

GIST OF THE PROCEEDINGS OF THE 26TH ANNUAL GENERAL MEETING OF THE COMPANY HELD ON MONDAY, THE 29TH JULY, 2019 AT NEW DELHI

The gist of the proceedings of the 26th Annual General Meeting of the members of Mewat Zinc Limited held on Monday, the 29th July, 2019 at 9.00 A. M. at Indian Social Institute, 10, Institutional Area, Lodi Road, New Delhi-110 003 is given hereunder :-

1. 103 Shareholders representing 2933130 shares were present in person and 4 number of members representing 184000 shares was present through proxies.
2. Shri Jai Prakash Gupta Chaired the proceedings.
3. The Chairman extended a warm welcome to the shareholders and declared that the requisite quorum for the meeting was present as per the provisions of section 103 of the Companies Act, 2013. The Chairman apprised the members of the operational performance of the Company during the financial year 2018-2019 and also shared the members the significant events took place during the year.
4. Thereafter, with the permission of the shareholders present, the notice convening the meeting, and Annual Accounts and Directors' Report for the year 2018-2019 were taken as read. The Chairman of the meeting informed the members that as per the provisions of section 145 of the Companies Act, 2013, the auditor's report has to be read only in case there is any qualification or adverse remark in the auditor's report. It was also mentioned that there is no qualification or adverse remarks in the auditor's report to the members of the Company. Therefore, there is no need to read the auditor's report.
5. The Chairman informed the members that in accordance with the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014, the Company has extended e-voting facility to the members of the Company in respect of the business to be transacted at the annual general meeting. The procedure and instructions to the members for e-voting were given in the notice to the meeting; also separately circulated to the members and displayed on the website of the company. The e-voting commenced at 9.00 A. M. on 26th July, 2019 and ended at 5.00 P. M. on 28th July, 2019. Shri Baldev Singh Kashtwal, Practising Company Secretary, (having Membership No. F3616 and Certificate of Practice Number 3169) was appointed as the Scrutinizer by the Board for scrutinizing the e-voting process.



The Chairman informed the members the Company has arranged for a poll on all the Six (6) resolutions contained in the Notice to be passed at the meeting.

ORDINARY BUSINESS

1. Adoption of the Audited Financial Statements of the Company for the Financial Year ended 31st March, 2019 and Reports of the Board of Directors & Auditors thereon. **(Ordinary Resolution)**
2. Re-appointment of Ms. Neena Gupta (DIN: 00253592) as Director of the Company who retires by rotation and being eligible has offered herself for re-appointment. **(Ordinary Resolution)**
3. Appointment of M/s Gaurav Surendra Gupta & Associates, Chartered Accountants (Firm Registration No. 032345N), as Statutory Auditors of the Company for a period of Five consecutive years and to fix their remuneration. **(Ordinary Resolution)**

SPECIAL BUSINESS

4. Re-appointment of Mr. Virender Goel (DIN:07140835) as an Independent Director (Non-Executive) for 5 years not liable to retire by rotation. **(Special Resolution)**
5. Re-appointment of Mr. Vijay Khanna (DIN:07140826) as an Independent Director (Non-Executive) for 5 years not liable to retire by rotation. **(Special Resolution)**
6. Appointment of Mr. Neeraj Sobati (DIN:07280098) as an Independent Director (Non-Executive) for 5 years not liable to retire by rotation. **(Ordinary Resolution)**
7. The Chairman thereafter invited queries from the members on the Accounts and working of the Company and on the resolutions contained in the notice of the meeting. Some of the members addressed the meeting and raised various queries on the Company's Accounts and generally about the Company's Business and other matters, which were duly replied by the Chairman. Thereafter the Chairman ordered for the poll to be taken at the meeting and appointed Mr. Baldev Singh Kashtwal, Practising Company Secretary, as the Scrutinizer for the poll process and requested to carry out the same in an orderly and transparent manner. The Chairman also requested Mr. Sharwan Mangla, Incharge of shareholders' data to distribute the poll papers to the shareholders and help the Scrutinizer in conducting the poll process.
8. After completion of the poll, the Chairman announced that the consolidated result of the e-voting and the poll will be announced within 48 hours from the closure of

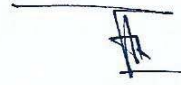


the AGM. The voting result will be submitted to the stock exchanges and also will be uploaded on the website of the company.

9. Thereafter the meeting was concluded at 09:55 A.M. with a vote of thanks to the Chair.

Date : 29.07.2019
Place : New Delhi

For **Mewat Zinc Limited.**



(Jai Prakash Gupta)
Chairman of the Meeting
DIN : 00253529