

June 30, 2016

BSE Limited
Phiroze Jeejeebhoy Tower
Dalal Street, Fort
Mumbai – 400 001

National Stock Exchange of India Limited
“Exchange Plaza”
Bandra-Kurla Complex, Bandra (East)
Mumbai – 400 051

Scrip Code 500188

Scrip Code HINDZINC

Sub: - 50th Annual General Meeting (AGM) and voting results.

Dear Sir(s),

In continuation to our letter dated 28th June 2016 on the 50th Annual General Meeting of the Company we are enclosing herewith the following

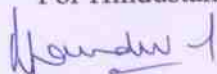
- (a) Report of the Scrutinizer dated 30th June 2016, pursuant to section 108 of the Companies Act 2013 and Rule 20(4) (xii) of the Companies (Management and Administration) rules 2014 (Annexure – 1).
- (b) Voting results as required under regulation 44 of the SEBI (Listing Obligations & Disclosure Requirements) Regulations as Annexure II.

All the 4 Ordinary Businesses and 4 Special Businesses as contained in the 50th AGM Notice had been passed with requisite majority.

Copy of the Scrutinizer report is also available on the Company Website at www.hzindia.com

Thanking you,

Yours Sincerely,
For Hindustan Zinc Ltd.



(R. Pandwal)
Company Secretary

cc:-

National Securities Depository Limited
4th -5th, Trade World,
Kamal Mills Compound,
Senapati Bapat Marg,
Lower Parel,
Mumbai – 400 013

Central Depository Services (India) Limited
Phiroze Jeejeebhoy Towers
28th Floor
Dalal Street,
Mumbai – 400 001

Hindustan Zinc Limited

Registered Office: Yashad Bhawan, Udaipur (Rajasthan) - 313 004
Tel.: (91-294)6604000-02, Fax: (91-294) 2427739
CIN: L27204RJ1966PLC001208
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Scrutinizer's Report

To,
 Chairman of
 50th Annual General Meeting of the Equity Shareholders of Hindustan Zinc Limited
 held on Tuesday, 28th June, 2016 at 2.30 P.M. at Yashad Bhawan, Udaipur.

Dear Sir,

Sub: Consolidated Scrutinizer's Report on Remote E-voting and Poll for 50th Annual General Meeting of Equity Shareholders held on 28th June, 2016.

Pursuant to the resolution passed by the Board of Directors of **HINDUSTAN ZINC LIMITED** (hereinafter referred to as "Company") on Thursday, 21st April, 2016, I had been appointed as the scrutinizer for the remote e-voting process and polling to be carried out at the 50th Annual General Meeting (hereinafter referred to as "AGM") in fair and transparent manner and ascertaining the requisite majority in respect of the resolutions contained in the Notice to the 50th AGM of the members of the Company.

To enable wider participation of equity shareholders, pursuant to the provisions of Section 108 of the Companies Act, 2013 and the rules framed thereunder vide The Companies (Management and Administration) Rules, 2014 including The Companies (Management and Administration) Amendment Rules, 2015, dated March 19, 2015 and and Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (hereinafter referred to as "Regulations"), every company having its equity shares listed on Recognized Stock Exchange(s), is required to provide remote e-voting facility to their shareholders on all shareholders' resolutions to be passed at general meetings or through postal ballot. Since the Company falls within the requirements as specified in the Companies Act, 2013 and the above mentioned Regulations, remote e-voting which has been made applicable, the company provided for the same.

The Company accordingly made arrangements with the system provider Central Depository Services Limited (herein after referred as "CDSL"), Depository for providing a system of recording votes of the shareholders electronically through remote e-voting. The company has also accordingly made arrangements through its Registrar and Transfer Agent, **Sharepro Services (India) Pvt. Ltd** (herein after referred as "RTA") to set up the e-voting facility on the CDSL e-voting Website <https://www.evotingindia.com>.

The Company through RTA has also uploaded the resolutions in which remote e-voting is required and for generating Electronic Voting Sequence Number (EVSN) by the system provider. All necessary formalities in compliance with the requirements specified by CDSL, the system provider has been done by the company through its RTA. Necessary instructions in this regard to be followed by the shareholders had also been duly mentioned in the AGM notice dated 21st April, 2016 sent to the shareholders by electronic means via e-mail and courier. The members of the Company as on the cut-off date i.e. 21st June, 2016 were entitled to vote on the resolutions contained in the Notice to the 50th AGM of the members of the Company.



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The notice of 50th AGM contains the following resolutions:

| REFERENCE TO THE COMPANIES ACT, 2013 | TYPE AND DESCRIPTION OF THE ORDINARY RESOLUTION |
|--|--|
| 1) Ordinary Resolution: Adoption of Audited Financial Statements | Ordinary Resolution under Section 129 and all other applicable provisions, if any, of the Companies Act, 2013, read with The Companies (Accounts) Rules, 2014 to consider and adopt the Audited Financial Statements of the Company for the year ended 31 March, 2016 together with the reports of the Board of Directors and Auditors thereon. |
| 2) Ordinary Resolution: Approval of total dividend for the year 2015-16 | Ordinary Resolution under Section 123 and all other applicable provisions, if any, of the Companies Act, 2013, read with The Companies (Declaration and Payment of Dividend) Rules, 2014 to approval of total dividend 1390% i.e. Rs. 27.80 per share on share of Rs. 2 each already paid (Interim dividend Rs. 1.90, Special interim Rs. 1.90 and golden jubilee dividend of Rs. 24 per share). |
| 3) Ordinary Resolution: Appointment of Director, retired by rotation at the AGM | Ordinary Resolution under Section 152 and all other applicable provisions, if any, of the Companies Act, 2013 read with The Companies (Appointment and Qualification of Directors) Rules, 2014 to re-appoint Ms. Sujata Prasad (DIN: 06587461) as a Director, who retire by rotation at this AGM. |
| 4) Ordinary Resolution: Appointment of Statutory Auditors | Ordinary Resolution under Section 139 and all other applicable provisions, if any, of the Companies Act, 2013 read with The Companies (Audit and Auditors) Rules, 2014 to appoint M/s S.R. Batliboi & Co. LLP, Chartered Accountants as Statutory Auditors of the Company in place of retiring auditors M/s Deloitte Haskins and Sells LLP, Chartered Accountants for a period of 5 years. |
| Special Business | |
| 5) Ordinary Resolution: Ratification of Remuneration to the Cost Auditors | Ordinary Resolution under Section 148 and other applicable provisions, if any, of the Companies Act, 2013 read with The Companies (Audit and Auditors) Rules, 2014 to ratify the remuneration to Cost Auditor of the Company for the financial year ending on 31 st March, 2017. |
| 6) Ordinary Resolution: Appointment of Independent Director of the Company | Ordinary Resolution under Section 149, 152 read with Schedule IV and all other applicable provisions, if any, of the Companies Act, 2013, The Companies (Appointment & Qualification of Directors) Rules, 2014 to appoint Mr. Sudhir Kumar (DIN: 00267742) as an independent Director of the Company for a period of 3 years who was |



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| | |
|--|--|
| | appointed as Additional Director in Board Meeting held on 30 th November, 2015. |
| 7) Ordinary Resolution: Approval of extension in the tenure of Whole-time Director | Ordinary Resolution under Section 196, 197, 203 and all other applicable provisions, if any, of the Companies Act, 2013 read with Schedule V to the Act and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, for extension in the tenure of Mr. Akhilesh Joshi (DIN: 01920024) as Whole-time director of the company for a period of 1 year w.e.f. 1 st October, 2015 to 30 th September, 2016. |
| 8) Ordinary Resolution: Approval for appointment of Chief Executive Officer and Whole-time Director | Ordinary Resolution under Section 196, 197, 203 and all other applicable provisions, if any, of the Companies Act, 2013 read with Schedule V to the Act and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, for appointment of MR. Sunil Duggal as Chief Executive Officer and Whole-time Director for a period of 3 years w.e.f. 1 st October, 2015 to 30 th September, 2018 . |

Further to the above, I submit my report as under:-

- 1) That the AGM notice dated 21st April, 2016 under section 101 of the Companies Act, 2013 was dispatched to 21,535 (Twenty one thousand five hundred and thirty five) shareholders by means of courier services and 44,385 (Forty four thousand three hundred and eighty five) shareholders by electronic means via e-mail on or before 03rd June, 2016. As confirmed by management, there were 430 (Four hundred thirty) such envelopes containing notice of AGM which were returned undelivered and there were 705 (Seven hundred five) e-mails which were bounced back and notices were delivered to such shareholders physically.
- 2) As stated in sub rule 4 of Rule 20 of The Companies (Management and Administration) Amendment Rules, 2015 amending the Rule 20 of The (Management and Administration) Rules, 2014, an advertisement was published by the company in "Business Standard", English newspaper in English language and in "Dainik Navjyoti" vernacular language newspaper in vernacular language, informing about the completion of the dispatch of the AGM notices, by means of courier services and electronic means via e-mail, to the shareholders along with other related matters mentioned therein.
- 3) The remote e-voting period remained open from Friday, 24th June, 2016 at 11.00 A.M. and ended on Monday, 27th June, 2016, 2015 at 5.00 P.M.
- 4) The members of the Company as on the cut-off date i.e. Tuesday, 21st June, 2016 were entitled to vote on the resolutions.
- 5) The empty polling box was locked and sealed in the presence of members. Immediately after the conclusion of voting at AGM, votes cast at the meeting were



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counted first and the votes cast through remote e-voting were unblocked in the presence of 2 witnesses who are not in the employment of the Company.

- 6) The total number of fully paid up shares of the company outstanding as on 21st June, 2016 were 422,53,19,000. As on cut-off date, out of 64,951 (Sixty Four Thousand Nine Hundred and Fifty One) shareholders, 234 (Two hundred thirty four) shareholders have exercised their votes through remote e-voting and 40 (Forty) shareholders have exercised their votes through poll at the AGM. The results (consolidated) for the item placed for consideration by the members is given below:



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Item No 1: Ordinary Resolution for Adoption of Audited Financial Statements

| | | | |
|--|--|----------------------------------|-------------------------|
| Total No. of Shareholders | 64951 | | |
| Total No. of Shares | 422,53,19,000 | | |
| Remote E-voting Period | 24 th June, 2016 to 27 th June, 2016 | | |
| | | Number of Votes/Folio | Number of shares |
| Total votes cast through remote e-voting | A | 234 | 71,44,66,527 |
| Total Votes cast through Polling at AGM | B | 40 | 340,30,56,262 |
| Grand Total of remote e-voting / Polling at AGM (A+B) | C | 274 | 411,75,22,789 |
| Less: Invalid remote e-voting/ Polls at AGM*(On account of for/against option not indicated) | D | 18 | 46,74,539 |
| Net remote e-voting/ Polling at AGM (C-D) | E | 256 | 411,28,48,250 |

NOTES:

- i. Invalid voting was not taken into account for counting of votes.
- ii. Votes cast in favour or against has been considered on the basis of the number of shares held as on the date reckoned for the purpose of the Polling or the number of shares mentioned in the polling whichever is less.
- iii. There is no case where the shareholder has voted both through remote e-voting and polling at AGM.

SUMMARY OF VOTING

| Promoter/P ublic | No. of shares held (1) | No. of votes polled (2) | % of votes polled on outstand ing shares (3)=[(2) /(1)]*10 0 | No. of votes in Favour (4) | No. of Votes against(5) | % of votes in favour on votes polled (6)=[(4)/(2)]* 100 | % of votes against on votes polled (7)=[(5) /(2)]*10 0 |
|--------------------------------------|------------------------------|-------------------------------|--|----------------------------------|-----------------------------------|--|---|
| Promoter and Promoter group | 274,31,54, 310 | 274,31,54, 310 | 100 | 274,31,54, 310 | 0 | 100 | 0 |
| Public institutional holders | 141,57,87, 919 | 136,94,74, 787 | 96.73 | 136,92,33, 414 | 2,41,37 3 | 99.98 | 0.01 |
| Public- others | 6,63,73,77 1 | 2,19,153 | 0.33 | 2,19,143 | 10 | 99.99 | 0.00 |
| Total | 422,53,19, 000 | 411,28,48,2 50 | 97.33 | 41,12,60, 6867 | 2,41,38 3 | 99.99 | 0.01 |

Percentage of Votes cast in favour: 99.99 | Percentage of votes cast against: 0.01

RESULT:-

Since, the number of votes cast in favour of the resolution is 99.99%, I report that the ordinary resolution under section 129 of the Companies Act, 2013 as set out in the notice of AGM dated 21st April, 2016 has been passed by the shareholders with the requisite majority. The resolution is deemed to be passed as on the date of AGM.



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Item No 2: Ordinary Resolution for approval of total dividend for the year 2015-16

| | | | |
|--|--|------------------------------|-------------------------|
| Total No. of Shareholders | 64951 | | |
| Total No. of Shares | 4,225,319,000 | | |
| Remote E-voting Period | 24 th June, 2016 to 27 th June, 2016 | | |
| | | Number of Votes/Folio | Number of shares |
| Total votes cast through remote e-voting | A | 234 | 71,44,66,527 |
| Total Votes cast through Polling at AGM | B | 40 | 340,30,56,262 |
| Grand Total of remote e-voting / Polling at AGM (A+B) | C | 274 | 4117522789 |
| Less: Invalid remote e-voting/ Polls at AGM*(On account of for/against option not indicated) | D | 11 | 4230065 |
| Net remote e-voting/ Polling at AGM (C-D) | E | 263 | 411,32,92,724 |

NOTES:

- Invalid voting was not taken into account for counting of votes.
- Votes cast in favour or against has been considered on the basis of the number of shares held as on the date reckoned for the purpose of the Polling or the number of shares mentioned in the polling whichever is less.

There is no case where the shareholder has voted both through remote e-voting and polling at AGM.

SUMMARY OF VOTING

| Promoter/P ublic | No. of shares held (1) | No. of votes polled (2) | % of votes polled on outstand ing shares (3)=[(2) /(1)]*10 0 | No. of votes in Favour (4) | No. of Votes against(5) | % of votes in favour on votes polled (6)=[(4)/(2)]* 100 | % of votes against on votes polled (7)=[(5) /(2)]*10 0 |
|--------------------------------------|------------------------------|-------------------------------|--|----------------------------------|-----------------------------------|--|---|
| Promoter and Promoter group | 274,31,54, 310 | 274,31,54, 310 | 100 | 274,31,54, 310 | 0 | 100 | 0 |
| Public institutional holders | 141,57,87, 919 | 136,99,19, 261 | 96.76 | 136,99,19, 261 | 0 | 100 | 0 |
| Public- others | 6,63,73,77 1 | 2,19,153 | 3.30 | 2,19,143 | 10 | 99.99 | 0.00 |
| Total | 422,53,19, 000 | 411,32,92, 724 | 97.35 | 411,32,92, 714 | 10 | 99.99 | 0.00 |

Percentage of Votes cast in favour: 99.99% | Percentage of votes cast against: 0.01%

RESULT:-

Since, the number of votes cast in favour of the resolution is 99.99%, I report that the ordinary resolution under section 123 of the Companies Act, 2013 as set out in the notice of AGM dated 21st April, 2016 has been passed by the shareholders with the requisite majority. The resolution is deemed to be passed as on the date of AGM.



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Item No 3: Ordinary Resolution for appointment of Director, retired by rotation at the AGM

| | | | |
|--|--|----------------------------------|-------------------------|
| Total No. of Shareholders | 64951 | | |
| Total No. of Shares | 4,225,319,000 | | |
| Remote E-voting Period | 24 th June, 2016 to 27 th June, 2016 | | |
| | | Number of Votes/Folio | Number of shares |
| Total votes cast through remote e-voting | A | 234 | 714466527 |
| Total Votes cast through Polling at AGM | B | 40 | 340,30,56,262 |
| Grand Total of remote e-voting / Polling at AGM (A+B) | C | 274 | 411,75,22,789 |
| Less: Invalid remote e-voting/ Polls at AGM*(On account of for/against option not indicated) | D | 11 | 42,30,065 |
| Net remote e-voting/ Polling at AGM (C-D) | E | 263 | 411,32,92,724 |

NOTES:

- i. Invalid voting was not taken into account for counting of votes.
- ii. Votes cast in favour or against has been considered on the basis of the number of shares held as on the date reckoned for the purpose of the Polling or the number of shares mentioned in the polling whichever is less.
- iii. There is no case where the shareholder has voted both through remote e-voting and polling at AGM..

SUMMARY OF VOTING

| Promoter/P ublic | No. of shares held (1) | No. of votes polled (2) | % of votes polled on outstand ing shares (3)=[(2) /(1)]*10 0 | No. of votes in Favour (4) | No. of Votes against(5) | % of votes in favour on votes polled (6)=[(4)/(2)]* 100 | % of votes against on votes polled (7)=[(5) /(2)]*10 0 |
|--------------------------------------|------------------------------|-------------------------------|--|----------------------------------|-----------------------------------|--|---|
| Promoter and Promoter group | 274,31,54, 310 | 274,31,54, 310 | 100 | 274,31,54, 310 | 0 | 100 | 0 |
| Public institutional holders | 141,57,87, 919 | 136,99,19, 261 | 96.76 | 130,90,36, 052 | 608,83, 209 | 95.56 | 4.44 |
| Public- others | 6,63,73,77 1 | 2,19,153 | 0.33 | 218,931 | 222 | 99.90 | 0.10 |
| Total | 422,53,19, 000 | 411,32,92,7 24 | 97.35 | 405,24,09 ,293 | 608,83, 431 | 98.52 | 1.48 |

Percentage of Votes cast in favour: 99.99% | Percentage of votes cast against: 0.01%

RESULT:-

Since, the number of votes cast in favour of the resolution is 99.99%, I report that the ordinary resolution under section 152 of the Companies Act, 2013 as set out in the notice of AGM dated 21st April, 2016 has been passed by the shareholders with the requisite majority. The resolution is deemed to be passed as on the date of AGM.



