

HZL/2023-SECY/

March 30, 2023

BSE Limited
P.J. Towers, Dalal Street,
Mumbai - 400001

National Stock Exchange of (India) Ltd.
"Exchange Plaza" Bandra-Kurla Complex,
Mumbai – 400051

Kind Attn: - General Manager,
Dept. of Corporate Services
Scrip Code: 500188

Kind Attn:- Head - Listing & Corporate
Communications
Trading Symbol: HINDZINC-EQ

Dear Sir(s),

Sub: - Submission pursuant to meeting of the Equity Shareholders of the Company held on Wednesday, March 29, 2023, through Video Conferencing/ Other Audio-Visual Means, pursuant to the Order dated February 06, 2023 of the Hon'ble National Company Law Tribunal, Jaipur Bench, in the matter of proposed Scheme of Arrangement between the Company and its shareholders

In continuation to our letter HZL/2023-SECY/ dated February 21, 2023, we wish to inform you that in accordance with the Order dated February 06, 2023 passed by the Hon'ble National Company Law Tribunal, Jaipur Bench ("Tribunal") ("Order") in the matter of Scheme of Arrangement between Hindustan Zinc Limited ("the Company") and its shareholders under Section 230 and other applicable provisions of the Companies Act, 2013 ("Scheme"), a meeting of the equity shareholders of the Company was held on Wednesday, March 29, 2023 at 12.00 Noon (IST) through Video Conferencing ("VC")/ Other Audio Visual Means ("OAVM") ("Meeting") and the business mentioned in the notice dated February 21, 2023 convening the Meeting was transacted. The Company had also provided the facility to view proceedings of the Meeting to its equity shareholders.

In this regard, please find enclosed the summary of proceedings of the Meeting as required under Regulation 30 of Part-A of Schedule III of the SEBI Listing Regulations.

The Meeting commenced at 12:00 Noon IST and concluded at 12:55 P.M. IST.

Kindly take the above intimation in your record

Thanking You,
Yours Faithfully,
For **Hindustan Zinc Limited**,

(R Pandwal)
Company Secretary & Compliance Officer

Encl.: as above

CC:

National Securities Depository Limited
Trade World, A Wing, 4th Floor,
Kamala Mills Compound,
Senapati Bapat Marg, Lower Parel,
Mumbai - 400 013

Central Depository Services (India) Ltd
Marathon Futurex, A Wing, 25th Floor,
Mafatlal Mills Compound,
N M Joshi Marg, Lower Parel,
Mumbai - 400013

Hindustan Zinc Limited

Registered Office: Yashad Bhawan, Udaipur (Rajasthan) - 313 004
Tel.: (91-294)6604000-02, Fax: (91-294) 2427739
CIN: L27204RJ1966PLC001208, www.hzlindia.com
email- rajendra.pandwal@vedanta.co.in

SUMMARY OF PROCEEDINGS OF THE MEETING OF EQUITY SHAREHOLDERS OF THE COMPANY HELD ON WEDNESDAY, MARCH 29, 2023, THROUGH VIDEO CONFERENCING/ OTHER AUDIO-VISUAL MEANS, PURSUANT TO THE ORDER DATED FEBRUARY 06, 2023 OF THE HON'BLE NATIONAL COMPANY LAW TRIBUNAL, JAIPUR BENCH, IN CONNECTION WITH THE PROPOSED SCHEME OF ARRANGEMENT BETWEEN THE COMPANY AND ITS SHAREHOLDERS

The meeting of the equity shareholders of Hindustan Zinc Limited ("the Company") was held on Wednesday, March 29, 2023 at 12.00 Noon (IST) through Video Conferencing ("VC")/ Other Audio Visual Means ("OAVM") ("Meeting"), pursuant to the Order dated February 06, 2023 passed by the Hon'ble National Company Law Tribunal, Jaipur Bench in the matter of Scheme of Arrangement between the Company and its shareholders under Section 230 and other applicable provisions of the Companies Act, 2013 ("Act") ("Scheme").

The Meeting commenced at 12:00 Noon IST and concluded at 12:55 P.M. IST (including the time allowed for e-voting at the Meeting).

As set out in the Notice convening the Meeting ("the Notice"), the Tribunal had appointed Justice (Retd.) Mr. Dinesh Chandra Somani, to be the Chairperson for the Meeting ("the Chairperson"). Mr. Somani chaired the Meeting and extended a warm welcome to all the equity shareholders attending the Meeting through VC/OAVM.

Before commencing the proceedings, the Chairperson directed Mr. Rajendra Pandwal, Company Secretary to introduce the Board of Directors and Key Managerial Personnel (KMP) of the Company present at the Meeting. Mr. Pandwal Introduced the following directors and KMPs who attended the meeting: -

1. Ms. Priya Agarwal, Chairperson of the Company,
2. Mr. Anjani K. Agrawal, Independent Director also Chairman of Audit & Risk Management Committee & Stakeholder Committee
3. Mr. Akhilesh Joshi, Independent Director and Chairman of Nomination & Remuneration Committee
4. Mr. R Kannan, Independent Director
5. Mr. Arun Misra CEO & Whole-time Director
6. Mr. Sandeep Modi, Interim Chief Financial Officer.

All the Panel Members attended from their respective locations. Further, Mr. Prashant Agarwal Practicing Chartered Accountant (Membership No. 076149) the Scrutinizer appointed by the Tribunal for the Meeting was also present.

As per the attendance record, 50 equity shareholders of the Company attended the Meeting who were holding more than 33% in value. As the requisite quorum was present, the Chairperson called the Meeting to order.

Mr. Rajendra Pandwal, Company Secretary & Compliance Officer of the Company, welcomed the equity shareholders and *inter alia* briefed them on the general instructions relating to their participation at the Meeting through VC/OAVM and the fact that the Company had taken all feasible efforts for conducting this Meeting in a smooth manner to enable participation and voting through electronic mode. In this regard, the facility to view the proceedings of the Meeting was made available for the equity shareholders.

Hindustan Zinc Limited

Registered Office: Yashad Bhawan, Udaipur (Rajasthan) - 313 004
Tel.: (91-294)6604000-02, Fax: (91-294) 2427739
CIN: L27204RJ1966PLC001208, www.hzindia.com
email- rajendra.pandwal@vedanta.co.in

The equity shareholders were further requested to refer to the instructions provided in the Notice and the FAQs available on the Company's website and National Securities Depository Limited's ("NSDL") website for seamless participation through VC/OAVM. It was also informed that in terms of the Order, the Notice convening the Meeting, copy of the Scheme, Statement under Section 230 read with Section 102 and other applicable provisions of the Act and Rule 6 of the Companies (Compromises, Arrangements and Amalgamations) Rules, 2016 along with all annexures to Statement had been sent to through electronic mail to those equity shareholders whose email addresses are registered with the Company/ Depositories/ Registrar and Transfer Agent (RTA) of the Company and via courier to those shareholders whose email addresses were not registered with the Company/ RTA of the Company/Depository participants.

A copy of the Notice and the accompanying documents were also placed on the website of the Company and can be accessed at: www.hzindia.com; the website of NSDL viz. www.evoting.nsdl.com, being the agency appointed by the Company to provide e-voting and other facilities for the Meeting and the website of the Stock Exchanges, i.e., BSE Limited and National Stock Exchange of India Limited viz. www.bseindia.com and www.nseindia.com, respectively. With the consent of the equity shareholders present at the Meeting, the Notice and all accompanying documents as sent to the equity shareholders was taken as read.

The equity shareholders were further informed that in terms of the directions of the Tribunal given under the Order and Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with Section 108 of the Act and Rule 20 of the Companies (Management & Administration) Rules, 2014 as amended from time to time, the Company had provided the facility to its equity shareholders to exercise their right to vote on the resolution proposed in the Notice to be passed at the Meeting by electronic means. The equity shareholders had the facility and option of voting on the resolution proposed in the Notice by casting their votes through: (a) e-voting system available at the Meeting to be held virtually ("e-voting at the Meeting"); or (b) by remote electronic voting ("remote e-voting").

The remote e-voting period before the date of Meeting commenced on Friday, March 24, 2023 (10:00 a.m. IST) and ended on Tuesday, March 28, 2023 (05:00 p.m. IST). The equity shareholders who did not cast their votes through remote e-voting, were also permitted to cast their votes during the course of Meeting through the e-voting at the Meeting provided by NSDL as detailed in the Notice.

Chairperson of the Meeting informed that in terms of the Notice, the following item of business was transacted at the Meeting:

Sr. No.	ITEM TRANSACTED
1.	To consider and approve the Scheme of Arrangement between Hindustan Zinc Limited and its shareholders under Section 230 and other applicable provisions of Companies Act, 2013.

The equity shareholders were given an opportunity to speak at the Meeting by registering themselves as the speaker as per the procedure detailed in the Notice. The equity shareholders who had registered before-hand and conveyed their willingness to speak at the Meeting, were sequentially invited to express their views or ask questions and seek clarification(s). Appropriate responses/ clarifications were provided to the questions/ queries raised by the equity shareholders. The equity shareholders were also provided the facility to post their suggestions, feedbacks or questions through a dedicated Chat box that was available below the Meeting screen during the conduct of the Meeting.

Hindustan Zinc Limited

Registered Office: Yashad Bhawan, Udaipur (Rajasthan) - 313 004
Tel.: (91-294)6604000-02, Fax: (91-294) 2427739
CIN: L27204RJ1966PLC001208, www.hzindia.com
email- rajendra.pandwal@vedanta.co.in

Post the Question & Answer Session, the Chairperson authorized Mr. Rajendra Pandwal to carry out the e-voting process at the Meeting, conclude the Meeting and further authorized him to declare the voting results, intimate the results of the Meeting to the stock exchanges within the statutory timelines and place the same on the website of the Company.

The Chairperson then extended his gratitude to the equity shareholders, Board of Directors and members of the management team for attending and participating in the Meeting.

The e-voting facility was kept open for next 30 minutes post the conclusion of the proceedings of the Meeting to enable the equity shareholders to cast their votes. Pursuant to the Order, Mr. Prashant Agarwal, Practicing Chartered Accountant (Membership No. 076149) who had been appointed as the Scrutinizer supervised the e-voting process in a fair and transparent manner.

The Meeting was concluded at 12:55 p.m. IST (including the time allowed for e-voting at the Meeting) with a vote of thanks to the equity shareholders.

The voting results along with the scrutinizer's report will be submitted within the statutory timelines.

This is for your information and records.

For **Hindustan Zinc Limited**,

(R Pandwal)
Company Secretary & Compliance Officer