HZL/2026-27/SECY/82

September 16, 2026

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

Kind Attn: General Manager – Department of Corporate Services

Scrip Code: 500188

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

Kind Attn: Head Listing & Corporate Communication

Trading Symbol: HINDZINC

Dear Sir/Ma'am,

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

This is further to our intimations bearing reference nos. HZL/2026-27/SECY/61 dated July 24, 2026 and HZL/2026-27/SECY/75 dated August 15, 2026, wherein the Company had informed the Stock Exchanges regarding the appointment of Mr. Amarendu Prakash (DIN: 08896653) as Chief Executive Officer and Whole-time Director and Dr. Yogesh Attray (DIN: 07654847) as an Independent Director on the Board of the Company, subject to the approval of the Members of the Company.

Pursuant to Regulation 30 read with Schedule III of the SEBI LODR Regulations, we hereby enclose the Postal Ballot Notice dated September 9, 2026, along with the Explanatory Statement thereto (**"Notice"**), seeking approval of the Members of the Company, by way of remote e-voting only, in respect of the following resolutions:

Sr. No.	Particulars	Type of resolution(s)
1.	To consider and approve the Appointment of Mr. Amarendu Prakash (DIN: 08896653) as a Director and Whole-time Director designated as Chief Executive Officer of the Company for a period of 3 years with effect from August 01, 2026.	Ordinary Resolution
2.	To consider and approve the appointment of Dr. Yogesh Attray (DIN: 07654847) as an Independent Director of the Company.	Special Resolution

The Notice is being sent electronically to those Members whose name appears in the register of Members or register of beneficial owners maintained by the Depositories as on the cut-off date i.e., Friday, September 11, 2026 (**"Cut-off Date"**) received from the Depositories and whose e-mail addresses are registered with the Company/M/s. KFin Technologies Limited (**"KFin"**) i.e. Registrar and Transfer Agent /Depositories/Depository Participants (**"DPs"**). The voting rights of the Members shall be in proportion to their share of the paid-up equity share capital of the Company as on the cut-off date.

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

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

Commencement of e-voting	From 9:00 a.m. (IST) on Thursday, September 17, 2026
End of e-voting	Up to 5:00 p.m. (IST) on Friday, October 16, 2026

The Postal Ballot notice is also available on the Company's website, i.e. www.hzlindia.com on the website of the remote e-voting agency at www.evoting.nsdl.com.

This is for your information and records.

Thanking You,

Yours faithfully,
For Hindustan Zinc Limited

AASHHIMA V KHANNA
Digitally signed by AASHHIMA V KHANNA
Date: 2026.09.16 12:53:33 +05'30'

Aashhima V Khanna
Company Secretary & Compliance Officer

Enclosed: as above

Copy to:

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

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

KFin Technologies Limited
Selenium Tower B, Plot No. 31 & 32, Gachibowli, Financial District, Nanakramguda, Hyderabad - 500032

HINDUSTAN ZINC LIMITED
CIN: L27204RJ1966PLC001208
Registered Office: Yashad Bhawan, Yashadgarh, Udaipur, Rajasthan -313004
Website: www.hzlindia.com **Email:** hzl.secretarial@vedanta.co.in
Tel: +91 294 6604000

NOTICE OF POSTAL BALLOT

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

Dear Member(s),

Notice is hereby given that the resolutions set out below are proposed for approval by the Members of Hindustan Zinc Limited **("the Company")** by means of Postal Ballot through remote e-voting only **("e-voting")**, pursuant to the provisions of Sections 108, 110 and other applicable provisions, if any, of the Companies Act, 2013 **("the Act")** read with Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014 **("the Rules")**, Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 **("SEBI Listing Regulations")**, Secretarial Standard on General Meetings **("SS-2")** issued by the Institute of Company Secretaries of India, and other applicable laws, rules, regulations, circulars and notifications, as amended from time to time.

This Postal Ballot is being conducted in accordance with the framework prescribed by the Ministry of Corporate Affairs **("MCA")** vide General Circular Nos. 14/2020 dated 8th April, 2020, 17/2020 dated 13th April, 2020 and subsequent circulars issued from time to time, the latest one being General Circular No. 03/2025 dated 22nd September, 2025 (collectively, the **"MCA Circulars"**), which permits the conduct of postal ballot process through e-voting without the requirement of sending physical postal ballot forms. Accordingly, the Company is providing the facility to its Members to exercise their voting rights electronically in respect of the resolutions set out in this Notice.

The Explanatory Statement pursuant to Sections 102 and 110 of the Act, setting out the material facts and rationale in respect of the resolutions proposed in this Postal Ballot Notice, is annexed hereto and forms an integral part of this Notice.

SPECIAL BUSINESSES:

1. **To consider and approve the Appointment of Mr. Amarendu Prakash (DIN: 08896653) as a Director and Whole-time Director designated as Chief Executive Officer of the Company for a period of 3 years with effect from August 01, 2026.**

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

   "RESOLVED THAT pursuant to the provisions of Sections 149, 152 and 160 and all other applicable provisions, if any, of the Companies Act, 2013 ("the Act"), read with the Companies (Appointment and Qualification of Directors) Rules, 2014, and the applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (SEBI Listing Regulations) {including any statutory modification(s), amendment(s) thereto or re-enactment(s) thereof for the time being in force}, the Articles of Association of the Company and pursuant to the recommendation of the Nomination and Remuneration Committee and the Board of Directors, Mr. Amarendu Prakash (DIN:

08896653), who was appointed as an Additional Director of the Company with effect from August 01, 2026, and in respect of whom the Company has received a notice in writing under Section 160 of the Act proposing his candidature for the office of Director, be and is hereby appointed as a Director of the Company, liable to retire by rotation.

RESOLVED FURHTER THAT pursuant to the provisions of Sections 196, 197, 198, 203 and all other applicable provisions, if any, of the Act, read with Schedule V thereto and the Rules made thereunder, and the applicable provisions of the SEBI Listing Regulations, (including any statutory modification(s), amendment(s) thereto or re-enactment(s) thereof for the time being in force), the Articles of Association of the Company and pursuant to the recommendation of the Nomination and Remuneration Committee and the Board of Directors, approval of the Members be and is hereby accorded to the appointment of Mr. Amarendu Prakash (DIN: 08896653) as Whole-time Director and Chief Executive Officer of the Company, for a period of three (3) years with effect from August 01, 2026 up to July 31, 2029, liable to retire by rotation, on the terms and conditions, including remuneration, as set out in the Explanatory Statement annexed to this Postal Ballot Notice.

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

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorised to alter, amend, vary or revise the terms and conditions of appointment and/or remuneration of Mr. Amarendu Prakash from time to time, on the recommendation of the Nomination and Remuneration Committee, subject to the provisions of the Act, Schedule V thereto and such other approvals, if any, as may be required.

RESOLVED FURTHER THAT the Board of Directors and the Company Secretary be and is hereby 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, including filing of necessary forms and returns with the Registrar of Companies and complying with all other statutory requirements in this regard."

2. **To consider and approve the appointment of Dr. Yogesh Attray (DIN: 07654847) as an Independent Director of the Company.**

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

   "RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152, 160, Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 ("Act"), read with the Companies (Appointment and Qualification of Directors) Rules, 2014, the applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations"), the Articles of Association of the Company and other applicable laws, regulations and guidelines (including any statutory modification(s), amendment(s) thereto or re-enactment(s) thereof for the time being in force), and pursuant to Order No. Met3-10/2/2020-Metal III dated August 14, 2026 issued by the Ministry of Mines, Government of India, and on the recommendation of the Nomination and Remuneration Committee and the Board of Directors, Dr. Yogesh Attray (DIN: 07654847), who was appointed as an Additional Director in the category of Independent Director (Non-Official Part-Time Director) on the Board of the Company with effect from August 14, 2026, and who meets the criteria of independence prescribed under Section 149(6) of the Act and Regulation 16(1)(b) of the SEBI Listing Regulations and has submitted the requisite declaration confirming his independence, be and is hereby appointed as an Independent

Director of the Company for a term of three (3) years from the date of notification of his appointment i.e. August 14, 2026 or until further orders of the Ministry of Mines, Government of India, whichever is earlier, and that he shall not be liable to retire by rotation.

RESOLVED FURTHER THAT the Board of Directors and the Company Secretary be and is hereby 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, including filing of necessary forms and returns with the Registrar of Companies and complying with all other statutory requirements in this regard."

Place: Delhi
Date: September 09, 2026

By order of the Board of Directors
For Hindustan Zinc Limited

Sd/-
Aashhima V Khanna
Company Secretary & Compliance Officer
Membership No.: ACS34517

Notes:

1. In compliance with Section 102, 108 and 110 of the Act read with Rules 20 and 22 of the Rules and the MCA Circulars, this Postal Ballot Notice **("Notice")**, together with the Explanatory Statement and instructions fore-voting, is being sent only through electronic mode to those Members whose e-mail addresses are registered with the Company, Registrar and Share Transfer Agent **("RTA")**, or Depositories as on Friday, September 11, 2026 **("Cut-off Date")**. Accordingly, the communication of assent or dissent of the Members on the resolutions proposed in this Notice shall take place only through the e-voting system.

2. Further, in compliance with the MCA Circulars, physical copies of the Postal Ballot Notice, Postal Ballot Form and pre-paid business reply envelope will not be sent to the Members for this Postal Ballot.

3. Members whose e-mail addresses are not registered and who wish to receive the Notice(s), Annual Report and other communications from the Company may register their e-mail addresses by submitting Form ISR-1 to KFin Technologies Limited at einward.ris@kfintech.com or to the Company at hzl.secretarial@vedanta.co.in. Members holding shares in dematerialized form are requested to register/update their e-mail addresses with their respective Depository Participants **("DPs")**.

4. The Company has engaged the services of National Securities Depository Limited **("NSDL")** to provide the e-voting facility to its Members. Members are requested to carefully read the instructions for e-voting provided in the Notes to this Postal Ballot Notice to understand the process and manner of casting their votes electronically.

5. The Schedule for e-voting is as follows:

Commencement of e-voting	From 9:00 a.m. (IST) on Thursday, September 17, 2026
End of e-voting	Up to 5:00 p.m. (IST) on Friday, October 16, 2026

6. The Postal Ballot Notice will also be available on the website of the Company at https://www.hzlindia.com/, websites of the Stock Exchanges i.e. BSE Limited, National Stock Exchange of India Limited at www.bseindia.com and www.nseindia.com respectively, and on the website of our e-voting agency i.e. NSDL e-voting website at www.evoting.nsdl.com.

7. All material documents referred to in the Notice and explanatory statement will be available electronically for inspection without any fee by the Members from the date of circulation of this Notice until the last date of e-voting. Members seeking to inspect such documents can send an e-mail to hzl.secretarial@vedanta.co.in.

8. The voting rights of the Members shall be in proportion to their share of the paid-up equity share capital of the Company as on the cut-off date i.e., Friday, September 11, 2026. 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.

9. A Member cannot, exercise his / her vote through proxy on postal ballot. However, corporate and institutional members shall be entitled to vote through their authorized representatives. Institutional / Corporate Members are requested to send a scanned copy in pdf / jpg format of the Board Resolution / Power of Attorney authorising its representatives to vote pursuant to Section 113 of the Act, through e-mail at cs.vmanda@gmail.com with a copy marked to evoting@nsdl.com.

10. Members are requested to carefully read the instructions in this Postal Ballot Notice and record their assent (**FOR**) or dissent (**AGAINST**) only through the e-voting process not later than 5:00 p.m. (IST) on

Friday, October 16, 2026. E-voting will be disabled by NSDL immediately thereafter and will not be allowed beyond the said date and time.

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

12. The Scrutinizer will, after the conclusion of e-voting, scrutinize the votes cast and prepare a Scrutinizer's report indicating the number of the votes cast in favour or against, if any. The report shall be submitted to the Chairperson or a person authorized by her in writing who shall countersign the same. The Chairperson or any other person authorised by the Chairperson shall declare the results not later than 2 working days of the conclusion of the e-voting. The said results along with the report of the Scrutinizer will also be placed on the website of the Company at www.hzlindia.com, website of NSDL at www.evoting.nsdl.com and shall also be displayed at the registered office and corporate office of the Company. The results shall simultaneously be submitted to the Stock Exchange(s) and be made available at www.bseindia.com and www.nseindia.com.

13. The resolutions if approved, shall be deemed to have been passed on the last date of e-voting i.e., Friday, October 16, 2026, subject to receipt of the requisite number of votes in favour of the resolutions.

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

Step 1: Access to NSDL e-voting system

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

Type of shareholders	**Login Method**
Individual Shareholders holding securities in demat mode with NSDL.	**1. Instructions for OTP based login:** (i) Visit the e-Services website of NSDL Viz https://eservices.nsdl.com/SecureWeb/evoting/evotinglogin.jsp (ii) Enter your 8-digit DP ID,8-digit Client Id, PAN No., Verification code and generate OTP. (i) After successful authentication, Members will be redirected to e-voting website of NSDL for casting your vote during the remote e-voting period. **2. Instructions for existing Internet-based Demat Account Statement ("IDeAS") facility Users:** (ii) Visit the e-Services website of NSDL Viz. https://eservices.nsdl.com. (iii) On the e-Services home page click on the "**Beneficial Owner"** icon under **"Login"** which is available under **'IDeAS'** section. (iv) A new page will open. Enter the existing User ID and Password for accessing IDeAS. (v) 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. (vi) Click on company name, i.e., **'Hindustan Zinc Limited'**, or **e-voting service provider i.e. NSDL** (vii) Members will be redirected to e-voting website of NSDL for casting your vote during the remote e-voting period.

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3. Instructions for those Members who are not registered under IDeAS:
(I) Visit https://eservices.nsdl.com. for registering.
(II) Select “Register Online for IDeAS Portal” or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp
(III) Visit the e-voting website of NSDL. https://www.evoting.nsdl.com/
(IV) Once the home page of e-voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section. A new screen will open.
(V) Members will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen.
(VI) After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-voting page.
(VII) 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.
4. NSDL Mobile App
(i) Members can also download NSDL Mobile App “NSDL Speede” facility by scanning the QR code mentioned below for seamless voting experience.
NSDL Mobile App is available on
App Store Google Play
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<td>Individual Shareholders holding securities in demat mode with CDSL</td>
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A. Instructions for existing users who have opted for Electronic Access to Securities Information (“Easi / Easiest”) facility:
1. Visit https://web.cdslindia.com/myeasitoken/home/login or www.cdslindia.com
2. Click on New System MyEasi.
3. Login to MyEasi option under quick login.
4. Enter the registered user ID and password for accessing Easi / Easiest.
5. Members will be able to view the e-voting Menu.
6. Additionally, there is also links provided to access the system of all e-voting Service Providers, so that the user can visit the e-voting service providers’ website directly.

B. Instructions for users who have not registered for Easi / Easiest
(i) Visit https://web.cdslindia.com/myeasitoken/Home/Login for registering.
(ii) Proceed to complete registration using the DP ID, Client ID (BO ID), etc.
(iii) After successful registration, please follow the steps given in point no. A above to cast your vote.

C. Alternatively, instructions for directly accessing the e-voting website of CDSL
(i) Visit www.cdslindia.com home page.
(ii) Provide Demat Account Number and PAN.
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	(iii) System will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. (iv) After successful authentication, user will be able to see the e-voting option where the evoting is in progress and also able to directly access the system of all e-voting Service Providers.
Individual Shareholders (holding securities in demat mode) login through their depository participants	**A. Instructions for login through Demat Account / website of Depository Participant:** (i) Members can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-voting facility. (ii) Once logged-in, Members will be able to see e-voting option. a. Click on e-voting option, Members will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-voting feature. b. Click on option available against **'Hindustan Zinc Limited'** or e-voting service provider i.e. NSDL. c. Members will be redirected to e-voting website of NSDL for casting your vote during the remote e-voting period.
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.	
Securities held 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
Securities held 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. 1800-21-09911.

(II) Login Method for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode.

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

1. Visit the e-voting website https://www.evoting.nsdl.com/.
2. Once the home page of e-voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section.
3. A new screen will open. Members will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen.
   Alternatively, if Members are registered for NSDL eservices i.e. IDEAS, Members can log-in at https://eservices.nsdl.com/ with your existing IDEAS login. Once Members log-in to NSDL eservices after using your log-in credentials, click on e-voting and you can proceed to Step 2 i.e. Cast your vote electronically.
4. Members User ID details are given below:

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 143117 then user ID is 143117001***

5. Password details for shareholders other than Individual shareholders are given below:
   a) If Members are already registered for e-voting, then Members can use their existing password to login and cast your vote.

   b) If Members are using NSDL e-voting system for the first time, Members will need to retrieve the 'initial password'. Once you retrieve your 'initial password', Members need to enter the 'initial password' and the system will force you to change your password.

   c) How to retrieve your 'initial password'?
      (i) If Members email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.
      (ii) If Members email ID is not registered, please follow steps mentioned below in **process for those shareholders whose email ids are not registered**

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

   a) Click on "**Forgot User Details/Password**?"(If Members are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com.
   b) **Physical User Reset Password**?" (If Members 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, Members will have to click on "Login" button.
9. Click on the "Login" button, Home page of e-voting will open.

Step 2: Cast your vote electronically on NSDL e-voting system

<u>How to cast your vote electronically on NSDL e-voting system?</u>

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

<u>General Guidelines for shareholders</u>

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, Senior Manager, 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 e mail ids for e-voting for the resolutions set out in this notice:

1. In case shares are held in physical mode, please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) by email to hzl.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 (hzl.secretarial@vedanta.co.in). If you are an Individual shareholder holding securities in demat mode, you are requested to refer to the login method explained at **step 1 (A**) i.e. **Login method for e-voting for Individual shareholders holding securities in demat mode**.

3. Alternatively, shareholder/members may send a request to evoting@nsdl.com 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.

Explanatory Statement pursuant to Section 102 and 110 of the Companies Act, 2013 and additional information as required under the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015

Item No. 1

Based on the recommendation of the Nomination and Remuneration Committee **("NRC")**, the Board of Directors of the Company, at its meeting held on July 24, 2026, approved the appointment of Mr. Amarendu Prakash (DIN: 08896653) as an Additional Director and designated him as Whole-time Director and Chief Executive Officer **("CEO")** of the Company for a period of three (3) years with effect from August 1, 2026, to July 31, 2029, subject to approval of the Members of the Company.

A brief profile of Mr. Amarendu Prakash is as below:

Mr. Amarendu Prakash is a seasoned business leader with more than three decades of experience in the steel and metals industry. During his distinguished career, he has held several leadership positions and has demonstrated exceptional capabilities in driving operational excellence, project execution, technological advancements, organisational transformation and sustainable growth. Prior to joining the Company, he served as Chairman & Managing Director of Steel Authority of India Limited (SAIL), where he spearheaded strategic initiatives focused on capacity expansion, digital transformation, operational efficiency and sustainability.

A Metallurgical Engineer from BIT Sindri, Mr. Prakash joined SAIL in 1991 and, over the years, held key leadership roles including Director (In-charge) of the Burnpur and Bokaro Steel Plants. His vast experience across mining, metals, manufacturing operations and corporate leadership positions him uniquely to lead the Company through its next phase of growth and value creation.

The Board is of the view that considering Mr. Prakash's extensive experience, proven leadership track record, deep understanding of the metals and mining sector and strategic vision, his appointment as Whole-time Director designated as Chief Executive Officer would be in the best interests of the Company and its stakeholders.

The principal terms and conditions of his appointment, including remuneration, are set out below:

Remuneration:

(a) **Fixed Pay:** In the range of INR 30,00,000 - INR 55,00,000 per month including Provident Fund & gratuity contribution. (With such annual / special increments within the aforesaid range as may be decided by the Board or any Committee thereof, in its absolute discretion from time to time).

(b) **Annual Performance Pay:** As per Vedanta Limited bonus plan, the payout is subject to achievement of annual business outcomes, in-line with the long-term strategy of the Company. Key metrics for annual performance pay are achievement of organization performance and include financial / operational target as per annual operating plan, HSE (safety, sustainability & ESG) parameters which focus on workplace health and safety, asset integrity, environment, social & governance aspects aligned to strengthen Vedanta's ESG practices, strategic business goals and individual contribution. Any fatality in the company shall impact the annual bonus as a negative multiplier. The metrics / parameters are decided annually and may change as may be decided by the Board / Committee. Target Annual Performance Pay is up to 100% of fixed pay (payable annually as may be decided by the Board / Committee).

The aforesaid bonus is subject to claw-back provisions including recovery of amounts already paid and/or forfeiture of outstanding amounts.

(c) **Long-Term Incentive Plan:** Mr. Amarendu Prakash shall be eligible to participate in the Company's Long-Term Incentive Plan (LTIP), as may be approved by the Board and/ Committee from time to time, in accordance with the applicable laws and the Company's remuneration policy. The vesting and payout of the awards granted under the LTIP shall be subject to the continued employment, achievement of pre-defined organization performance conditions and include financial, operational & ESG targets and individual performance conditions or any other terms and conditions as may be prescribed by the Board/Committee. The performance metrics for each grant cycle shall be determined and approved separately and may be revised by the Board/Committee from time to time, as deemed appropriate. As approved by the Board of Directors Mr. Amarendu Prakash has got an ESOS grant with a valuation of INR 400 lacs, and the corresponding options are proposed to be granted under the FY 2026-27 ESOS cycle.

Other Benefits:

(a) The Company shall provide him with car or cash in lieu thereof, expenses relating to fuel, maintenance and driver will be reimbursed on actual as per Company policy. Further the Company shall also provide telephones and other communication facility (for official business).
(b) The remuneration for Mr. Amarendu Prakash also includes the joining bonus of INR 100 lacs in addition to the above which has 100% clawback for a period of prior completion of 24 months.
(c) Such other benefits as may be decided by the Board or its Committee from time to time.

Other Terms and Conditions:

(i) The terms and conditions of Mr. Prakash's appointment, including remuneration, may be altered, enhanced or varied from time to time by the Board of Directors based on the recommendation of the Nomination and Remuneration Committee, provided that such variation is within the limits prescribed under the Act, Schedule V thereto and other applicable laws.
(ii) Mr. Prakash shall not be entitled to any sitting fees for attending meetings of the Board of Directors or Committees thereof.

Minimum Remuneration

Notwithstanding anything contained herein, where in any financial year during the tenure of Mr. Prakash the Company has no profits or its profits are inadequate, the Company shall pay remuneration by way of salary, perquisites, allowances and benefits, in accordance with the provisions of Section II of Part II of Schedule V to the Actand other applicable laws.

The Company has received all necessary documents and confirmations from Mr. Amarendu Prakash in connection with his appointment, including (i) his consent to act as a Director in Form DIR-2 pursuant to the Act and the rules made thereunder; (ii) intimation in Form DIR-8 confirming that he is not disqualified from being appointed as a Director under Section 164 of the Act; (iii) a declaration pursuant to Part I of Schedule V to the Act; and (iv) a confirmation that he has not been debarred from holding the office of Director by virtue of any order passed by SEBI or any other regulatory authority. The Board is satisfied that Mr. Amarendu Prakash fulfils all the conditions specified under the Act, SEBI Listing Regulations and other applicable laws for his appointment as Whole-time Director designated as Chief Executive Officer of the Company.

Additional information as required under the Act, the SEBI Listing Regulations and Secretarial Standard-2 are provided in **Annexure – 1** forming part of this Notice.

Details prescribed under Section II of Part II of Schedule V to the Act in relation to payment of remuneration in case of inadequacy or absence of profits are provided in **Annexure – 2** forming part of this Notice.

Except Mr. Prakash and his relatives, to the extent of their shareholding, if any, in the Company, none of the Directors, Key Managerial Personnel of the Company or their relatives are concerned or interested, financially or otherwise, in the resolution set out at Item No. 1 of the Notice.

The Board of Directors recommends the Ordinary Resolution set out at Item No. 1 for approval of the Members.

Item No. 2

To consider and approve the appointment of Dr. Yogesh Attray (DIN: 07654847) as an Independent Director of the Company.

The Company has received Order No. Met3-10/2/2020-Metal III dated August 14, 2026 from the Ministry of Mines, Government of India, conveying the decision of the Hon'ble President of India, in terms of Article 4.1(a) of the Shareholders' Agreement executed between the Government of India and M/s Sterlite Opportunities and Ventures Limited (now known as Vedanta Limited), for the appointment of Dr. Yogesh Attray (DIN: 07654847) as a Non-Official Part-Time Director on the Board of Hindustan Zinc Limited ("the Company") for a period of three years with effect from the date of notification or until further orders, whichever is earlier.

Pursuant to the aforesaid nomination and based on the recommendation of the Nomination and Remuneration Committee (“NRC”), the Board of Directors of the Company, by way of a circular resolution passed on August 15, 2026, approved the appointment of Dr. Yogesh Attray (DIN: 07654847) as an Additional Director in the category of Independent Director (Non-Official Part-Time Director) with effect from August 14, 2026, subject to the approval of the Members of the Company.

A brief profile of Dr. Yogesh Attray is as below:

Dr. Yogesh Attray is a distinguished educationist, researcher, and entrepreneur with over two decades of experience in the fields of education, administration, social development, and agriculture. He serves as the Chairman of Bhartiya Prashikshan Sansthan, a teacher training institute recognized by NCTE, Government of India, and is also the owner of Attray Organics Farmhouse, engaged in certified organic and hi-tech agriculture initiatives in Rajasthan.

Dr. Attray holds a Ph.D. in Political Science from Dr. A.P.J. Abdul Kalam University, Indore, and MA in Political Science. He has extensive experience in educational administration, research, and community development. He has also been associated with various social welfare initiatives and has served as President of the SC/ST Welfare and Development Society since 1997. His areas of expertise include administration, research, agriculture, and management.

The Board is of the view that Dr. Attray's rich and varied experience, knowledge of public affairs, administration, social development and governance will be of significant value to the Company and will further strengthen the diversity of skills, expertise and experience available on the Board.

The Company has received from Dr. Attray (i) consent to act as a Director in terms of Section 152 of the Act, (ii) declaration confirming that he meets the criteria of independence prescribed under Section 149(6) of the Act and Regulation 16(1)(b) of the SEBI Listing Regulations, (iii) confirmation that he is not disqualified from being appointed as a Director under Section 164 of the Act, and (iv) confirmation that he has not been debarred from holding the office of Director by virtue of any order passed by SEBI or any other authority.

The Board, based on the recommendation of the NRC, is satisfied that Dr. Attray possesses the requisite qualifications, skills, integrity, expertise and experience for appointment as an Independent Director and fulfils the conditions specified under the Act and the SEBI Listing Regulations for appointment as an Independent Director. The Board is also of the opinion that Dr. Attray is a person of integrity and is independent of the management of the Company. Dr. Attray is registered with the Independent Directors' Databank maintained by the Indian Institute of Corporate Affairs.

Pursuant to Regulation 17(1C) and Regulation 25(2A) of the SEBI Listing Regulations, the appointment of an Independent Director shall be approved by the shareholders by way of a Special Resolution at the next general meeting or within three months from the date of appointment, whichever is earlier. Accordingly, approval of the Members is being sought through Postal Ballot for the appointment of Dr. Yogesh Attray as an Independent Director of the Company.

Dr. Attray shall be entitled to receive sitting fees for attending meetings of the Board and Committees thereof and such commission as may be approved by the Board from time to time, within the limits prescribed under the Act and other applicable laws.

Documents relating to this item of business including the draft letter of appointment shall be available for inspection in the manner set out in Note 7 to this Notice.

Except Dr. Yogesh Attray and his relatives, to the extent of their shareholding, if any, in the Company, none of the Directors, Key Managerial Personnel of the Company or their relatives are concerned or interested, financially or otherwise, in the resolution set out at Item No. 2 of the Notice.

The Board recommends the Special Resolution set out at Item No. 2 of the Notice for approval of the Members.

Additional information pursuant to Regulation 36 of the SEBI Listing Regulations and Secretarial Standard on General Meetings (SS-2) issued by the Institute of Company Secretaries of India is provided in Annexure I to this Notice.

Registered Office: Yashad Bhawan, Yashadgarh,
Udaipur, Rajasthan -313004
CIN: L27204RJ1966PLC001208
E-mail ID: **hzl.secretarial@vedanta.co.in**
Website: **www.hzlindia.com**
Tel.: +91 294 6604000-02

By Order of the Board of Directors
For Hindustan Zinc Limited

Sd/-

Aashhima V Khanna
Company Secretary & Compliance Officer
Membership No. ACS34517

Place: Delhi
Date: September 09, 2026

Annexure -1

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

Name of Director	Mr. Amarendu Prakash	Dr. Yogesh Attray
Designation/ Category of Directorship	Whole-time Director designated as Chief Executive Officer of the Company	Independent Director (Non-Official Part Time Director)
Director Identification Number (DIN)	08896653	07654847
Date of first Appointment on the Board	Auguust 01, 2026	August 14, 2026
Date of Birth	September 12, 1970	June 24, 1972
Age	56 years	54 years
Qualification, Brief resume / Experience (including expertise in specific functional area, skills and capabilities required for the role)	As detailed in explanatory statement in item No. 1 of this Notice	As detailed in explanatory statement in item No. 2 of this Notice.
Terms and Conditions of appointment	As detailed in this Notice along with explanatory statement in Item No. 1 of this Notice.	As detailed in this Notice along with explanatory statement in Item No. 2 of this Notice.
Shareholding in the Company (including shareholding as Beneficial Owner) as on date of Notice	Nil	Nil
Directorship in other Companies as on date of Notice	1. Hindustan Zinc Fertilisers Private Limited 2. Hindustan Zinc Alloys Private Limited 3. Vedanta Zinc Football & Sports Foundation 4. Zinc India Foundation 5. Hindmetal Exploration Services Private Limited	Nil
Listed Entities from which resigned in past three years	1. Steel Authority of India Limited (SAIL)	Nil
Membership / Chairmanship of Committees of the other Boards	Nil	Nil
Inter se relationship with other Directors / Key Managerial Personnel/ Managers	None	None
Remuneration last drawn (including sitting fees, if any)	Nil	Nil
Remuneration proposed to be paid	As detailed in this Notice along with explanatory statement in Item No. 1 of this Notice.	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 2026-27 (upto the date of postal ballot notice)	1	1
Justification for choosing the appointee for appointment as an Independent Director	Not applicable	As detailed in explanatory statement in Item No. 2 of this Notice.

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HINDUSTAN ZINC
Zinc & Silver of India

Annexure – II

Statement pursuant to the provisions of Section II of Part II of Schedule V of the Companies Act, 2013 with reference to the Resolution at Item No. 1:

<table>
<tr><td colspan="2">I. General Information</td></tr>
<tr><td>Nature of Industry</td><td>Hindustan Zinc is an integrated metals and mining company engaged in the production of Zinc, Lead and Silver through end-to-end mining and smelting operations.</td></tr>
<tr><td>Date or expected date of commencement of commercial production</td><td>The company was incorporated on January 10, 1966 and the foundation of Debari Smelter was also laid on 1966.</td></tr>
<tr><td>In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus</td><td>Not Applicable</td></tr>
<tr><td>Financial Performance based on given indicators (Standalone basis)</td><td>
<table>
<tr><th>Particulars</th><th>FY 2026 (in Rs. Millions)</th><th>FY 2025 (in Rs. Millions)</th></tr>
<tr><td>Revenue from Operations</td><td>406586</td><td>339689</td></tr>
<tr><td>EBITDA</td><td>220102</td><td>173717</td></tr>
<tr><td>Profit Before Tax</td><td>183622</td><td>134634</td></tr>
<tr><td>Profit After Tax</td><td>137119</td><td>102788</td></tr>
<tr><td>Net Worth</td><td>224750</td><td>132900</td></tr>
<tr><td>EPS (₹)</td><td>32.45</td><td>24.33</td></tr>
</table>
</td></tr>
<tr><td>Foreign investments or collaborators, if any</td><td>NIL</td></tr>
<tr><td colspan="2">II. INFORMATION ABOUT THE APPOINTEE</td></tr>
<tr><td>Background details, Recognition or awards, Job profile and his suitability</td><td>As detailed in the explanatory statement in Item No. 1 of this Notice.</td></tr>
<tr><td>Past Remuneration</td><td>Mr. Amarendu Prakash has been appointed as CEO & Whole-time Director w.e.f. August 01, 2026. Hence, not applicable</td></tr>
<tr><td>Remuneration proposed</td><td>As detailed in the explanatory statement in Item No. 1 of this Notice.</td></tr>
<tr><td>Comparative remuneration profile with respect to industry, size of the Company, profile of the position and person</td><td>Keeping in view Mr. Prakash's extensive experience, proven leadership track record, deep understanding of the metals and mining sector and strategic vision, the remuneration is fully justifiable and in line with the existing industry norms.</td></tr>
<tr><td>Pecuniary relationship, directly or indirectly, with the Company or relationship with the managerial personnel or other director, if any</td><td>Besides the remuneration proposed, Mr. Prakash does not have any pecuniary relationship with the Company. Further, he is not related to any managerial personnel or any other director of the Company.</td></tr>
<tr><td colspan="2">III. OTHER INFORMATION</td></tr>
<tr><td>Reasons of loss or inadequate profits</td><td>Presently, there is no inadequacy of profits for the payment of remuneration to the Directors and Key Managerial Personnel. However, to ensure continuity in the payment of remuneration in the event of any future inadequacy of profits, this enabling clause is being included and is proposed for the approval of the Members.</td></tr>
<tr><td>Steps taken or proposed to be taken for improvement</td><td>Not Applicable</td></tr>
<tr><td>Expected increase in productivity and profits in measurable terms</td><td>Not Applicable</td></tr>
</table>