

CERTIFIED TRUE COPY OF RESOLUTION(S) PASSED IN THE 357TH MEETING OF THE BOARD OF DIRECTORS OF HINDUSTAN ZINC LIMITED ('COMPANY') FOR FY 2021-22 CONVENED AND CONDUCTED AS A VIRTUAL MEETING AT YASHAD BHAWAN, UDAIPUR – 313004 ON FRIDAY, JANUARY 21, 2022 AT 12:00 NOON AND CONCLUDED AT 2:00 PM

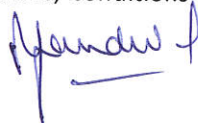
"RESOLVED THAT pursuant to the provisions of Section 230 and other applicable provisions of the Companies Act, 2013 (including any statutory modification(s) or re-enactment thereof for time being in force) and the rules made thereunder ("**Act**"), the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations 2015 ("**Listing Regulations**") (including amendments, modifications and circulars issued thereunder), other applicable laws, rules and regulations, and subject to the provisions of memorandum and articles of association of the Company, approval(s), consent(s), permission(s) and sanction(s) as required from jurisdictional National Company Law Tribunal ("**Tribunal**"), Securities Exchange Board of India ("**SEBI**"), BSE Limited ("**BSE**") and the National Stock Exchange of India Limited ("**NSE**") or any other statutory/ regulatory authority, as applicable and subject to approval of the shareholders and other classes of persons, if any and basis the recommendation of the Audit & Risk Management Committee and the Committee of the Independent Directors of the Company, the consent of the Board of Directors of the Company ("**Board**") be and is hereby accorded to the draft Scheme of Arrangement between the Company and its shareholders ("**Scheme**") on the terms and conditions as stated therein placed before the Board and initialed by the Company Secretary & Compliance Officer of the Company for the purpose of identification.

FURTHER RESOLVED THAT certificate dated January 21, 2022, obtained from the Statutory Auditors of the Company viz., M/s. S. R. Batliboi & Co. LLP, Chartered Accountants (ICAI Firm Registration No. 301003E/E300005), specifying that the accounting treatment mentioned in the Scheme is in accordance with Section 133 of the Act, a copy of which is tabled at the meeting, duly presented by the Company Secretary & Compliance Officer of the Company for the purpose of identification, is noted and accepted.

FURTHER RESOLVED THAT certificate dated January 21, 2022, obtained from the Statutory Auditors of the Company viz., M/s. S. R. Batliboi & Co. LLP, Chartered Accountants (ICAI Firm Registration No. 301003E/E300005), certifying the non-applicability of requirements stated in Paragraph 10(b) read with Paragraph 10(a) of Part I of the SEBI Master Circular No. SEBI/ HO/ CFD/ DIL1/ CIR/ P/ 2021/ 0000000665 dated November 23, 2021 ("**SEBI Master Circular**"), duly presented by the Company Secretary & Compliance Officer of the Company for the purpose of identification, is noted and accepted.

FURTHER RESOLVED THAT Mr. Arun Misra, CEO & Whole-Time Director, Mr. Sandeep Modi, Interim Chief Financial Officer and Mr. Rajendra Pandwal, Company Secretary of the Company, Authorised Signatories of the Company, collectively to be referred as Authorised Signatories of the Company be and are hereby authorised severally to take all such steps in connection with the following:

- (a) Finalize and settle the draft Scheme, draft of the notices for convening the meetings of the shareholders and/ or creditors of the Company and the draft of the statement under Section 230 and other applicable provisions under the Act in terms of the directions of the Tribunal and/ or as may be required in terms of the Listing Regulations and SEBI Master Circular, and assent to such alterations, conditions and modifications, if any, to the Scheme as may be



Hindustan Zinc Limited

Registered Office : Yashad Bhawan, Udaipur (Rajasthan) - 313 004

T +91-294 660 4000-02 F +91294-2427739 www.hzindia.com

CIN : L27204RJ1966PLC001208

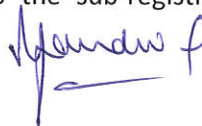
- prescribed or imposed by the Tribunal and/or SEBI or as they may consider necessary or desirable to give effect to the Scheme;
- (b) Making such alterations and changes in the draft Scheme, as may be expedient or necessary or for satisfying the conditions/ requirement imposed by the Tribunal and/ or any other statutory/ regulatory authorities, as may be required;
 - (c) Settle any question or difficulty arising under the Scheme or with regard to and of the meaning or interpretation of the Scheme or implementation thereof or in any manner whatsoever connected therewith or to review the position relating to the satisfaction of various conditions of the Scheme and if necessary, to waive any of those (to the extent permissible under law);
 - (d) Withdraw the Scheme as may be expedient or necessary;
 - (e) To make necessary applications, petitions, appeals and judges summons to the competent authorities for the purpose for obtaining requisite approvals including 'in principle' approvals and / or 'no objection certificate' as and when required before any court, tribunal or statutory/ regulatory authorities;
 - (f) To verify, sign, deal, swear, affirm, declare, deliver, execute, make, enter into, acknowledge, undertake, record all, *inter alia*, deeds, advertisements, announcements, disclosures, declarations, instruments, vakalatnamas, applications, petitions, affidavits, objections, notices and writings whatsoever as may be usual, necessary, proper or expedient under the applicable laws/regulations including the Act in relation to the aforesaid matter and to represent the Company in all correspondences, matters and proceedings of any nature whatsoever in relation to the above;
 - (g) Obtain the requisite approval and/ or consents of the shareholders, secured creditors of the Company (if any), banks, financial institutions, unsecured creditors and other regulatory authorities or entities or agencies as may be required and for that purpose, to initiate all necessary actions and to take other consequential steps as may be required from time to time in that behalf;
 - (h) To engage any counsel, consultant firms, advocates, attorneys, pleaders, solicitors, valuers, auditors, accountants, registrars, scrutinizers (for conducting voting at the Tribunal convened meeting) or any other one or more agencies, as may be required in relation to or in connection with the Scheme, on such terms and conditions as they may deem fit, finalise their fees, terms and conditions of their appointment, issue appointment letter(s), furnish such information as may be required by them and also to sign, execute and deliver all documents, letters, advertisements, announcements, disclosures, affidavits, undertakings and other related documents in favour of the concerned authorities, advocates or any one or more persons or firms as they may deem fit and to do all such acts, deeds and things as they may deem fit and as may be necessary in this regard;
 - (i) Incur such other expenses as may be necessary with regard to the above;
 - (j) To file requisite forms with the relevant Registrar of Companies in connection with the Scheme;
 - (k) Suitably inform, apply and/ or represent to the Central and/ or State Government(s) and/ or local authorities, including but not limited to the sub-registrar of assurances, customs

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authorities, excise authorities, income tax authorities, sales tax authorities, value added tax and entry tax authorities, employees' state insurance and provident fund authorities, telephone authorities, electricity authorities, postal authorities, and all other applicable authorities, agencies, etc., and/or to represent the Company before the said authorities and agencies and to sign and submit such applications, letters, forms, returns, memoranda, undertakings, declarations, deeds or documents and to take all required necessary steps and actions from time to time in the above connection, including registration of documents with the concerned sub-registrar of assurances;

- (l) Affix the common seal of the Company on such agreements, undertakings, deeds, documents, writings, etc., as may be required, (including on any modifications or amendments thereto as may be required from time to time), in connection with the purpose of the above resolutions as may be required; and
- (m) Authorise the officers of the Company and/or any other persons to discuss, negotiate, finalise, execute, sign, submit and file all required documents, deeds of assignment/conveyance and any other deeds, documents, schemes, agreements, forms, returns, applications, letters, etc. including any modifications thereto, whether or not under the common seal of the Company, as may be required from time to time, and to do all such acts, deeds, matters and things as they may deem necessary and expedient at their absolute discretion in the above matters without any further approval of the Board.

FURTHER RESOLVED THAT the National Stock Exchange of India Limited ("NSE") be and is hereby chosen as the Designated Stock Exchange for the purposes of coordinating with SEBI for obtaining approval of SEBI in relation to the Scheme and matters connected therewith, in accordance with the Listing Regulations and SEBI Master Circular.

FURTHER RESOLVED THAT the report of the Board explaining the effect of the Scheme on each class of shareholders, key managerial personnel, promoters and non-promoter shareholders laying out in particular the share exchange ratio and specifying the valuation difficulties, if any, as required to be annexed to the notice and explanatory statement as per Section 232(2) of Companies Act 2013, submitted before the meeting, duly initialled by the Chairman of the meeting for the purpose of identification, and signed on behalf of the Board of the Company by Mr, Arun Misra, CEO & Whole time Director be and is hereby adopted.

FURTHER RESOLVED THAT the copy of this resolution certified to be true by any Director of the Company or the Company Secretary be submitted to the concerned authorities and they be requested to act thereon."

For Hindustan Zinc Limited



Rajendra Pandwal
Company Secretary & Compliance Officer



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