

HZL/2026-27/SECY/35

June 05, 2026

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/Ma'am,

Sub: Notice of the 60th Annual General Meeting ("AGM") - Intimation under Regulation 30 & 34(1) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended ("Listing Regulations")

Pursuant to Regulation 30 & 34(1) of the Listing Regulations, please find enclosed the Notice convening the 60th AGM of the Company along with the Explanatory Statement ("**Notice**") which is scheduled to be held on Monday, June 29, 2026 at 11:30 A.M. (IST) through Video Conferencing ("VC") / Other Audio-Visual Means ("OAVM").

The said Notice and the Integrated Annual Report for the financial year ended March 31, 2026, are available on the website of the Company at <https://www.hzlindia.com> and on the website of National Securities Depository Limited at www.evoting.nsdl.com.

We request you to please take the above on record.

Thanking You,

Yours faithfully,

For **Hindustan Zinc Limited**

Aashhima V Khanna
Company Secretary & Compliance Officer

Enclosed: As above



HINDUSTAN ZINC LIMITED

CIN: L27204RJ1966PLC001208

Registered Office: Yashad Bhavan, Yashadgarh, Udaipur, Rajasthan -313004, INDIA

E-mail ID: hzl.secretarial@vedanta.co.in, Website: <https://www.hzindia.com/>

Tel.: +91 0294-6604083

NOTICE OF THE 60th ANNUAL GENERAL MEETING

Notice is hereby given that the 60th Annual General Meeting (“AGM/Meeting”) of the Members of Hindustan Zinc Limited (“Company”) will be held on **Monday, June 29, 2026, at 11:30 AM (IST)** through Video Conferencing (“VC”)/Other Audio-Visual Means (“OAVM”) to transact the following businesses:

ORDINARY BUSINESS:

1. To consider, review and adopt the Audited Standalone Financial Statements of the Company for the financial year ended March 31, 2026, together with reports of the Board of Directors and Auditors thereon; and in this regard, pass the following resolution as an **Ordinary Resolution**:

“**RESOLVED THAT** the Audited Standalone Financial Statements of the Company for the financial year ended March 31, 2026, together with the reports of the Board of Directors and Auditors thereon, laid before this meeting, be and are hereby considered and adopted.”

2. To consider, review and adopt the Audited Consolidated Financial Statements of the Company for the financial year ended March 31, 2026, together with the report of the Auditors thereon; and in this regard, pass the following resolution as an **Ordinary Resolution**:

“**RESOLVED THAT** the Audited Consolidated Financial Statements of the Company for the financial year ended March 31, 2026, together with the report of the Auditors thereon, as laid before this meeting, be and are hereby considered and adopted.”

3. To confirm the interim dividend for the financial year ended March 31, 2026; and, in this regard, pass the following resolution as an **Ordinary Resolution**:

“**RESOLVED THAT** the first interim dividend of ₹ 10 per equity share i.e. 500% on face value of ₹ 2/- each fully paid up for the financial year 2025-26 approved by the Board of Directors of the Company and already paid, be and is hereby confirmed.”

4. To consider and re-appoint Mr. Navin Agarwal (DIN: 00006303), who retires by rotation and being eligible, seeks re-appointment, as per Article 70 of the Articles of Association of the Company; and in this regard, pass the following resolution as an **Ordinary Resolution**:

“**RESOLVED THAT** pursuant to the provisions of Section 152, and other applicable provisions of the Companies Act, 2013, read with the rules made thereunder (including any statutory amendment(s), modification(s) or re-enactment(s) thereof for the time being in force), and based on the recommendation of the Nomination & Remuneration Committee and the Board of Directors Mr. Navin Agarwal (DIN: 00006303), who retires by rotation at this meeting and being eligible seeks re-appointment, be and is hereby re-appointed as Director of the Company, liable to retire by rotation.

RESOLVED FURTHER THAT the Board of Directors of the Company and Ms. Aashhima V Khanna, Company Secretary & Compliance Officer be and are hereby severally authorized to do all such acts, deeds, matters and things, as they may, in their absolute discretion, deem necessary, desirable and expedient to give effect to this Resolution.”

5. To Consider and appoint M/s M S K A & Associates LLP as the Statutory Auditors of the Company and in this regard, pass the following resolution as an **Ordinary Resolution**:

“**RESOLVED THAT** pursuant to the provisions of Section 139, 141 and 142 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014 (including any statutory amendment(s), modification(s) or re-enactment(s) thereof for the time being in force) and based on the recommendation of the Audit & Risk Management Committee and the Board of Directors M/s M S K A & Associates LLP, Chartered Accountants (FRN: 105047W/W101187), be and are hereby appointed as Statutory Auditors of the Company for a term of five consecutive years, to hold the office from the conclusion of the 60th AGM till the conclusion of the 65th AGM of the Company (FY 2026-27 to 2030-31), at such remuneration and reimbursement of out-of-pocket expenses, if any, as may be mutually agreed upon between the Board of Directors and the Statutory Auditors.

RESOLVED FURTHER THAT the Board of Directors of the Company and Ms. Aashhima V Khanna, Company Secretary & Compliance Officer be and are hereby severally authorized to do all such acts, deeds, matters and things, as they may, in their absolute discretion, deem necessary, desirable and expedient to give effect to this Resolution.”

SPECIAL BUSINESS:

6. To consider and ratify the remuneration of the Cost Auditors for the financial year ending March 31, 2027, and in this regard, pass the following resolution as an **Ordinary Resolution:**

“RESOLVED THAT pursuant to the provisions of Section 148(3) and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014 (including any statutory amendment(s), modification(s) or re-enactment(s) thereof, for the time being in force), remuneration of ₹ 2.90 lacs (Rupees Two lacs ninety thousand only) excluding applicable taxes and out of pocket expenses, if any as incurred in connection with the audit, to be paid to M/s K.G. Goyal & Company, Cost Accountants (Firm Registration No. 000017) appointed by the Board of Directors of the Company on the recommendation of the Audit and Risk Management Committee as the Cost Auditors of the Company to conduct the audit of the cost records of the Company for the financial year 2026-27, be and is hereby confirmed, ratified and approved.

RESOLVED FURTHER THAT the Board of Directors of the Company and Ms. Aashhima V Khanna, Company Secretary & Compliance Officer be and are hereby severally authorized to do all such acts, deeds, matters and things, as they may, in their absolute discretion, deem necessary, desirable and expedient to give effect to this Resolution.”

7. To consider & approve appointment of Dr. Aruna Sharma (DIN: 06515361) as an Independent Director of the Company, and in this regard, pass the following resolution as a **Special Resolution:**

“RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152 read with Schedule IV and other applicable provisions of the Companies Act, 2013, the Companies (Appointment and Qualifications of Directors) Rules, 2014 and Regulations 16, 17 & 25 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”) [including any statutory modification(s) or amendment(s) thereto or re-enactment(s) thereof for the time being in force], Dr. Aruna Sharma (DIN: 06515361), who was appointed as an Additional Director (Independent) of the Company by the Board of Directors on the recommendation of the Nomination and Remuneration Committee, with effect from May 01, 2026, and who meets the criteria of independence as provided under Section 149(6) of the Companies Act, 2013 and Regulation 16(1)(b) of the Listing Regulations and has submitted a declaration to that effect, and in respect of whom the company has received a notice in writing from a member under Section 160 of the Companies Act, 2013, proposing her candidature for the office of Director of the Company,

be and is hereby appointed as a Non-Executive Independent Director of the Company for a term of 1 year commencing from May 01, 2026 to April 30, 2027 (both days inclusive) and she shall not be liable to retire by rotation.

RESOLVED FURTHER THAT the Board of Directors of the Company and Ms. Aashhima V Khanna, Company Secretary & Compliance Officer be and is hereby severally authorized to do all such acts, deeds, matters and things, as it may, in its absolute discretion, deem necessary, desirable and expedient to give effect to this Resolution.”

8. To consider and approve the re-appointment of Mr. Arun Misra (DIN: 01835605) as the Whole-time Director designated as Chief Executive Officer of the Company with effect from June 01, 2026, to July 31, 2026, and in this regard, pass the following resolution as a **Special Resolution:**

“RESOLVED THAT pursuant to the provisions of Sections 149, 196, 197, 198 and 203 read with Schedule V and all other applicable provisions, if any, of the Companies Act, 2013 and the rules made thereunder, Regulation 17 and other applicable provisions of the Listing Regulations (including any statutory modification(s) or amendment(s) thereto or re-enactment(s) thereof for the time being in force), and pursuant to the recommendation of the Nomination and Remuneration Committee and approval of the Board of Directors at their respective meetings held on May 29, 2026, approval of the members of the Company be and is hereby accorded for the reappointment of Mr. Arun Misra as the Whole-time Director and Chief Executive Officer on the board of the Company for a further period of 2 Months w.e.f. June 01, 2026 to July 31, 2026, subject to the following terms and conditions:

a. Period of Appointment:

The appointment is valid for a period of 2 Months, w.e.f. June 01, 2026, to July 31, 2026.

b. Remuneration:

Name	C1 (Fixed Pay)	Total C4 (Expected)
Mr. Arun Misra	INR 544.7 Lakhs	INR 1175.3 Lakhs

* The above remuneration also includes (a) Annual Bonus i.e. Target Bonus - 150% of Fixed Pay (b) Benefits as per Company Policy (c) Valuation of ESOPs. Total C4 is the summation of all the remuneration elements put together.

RESOLVED FURTHER THAT in the event of absence or inadequacy of profits in any of the financial year, the company shall pay remuneration by way of salary including perquisites and allowances as specified under Section 197 and Section II of Part II of Schedule V of Companies Act, 2013 or in accordance with any statutory modification(s) thereof.

RESOLVED FURTHER THAT the Board of Directors be and is hereby authorized to alter and vary the terms and conditions of the re-appointment and / or remuneration based on the recommendation of the Nomination and Remuneration Committee, subject to the limit as specified under Section 197 read with Schedule V of the Act and rules made thereunder or any statutory modification(s) or re-enactment(s) thereof.

RESOLVED FURTHER THAT the Board of Directors of the Company and Ms. Aashima V Khanna, Company Secretary & Compliance Officer be and are hereby severally authorized to do all such acts, deeds, matters and things, as they may, in their absolute discretion, deem necessary, desirable and expedient to give effect to this Resolution.”

Registered Office:

Yashad Bhawan, Yashadgarh, Udaipur,
Rajasthan -313004
CIN: L27204RJ1966PLC001208
E-mail ID: hzi.secretarial@vedanta.co.in
Website: www.hzindia.com
Tel.: +91 0294-6604083

By Order of the Board

Aashima V Khanna
Company Secretary & Compliance Officer
Membership No: ACS 34517

Place: Udaipur
Date: May 29, 2026

NOTES:

S. No.	Particulars	Details
1	Date, day and time of AGM	June 29, 2026, Monday at 11.30 AM (IST)
2	Mode	Video Conferencing (VC)/ other Audio Visual Means (OAVM)
3	Link for attending live webcast of the Annual General Meeting ("AGM") through Video Conferencing ("VC") and for remote e-voting / e-voting at the AGM	https://eservices.nsd.com/ (follow the steps mentioned in the notice)
4	Helpline numbers for VC participation	https://eservices.nsd.com/ and 022 - 4886 7000
5	Registrar and Share Transfer Agent	KFin Technologies Limited Unit: Hindustan Zinc Limited E-mail: einward.ris@kfintech.com ; Contact No.: 040 - 6716 2222, 1800 309 4001
6	Cut-off date for e-voting	Monday, June 22, 2026
7	Corporate/Institutional Members to send scanned certified true copy (PDF Format) of the Board Resolution/Authority Letter, etc. together with attested specimen signature(s) of the authorized representative (s)	On or before Friday, June 26, 2026 at cs.vmanda@gmail.com or hzi.secretarial@vedanta.co.in
8	Speaker registration and period for submission of questions, if any, in advance and e-mail address	Registration is open till: Thursday, June 25, 2026, 5:00 PM Speakers may send their request mentioning their name, demat account number/folio number, email id, mobile number at hzi.secretarial@vedanta.co.in
9	Remote e-voting period	Commencement of Remote e-Voting: Wednesday, June 24, 2026, 9:00 AM End of Remote e-Voting: Sunday, June 28, 2026, 5:00 PM
10	Other Important links Integrated Report and Annual Accounts FY 2025-26 Notice of the AGM	https://www.hzindia.com/

1. Pursuant to the Ministry of Corporate Affairs (MCA) General Circular No. 14/2020 dated April 08, 2020, General Circular No.17/2020 dated April 13, 2020, General Circular No. 20/2020 dated May 05, 2020 and subsequent circulars issued in this regard, the latest being General Circular No. 03/2025 dated September 22, 2025 (hereinafter collectively referred to as 'the Circulars') the companies are permitted to hold their AGM through Video Conferencing ('VC') or Other Audio Visual Means ('OAVM') without the physical presence of the members at a common venue. Hence, in compliance with the said circulars and provisions of the Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), the AGM of the Company is being held through VC/OAVM.

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

2. The Explanatory Statement pursuant to Section 102(1) of the Companies Act, 2013, read with rules made thereunder setting out material facts concerning the Special Business(es) under Item No. 6, 7 & 8 of the Notice to be transacted at the AGM is annexed hereto. Further, Pursuant to Regulation 36(5) of the Listing Regulations, the requisite disclosures relating to the appointment of Statutory Auditor(s) form part of this

Notice. The relevant details, pursuant to Regulations 36(3) of the Listing Regulations and Secretarial Standard - 2 on General Meetings issued by the Institute of Company Secretaries of India, in respect of Directors seeking re-appointment at the AGM are provided as an annexure to the Notice.

3. The Company has engaged the services of National Securities Depository Limited ("NSDL") as the agency for providing e-voting facility (remote e-voting and e-voting during AGM) to the shareholders of the company in order to cast their votes electronically.

4. Pursuant to the provisions of the Companies Act, 2013, a member entitled to attend and vote at the AGM is entitled to appoint a proxy to attend and vote on his/her behalf and the proxy need not be a Member of the Company. Since this AGM is being held pursuant to the MCA Circulars through VC/OAVM, physical attendance of Members has been dispensed with. Accordingly, the facility for appointment of proxy(ies) by the Members will not be available for the AGM and hence the Proxy Form and Attendance Slip are not annexed to this Notice.

5. As the AGM will be held through VC/OAVM, the route map of the venue of the meeting is not annexed hereto.

6. Participation of the Members through VC/OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013.
7. Recorded transcript of the meeting shall be uploaded on the website of the Company and the same shall also be maintained in safe custody of the Company. The registered office of the company shall be deemed to be the place of AGM for the purpose of recording the minutes of the proceedings of this AGM.
8. In case of Joint holders attending the Meeting, only such joint holder who is higher in the order of names will be entitled to vote at the meeting.
9. SEBI, vide Master Circular No. SEBI/HO/OIAE/OIAE_IAD-3/P/CIR/2023/195 dated December 28, 2023, has provided an additional mechanism for investors to resolve their grievances by way of Online Dispute Resolution ('ODR') through a common ODR portal. Pursuant to above-mentioned Master Circular, post exhausting the option to resolve their grievance with the Company/its RTA directly and through existing SCORES platform, the investors can initiate dispute resolution through the ODR Portal (<https://smartodr.in/login>) and the same can also be accessed through our website at www.hzindia.com. Members can access the SEBI Circulars on the website of SEBI at <https://www.sebi.gov.in>.

DISPATCH OF ANNUAL REPORT THROUGH ELECTRONIC MODE AND REGISTRATION OF E-MAIL ID

10. In compliance with the MCA Circulars and Regulation 36(1)(a) of the Listing Regulations, Notice of the AGM along with Integrated Annual Report for financial year 2025-26 is being sent only through electronic mode to those members whose e-mail address is registered with the Company/Depository Participants ("DPs") / Depositories / Registrar & Share Transfer Agent ("RTA"). The Company shall send the physical copy of the Integrated Annual Report FY 2025-26 only to those Members who specifically request for the same at hzl.secretarial@vedanta.co.in mentioning their Folio No/DP ID and Client ID.
11. In terms of Regulation 36(1)(b) of the Listing Regulations the Letter providing the web-link, including the exact path, where complete details of the Annual Report is available, is being sent to those shareholder(s) who have not registered their email address with the Company / RTA / DPs / Depositories.
12. The Members may note that the Notice calling the AGM along with Integrated Annual Report financial year 2025-26 has been uploaded on the website of the Company at www.hzindia.com. The Notice and Integrated Annual Report FY 2025-26 can also be accessed from the websites of the Stock Exchanges i.e. BSE Limited and National Stock Exchange of India

Limited at www.bseindia.com and www.nseindia.com respectively and is also available on the website of NSDL (agency for providing the e-Voting facility) i.e. www.evoting.nsdl.com.

13. Members whose E-mail ID is not registered and who wish to receive the Notice of the AGM, Integrated Annual Report 2025-26 and all other communications by the Company, from time to time, may get their E-mail ID registered by submitting Form ISR-1 to KFinTech 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.

PROCEDURE FOR JOINING THE AGM THROUGH VC/OAVM

14. The Company has engaged the services of NSDL. Members will be able to attend the AGM through VC/OAVM or view the live webcast of the AGM provided by NSDL by following the instructions provided in the notes to the Notice of the AGM.
15. The facility to join the AGM in the VC/OAVM mode shall be opened 30 minutes before the scheduled time of the commencement of the Meeting and shall be kept open throughout the proceedings of the Meeting.
16. The facility of participation at the AGM through VC/OAVM will be made available for 1000 members on first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit & Risk Management Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the AGM without restriction on account of first come first served basis.
17. Members requiring any assistance/support for participation before or during the AGM, can contact NSDL on evoting@nsdl.com or can call at 022 -4886 7000 or can contact Ms. Pallavi Mhatre, Senior Manager, at the designated E-mail ID at evoting@nsdl.com.

PROCEDURE FOR SPEAKER REGISTRATION OR TO RAISE QUESTIONS / QUERIES

18. Members who would like to express their views/ have questions may send their questions in advance mentioning their name, demat account number/ folio number, email id, mobile number at hzl.secretarial@vedanta.co.in.
19. Members who would like to express their views/ask questions during the meeting may register themselves as a speaker shareholder on or before Thursday, June 25, 2026, 5:00 P.M. (IST), may send their request mentioning their name, demat account number/folio number, email id, mobile number at hzl.secretarial@vedanta.co.in.

20. Only those Members who have registered themselves as a speaker will be allowed to express their views/ask questions during the meeting. Company reserves the right to restrict the number of speakers as well as the speaking time depending upon the availability of time at the AGM.

PROCEDURE FOR INSPECTION OF DOCUMENTS

21. The Register of Directors and Key Managerial Personnel and their shareholding maintained under Section 170 of the Act, the Register of Contracts or Arrangements in which the Directors are interested, maintained under Section 189 of the Act shall be made available for inspection by the Members during the AGM.

22. All documents referred to in the accompanying Notice and the Explanatory Statement will also be available for inspection through electronic mode during business hours except on holidays, up to and including the date of the Annual General Meeting. Members seeking to inspect such documents can send an e-mail to hzi.secretarial@vedanta.co.in.

INVESTOR EDUCATION AND PROTECTION FUND (“IEPF”)

23. Pursuant to Section 124(6) and Section 125 of the Companies Act, 2013, read with IEPF Authority (Accounting, Audit, Transfer and Refund) Rules, 2016 and amendments thereto (“IEPF Rules”), the amount of unpaid/unclaimed dividend for a period of seven (7) years from the date of transfer to the Unpaid Dividend account is required to be transferred to IEPF established by the Central Government. The Company has transferred the unpaid or unclaimed dividends declared up to the financial year 2018-19 from time to time on the respective due dates, to IEPF. Additionally, all the shares in respect of which dividend has not been paid/claimed for a period of seven (7) consecutive years or more shall be transferred to IEPF. In view of this, Members are requested to claim their dividends from the Company, within the stipulated timeline.

24. Members whose shares and unclaimed dividend has been transferred to IEPF, may claim the same by applying to the IEPF Authority through submission of an online Form IEPF-5 on the website of IEPF Authority at www.iepf.gov.in. The details of such unclaimed dividend/shares transferred to IEPF has been uploaded on the website of the Company at www.hzindia.com and www.iepf.gov.in.

GENERAL

25. SEBI has mandated all companies to utilise the bank account details furnished by the Depositories and the bank account details as maintained by the RTA for payment of dividend electronically to the Members.

26. Members who hold shares in physical form are requested to address all correspondence concerning transmissions, sub-division, consolidation of shares or any other share-related matters and/or change in

address or updation thereof with KFinTech, Company’s RTA. Members whose shareholding is in electronic mode are requested to intimate the change of address, registration of E-mail address and updation of bank account details to their respective DPs.

27. SEBI vide its Circular No. SEBI/HO/MIRSD/MIRSD_RTABM/P/CIR/2022/8 dated 25 January 2022 has mandated the listed companies to issue securities in demat only while processing service request i.e. issue of duplicate certificates, claim from unclaimed suspense account, renewal/exchange of securities certificates, sub-division/split and consolidation of securities certificate/folio, transmission, and transposition. Accordingly, Members are requested to make the mentioned service requests by submitting duly filled ISR forms which is also available on the website of the Company at www.hzindia.com.

28. In accordance with SEBI Circular No. HO/38/13/11(2)2026-MIRSD-POD/I/3750/2026 dated January 30, 2026, Members holding equity shares in physical form are hereby informed that a special window facility has been opened for the transfer and dematerialization of their shares in accordance with the provisions of the aforesaid SEBI Circular. The said special window shall remain open for a period of one year commencing from February 05, 2026, till February 04, 2027. Members holding equity shares in physical form are encouraged to avail themselves of this facility within the stipulated timeline.

SCRUTINIZER AND VOTING RESULTS

29. The Board of Directors have appointed CS Manoj Maheshwari, partner of M/s. V.M. & Associates, Company Secretaries (M. No.: FCS 3355; CP No.: 1971) as the Scrutinizer and failing him CS Priyanka Agarwal, partner of M/s. V.M. & Associates Company Secretaries (M. No.: FCS 11138; CP No.: 15021), as the Alternate Scrutinizer to scrutinize the voting process in a fair and transparent manner and they communicated their willingness to be appointed.

30. The Scrutinizer will, after conclusion of e-Voting at the Meeting, scrutinize the votes cast at the Meeting through e-Voting and Remote e-Voting and make a consolidated Scrutinizer’s report of the votes cast in favour or against, if any, and submit the same to the Chairperson of the Meeting or a person authorized by him in writing who shall countersign the same. The Chairperson or any other person authorized 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 www.hzindia.com, the website of KFinTech at <https://evoting.kfintech.com> / and NSDL <https://www.evoting.nsdl.com> and shall also be displayed at the registered and corporate office of the Company. The results shall simultaneously be submitted to the Stock Exchange(s) and available at www.bseindia.com and www.nseindia.com. The resolutions will be deemed to

be passed on the date of AGM subject to receipt of the requisite number of votes in favour of the resolutions.

PROCEDURE FOR REMOTE E-VOTING AND E-VOTING AT AGM

31. 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 and e-voting during AGM to its Members in respect of the businesses to be transacted at the AGM. For this purpose, the Company has entered into an agreement with National Securities Depository Limited (NSDL) for facilitating voting through electronic means, as the authorized agency. The facility of casting votes by a member using remote e-voting system as well as e-voting during the AGM proceedings will be provided by NSDL. Members attending the Meeting who have not cast their vote(s) by Remote e-Voting will be able to vote at the Meeting.
32. 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. Monday, June 22, 2026, only shall be entitled to avail the facility of remote e-voting/e-voting at the AGM.
33. The Remote e-Voting facility will be available during the following period:
- | | |
|---------------------------------|-----------------------------------|
| Commencement of Remote e-Voting | Wednesday, June 24, 2026, 9.00 AM |
| End of Remote e-Voting | Sunday, June 28, 5.00 PM |
- a) A Member can opt for only single mode of voting, i.e. through Remote e-Voting or during the Meeting;
- b) 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;
- c) The Members may please note that the Remote e-Voting shall not be allowed beyond the abovementioned date and time;
- d) Any person holding shares in physical form and non-individual shareholders, who acquire shares of the Company and become a Member of the Company after the Notice is sent through E-mail and holding shares as of the cut-off date i.e. Monday, June 22, 2026 may obtain the login ID and password by sending a request at evoting@nsdl.com. However, if you are already registered with NSDL for Remote e-Voting, then you can use your existing User ID and password for casting your vote. If you have forgotten your password, you could reset your password by using “Forgot User Details/Password” or “Physical User Reset Password” option available

on www.evoting.nsdl.com. In case of Individual Shareholders holding securities in demat mode, who acquire shares of the Company and become a Member of the Company after the Notice is sent through E-mail and holding shares as of the cut-off date, may follow steps mentioned in the Notice of the AGM under “Access to NSDL e-Voting system”;



- e) A person who is not a Member as on the cut-off date should treat this Notice for information purpose only;
- f) The voting rights of Members shall be in proportion to their shares of the paid-up equity share capital of the Company as on the cut-off date i.e. closure of Monday, June 22, 2026. The e-voting facility at the Meeting shall be operational till all the resolutions proposed in the Notice are considered and voted upon at the Meeting and may be used for voting only by the Members holding shares as on the cut-off date who are attending the Meeting and who have not already cast their vote(s) through Remote e-Voting;
- g) It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the “Forgot User Details/Password?” or “Physical User Reset Password?” option available on www.evoting.nsdl.com to reset the password;
- h) To attend to any queries, you may refer the Frequently Asked Questions (“FAQs”) and e-Voting user manual for Shareholders available at the download section of <https://www.evoting.nsdl.com> or send a request at evoting@nsdl.com or contact Ms. Pallavi Mhatre, Senior Manager, at the designated E-mail ID - evoting@nsdl.com at National Securities Depository Limited, Trade World, ‘A’ Wing, 4th Floor, Kamala Mills Compound, Senapati Bapat Marg, Lower Parel, Mumbai - 400 013, who will also address the grievances connected with the voting by electronic means;
- i) The details of the process and manner for Remote e-Voting are explained below:

Step 1: Access to NSDL e-Voting system

A) Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode

In terms of SEBI Master Circular dated January 30, 2026, on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

Login method for Individual shareholders holding securities in demat mode is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL.	1. Existing IDeAS user can visit the e-Services website of NSDL Viz. https://eservices.nsdl.com either on a Personal Computer or on a mobile. On the e-Services home page click on the “ Beneficial Owner ” icon under “ Login ” which is available under ‘ IDeAS ’ section , this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on “ Access to e-Voting ” under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.
	2. If you are not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com . Select “ Register Online for IDeAS Portal ” or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp
	3. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “ Login ” which is available under ‘ Shareholder/Member ’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number held with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.
	4. Shareholders/Members can also download NSDL Mobile App “ NSDL Speede ” facility by scanning the QR code mentioned below for seamless voting experience.
	<p>NSDL Mobile App is available on</p>   
5. For OTP based login you can click on https://eservices.nsdl.com/SecureWeb/evoting/evotinglogin.jsp . You will have to enter your 8-digit DP ID, 8-digit Client Id, PAN No., Verification code and generate OTP. Enter the OTP received on registered email id/mobile number and click on login. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.	
Individual Shareholders holding securities in demat mode with CDSL	1. Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login Easi /Easiest are requested to visit CDSL website www.cdslindia.com and click on login icon & New System Myeasi Tab and then user your existing my easi username & password.
	2. After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period. 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.

Type of shareholders	Login Method
	<p>3. If the user is not registered for Easi/Easiest, option to register is available at CDSL website www.cdslindia.com and click on login & New System Myeasi Tab and then click on registration option.</p> <p>4. Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.</p>
Individual Shareholders (holding securities in demat mode) login through their depository participants	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. upon logging in, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.

Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. NSDL and CDSL.

Login type	Helpdesk details
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.com or call at 022 - 4886 7000
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 22 55 33

B) Login Method for e-Voting and joining virtual meeting for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode.

How to Log-in to NSDL e-Voting website?

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.
2. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/ Member’ section.
3. A new screen will open. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen.

Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.

4. Your User ID details are given below :

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****.
b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID For example if your Beneficiary ID is 12***** then your user ID is 12*****
c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the company For example if folio number is 001*** and EVEN is 139397 then user ID is 139397001***

5. Password details for shareholders other than Individual shareholders are given below:
 - a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
 - b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.
 - c) How to retrieve your 'initial password'?
 - (i) If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your '**User ID**' and your '**initial password**'.
 - (ii) If your email ID is not registered, please follow steps mentioned below in **process for those shareholders whose email ids are not registered**.
6. If you are unable to retrieve or have not received the "**Initial password**" or have forgotten your password:
 - a) Click on "**Forgot User Details/Password?**"(If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com .
 - b) **Physical User Reset Password?**" (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.
 - c) If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.com mentioning your demat account number/folio number, your PAN, your name and your registered address etc.
 - d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.
7. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.
8. Now, you will have to click on "**Login**" button.
9. After you click on the "**Login**" button, Home page of e-Voting will open.

Step 2: Cast your vote electronically and join General Meeting on NSDL e-Voting system.

How to cast your vote electronically and join General Meeting on NSDL e-Voting system?

1. After successful login at Step 1, you will be able to see all the companies "**EVEN**" in which you are holding shares and whose voting cycle and General Meeting is in active status.
2. Select "**EVEN**" of company for which you wish to cast your vote during the remote e-Voting period and casting your vote during the General Meeting. For joining virtual meeting, you need to click on "**VC/OAVM**" link placed under "**Join Meeting**".
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 with a copy marked to 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 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 or call on.: 022 - 4886 7000 or send a request to Ms. Pallavi Mhatre at 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 email 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 hzi.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. 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 and joining virtual meeting for Individual shareholders holding securities in demat mode**.
3. Alternatively, shareholder/members may send a request to evoting@nsdl.com for procuring user id and password for e-voting by providing above mentioned documents.
4. In terms of SEBI Master Circular dated January 30, 2026 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.

THE INSTRUCTIONS FOR MEMBERS FOR e-VOTING ON THE DAY OF THE AGM ARE AS UNDER: -

1. The procedure for e-Voting on the day of the AGM is same as the instructions mentioned above for remote e-voting.
2. Only those Members/ shareholders, who will be present in the AGM through VC/OAVM facility and have not casted their vote on the Resolutions through

remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system in the AGM.

3. Members who have voted through Remote e-Voting will be eligible to attend the AGM. However, they will not be eligible to vote at the AGM.
4. The details of the person who may be contacted for any grievances connected with the facility for e-Voting on the day of the AGM shall be the same person mentioned for Remote e-voting.

INSTRUCTIONS FOR MEMBERS FOR ATTENDING THE AGM THROUGH VC/OAVM ARE AS UNDER:

1. Member will be provided with a facility to attend the AGM through VC/OAVM through the NSDL e-Voting system. Members may access by following the steps mentioned above for **Access to NSDL e-Voting system**. After successful login, you can see link of "VC/OAVM" placed under **"Join meeting"** menu against company name. You are requested to click on VC/OAVM link placed under Join Meeting menu. The link for VC/OAVM will be available in Shareholder/Member login where the EVEN of Company will be displayed. Please note that the members who do not have the User ID and Password for e-Voting or have forgotten the User ID and Password may retrieve the same by following the remote e-Voting instructions mentioned in the notice to avoid last minute rush.
2. Members are encouraged to join the Meeting through Laptops for better experience.
3. Further Members will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
4. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.

EXPLANATORY STATEMENT IN RESPECT OF ITEMS OF ORDINARY & SPECIAL BUSINESS:

Ordinary Business:

Item No. 5: To Consider and appoint M/s M S K A & Associates LLP as the Statutory Auditors of the Company

Pursuant to the provisions of the Companies Act, 2013, the 2nd term of 5 years of the existing Statutory Auditors, M/s S.R. Batliboi & Co. LLP (FRN: 301300E/E300005), is concluding at the ensuing 60th AGM. In line with statutory requirements, auditor independence norms, and good governance practices, the Board of Directors, on the recommendation of Audit & Risk management Committee, considered the proposal for appointment of new Statutory Auditors for the Company.

The exercise for selection of new statutory auditor was led by Management through a fair tender process inviting all lead firms followed by shortlisting of firms based on a comprehensive assessment criterion. The Audit & Risk Management Committee was updated on the criteria of selection, and the recommendations/suggestions of the Committee were duly noted and acted upon by the Management. After evaluating all proposals and considering various factors such as independence, industry experience, technical skills, geographical presence, audit team, audit quality reports, etc., M/s M S K A & Associates LLP (Formerly known as M S K A & Associates), Chartered Accountants, (FRN: 105047W/W101187) has been recommended to be appointed as the Statutory Auditors of the Company for a term of five (5) consecutive financial years commencing from the conclusion of ensuing 60th Annual General Meeting, to hold office until the conclusion of the 65th Annual General Meeting, (i.e. from FY 2026-27 – 2030-31). The proposed remuneration to be paid to the Statutory Auditors for conducting the statutory audit of the Company for FY 2026-27 is ₹ 1.62 crore, excluding applicable taxes and reimbursement of out-of-pocket expenses, as may be incurred in connection with the audit. The remuneration for the subsequent years of his term shall be decided by the Board of Directors based on the recommendation of the Audit Committee of the Company. There is no material change in the remuneration proposed to be paid to M/s M S K A & Associates LLP, for the statutory audit to be conducted for the financial year ending 31st March, 2027 vis-à-vis the remuneration paid to M/s. S.R. Batliboi & Co. LLP, the retiring Statutory Auditors, for the statutory audit conducted for the financial year ended 31st March, 2026.

Brief Profile:

M/s M S K A & Associates LLP (Formerly known as M S K A & Associates), Chartered Accountants (ICAI Firm Registration No. 105047W/W101187).

Established in 1978, M S K A & Associates LLP is an Indian partnership firm registered with the Institute of Chartered Accountants of India (ICAI) and the Public Company Accounting Oversight Board (PCAOB) in the United States. The Firm has a strong pan-India presence, with offices across 12 cities including Mumbai, Gurugram, Chandigarh,

Kolkata, Ahmedabad, Chennai, Goa, Pune, Bengaluru, Kochi, Hyderabad, and Coimbatore, and holds a valid peer review certificate.

The Firm offers a comprehensive range of professional services, including audit and assurance, tax, and advisory services. Through its Audit and Assurance practice, it has developed extensive experience serving clients across diverse industries, markets, and geographies.

None of the Directors or other Key Managerial Personnel and their relatives are concerned or interested (financially or otherwise) in this Resolution. The Board recommends the Ordinary Resolution set out at Item No. 5 for the approval of Members.

Explanatory Statement Pursuant to Section 102 (1) of the Companies Act, 2013

The following Statement sets out all material facts relating to the Special Business mentioned in the accompanying Notice.

Item No. 6: To consider and ratify the remuneration of the Cost Auditors for the financial year ending March 31, 2027

In accordance with the provisions of Section 148 of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014, as amended from time to time, the Company is required to have the audit of its cost records conducted by a cost accountant in practice and the remuneration payable to the Cost Auditors has to be ratified by the shareholders of the Company.

The Board, on the recommendation of the Audit & Risk Management Committee, has approved the re-appointment of M/s K.G. Goyal & Company (Firm Registration No. 000017), Cost Auditor to conduct the audit of the cost records of the Company for the financial year ending March 31, 2027 at a remuneration of ₹ 2.90 Lacs (Rupees Two Lacs ninety thousand only) excluding applicable taxes and out of pocket expenses, if any payable to the Cost Auditors.

In making the decision on the appointment and remuneration of the Cost Auditors, the Audit & Risk Management Committee considered the Cost Auditors' performance during the previous year(s) in examining and verifying the accuracy of the cost accounting records maintained by the Company.

M/s K.G. Goyal & Company have furnished a certificate regarding their eligibility for appointment as Cost Auditors of the Company. They have vast experience in the field of cost audit and have conducted the audit of the cost records of the Company for previous years under the provisions of the Act.

Pursuant to Section 148(3) of the Companies Act, 2013, approval by the Members is required for the ratification of above remuneration proposed to be paid to the cost auditor. Accordingly, consent of the members is sought for passing

an Ordinary Resolution as set out at Item No. 6 of the Notice for ratification of the remuneration payable to the Cost Auditors for the financial year ending March 31, 2027.

None of the Directors or Key Managerial Personnel of the Company or their relatives are in any way, concerned or interested, financially or otherwise, in the resolution set out at Item No. 6 of the Notice.

The Board recommends the Ordinary Resolution set out at Item No. 6 of the Notice for approval of the Members of the Company.

Item No. 7: To consider & approve appointment of Dr. Aruna Sharma (DIN: 06515361) as an Independent Director of the Company

The Board of Directors of the Company, at its meeting held on April 30, 2026, on the recommendation of the Nomination and Remuneration Committee, appointed Dr. Aruna Sharma (DIN: 06515361), as an Additional Director (Independent) of the Company for a period of one (1) year with effect from May 01, 2026, till April 30, 2027, not liable to retire by rotation, subject to consent of the Members of the Company at the ensuing AGM.

Dr. Aruna Sharma is a retired Indian Administrative Service (IAS) officer from the 1982 Madhya Pradesh cadre, with over 35 years of experience in public administration, economic policy, and industrial development.

She served as Secretary, Ministry of Steel, where she played a key role in shaping policy for the steel sector, driving capacity expansion, raw material linkages, and industry competitiveness. Over her career, she held several senior positions across the Government of India and state government, including roles in finance, IT, rural development, and infrastructure, contributing to policy formulation, governance reforms, and large-scale program execution.

She has also served as a board member on various public sector undertakings (PSUs) and government-linked institutions in her official capacity, particularly in sectors such as metals, mining, and infrastructure. Post-retirement, she has been engaged in advisory roles, former board member of JSPL, bringing expertise in industrial policy, governance, and digital transformation.

Pursuant to Regulation 17(1C) and Regulation 25(2A) of the Listing Regulations, the appointment of an Independent Director requires approval of shareholders by way of a Special Resolution at the next general meeting or within a period of three months from the date of appointment, whichever is earlier. Accordingly, the approval of the Members is sought for the appointment of Dr. Aruna Sharma as an Independent Director of the Company.

The Company has received the consent of Dr. Aruna Sharma to act as an Independent Director of the Company, along with requisite disclosures, including the declaration confirming that she is not disqualified from being appointed

as a Director under Section 164 of the Companies Act, 2013 and that she has not been debarred from holding office of Director by virtue of any order passed by SEBI or any other competent authority.

Further, in the opinion of the NRC & Board of Directors, Dr. Aruna Sharma possesses the requisite qualification, experience & expertise and fulfils the conditions of independence as specified under Companies Act, 2013 and Listing Regulations and is independent of the management. Further, Dr. Aruna Sharma is also registered with the Independent Director's databank maintained by the Indian Institute of Corporate Affairs.

Dr Aruna Sharma shall be entitled to receive sitting fees for attending meetings of the Board of Directors and/or committees thereof. In addition, she shall also be entitled to commission, as may be determined by the Board of Directors, subject to the overall limits prescribed under section 197 of the Companies Act, 2013.

Save and except Dr. Aruna Sharma and her 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. 7 of the Notice.

The Board accordingly recommends the Special Resolution set out at Item No. 7 of the Notice for the approval of the shareholders.

Brief resume of Dr. Aruna Sharma and additional information pursuant to SEBI Listing Regulations and secretarial standard on general meetings ("SS-2") is enclosed as **Annexure I**.

Item No. 8: To consider and approve the re-appointment of Mr. Arun Misra (DIN: 01835605) as the Whole-time Director designated as Chief Executive Officer of the Company with effect from June 01, 2026, to July 31, 2026:

Mr. Arun Misra joined the Company as Deputy CEO on November 20, 2019, and was subsequently designated as CEO & Whole-Time Director (WTD) effective August 01, 2020, for a period of 2 years and 10 months, which concluded on May 31, 2023. Mr. Misra's term was further extended for an additional period of 2 years, which concluded on May 31, 2025. Thereafter, Mr. Misra's term was further extended for an additional period of 1-year effective June 01, 2025, with the current term scheduled to end on May 31, 2026. Based on the recommendation of the Nomination and Remuneration Committee (NRC) and pursuant to the performance evaluation of Mr. Arun Misra and considering his background, experience and contributions to the Company, the Board, at its meeting held on May 29, 2026, approved his re-appointment as CEO & Whole-time Director of the Company, for a further period of 2 months, i.e. w.e.f. June 01, 2026 to July 31, 2026, subject to the approval of the Members. The Company has received from Mr. Arun Misra inter-alia his consent to act as Director of the Company and the disclosure in Form DIR-8 to the effect that he is not disqualified from being appointed as Director

of the Company in terms of section 164 of the Companies Act, 2013. The Company has, in terms of Section 160(1) of the Act, also received in writing a notice from a Member proposing his candidature for the office of Director.

The Board of Directors, on the recommendation of the NRC, approved the following terms and conditions of Mr. Arun Misra's re-appointment:

Name	C1 (Fixed Pay)	Total C4 (Expected)
Mr. Arun Misra	INR 544.7 Lakhs	INR 1175.3 Lakhs

* The above remuneration also includes (a) Annual Bonus i.e. Target Bonus - 150% of Fixed Pay (b) Benefits as per Company Policy (c) Valuation of ESOPs. Total C4 is the summation of all the remuneration elements put together.

I. Other Benefits:

- The Company shall provide him with car, expenses relating to fuel, maintenance and driver will be reimbursed on actuals. Further the Company shall also provide telephones and other communication facility (for official business).
- Such other benefits as may be decided by the Board or its Committee from time to time.

II. Minimum Remuneration:

In the event of any loss or inadequacy of profits in any financial year during his tenure, the Company shall remunerate by way of salary, perquisites or any other allowance as specified above. Apart from the remuneration aforesaid, he shall be entitled to reimbursement of expenses incurred in connection with the business of the Company.

III. Other Terms and Conditions:

- The terms and conditions of the said appointment may be altered and varied from time to time by the Board of Directors of the Company or its Committee as it may, at its discretion deem fit, so as not to exceed the limits specified in Schedule V to the Companies Act, 2013 (including any statutory

modification or re-enactment thereof, for the time being in force) or any amendments made thereto.

- He shall not be paid any sitting fees for attending the meetings of the Board of Directors or Committee thereof.
- He shall not so long as he functions as such, become interested or otherwise concerned directly or through his wife and/or children in any selling agency of the Company in future without prior approval of the Central Government.
- The agreement may be terminated by giving not less than 90 days prior notice in writing in that behalf to the other party or 90 days salary in lieu thereof and on the expiry of the period of such notice, this Agreement shall stand terminated.

Mr. Arun Misra satisfies all the conditions set out in Sub-section (3) of Section 196 of the Act and Part-I of Schedule V to the Act for being eligible and not disqualified from being reappointed as Whole-time Director designated as Chief Executive Officer in terms of Section 164 of the Act, nor debarred from holding the office by virtue of any SEBI Order or any other competent authority. Brief resume of the Director and additional information pursuant to the Listing Regulation and secretarial standard on general meetings (SS-2) is enclosed as **Annexure I**.

Save and except Mr. Arun Misra and their relatives, to the extent of their shareholding interest, if any, in the Company, none of the other Directors / Key Managerial Personnel of the Company are, in any way, concerned or interested, financially or otherwise, in the resolution set out at Item No. 8 of the Notice.

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

Registered Office:

Yashad Bhawan, Yashadgarh, Udaipur,
 Rajasthan -313004
 CIN: L27204RJ1966PLC001208
 E-mail ID: hzl.secretarial@vedanta.co.in
 Website: www.hzlindia.com
 Tel.: +91 0294-6604083

By Order of the Board

Aashhima V Khanna
Company Secretary & Compliance Officer
 Membership No: ACS 34517

Place: Udaipur
 Date: May 29, 2026

ANNEXURE- I TO THE NOTICE OF AGM

Information of Director(s) seeking appointment/re-appointment at the 60th Annual General Meeting pursuant to Regulation 36(3) of SEBI (Listing Obligation and Disclosure Requirements) Regulation 2015, and in terms of the Companies Act, 2013 and Secretarial Standard – 2 on the General Meetings issued by the Institute of Company Secretaries of India.

1.

Name	Mr. Navin Agarwal		
DIN No.	00006303		
Designation/ Category of Directorship	Non-Executive Director		
Date of birth (Age)	January 11, 1961		
Age	65		
Date of first appointment on the Board	11.04.2002		
Qualification	Graduate in commerce from Sydenham College, Mumbai, and has completed the President Management Program from Harvard University		
Brief resume/ Experience (including expertise in specific functional area)	Mr. Agarwal has been associated with the Vedanta Group since inception and has four decades of strategic executive experience. Under his stewardship, the Company has achieved leadership position in non-ferrous metal. Over the years, he has been instrumental in building a highly successful meritocratic organization. He has spearheaded the Company's strategy through a mix of organic growth and value-accretive investments. He is passionate about developing leadership talent and has been responsible for creating a culture of excellence through the application of advanced technologies, digitalisation, global best practices and highest standards of corporate governance. His vision is to gradually unlock the enormous potential of the natural resources sector and make it an engine of growth for India. In recognition of his exceptional distinction in the fields of business, entrepreneurship and contribution to the natural resources sector, he was conferred the 'Industrialist of the Year' award by the Bombay Management Association in 2018. He is a fervent advocate of sustainable development and remains committed to inclusive growth of communities and promotion of culture and sports at all levels.		
Shareholding in the Company as on March 31, 2026 (including shareholding as Beneficial Owner)	NIL.		
Directorship in other Companies as on March 31, 2026	<p>Public Companies</p> <p>1. Vedanta Limited (Listed)</p> <p>Private Limited Companies</p> <p>1. Hare Krishna Packaging Private Limited</p> <p>Foreign Companies:</p> <p>1. Vedanta Resources Limited (UK)</p>		
Listed Entities from which resigned in past three years	None.		
Membership / Chairmanship of Committees of the other Boards	Name of the Company	Name of the Committee	Chairperson/Member
	Vedanta Limited	Committee of Directors	Chairperson
Inter se relationship with other Directors / Key Managerial Personnel/ Managers	Relative of Ms. Priya Agarwal, Chairperson & Non-Executive Director of the Company		
Terms and Conditions of re-appointment	Mr. Navin Agarwal has been appointed as a Non-Executive Director of the Company and is liable to retire by rotation		
Remuneration last drawn (including sitting fees, if any)	Please refer to the Report on Corporate Governance forming part of the Integrated Annual Report FY 2025-26		
Remuneration proposed to be paid	Eligible for Sitting Fees and Commission as approved by the Board of Directors within the permissible threshold limits as per Companies Act, 2013.		
No. of meetings of the Board attended during the FY 2025-26	Seven(7)		

2.

Particulars	Details															
Name	Dr. Aruna Sharma															
DIN No.	06515361															
Designation/ Category of Directorship	Independent Director															
Date of Birth	August 19, 1958															
Age	67															
Date of first Appointment	01.05.2026															
Qualification	Indian Administrative Service (IAS) officer															
Brief resume/ Experience (including expertise in specific functional area)	<p>Dr Aruna Sharma is a retired Indian Administrative Service (IAS) officer from the 1982 Madhya Pradesh cadre, with over 35 years of experience in public administration, economic policy, and industrial development.</p> <p>She served as Secretary, Ministry of Steel, where she played a key role in shaping policy for the steel sector, driving capacity expansion, raw material linkages, and industry competitiveness. Over her career, she held several senior positions across the Government of India and state government, including roles in finance, IT, rural development, and infrastructure, contributing to policy formulation, governance reforms, and large-scale program execution.</p> <p>She has also served as a board member on various public sector undertakings (PSUs) and government-linked institutions in her official capacity, particularly in sectors such as metals, mining, and infrastructure. Post-retirement, she has been engaged in advisory roles, former board member of JSPL, bringing expertise in industrial policy, governance, and digital transformation.</p>															
Shareholding in the Company (including shareholding as Beneficial Owner)	NIL															
Directorship in other Companies	<p>Public Companies:</p> <ol style="list-style-type: none"> 1. Welspun Enterprises Limited (Listed) 2. 3i Infotech Limited (Listed) 3. Goldsikka Limited (Unlisted) <p>Private Companies:</p> <ol style="list-style-type: none"> 1. Welspun Aunta-Simaria Project Private Limited 2. Welspun EDAC JV Private Limited 3. Logically Infomedia Private Limited 4. Arjas Steel Private Limited 															
Listed Entities from which resigned in past three years	None															
Membership / Chairmanship of Committees of the other Boards	<table border="1"> <thead> <tr> <th>Name of the Company</th> <th>Name of the Committee</th> <th>Chairperson/Member</th> </tr> </thead> <tbody> <tr> <td rowspan="3">Welspun Enterprises Limited</td> <td>Audit Committee</td> <td>Member</td> </tr> <tr> <td>Share Transfer, Investor Grievance & Stakeholders' Relationship</td> <td>Chairperson</td> </tr> <tr> <td>Environment Social Governance & Corporate Social Responsibility</td> <td>Chairperson</td> </tr> <tr> <td rowspan="2">3i Infotech Limited</td> <td>Audit Committee</td> <td>Member</td> </tr> <tr> <td>Corporate Social Responsibility Committee</td> <td>Member</td> </tr> </tbody> </table>	Name of the Company	Name of the Committee	Chairperson/Member	Welspun Enterprises Limited	Audit Committee	Member	Share Transfer, Investor Grievance & Stakeholders' Relationship	Chairperson	Environment Social Governance & Corporate Social Responsibility	Chairperson	3i Infotech Limited	Audit Committee	Member	Corporate Social Responsibility Committee	Member
Name of the Company	Name of the Committee	Chairperson/Member														
Welspun Enterprises Limited	Audit Committee	Member														
	Share Transfer, Investor Grievance & Stakeholders' Relationship	Chairperson														
	Environment Social Governance & Corporate Social Responsibility	Chairperson														
3i Infotech Limited	Audit Committee	Member														
	Corporate Social Responsibility Committee	Member														
Inter se relationship with other Directors / Key Managerial Personnel/ Managers	No															
Terms and Conditions of appointment	Dr. Aruna Sharma has been appointed as an Independent Director of the Company for a term of 1 year commencing from May 01, 2026 to April 30, 2027 (both days inclusive) and is not liable to retire by rotation.															
Remuneration last drawn (including sitting fees, if any)	NIL															
Remuneration proposed to be paid	Eligible for Sitting Fees and Commission as approved by the Board of Directors within the permissible threshold limits as per Companies Act, 2013.															
No. of meetings of the Board attended during FY 2025-26	Not applicable.															

3.

Particulars	Details																								
Name	Mr. Arun Misra																								
DIN No.	01835605																								
Designation/ Category of Directorship	CEO & Whole-time Director																								
Date of Birth	May 08, 1965																								
Age	60																								
Qualification	Bachelor's in electrical engineering from IIT, Kharagpur, Diploma in Mining and Beneficiation from University of New South Wales, Sydney and Diploma in General Management from CEDEP, France																								
Brief resume/ Experience (including expertise in specific functional area)	<p>Mr. Arun Misra has held the position of CEO & Whole time Director (KMP) since August 1, 2020, and also became an Executive Director at Vedanta Limited in August 2023.</p> <p>With a strong leadership track record, Mr. Misra has been the Chairman of CII Rajasthan State Council and the first Indian-origin Chairperson of the International Zinc Association. He is also the Vice President of the Indian Institute of Mineral Engineers. Under his leadership, Hindustan Zinc was recognized for innovation and sustainability and got ranked 1st consequently for 2 years in S&P Global rating.</p> <p>Mr. Misra's academic background includes a bachelor's degree in electrical engineering from IIT Kharagpur, a Diploma in Mining and Beneficiation from the University of New South Wales, and a Diploma in General Management from CEDEP, France.</p> <p>Before joining Hindustan Zinc, Mr. Misra had a distinguished 33-year career at Tata Steel, holding various leadership roles in plant operations, mining, safety, and project management. He was last the Vice President of the Raw Materials Division at Tata Steel.</p>																								
Shareholding in the Company as on March 31, 2025 (including shareholding as Beneficial Owner)	Nil																								
Directorship in other Companies	<p>Public Companies:</p> <ol style="list-style-type: none"> Vedanta Limited (Listed) Ferro Alloys Corporation Limited (Unlisted) ESL Steel Limited (Unlisted) Federation of India Mineral Industries (Unlisted) <p>Private Companies:</p> <ol style="list-style-type: none"> Hindustan Zinc Fertilisers Private Limited Hindustan Zinc Alloys Private Limited Zinc India Foundation Vedanta Zinc Football & Sports Foundation Hindmetal Exploration Services Private Limited <p>Foreign Companies:</p> <ol style="list-style-type: none"> International Zinc Association 																								
Listed Entities from which resigned in past three years	None																								
Membership / Chairmanship of Committees of the other Boards	<table border="1"> <thead> <tr> <th>Name of the Company</th> <th>Name of the Committee</th> <th>Chairperson/Member</th> </tr> </thead> <tbody> <tr> <td>Ferro Alloys Corporation Limited</td> <td>Nomination & Remuneration Committee</td> <td>Member</td> </tr> <tr> <td>Ferro Alloys Corporation Limited</td> <td>Corporate Social Responsibility Committee</td> <td>Member</td> </tr> <tr> <td>Vedanta Limited</td> <td>Committee of Directors</td> <td>Member</td> </tr> <tr> <td>Vedanta Limited</td> <td>ESG Committee</td> <td>Member</td> </tr> <tr> <td>Vedanta Limited</td> <td>Stakeholders' Relationship Committee</td> <td>Member</td> </tr> <tr> <td>ESL Steel Limited</td> <td>Audit Committee</td> <td>Member</td> </tr> <tr> <td>ESL Steel Limited</td> <td>Nomination & Remuneration Committee</td> <td>Member</td> </tr> </tbody> </table>	Name of the Company	Name of the Committee	Chairperson/Member	Ferro Alloys Corporation Limited	Nomination & Remuneration Committee	Member	Ferro Alloys Corporation Limited	Corporate Social Responsibility Committee	Member	Vedanta Limited	Committee of Directors	Member	Vedanta Limited	ESG Committee	Member	Vedanta Limited	Stakeholders' Relationship Committee	Member	ESL Steel Limited	Audit Committee	Member	ESL Steel Limited	Nomination & Remuneration Committee	Member
Name of the Company	Name of the Committee	Chairperson/Member																							
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Vedanta Limited	ESG Committee	Member																							
Vedanta Limited	Stakeholders' Relationship Committee	Member																							
ESL Steel Limited	Audit Committee	Member																							
ESL Steel Limited	Nomination & Remuneration Committee	Member																							
Inter se relationship with other Directors / Key Managerial Personnel/ Managers	Nil																								

Particulars	Details
Date of first appointment on the Board	August 01, 2020
Terms and Conditions of re-appointment	Re-appointment as CEO & WTD for a further period of 2 months from June 01, 2026 to July 31, 2026. Other terms and conditions including remuneration of re-appointment form part of the Explanatory Statement
Remuneration last drawn (including sitting fees, if any)	Please refer to the Report on Corporate Governance forming part of the Integrated Annual Report FY 2025-26
Remuneration proposed to be paid	Remuneration as approved by the Board.
No. of meetings of the Board attended during FY 2025-26	Seven (7)