

**HINDUSTAN ZINC LIMITED**

Registered Office: Yashad Bhawan, Udaipur-313004

Email: hzl.cosecy@vedanta.co.in, Tel: +91 294 6604000-02, Fax: +91 294 2427734

CIN: L27204RJ1966PLC001208, website: www.hzlindia.com

NOTICE

Notice is hereby given that the 52nd Annual General Meeting of the Members of the Company will be held on Friday, August 31, 2018 at 2.30 PM at the registered office of the company at Yashad Bhawan, Udaipur (Rajasthan) to transact the following business:

ORDINARY BUSINESS

1. To consider and adopt the Audited Financial Statements of the Company for the financial year ended March 31, 2018, together with the reports of the Board of Directors and Auditors thereon.
2. To confirm the payment of first interim dividend and second interim dividend made during the financial year 2017-18.
3. To appoint a Director in place of Mr. Agnivesh Agarwal (DIN: 00038950), who retires by rotation and being eligible, offers himself for reappointment as per Article 70 of the Articles of Association of the Company.
4. To ratify the appointment of M/s S. R. Batliboi & Co. LLP as Statutory Auditors of the Company and in this regard, to consider and 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 modification(s) or re-enactment(s) thereof for the time being in force) and pursuant to the recommendations of the Audit Committee and pursuant to the resolution passed by the shareholders at the 50th Annual General Meeting of the Company held on June 28, 2016, the appointment of M/s S.R. Batliboi & Co. LLP, Chartered Accountants (Firm Registration No. 301003E/E300005) as Statutory Auditors of the Company be and is hereby ratified to hold office from the conclusion of this Annual General Meeting till the conclusion of the next Annual General Meeting at such remuneration and the reimbursement of out of pocket expenses, if any, as may be fixed by the Board of Directors on the recommendation of the Audit Committee."

SPECIAL BUSINESS

5. To ratify the remuneration of the Cost Auditors for the financial year ending March 31, 2019 and in this regard, to consider and pass the following resolution as an Ordinary Resolution:

"RESOLVED THAT pursuant to the provisions of Section 148 and other applicable provisions, if any, of the Companies Act, 2013 read with The Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), the payment of remuneration of ₹ 2.00 Lakhs (Rupees Two Lakhs only) to M/s K. G. Goyal & Company, Cost Accountants (Firm Registration No. 000017) who were reappointed by the Board of Directors of the Company as the Cost Auditors to conduct the audit of the cost records of the Company for the financial year ending March 31, 2019, be and is hereby ratified."

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to do all such acts, deeds, matters and things and to take all such steps as may be necessary, proper and expedient to give effect to this resolution."

6. To approve reappointment of Mr. A.R. Narayanaswamy (DIN: 00818169) as an Independent Director and in this regard, to consider and if thought fit, to pass, with or without modification(s) the following resolution as an Special Resolution:

"RESOLVED THAT pursuant to the provisions of Sections 149 and 152 read with Schedule IV and all other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Appointment & Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and Article 129 of the Articles of Association of the Company, Mr. A.R. Narayanaswamy (DIN 00818169), Director of the Company, who has submitted a declaration that he meets the criteria for independence as provided in Section 149(6) of the Companies Act, 2013 and who is eligible for reappointment and in respect of whom the Company has received a notice in writing from a member along with the deposit of requisite amount under section 160 of the Companies Act, 2013 proposing his candidature for the office of Independent Director, being so eligible, be reappointed as an Independent Director of the Company, not liable to retire by rotation, to hold office with effect from the date of approval of his reappointment by the Board of Directors, i.e. from March 11, 2018 till July 31, 2020."

7. To approve reappointment of Mr. Arun L. Todarwal (DIN: 00020916) as an Independent Director and in this regard, to consider and if thought fit, to pass, with or without modification(s) the following resolution as an Special Resolution:

“RESOLVED THAT pursuant to the provisions of Sections 149 and 152 read with Schedule IV and all other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Appointment & Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and Article 129 of the Articles of Association of the Company, Mr. Arun L. Todarwal (DIN 00020916), Director of the Company, who has submitted a declaration that he meets the criteria for independence as provided in Section 149(6) of the Companies Act, 2013 and who is eligible for reappointment and in respect of whom the Company has received a notice in writing from a member along with the deposit of requisite amount under section 160 of the Companies Act, 2013 proposing his candidature for the office of Independent Director, being so eligible, be reappointed as an Independent Director of the Company, not liable to retire by rotation, to hold office with effect from the date of approval of his reappointment by the Board of Directors, i.e. from March 11, 2018 till July 31, 2020.”

By Order of the Board
For Hindustan Zinc Limited

Place: Mumbai
Date: April 30, 2018

R. Pandwal
Company Secretary

NOTES

- 1) A member entitled to attend and vote at the 52nd Annual General Meeting (AGM/Meeting) is entitled to appoint a proxy to attend and vote on poll instead of himself/ herself and such proxy need not be a member of the Company. The instrument appointing a proxy/ proxies in order to be effective, should be deposited at the registered office of the Company duly completed and signed not less than forty- eight hours (48) before the commencement of the meeting. A Proxy form is enclosed herewith.**

A person can act as a proxy on behalf of members not exceeding fifty (50) and holding in the aggregate not more than ten percent (10%) of the total share capital of the Company carrying voting rights. A Member holding more than ten percent of the total share capital of the Company carrying voting rights may appoint a single person as a proxy and such person shall not act as proxy for any other person or member.

- 2) A statement pursuant to Section 102(1) of the Companies Act, 2013 (Act) relating to the special businesses to be transacted at the 52nd AGM is annexed hereto. All documents referred to in the accompanying Notice and the Explanatory Statement shall be open for inspection at the Registered Office of the Company during business hours except on holidays, up to and including the date of the Annual General Meeting, and also at the Meeting.

- 3) Information regarding particulars of Directors seeking re-appointment requiring disclosure in terms of Regulation 36 of Securities and Exchange Board of India (Listing Obligation and Disclosure Requirements) Regulations, 2015 [Listing Regulations]; Secretarial Standards on General meetings issued by the Institute of Company Secretaries of India [SS-2]; and the explanatory statement under section 102 of the Act, are annexed as Annexure 1. The Company has received the consent / declaration for re-appointment under the Companies Act, 2013 and the rules thereunder.
- 4) The Company is providing facility for voting by electronic means (e-voting) through an electronic voting system which will include remote e-voting as prescribed by the Companies (Management and Administration) Rules, 2014 as presently in force and the business set out in the Notice will be transacted through such voting. Information and instructions including details of User ID and password relating to e-voting are provided in the Notice under Note No. 21.
- 5) Corporate Members intending to send their authorized representative(s) to attend the Meeting pursuant to Section 113 of the Act are requested to send to the Company, a certified copy of the relevant Board Resolution/ Authority Letter/ Power of Attorney, authorizing their representatives together with the specimen signatures of the representative(s) to attend and vote on their behalf at the Meeting.
- 6) The Register of Members and Share Transfer Books of the Company will remain closed from Monday, August 27, 2018 to Thursday, August 30, 2018 (both days inclusive).
- 7) The Annual Report for the FY 2017-18 (Annual Report); Notice of 52nd AGM along with the attendance slip and Proxy form; notice of e-voting etc. are being sent to the members through e-mail who have registered their email ids with the Company/Depository Participants (DPs)/ Company's Registrars and Share Transfer Agents, M/s. Karvy Computershare Private Limited (Karvy/ RTA)

Members are requested to update their preferred e-mail ids with the Company/ DP/ Karvy which will be used for purpose of future communications.

Members whose email id is not registered are being sent physical copies of the said Annual Report and Notice at their registered address through permitted mode. To support the 'Green Initiative' the members who have not registered their e-mail addresses are requested to register the same with Karvy.

Members whose e-mail ids are registered with the Company and who wish to receive printed copy of the Annual Report may send their request to the Company at its registered office address "Hindustan Zinc Limited, Yashad Bhawan, Udaipur - 313004".

- 8) The Notice and the Annual report will also be available under the Investor Relations section on the website of the Company www.hzllindia.com.
 - 9) Members, who are holding shares in physical form are requested to address all correspondence concerning registration of transfers, transmissions, sub-division, consolidation of shares or any other share related matters and / or change in address or updation thereof to Company/Karvy. Members, whose shareholding is in electronic format are requested to direct change of address notifications, registration of e-mail address and updation of bank account details to their respective DPs.
 - 10) In case you wish to change/update the NECS/ECS mandate, please write to Company/Karvy. However, for the shares held in demat form, please write to your DP.
 - 11) 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.
 - 12) The Company has transferred the unpaid or unclaimed dividends declared upto the financial years 2009-10 from time to time on the respective due dates, to the Investor Education and Protection Fund (IEPF) established by the Central Government.
 - 13) The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit their PAN to their DPs with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN details with Company/Karvy.

SEBI has also mandated that for registration of transfer of securities, the transferee(s) as well as transferor(s) shall furnish a copy of their PAN card to the Company.
 - 14) Members who have not encashed the dividend so far in respect of the financial years from 2010-11 to 2017-18 are requested to write to Company/Karvy who shall arrange to send the unclaimed dividend amount.
 - 15) Members/ proxies/ Authorized Representatives are requested to bring to the meeting necessary details of their shareholding, duly filled admission/ attendance slip(s) and copy(ies) of their Annual Report.
 - 16) Non-Resident Indian members are requested to inform Karvy/ respective DPs, immediately of (a) change in their residential status on return to India for permanent settlement and (b) particular of their bank accounts maintained in India with complete details.
 - 17) Members having any question on financial statements or on any agenda item proposed in the notice of AGM are requested to send their queries at least ten days prior to the date of AGM of the Company at its registered office address to enable the Company to collect the relevant information.
- 18) Appeal to Shareholders:**
- a) Email Registration: The members are requested to register their email ids to obtain faster, accurate and complete communications from the Company.
 - b) Demat Holding: Holding of securities in demat form instead of physical form, eliminates bad delivery, saves stamp duty on transfers, ensures faster settlement, eases portfolio management and provides 'on-line' access through internet.
- 19) For the security and safety of the members, the shareholders/ attendees are strictly requested not to bring any article/ baggage including water bottles and tiffin boxes at the AGM venue.
 - 20) A Route map along with prominent landmark for easy location to reach the AGM venue is provided at the end of this notice.
- 21) Information and instructions relating to e-voting are as under:**
- a) Pursuant to the provisions of Section 108 and other applicable provisions, if any, of the Act read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended; Regulation 44 of Listing Regulations; and SS-2, the Company is pleased to provide to its members, facility to exercise their right to vote on the resolutions proposed to be considered at the 52nd AGM by electronic means. The members may cast their votes using an electronic voting system from a place other than the venue of the AGM (remote e-voting).
 - b) The Company has engaged the services of Karvy as the Agency to provide e-voting facility.
 - c) The facility for voting through ballot paper shall be made available at the AGM and the members attending the AGM who have not cast their vote by remote e-voting shall be able to exercise their right at the AGM through ballot paper.
 - d) Members who have cast their votes by remote e-voting prior to the AGM may attend the AGM but shall not be entitled to cast their vote again.

- e) The remote e-voting facility will be available during the following period:

Commencement of remote e-voting	From 9:00 A.M. (IST) on Monday, August 27, 2018
End of remote e-voting	Upto 5:00 P.M. (IST) on Thursday, August 30, 2018

The remote e-voting will not be allowed beyond the aforesaid date and time and the e-voting module shall be disabled by Karvy upon expiry of aforesaid period.

- f) Any person, who acquires shares of the Company and becomes a member of the Company after dispatch of the Notice of 52nd AGM and holds shares as of the cut-off date i.e. Friday, August 24, 2018, may obtain the login ID and password by sending a request at evoting@karvy.com. However if you are already registered with Karvy for e-voting, then you can use your existing user ID and password/ PIN for casting your vote.
- g) A person who is not a member as on the cut-off date should treat this Notice for information purpose only.
- h) A person, whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories as on the cut-off date only shall be entitled to avail the facility of remote e-voting as well as voting at the AGM through ballot paper.
- i) The voting rights of the members shall be in proportion to their shares of the paid up equity share capital of the Company as on the cut-off date (record date) of Friday, August 24, 2018.
- j) Mr. Manoj Maheshwari, Practising Company Secretary has been appointed as the Scrutinizer to scrutinize the physical voting at the AGM venue and remote e-voting process in a fair and transparent manner and he has communicated his willingness to be appointed and will be available for same purpose.
- k) At the AGM, at the end of the discussion on the resolutions on which voting is to be held, the Chairman shall, with the assistance of the Scrutinizer, order voting through ballot paper for all those members who are present but have not casted their votes electronically using remote e-voting facility.

The Scrutinizer, after scrutinizing the votes cast at the meeting (physical voting) and through remote e-voting, will, not exceeding 48 hours of conclusion

of the Meeting, make a consolidated scrutinizer's report of the votes cast in favour or against, if any, and submit the same to the Chairman of the meeting. The Chairman or any director or any other person authorized by the Chairman, shall declare the results of the voting forthwith.

- l) The result will also be posted on the notice Board of the Company at the Registered Office/on website.

- m) Information and instructions relating to remote e-voting are as follows:

1. In case a Member receives an email from Karvy (for Members whose email IDs are registered with the Company/DPs:

- i. Launch internet browser by typing the URL: <https://evoting.karvy.com>.
- ii) Enter the login credentials (i.e. User id and password mentioned on the e-voting Form).

Your Folio No. / DP ID / Client ID will be your user ID. However, if you are already registered with Karvy for e-voting, you can use your existing User ID and password for casting your vote.

- iii) After entering these details appropriately, click on "LOGIN".
- iv) You will now reach password change Menu wherein you are required to mandatorily change your password. The new password shall comprise minimum 8 characters with at least one upper case (A- Z), one lower case (a-z), one numeric value (0-9) and one special character (@, #, \$, etc.). The system will prompt you to change your password and update your contact details like mobile number, email ID etc. on first login. You may also enter a secret question and answer of your choice to retrieve your password in case you forget it. It is strongly recommended that you do not share your password with any other person and that you take utmost care to keep your password confidential.
- v) You need to login again with the new credentials.

- vi) On successful login, the system will prompt you to select the E-Voting Event Number (EVEN) for Hindustan Zinc Limited.

- vii) On the voting page, enter the number of shares (which represents the number of votes) as on the cut-off date under each of the heading of the resolution and cast your vote by choosing the "FOR / AGAINST" or alternatively, you may partially enter any number in "FOR" and partially "AGAINST" but the total number in "FOR / AGAINST" taken together shall not exceed your total shareholding as mentioned overleaf. You may also choose the option "ABSTAIN" and the shares held will not be counted under either head. Option "FOR" implies assent to the resolution and "AGAINST" implies dissent to the resolution.
- viii) You may then cast your vote by selecting an appropriate option and click on "Submit".
- ix) Members holding multiple folios / demat accounts shall choose the voting process separately for each folio / demat accounts.
- x) Voting has to be done for each item of the Notice separately. In case you do not desire to cast your vote on any specific item, it will be treated as abstained.
- xi) A confirmation box will be displayed. Click "OK" to confirm, else "CANCEL" to modify. Once you confirm, you will not be allowed to modify your vote. During the voting period, Members can login any number of times till they have voted on the Resolution(s).
- xii) Corporate / Institutional Members (i.e. other than Individuals, HUF, NRI etc.) are also required to send scanned certified true copy (PDF Format) of the Board Resolution / Authority Letter etc., together with attested specimen signature(s) of the duly authorised representative(s), to the Scrutinizer at email cs.vmanda@gmail.com with a copy marked to evoting@karvy.com. The scanned image of the above mentioned documents should be in the naming format "Corporate Name_EVENT NO."
- 2) In case a Member receives physical copy of the 52nd AGM Notice by post for members whose email ids are not registered with the Company / DPs:
- i) User ID and initial password - Initial password is provided in the below given format in the communication with respect to voting by electronic means enclosed with the Notice and forms integral part of it:
- | EVEN (E-Voting Event Number) | User ID | Password |
|------------------------------|---------|----------|
| | | |
- ii) Please follow all steps from Sr. No. (i) to (xii) as mentioned in (1) above, to cast your vote.
- 3) 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.
- n) For queries related to e-voting the member may write to the Company at sharecellhlz@vedanta.co.in or write to Mr. K S Reddy of Karvy at einward.ris@karvy.com / contact at their toll free No. 1-800-34-54-001 for any further clarifications.

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

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

Item No. 5

The Board, on the recommendation of the Audit Committee, has approved the re-appointment and recommended remuneration of M/s K.G. Goyal & Company, Cost Auditor to conduct the audit of the cost records of the Company for the financial year ending March 31, 2019.

In accordance with the provisions of Section 148 of the Act read with the Companies (Audit and Auditors) Rules, 2014, the remuneration of ₹ 2.00 Lakhs payable to the Cost Auditors has to be ratified by the shareholders of the Company.

Accordingly, consent of the members is sought for passing an Ordinary Resolution as set out at Item No. 5 of the Notice for ratification of the remuneration payable to the Cost Auditors for the financial year ending March 31, 2019.

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. 5 of the Notice.

The Board recommends, the Ordinary Resolution set out at Item No. 5 of the Notice for approval by the shareholders.

Item No. 6 & 7

The shareholders of the Company at its 49th Annual General Meeting held on June 15, 2015, approved the appointment of Mr. A.R. Narayanaswamy and Mr. Arun L. Tadarwal as independent directors on the Board of the Company for a period of three years w.e.f March 11, 2015 to March 10, 2018.

The Board of Directors of the Company ("the Board") by circular resolution passed on March 9, 2018 on the basis of the recommendation of the Nomination & Remuneration Committee, approved the reappointment of Mr. A.R. Narayanaswamy and Mr. Arun L. Tadarwal (Directors), as Additional Independent Directors of the Company in terms of Sections 149, 152 and 161 read with Schedule IV and all other applicable provisions of the Companies Act, 2013 and the Companies (Appointment & Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) In terms of the provisions of Section 161(1) of the Act, Mr. A.R. Narayanaswamy and Mr. Arun L. Tadarwal would hold office up to the date of the ensuing Annual General Meeting.

The Company has received a notice in writing from member(s) alongwith the deposit of requisite amount under Section 160 of the Act proposing the candidature of Mr. A.R. Narayanaswamy and Mr. Arun L. Tadarwal for the office of Director of the Company. Mr. A.R. Narayanaswamy and Mr. Arun L. Tadarwal are not disqualified from being reappointed as Director in terms of Section 164 of the Act (being the second term) and have given their consent to act as Independent Director(s).

The Company has received from them (i) consent in writing to act as Director in Form DIR-2 pursuant to Rule 8 of Companies (Appointment and Qualification of Directors) Rules, 2014 and (ii) intimation in Form DIR-8 in terms of Companies (Appointment and Qualification of Directors) Rules, 2014, to the effect that they are not disqualified under sub-section (2) of Section 164 of the Companies Act, 2013 and (iii) a declaration to the effect that they meet the criteria of

independence as provided in sub-section (6) of Section 149 of the Companies Act, 2013.

As Independent Directors, they are entitled to sitting fees and commission, as approved by the members in 51st Annual General Meeting held on August 18, 2017 and as may be determined by the Board from time to time.

Brief resume of the Directors and additional information SEBI (Listing Obligation and Disclosure Requirement) Regulation 2015 is enclosed as Annexure-I. Keeping in view their vast expertise and knowledge, it will be in the interest of all the stakeholders that Mr. A.R. Narayanaswamy and Mr. Arun L. Tadarwal are reappointed as Independent Directors. It is proposed to reappoint them from the date of approval of appointment by the Board of Directors, i.e. from March 11, 2018 to July 31, 2020.

Copy of the draft letters for reappointment of Mr. A.R. Narayanaswamy and Mr. Arun L. Tadarwal as Independent Directors setting out the terms and conditions are available for inspection by members at the Registered Office of the Company and also uploaded on the website of the Company.

Save and except Mr. A.R. Narayanaswamy and Mr. Arun L. Tadarwal 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 / their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution set out at Item No. 6 and 7 of the Notice.

The Board recommends, the Special Resolution set out at Item No. 6 and 7 of the Notice for approval by the shareholders.

By Order of the Board
For Hindustan Zinc Limited

Place: Mumbai
Date: April 30, 2018

R. Pandwal
Company Secretary

ANNEXURE-1

Information of Directors seeking appointment/re-appointment at the forthcoming Annual General Meeting pursuant to Regulation 36(3) of SEBI (Listing Obligation and Disclosure Requirements) Regulation 2015, in accordance Companies Act, 2013 and Secretarial Standards, as on the date of Notice

Name	Mr. Agnivesh Agarwal	Mr. A.R. Narayanaswamy	Mr. Arun L. Todarwal
Date of birth	3.6.1976	22.12.1951	16.6.1957
Qualification	B. Com.	FCA	FCA
Specialised Expertise	He is an eminent industrialist with a rich knowledge of business operations with an extensive experience in efficiently managing large projects, business restructuring and strategies.	He has vast experience in Mining Industry.	He has an extensive experience in Taxation, Statutory Audits, Due Diligences, Arbitration and Joint Ventures.
Number of shares held in the Company	NIL	NIL	1500 shares by own name and 700 shares held by Ms. Mala Todarwal (Daughter)
Directorship in other companies	1) Sterlite Iron & Steel Company Limited 2) Primex Healthcare & Research Ltd. 3) Caitlyn India Pvt. Ltd. 4) Vedanta Medical Research Foundation 5) Agarwal Galvanizing Pvt. Ltd. 6) Fujairah Gold FZC 7) Caitlyn Limited	1) Sterlite Technologies Limited 2) Sterlite Grid 1 Limited 3) Bharat Aluminium Co. Ltd. 4) MALCO Energy Limited 5) Sterlite Power Grid Ventures Limited 6) Sterlite Grid 2 Limited 7) IBIS Softec Solutions Pvt. Ltd. 8) IBIS Systems and Solutions Pvt. Ltd. 9) Vizag General Cargo Berth Private Ltd.	1) Sterlite Technologies Limited 2) Anuh Pharma Ltd. 3) SREI Mutual Fund Trust Pvt. Ltd. 4) Welspun India Limited 5) Welspun Global Brands Ltd. 6) Sterlite Grid 1 Limited 7) Sterlite Grid 2 Limited 8) Lakecity Ventures Pvt. Limited 9) MALCO Energy Limited 10) Sterlite Power Transmission Ltd. 11) PTC Cables Pvt. Ltd.
Committee Position		Sterlite Technologies Limited Member 1) Audit 2) NRC 3) CSR Sterlite Grid Limited Member 1) Audit Chairman 1) NRC Bharat Aluminium Co. Ltd. Member 1) Audit 2) NRC	Sterlite Technologies Limited Chairman 1) Audit 2) NRC 3) CSR 4) Allotment Member 1) Stakeholder Relationship Anuh Pharma Limited Member 1) Audit 2) CSR Chairman 1) NRC

Name	Mr. Agnivesh Agarwal	Mr. A.R. Narayanaswamy	Mr. Arun L. Tadarwal
		MALCO Energy Limited Member 1) Audit 2) NRC 3) CSR Sterlite Power Grid Ventures Ltd. Chairman 1) Audit Member 1) NRC 2) CSR Vizag General Cargo Berth Pvt. Ltd. Member 1) Audit 2) NRC Sterlite Grid 2 Limited Member 1) NRC	Welspun India Limited Member 1) Audit 2) NRC Welspun Global Brands Ltd. Member 1) Audit 2) NRC 'Sterlite Grid 1 Limited Chairman 1) Audit Member 1) NRC Sterlite Grid 2 Limited Chairman 1) Audit 2) NRC MALCO Energy Limited Chairman 1) Audit 2) NRC Sterlite Power Transmission Ltd. Chairman 1) Audit 2) NRC 3) Allotment

**HINDUSTAN ZINC LIMITED**

Registered Office: Yashad Bhawan, Udaipur-313004
 Email: hzl.cosecy@vedanta.co.in, Tel: +91 294 6604000-02, Fax: +91 294 2427734
 CIN: L27204RJ1966PLC001208, website: www.hzlindia.com
 FORM NO. MGT-11

PROXY FORM

[Pursuant to section 105(6) of the Companies Act, 2013 and rule 19(3) of the Companies
 (Management and Administration) Rules, 2014]

Name of the member(s) :	
Registered address :	
E-mail Id :	
Folio No./Client Id :	
DP ID :	

I/We, being the member(s) of ____ shares of the above named company, hereby appoint

1. Name :	
Address :	
E-mail Id :	
Signature :	or failing him

2. Name :	
Address :	
E-mail Id :	
Signature :	or failing him

3. Name :	
Address :	
E-mail Id :	
Signature :	

As my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 52nd Annual general meeting of the Company, to be held on the Friday, August 31, 2018 at 2.30 PM at the registered office of the company at Yashad Bhawan, Udaipur (Rajasthan) and at any adjournment thereof in respect of such resolutions as are indicated below:

Resolution No.	Resolution
Ordinary Business	
1.	To consider and adopt the Audited Financial Statements & other documents for the financial year ended March 31, 2018.
2.	To confirm the payment of first interim dividend and second interim dividend made during the financial year 2017-18.
3.	To reappoint Mr. Agnivesh Agarwal as Director, liable to retire by rotation.
4.	To ratify the appointment of M/s. S.R. Batliboi & Co. LLP as Statutory Auditors
Special Business	
5.	To ratify the remuneration of the Cost Auditor for the F.Y. 2018-19.
6.	To reappoint Mr. A.R. Narayanaswamy as Independent Director
7.	To reappoint Mr. Arun L. Todarwal as Independent Director

Signed this day of, 2018

Signature of shareholder

Signature of Proxy holder(s)

Please
affix
Revenue
Stamp

Note: This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Meeting.

