

**SUMMARY OF PROCEEDINGS OF THE 53<sup>rd</sup> ANNUAL GENERAL MEETING OF HINDUSTAN ZINC LIMITED HELD ON WEDNESDAY JULY 31, 2019**

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The 53<sup>rd</sup> Annual General Meeting (AGM) of the Members of the Company was held on Wednesday July 31, 2019 at 2.30 P.M. at Yashad Bhawan, Udaipur – 313004. The meeting started with the briefing on the safety arrangements.

Mrs. Kiran Agarwal, Chairman of the Company, presided over the meeting. She chaired the meeting and started the formal proceedings.

Mr. Sunil Duggal CEO & Whole-time Director, Mr. A.R. Narayanaswamy, Chairman Audit Committee and Stakeholder Relationship Committee and Mr. Arun L Todarwal, Chairman Nomination and Remuneration Committee of the Company attended the meeting.

As per records of attendance 3707 members including proxy were present. The Chairman informed that the statutory registers under the Companies Act, 2013 and other documents as referred in the AGM Notice were available for inspection by the members at the meeting. The Notice of the 53<sup>rd</sup> AGM was taken as read with the permission of the members present.

The Chairman delivered her speech. Mr. Sunil Duggal delivered the CEO message. The Auditors report was read by Mr. Anil Goel representative of M/s. S.R Batliboi & Co. LLP, Statutory Auditors. The Chairman then, invited the Members for asking any queries / concerns on the Company's accounts and businesses. All the queries raised were responded to the satisfaction of the members.

The Chairman informed that the Company had provided the Members the facility to cast their vote electronically, on all resolutions set forth in the Notice. The e-voting period commenced on Friday, 26 July 2019 (9.00 AM IST) and ended on Tuesday July 30, 2019 (5.00 PM IST). Members who were present at the AGM and had not casted their votes electronically were provided an opportunity to cast their votes, through physical ballot paper at the meeting, under the supervision and guidance of CS Rupesh Agarwal, Scrutinizer appointed for the fair and transparent conduct of the Ballot Process.

The Chairman announced that the results of the voting (both remote e-voting and through ballot paper at the AGM) would be declared within the timelines prescribed under law and authorized the Company Secretary to declare the results of voting.

The following resolutions, as stated in the AGM Notice dated May 2, 2019 were put to voting by the Members by way of ballot paper.

**ORDINARY BUSINESS**

1. To consider and adopt the Audited Financial Statements of the Company for the financial year ended March 31, 2019, together with the reports of the Board of Directors and Auditors thereon - Ordinary Resolution.
2. To confirm the payment of first interim dividend made during the financial year 2018-19 - Ordinary Resolution.

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3. To appoint a Director in place of Mrs. Reena Sinha Puri (DIN: 07753040), who retires by rotation and being eligible, offers herself for reappointment as per Article 70 of the Articles of Association of the Company - Ordinary Resolution.
4. To ratify the appointment of M/s S.R. Batliboi & Co. LLP as Statutory Auditors of the Company - Ordinary Resolution.

**SPECIAL BUSINESS**

5. To ratify the remuneration of the Cost Auditors for the financial year ending March 31, 2020 - Ordinary Resolution.
6. To appoint Mrs. Kiran Agarwal (DIN: 02227122) as a Non-Executive Director - Ordinary Resolution.

The Chairman extended her thanks to the members for their association with the Company and requested the members to continue voting.

This is for your information and records.

For Hindustan Zinc Limited



(R. Pandwal)  
Company Secretary