koti	7	5	71.43	9	8	88.89	
8	Vivek Kumar E	5	4	80	1	1	100	
9	Dinesh Mahur	2	2	100	2	2	100	

#### X. \*REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

☐ Nil

Number of Managing Director, Whole-time Directors and/or Manager whose remuneration details to be entered

1

S. No.	Name	Designation	Gross Salary	Commission	Stock Option/ Sweat equity	Others	Total Amount
1	Arun Misra	CEO & Whole-time Director	88,605,415	42,500,000	0	4,273,584	135,378,999
	Total		88,605,415	42,500,000	0	4,273,584	135,378,999

Number of CEO, CFO and Company secretary whose remuneration details to be entered

3

S. No.	Name	Designation	Gross Salary	Commission	Stock Option/ Sweat equity	Others	Total Amount
1	Sandeep Modi	CFO	46,382,970	0	0	0	46,382,970
2	Harsha Vishal Kedia	Company Secretary	4,132,651	0	0	0	4,132,651
3	Aashima V Khanna	Company Secretary	489,353	0	0	0	489,353
	Total		51,004,974	0	0	0	51,004,974

Number of other directors whose remuneration details to be entered

5

S. No.	Name	Designation	Gross Salary	Commission	Stock Option/ Sweat equity	Others	Total Amount
1	Akhilesh Joshi	Independent Director	0	2,940,000	0	775,000	3,715,000
2	Kannan Ramamirtham	Independent Director	0	2,992,500	0	625,000	3,617,500
3	Pallavi Joshi Bakhru	Independent Director	0	2,940,000	0	375,000	3,315,000
4	Priya Agarwal	Director	0	3,100,000	0	400,000	3,500,000
5	Navin Agarwal	Director	0	2,992,500	0	525,000	3,517,500
	Total		0	14,965,000	0	2,700,000	17,665,000

#### XI. MATTERS RELATED TO CERTIFICATION OF COMPLIANCES AND DISCLOSURES

\* A. Whether the company has made compliances and disclosures in respect of applicable provisions of the Companies Act, 2013 during the year ☐ Yes ☒ No

B. If No, give reasons/observations

Company is short of two independent directors for which matter is pending with Ministry of Mines, New Delhi.

#### XII. PENALTY AND PUNISHMENT - DETAILS THEREOF

(A) DETAILS OF PENALTIES / PUNISHMENT IMPOSED ON COMPANY/DIRECTORS /OFFICERS ☐ Nil

5

Name of the company/ directors/ officers	Name of the court/ concerned Authority	Date of Order	Name of the Act and section under which penalised / punished	Details of penalty/ punishment	Details of appeal (if any) including present status
Hindustan Zinc Limited	BSE & NSE	22/05/2024	Reg 17(1) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015	BSE - 536900, NSC - 536900	NA
Hindustan Zinc Limited	BSE & NSE	21/08/2024	Reg 17(1) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015	BSE - 536900, NSC - 536900	NA
Hindustan Zinc Limited	BSE & NSE	21/11/2024	Reg 17(1) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015	BSE - 542800, NSC - 542800	NA
Hindustan Zinc Limited	BSE & NSE	17/03/2025	Reg 17(1) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015	BSE - 542800, NSC - 542800	NA
Hindustan Zinc Limited	Deputy Excise & Taxation Officer	07/11/2024	GST Act	20000	NA

(B) DETAILS OF COMPOUNDING OF OFFENCES ☒ Nil

Name of the company/ directors/ officers	Name of the court/ concerned Authority	Date of Order	Name of the Act and section under which offence committed	Particulars of offence	Amount of compounding (in Rupees)

**XIII. Whether complete list of shareholders, debenture holders has been enclosed as an attachment**

☐ Yes ☒ No

(In case of 'No', submit the details separately through the method specified in instruction kit)

**XIV. COMPLIANCE OF SUB-SECTION (2) OF SECTION 92, IN CASE OF LISTED COMPANIES**

In case of a listed company or a company having paid up share capital of Ten Crore rupees or more or turnover of Fifty Crore rupees or more, details of company secretary in whole time practice certifying the annual return in Form MGT-8.

Name

Neeraj Arora

Whether associate or fellow

☐ Associate ☒ Fellow

Certificate of practice number

16186

**I/We certify that:**

(a) The return states the facts, as they stood on the date of the closure of the financial year aforesaid correctly and adequately.

(b) Unless otherwise expressly stated to the contrary elsewhere in this Return, the Company has complied with all the provisions of the Act during the financial year.

**Declaration**

I am Authorised by the Board of Directors of the company vide resolution no. ...

8.5

dated

25/04/2025

(DD/MM/YYYY) to sign this form and declare that all the requirements of the Companies Act, 2013 and the rules made thereunder in respect of the subject matter of this form and matters incidental thereto have been complied with. I further declare that:

1. Whatever is stated in this form and in the attachments thereto is true, correct and complete and no information material to the subject matter of this form has been suppressed or concealed and is as per the original records maintained by the company.
2. All the required attachments have been completely and legibly attached to this form.

**Note: Attention is also drawn to the provisions of Section 447, section 448 and 449 of the Companies Act, 2013 which provide for punishment for fraud, punishment for false statement and punishment for false evidence respectively.**

**To be digitally signed by**

Director

DIN of the director

01835605

**To be digitally signed by**

☒ Company Secretary

☐ Company secretary in practice

Membership number

34517

Certificate of practice number

**Attachments**

1. List of share holders, debenture holders
2. Approval letter for extension of AGM;
3. Copy of MGT-8;
4. Optional Attachement(s), if any

**Attach****Attach****Attach****Attach****List of attachments****Remove attachment**

Modify

Check Form

Prescrutiny

Submit

**This eForm has been taken on file maintained by the Registrar of Companies through electronic mode and on the basis of statement of correctness given by the company**



**CIN NO:L27204RJ1966PLC001208**

[illegible]

## Details of Committee Meetings from April 01,2024 to March 31, 2025

S. No.	Type of meeting	Date of meeting	Total Number of Members as on the date of the meeting	Attendance	
				Number of members attended	% of attendance
1.	Audit & Risk Management Committee	19.04.2024	3	3	100
2.	Audit & Risk Management Committee	02.08.2024	3	3	100
3.	Audit & Risk Management Committee	18.10.2024	3	2	66.67
4.	Audit & Risk Management Committee	28.01.2025	3	3	100
5.	Audit & Risk Management Committee	20.03.2025	3	3	100
6.	Stakeholders Relationship Committee	24.01.2025	4	4	100
7.	Corporate Social Responsibility Committee	15.04.2024	3	3	100
8.	Corporate Social Responsibility Committee	17.10.2024	3	3	100
9.	Nomination and Remuneration Committee	19.04.2024	3	3	100
10.	Nomination and Remuneration Committee	02.08.2024	3	3	100
11.	Nomination and Remuneration Committee	18.10.2024	3	3	100
12.	Nomination and Remuneration Committee	28.01.2025	3	3	100
13.	Sustainability and ESG Committee	18.07.2024	4	3	75
14.	Sustainability and ESG Committee	24.01.2025	4	4	100
15.	Committee of Directors	28.06.2024	3	3	100
16.	Committee of Directors	05.02.2025	3	3	100
17.	Committee of Directors	10.03.2025	3	3	100

Aashhima V Khanna  
Company Secretary & Compliance Officer  
A34517

To,  
Registrar of Companies,  
Jaipur

**Sub: Due Date of Annual General Meeting (AGM) for the Financial Year 2024-25**

Dear Sir/ Madam,

We wish to inform you that in accordance with Regulation 44(5) of the Securities and Exchange Board of India ("SEBI") (Listing Obligations and Disclosure Requirement) Regulations, 2015, the top 100 listed entities by market capitalization identified as on March 31 every financial year are required to hold their AGM within five (5) months from the end of the financial year.

Further, as per proviso to Section 96(1) of the Companies Act, 2013, the AGM of the Company shall be held within a period of six (6) months from the date of closing of financial year.

Since the Company is among the top 100 listed entities, it is required to hold its AGM by August 31, 2025. Accordingly, the due date of the AGM has been mentioned as August 31, 2025, in Part I(viii)(b) of the relevant form.

Kindly take the above on record.

Thanking you,  
Yours faithfully,  
**For Hindustan Zinc Limited**

Aashhima V Khanna  
Company Secretary & Compliance Officer  
A34517

Date: August \_\_, 2025

To  
Registrar of Companies,  
Jaipur

**Subject: Details of Designated person under Rule 9 of the Companies (Management and Administrative) Rules, 2014**

Dear Sir/Madam,

In compliance with the Rule 9 of the Companies (Management and Administration) Rules, 2014, we hereby authorise Ms. Aashhima V Khanna, Company Secretary & Compliance Officer of Hindustan Zinc Limited ("**Company**") as the designated person for furnishing, and extending co-operation for providing, information to the Registrar or any other authorized officer with respect to beneficial interest in shares of the Company.

Name of Authorised person	Email Id	Contact No.
Ms. Aashhima V Khanna	aashhima.khanna@vedanta.co.in	+91 9811397558

Thanking you,

Yours faithfully,  
**For Hindustan Zinc Limited**

Arun Misra  
CEO & Whole time Director  
DIN: 01835605



**DRAFT FORM NO. MGT-8**

***[Pursuant to Section 92(2) of the Companies Act, 2013 and Rule 11(2) of the Companies (Management and Administration) Rules, 2014]***

**CERTIFICATE BY A COMPANY SECRETARY IN PRACTICE**

We have examined the registers, records and books and papers of **HINDUSTAN ZINC LIMITED** having **CIN: L27204RJ1966PLC001208** ("the Company") as required to be maintained under the Companies Act, 2013 ("the Act") and the rules made thereunder for the financial year ended on March 31, 2025. In our opinion and to the best of our information and according to the examinations carried out by us and explanations furnished to us by the Company, its officers and agents, we certify that:

- A. ^the Annual Return states the facts as at the close of the aforesaid financial year correctly and adequately.
- B. during the aforesaid financial year, the Company has complied with provisions of the Act & Rules made thereunder in respect of:
  - 1. its status under the Act;

Further, the Company is in continues non-compliance of Regulation 17(1) of SEBI Listing Regulations. As per Regulation 17(1) of SEBI Listing Regulations, at least half of the Board is required to be comprised of Independent Directors due to being the Chairperson of the Company is relative of a promoter. At present, 3 out of 9 Directors are Independent Directors and in accordance with the Shareholders' Agreement dated April 4, 2002, executed with the Government of India, Ministry of Mines (GOI-MoM), 2 Directors are yet to be nominated by the GOI-MoM. As on March 31, 2025, nomination of said 2 Directors are still pending.

- 2. maintenance of registers/records & making entries therein within the time prescribed therefor;
- 3. filing of forms and returns with the Registrar of Companies (Jaipur) within or beyond the prescribed time with or without the additional fees under the provisions of the Act and Rules made thereunder. Further, no forms or returns were required to be filled with Regional Director, Central Government, the Tribunal, Court or other authorities under the provisions of the Act and Rules made thereunder;
- 4. calling/ convening/ holding meetings of the Board of Directors and its Committees and the meetings of the members of the Company on due dates as stated in the annual return in respect of which meetings, proper notices were given and the proceedings thereof including the circular resolutions and resolutions passed by postal ballot have been

properly recorded in the Minute Books/ registers maintained for the purpose and the same have been signed;

5. closure of Register of Members and Debenture Holders;
6. advances/loans to its directors and/or persons or firms or companies referred in Section 185 of the Act [**Not applicable during the aforesaid financial year**];
7. \*contracts/ arrangements with related parties as specified in Section 188 of the Act;
8. issue/allotment of Non-Convertible Debentures and transfer or transmission of shares in demat mode. Further, there were no instances of buy back of securities, redemption of preference shares/ debentures or alteration/reduction of share capital or conversion of shares/securities during the aforesaid financial year;
9. keeping in abeyance the rights to dividend, rights shares and bonus shares pending registration of transfer of shares in compliance with the provisions of the Act [**Not applicable during the aforesaid financial year**];
10. declaration/payment of dividend; transfer of unpaid/unclaimed dividend/other amounts as applicable to the Investor Education and Protection Fund in accordance with Section 125 of the Act;

During the aforesaid financial year, the Board of Directors of the Company declared the first interim dividend of ₹ 10.00 per equity share i.e. 500% and second interim dividend of ₹ 19.00 per equity share i.e. 950%, aggregating to a sum of ₹ 29.00 per equity share on face value of ₹ 2/- each fully paid up.

Further, the newspaper advertisement(s) about transfer of equity shares to the Investor Education and Protection Fund relating to Second Interim Dividend for the Financial Year 2017–18 was required to be published on January 21, 2025; however it was published on January 29, 2025.

11. signing of audited financial statements as per the provisions of Section 134 of the Act and report of directors is as per sub - sections (3), (4) and (5) thereof;
12. constitution/ appointment of directors and Key Managerial Personnel/ retirement of directors/ disclosures of the Directors & Key Managerial Personnel and remuneration paid to them. Further, there were no instances of re-appointment or filing up casual vacancies of the Directors & Key Managerial Personnel during the aforesaid financial year;
13. appointment/ reappointment/ filing up casual vacancies of auditors as per the provisions of section 139 of the Act [**Not applicable during the aforesaid financial year**];
14. approval taken from the Central Government, Tribunal, Regional Director, Registrar, Court or such other authorities under the various provisions of the Act [**Not applicable during the aforesaid financial year**];
15. acceptance/ renewal/ repayment of deposits [**Not applicable during the aforesaid financial year**];

16. borrowings of funds from banks/ public financial institutions and modification of charges in that respect during the aforesaid financial year. Further, there were no borrowings from its directors or members and others and there were no instances of creation or satisfaction of charges during the aforesaid financial year.
17. loans and investments or guarantees given or providing of securities to other bodies corporate or persons falling under the provisions of Section 186 of the Act, wherever applicable;
18. alteration of the provisions of the Memorandum and/or Articles of Association of the Company [**Not applicable during the aforesaid financial year**].

\*As confirmed by the management of the Company, all transactions entered into by the Company with its related parties were in the ordinary course of business and on arm's length basis during the year ended on 31<sup>st</sup> March, 2025.

^On the basis of documents/information provided to us and confirmation by the Management, no penalty/punishment was imposed on the Company/its Directors & officers under the provisions of Companies Act 2013 including the rules made thereunder during the financial year ended on 31<sup>st</sup> March, 2025.

For **Sanjay Grover & Associates**  
Company Secretaries  
Firm Registration No. P2001DE052900  
Peer Review Certificate No.: 6311/2024

New Delhi  
\_\_\_\_\_, 2025

**Neeraj Arora**  
**Partner**  
C P No.: 16186, M. No:F10781  
UDIN:\_\_\_\_\_