



The Committee expressed its overall satisfaction with the performance of the individual Board members and the overall Board.

The schedule of NRC meetings held in FY2026 along with its members' attendance records are disclosed in the earlier section of the Corporate Governance Report.

The Board accepted all the recommendations made by the NRC during FY2026.

### SUSTAINABILITY AND ESG COMMITTEE

Name of the Member	Position
Ms. Priya Agarwal Hebbar (Chairperson Non-Executive Director)	Chairperson
Mr. Arun Misra (CEO & Whole-time Director)	Member
Mr. Anoop Kumar Mittal (Independent Director)	Member



The Company Secretary is the secretary to this Committee.

#### Role and function of the Sustainability and ESG Committee:

### ESG Performance

- Oversight on fatality investigations, learning dissemination across the organisation
- Engagement with expert agencies to improve systematic response to work environment
- Review and monitor environmental performance, including climate strategy, decarbonisation initiatives, and management of energy, water, and natural resources
- Review of semi-annual GHG performance
- Monitor adherence to global frameworks and memberships, including implementation of ICMM principles and performance expectations across operations

### ESG Governance

- Review of progress of ESG goals and select KPIs and review of company's material topics
- Oversight and guidance on future plans to deliver on Hindustan Zinc's ESG roadmap and ICMM Action Plan
- Monitor Company's ESG ratings/scores from ESG rating agencies and improvement plan
- Oversee the appointment, determine the remuneration, and periodically review the performance of the Sustainability Assurance Auditor
- Monitor the Company's advancements related to its participation in both international and national memberships

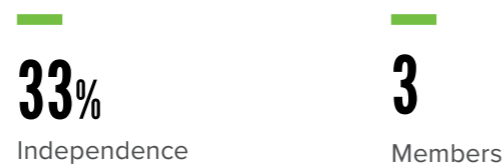
The schedule of Sustainability and ESG Committee meetings held in FY2026 along with its members' attendance records are disclosed in the earlier section of the Corporate Governance Report.

The Board accepted all the recommendations made by the Sustainability and ESG Committee during FY2026.

### COMMITTEE OF DIRECTORS (COD)

The objective of the COD is to evaluate, review and approve proposals relating to financial policies, investments, securities, general authorisations and treasury matters, including all borrowing proposals such as those for refinancing existing debt and meeting working capital requirements, within the overall limits approved by the Board from time to time.

Name of the Member	Position
Mr. Navin Agarwal (Non-Executive Director)	Chairperson
Ms. Pallavi Joshi Bakhru (Independent Director)	Member
Mr. Arun Misra (CEO & Whole-time Director)	Member



The schedule of COD meetings held in FY2026 along with its members' attendance records are disclosed in the earlier section of the Corporate Governance Report.

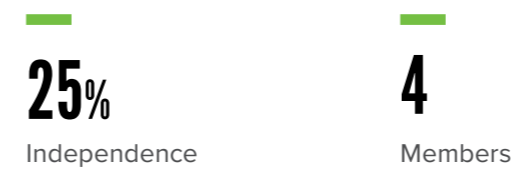
The Company Secretary is the secretary to this Committee.

### PROJECT COMMITTEE

Project committee was established during the year by the Board of Directors at its meeting held on August 18, 2025.

The role of the Committee includes review and reporting to the Board the status of the Expansion and other capex projects undertaken by the Committee, the timelines and the budget thereof.

Name of the Member	Position
Mr. Vivek Kumar Bajpai (Non-Executive Nominee Director)	Chairperson
Mr. Anoop Kumar Mittal (Independent Director)	Member
Mr. Arun Misra (CEO & Whole-time Director)	Member
Mr. Sandeep Modi (CFO)	Member



The Company Secretary is the secretary to this Committee.

The schedule of Project Committee meetings held in FY2026 along with its members' attendance records are disclosed in the earlier section of the Corporate Governance Report.

### SHAREHOLDERS MATTERS

#### DIVIDEND

During FY2026, the Company declared one interim dividend, details of which are as under:

Dividend	₹ per share	% of Dividend	Date of Declaration
1 <sup>st</sup> Interim dividend	10	500	June 11, 2025

Total amount of dividend declared during FY2026 is ₹ 42,25,31,90,000.

#### Transfer of Unclaimed/Unpaid Dividend amounts to the Investor Education and Protection Fund (IEPF)

Pursuant to the provisions of Sections 124 and 125 of the Act, read with the Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016 ("IEPF Rules"), any dividend remaining unclaimed or unpaid for a period of seven years from the date of its transfer to the Unpaid Dividend Account is required to be transferred to the Investor Education and Protection Fund (IEPF).

Further, in accordance with the IEPF Rules, shares in respect of which dividends have remained unclaimed for seven consecutive years or more are also required to be transferred to the demat account of the IEPF Authority. This requirement is not applicable in cases where such shares are subject to any specific order of a Court, Tribunal, or other statutory authority restraining their transfer.

The Company complies with the prescribed requirements of notifying the concerned shareholders at least three months prior to the due date of transfer, at their latest available addresses. In addition, a public notice is published in leading English and regional language newspapers with wide circulation, informing shareholders of the proposed transfer. As an additional measure, the Company also sends reminder communications to shareholders, encouraging them to claim their dividends and avoid transfer of shares to the IEPF.

During the year under review, the Company has duly transferred to the IEPF all unclaimed dividends that had remained outstanding for seven years. Correspondingly, shares relating to such unclaimed dividends have also been transferred to the demat account of the IEPF Authority, in compliance with the applicable provisions.

#### The details of unclaimed dividends transferred to IEPF during FY2026 are as follows:

Financial Year	Amount of Unclaimed Dividend transferred (in ₹)
Second Interim Dividend 2017-18	₹ 1,08,68,172.00
Special Interim Dividend 2018-19	₹ 4,33,08,580.00

The Company has uploaded on its website the details of unpaid and unclaimed amounts lying with the Company as on date of the last Annual General Meeting (i.e. August 25, 2025). Details of shares transferred to IEPF Authority during FY2026 are also available on the website of the company at <https://www.hzindia.com/investors/shareholder-information/share-transfers-to-iepf>

The voting rights on the shares transferred to IEPF Authority shall remain frozen till the rightful owner claims the shares.

Further, in accordance with the IEPF Rules, the Board of Directors have appointed Ms. Aashima V Khanna as Nodal Officer and Ms. Palak Khandelwal as Deputy Nodal Officer of the Company for the purposes of verification of claims of shareholders pertaining to shares transferred to IEPF and / or refund of dividend from IEPF Authority and for coordination with IEPF Authority. The details of the Nodal Officer are available on the website of the Company.