

No. 3(1)/2018-Secy

September 01, 2018

BSE Limited.  
Phiroze Jeejeebhoy Towers  
Dalal Street  
MUMBAI-400 001

National Stock Exchange India Limited  
"Exchange Plaza"  
Bandra - Kurla Complex, Bandra (East)  
Mumbai- 400 051

**Scrip Code 500188**

**Scrip Code HINDZINC**

Dear Sir (s)

**Sub: - Submission (s) pursuant to the 52<sup>nd</sup> Annual General Meeting of the Company.**

In continuation of our letter no. 20A(1)/2018-Secy dated August 4, 2018, the 52<sup>nd</sup> Annual General Meeting ('AGM') of the Company was held on Friday 31<sup>st</sup> August 2018 and the business(es) mentioned in the Notice dated April 30, 2018 were transacted. In this regard, please find enclosed the following: -

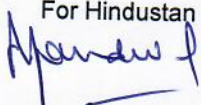
1. Voting results as required under Regulation 44 of the Securities & Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulation, 2015 (SEBI Listing Regulations) as **Annexure - I**.
2. Consolidated Report dated September 01, 2018, from the CS Manoj Maheshwari Practicing Company Secretary for the purpose remote e-voting and for conducting the physical ballot voting at the AGM, in fair and transparent manner, pursuant to Section 108 and 109 of the Companies Act, 2013 and Rule 20 (4) (xi) and Rule 21(2) of the Companies (Management and Administration) Rules, 2014, as **Annexure - II**.
3. Summary of proceedings as required under Regulation 30, Part-A of Schedule-III of the SEBI Listing Regulations, as **Annexure - III**.
4. Annual Report for the financial year 2017-18 as required under Regulation 34 of the SEBI Listing Regulations duly approved and adopted by the members as per the provisions of the Companies Act, 2013.

The meeting commenced at 2.30 p.m. and concluded at 3.25 p.m.

The result along with the Scrutinizer's Report(s) is available at the registered office and website of the Company and Karvy Computershare Private Limited, Registrar and Transfer Agents of the Company.

Thanking You,

For Hindustan Zinc Limited



(R. Pandwal)  
Company Secretary

Encl: as above

Copy to:

National Securities Depository Limited  
4<sup>th</sup> Floor, A wing, Trade World,  
Kamala Mills Compound  
Senapati Bapat Marg, Lower Parel  
Mumbai - 400 013

Central Depository Services (India) Ltd.  
25<sup>th</sup> Floor, Marathon Futurex  
N M Joshi Marg, Lower Parel (East)  
Mumbai - 400 013

**Hindustan Zinc Limited**

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

T +91-294 660 4000-02 F +91-294-242 7739 www.hzindia.com

CIN : L27204RJ1966PLC001208



Annexure I

Name of the Company	HINDUSTAN ZINC LIMITED
Date of the AGM/EGM	31ST AUGUST 2018
Total number of shareholders on record date	108928
No. of shareholders present in the meeting either in person or through proxy:	
Promoters and Promoter Group:	1
Public:	3385
No. of Shareholders attended the meeting through Video Conferencing	
Promoters and Promoter Group:	Not Applicable
Public:	Not Applicable

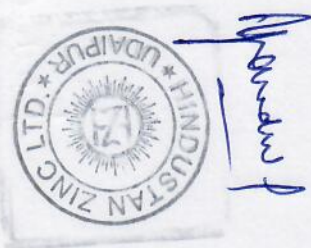
Resolution No.	1								
Resolution required: (Ordinary/ Special)	Ordinary- To consider and adopt the Audited Financial Statements of the Company for the Financial Year ended March 31, 2018, together with the reports of the Board of Directors and Auditors thereon.- Ordinary Business								
Whether promoter/ promoter group are interested in the agenda/resolution?	No								
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)] * 100	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)]*100	
Promoter and Promoter Group	E-Voting		0	0.00000	0	0	0	0.00	
	Poll	2743154310	2743154310	100.00000	2743154310	0	100	0.00	
	Postal Ballot (if applicable)		0	0.00000	0	0	0	0.00	
	Total	2743154310	2743154310	100.00000	2743154310	0	100	0.00	
Public- Institutions	E-Voting		150726611	98.20250	150726611	0	100	0.00	
	Poll	1424278343	1247950590	0.00000	1247950590	0	100	0.00	
	Postal Ballot (if applicable)		0	0.00000	0	0	0	0.00	
	Total	1424278343	1398677201	98.20252	1398677201	0	100	0.00	
Public- Non Institutions	E-Voting		2583594	4.46320	2583594	0	0	0.00	
	Poll	57886347	183114	0.31640	183024	90	100	0.00	
	Postal Ballot (if applicable)		0	0.00000	0	0	0	0.00	
	Total	57886347	2766708	4.77960	2766618	90	100	0.00	
	Total	4225319000	4144598219	98.08960	4144598129	90	100	0.00	



Mandav



Resolution No.	2								
Resolution required: (Ordinary/ Special)	ORDINARY - To confirm the payment of First Interim Dividend and Second Interim Dividend made during the Financial Year 2017-18. - Ordinary Business								
Whether promoter/ promoter group are interested in the agenda/resolution?	No								
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100	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)]*100	
Promoter and Promoter Group	E-Voting								
	Poll	2743154310	2743154310	0	0.00000	0	0.00000	0.00000	
	Postal Ballot (if applicable)				100.00000	0	100.00000	0.00000	
	Total	2743154310	2743154310	0	0.00000	0	0.00000	0.00000	
Public- Institutions	E-Voting								
	Poll		151899423	10.66501	100.00000	0	100.00000	0.00000	
	Postal Ballot (if applicable)	1424278343	1247950590	87.61985		0	0.00000	0.00000	
	Total	1424278343	0	0.00000		0	0.00000	0.00000	
Public- Non Institutions	E-Voting								
	Poll		2583595	4.46322	1399850013	0	100.00000	0.00000	
	Postal Ballot (if applicable)	57886347	183114	0.31633	2583315	280	99.98916	0.01084	
	Total	57886347	0	0.00000	183114	0	100.00000	0.00000	
	Total	57886347	2766709	4.77955	2766429	280	99.98988	0.01012	
	Total	4225319000	4145771032	98.11735	4145770752	280	99.99999	0.00001	

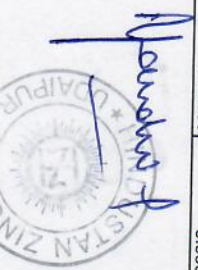




Resolution No.	3									
Resolution required: (Ordinary/ Special)	Ordinary- To appoint a Director in place of Mr. Agnivesh Agarwal ( DIN:00038950) who retires by rotation and, being eligible, offers himself for re-appointment as per Article 70 of the Articles of Association of the Company. - Ordinary Business									
Whether promoter/ promoter group are interested in the agenda/resolution?	No									
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)] * 100	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)]*100		
Promoter and Promoter Group	E-Voting			0	0.00000	0	0	0.0000	0.0000	
	Poll	2743154310	2743154310	100.00000	2743154310	0	0	100.0000	0.0000	
	Postal Ballot (if applicable)		0	0.00000	0	0	0.0000	0.0000	0.0000	
	Total	2743154310	2743154310	100.00000	2743154310	0	0	100.0000	0.0000	0.0000
	E-Voting		151899423	10.66501	96411828	55487595	63.4708	36.5292	0.0000	
Public- Institutions	Poll	1424278343	1247950590	87.61985	1247950590	0	100.0000	0.0000	0.0000	
	Postal Ballot (if applicable)		0	0.00000	0	0	0.0000	0.0000	0.0000	
	Total	1424278343	1399850013	98.28486	1344362418	55487595	96.0362	3.9638	0.0000	
	E-Voting		2567126	4.43477	2549435	17691	99.3109	0.6891	0.0000	
	Poll	57886347	183114	0.31633	183114	0	100.0000	0.0000	0.0000	
Public- Non Institutions	Postal Ballot (if applicable)		0	0.00000	0	0	0.0000	0.0000	0.0000	
	Total	57886347	2750240	0	2732549	17691	99.3567	0.6433	0.0000	
	Total	4225319000	4145754563	98.12000	4,0902,49,277	55505286	98.6600	1.3388	0.0000	

Resolution No.

Resolution No.	4									
Resolution required: (Ordinary/ Special)	Ordinary- To ratify the appointment of M/s S.R. Batliboi & Co., LLP, as Statutory Auditors of the Company – Ordinary Business									
Whether promoter/ promoter group are interested in the agenda/resolution?	No									
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100	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)]*100		
Promoter and Promoter Group	E-Voting			0	0.00000	0	0	0.00000	0.00000	
	Poll	2743154310		2743154310	100.00000	2743154310	0	100.00000	0.00000	
	Postal Ballot (if applicable)									
	Total	2743154310		2743154310	100.00000	2743154310	0	100.00000	0.00000	
	E-Voting				151899423	10.66501	151247610	651813	99.57089	0.42911
Public- Institutions	Poll	1424278343		1247950590	87.61985	1247950590	0	100.00000	0.00000	
	Postal Ballot (if applicable)				0	0.00000	0	0.00000	0.00000	
	Total									





	Total	1424278343	1399850013	98.28486	1399198200	651813	99.95344	0.04656
	E-Voting		2568463	4.43708	2567517	946	99.96317	0.03663
	Poll		183114	0.31633	183114	0	100.00000	0.00000
	Postal Ballot (if applicable)	57886347	0	0.00000	0	0	0.00000	0.00000
Public- Non Institutions	Total	57886347	2751577	4.75341	2750631	946	99.96562	0.03438
	Total	4225319000	4145755900	98.11699	4145103141	652759	99.98425	0.01575

Resolution No.	5	Special- To ratify the remuneration of the Cost auditors for the financial year ending March 31, 2019. Special Resolution - Special						
Resolution required: (Ordinary/ Special)	Special							
Whether promoter/ promoter group are interested in the agenda/resolution?	No							
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)] * 100	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)] * 100
	E-Voting		0	0.00000	0	0	0.00000	0.00000
	Poll	2743154310	2743154310	100.00000	2743154310	0	100.00000	0.00000
	Postal Ballot (if applicable)		0	0.00000	0	0	0.00000	0.00000
Promoter and Promoter Group	Total	2743154310	2743154310	100.00000	2743154310	0	100.00000	0.00000
	E-Voting		151899423	5.53740	151899423	0	100.00000	0.00000
	Poll	1424278343	1247950590	87.61985	1247950590	0	100.00000	0.00000
	Postal Ballot (if applicable)		0	0.00000	0	0	0.00000	0.00000
Public- Institutions	Total	1424278343	1399850013	98.28486	1399850013	0	100.00000	0.00000
	E-Voting		2583275	4.46267	2581553	1722	99.93334	0.06666
	Poll	57886347	183114	0.31633	183114	0	100.00000	0.00000
	Postal Ballot (if applicable)		0	0.00000	0	0	0.00000	0.00000
Public- Non Institutions	Total	57886347	2766389	4.77900	2764667	1722	99.93775	0.06225
	Total	4225319000	4145770712	98.11734	4145768990	1722	99.99996	0.00004

Resolution No.	6	To approve reappointment of Mr. A.R. Narayanaswamy (DIN-00818169) AS AN Independent Director. - Special						
Resolution required: (Ordinary/ Special)	Special							
Whether promoter/ promoter group are interested in the agenda/resolution?	No							
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)] * 100	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)] * 100

Handwritten signature and circular stamp of the company.



Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]*100	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)]*100
Promoter and Promoter Group	E-Voting	2743154310	0	0.00000	0	0	0.00000	0.00000
	Postal Ballot (if applicable)		2743154310	100.00000	2743154310	0	100.00000	0.00000
	Total	2743154310	0	0.00000	0	0	0.00000	0.00000
	E-Voting		2743154310	100.00000	2743154310	0	100.00000	0.00000
	Postal Ballot (if applicable)		151899423	5.53740	150829303	1070120	99.29551	0.70449
Public- Institutions	Postal Ballot (if applicable)	1424278343	1247950590	87.61985	1247950590	0	100.00000	0.00000
	Total	1424278343	0	0.00000	0	0	0.00000	0.00000
	E-Voting		1399850013	98.28486	1398779893	1070120	99.92355	0.07645
	Postal Ballot (if applicable)	57886347	2581915	4.46032	2564324	17591	99.31868	0.68132
Public- Non Institutions	Postal Ballot (if applicable)		183114	0.31633	183114	0	100.00000	0.00000
	Total	57886347	0	0.00000	0	0	0.00000	0.00000
	E-Voting		2765029	4.77665	2747438	17591	99.36380	0.63620
	Postal Ballot (if applicable)		4145769352	98.11731	4144681641	1087711	99.87376	0.02624
Resolution No.	Total	4225319000						
Resolution required: (Ordinary/ Special)	7							
Whether promoter/ promoter group are interested in the agenda/resolution?	To approve reappointment of Mr. Arun L. Todarwal (DIN00020916) as an Independent Director. - Special							
Promoter and Promoter Group	No							
	E-Voting							
	Postal Ballot (if applicable)	2743154310	2743154310.00000	100	2743154310	0	100.00	0.00000
	Total	2743154310	0.00000	0	0	0	0.00	0.00000
Public- Institutions	E-Voting		2743154310.00000		2743154310	0		
	Postal Ballot (if applicable)	1424278343	151899423.00000	11	147127457	4771966	96.86	3.1420
	Postal Ballot (if applicable)		1247950590.00000	88	1247950590	0	100.00	0.00000
	Total	1424278343	0.00000	0	0	0	0.00	0.00000
Public- Non Institutions	E-Voting		1399850013.00000	98	1395078047	4771966		
	Postal Ballot (if applicable)	57886347	2581915.00000	4	2579214	2701	99.90	0.1046
	Postal Ballot (if applicable)		183114.00000	0	183114		99.90	0.1000
	Total	57886347	0.00000	0	0	0	0.00	0.00000
	Total	4225319000	2765029.00000	5	2762328	2701	0.00	0.00000
	Total	4225319000	4145769352.00000	98	4140994685	4774667	99.88	0.12000





**SCRUTINIZER'S REPORT**

To,  
The Chairman of  
52<sup>nd</sup> Annual General Meeting of the Equity Shareholders of Hindustan Zinc Limited held on Friday, 31<sup>st</sup> August, 2018 at 02:30 P.M. at the registered office of the company situated at Yashad Bhawan, Udaipur (Rajasthan) ("AGM").

**Sub: Consolidated Scrutinizer's Report on Remote E-voting & Voting conducted at the AGM**

The Board of Directors of Hindustan Zinc Limited (hereinafter referred to as "the Company") at its meeting held on Monday, 30<sup>th</sup> April, 2018 has appointed me as the scrutinizer for the remote e-voting process as well as to scrutinize the physical ballot forms to be received from the Shareholders at the venue of the AGM pursuant to Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) (hereinafter referred to as "Rule 20") and in accordance with Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

**Report on Scrutiny:**

- The Company had appointed Karvy Computershare Private Limited (hereinafter referred to as "Karvy / Service Provider") as the service provider, for the purpose of extending the facility of remote e-voting to the shareholders of the Company. Further, Karvy is also the Registrar and Share Transfer Agents (hereinafter referred to as "RTA") of the Company.
- The Service Provider had provided a system for recording the votes of the Shareholders electronically on all the items of the business (both Ordinary and Special Business) sought to be transacted at the AGM of the Company.
- The Service Provider had set up electronic voting facility on their website [evoting@karvy.com](mailto:evoting@karvy.com). The Company had uploaded the items of the business to be transacted at the AGM on the website of the Company and also the Service Provider to facilitate their Shareholders to cast their vote through Remote E-Voting.
- The internal cut-off date for the dispatch of the Notice of the AGM was Friday, 27<sup>th</sup> July, 2018 and as on that date, there were 1,08,848 Shareholders of the Company. The RTA of the Company had sent the Notices of the AGM along with Annual Report and E-Voting details by email to 87,997 Shareholders whose email IDs were made available by the two Depositories. In respect of 20,851 Shareholders whose email-IDs were not available, notices were sent by Courier. Further, there were no such cases where transmission through email had failed.

Further, as confirmed by the management, there were 10 such envelopes containing notice of AGM which were returned undelivered.

- The notices sent (both through e-mail and physical mode) contained the detailed procedure to be followed by the Shareholders who were desirous of casting their votes electronically as provided in Rule 20.



# MANOJ MAHESHWARI

COMPANY SECRETARY

( 2370 954; 93145 04821 (M)

E-mail: cs.vmanda@gmail.com

403, "ROYAL WORLD" S.C ROAD, JAIPUR - 302001.

"USHA - KIRAN", 11, GEEJ GARH VIHAR, HAWA SARAK, JAIPUR - 302019

- The Cut-off date for the purpose of identifying Shareholders who will be entitled to vote on the resolutions placed for approval of the Shareholders was Friday, 24<sup>th</sup> August, 2018. The remote e-voting period remained open from Monday, 27<sup>th</sup> August, 2018 at 9:00 A.M. and ended on Thursday, 30<sup>th</sup> August, 2018 at 05:00 P.M.
- The Company completed the dispatch of the notices to the Shareholders by Monday, 06<sup>th</sup> August, 2018.
- *As prescribed in clause (v) of sub rule 4 of Rule 20, the Company has also released an advertisement, which was published 21 days before the date of the AGM in "Business Standard", English newspaper in English language and in "Dainik Navjyoti", vernacular newspaper dated Tuesday, 07<sup>th</sup> August, 2018 except advertisement in vernacular newspaper was also published in English language. The notice published in the newspaper carried the required information as specified in Sub Rule 4(v) (a) to (h) of the said Rule 20 except sub-clauses (e), (f), (g) and (h).*
- At the end of the voting period on Thursday, 30<sup>th</sup> August, 2018 at 05:00 P.M., the voting portal of the Service provider was blocked forthwith. The limited information for the Shareholders who have cast their votes, such as name, folio number of shares held was obtained from the service provider.
- At the venue of the AGM of the Company, the facility to vote through ballot paper was provided to facilitate those Shareholders present in the meeting but could not participate in the Remote e-voting to record their votes.
- After the voting at the AGM was concluded, ballot boxes kept for the purpose of casting of votes were locked in my presence with due identification marks placed by me. The locked ballot boxes were subsequently opened in my presence and in presence of two witnesses and the ballot papers were diligently scrutinized. The ballot papers were reconciled with the records maintained by the RTA of the Company and the authorizations/ proxies lodged with the Company. The ballot papers, which were incomplete and/or which were otherwise found defective have been treated as invalid and kept separately.
- On 31<sup>st</sup> August, 2018, after counting of the votes conducted at the venue of the AGM through ballot paper, the votes cast through remote e-voting were unblocked by me in the presence of 2 witnesses who are not in the employment of the Company as prescribed in Sub Rule 4(xii) of the said Rule 20.
- Thereafter, I have duly compiled details of the Remote e-voting carried out by the Shareholders and the physical voting done at the venue of the AGM by way of Ballot paper, the details of which are as follows:





**MANOJ MAHESHWARI****COMPANY SECRETARY**

( 2370 954; 93145 04821 (M)

E-mail: cs.vmanda@gmail.com

403, "ROYAL WORLD" S.C ROAD, JAIPUR - 302001.

"USHA - KIRAN", 11, GEEJ GARH VIHAR, HAWA SARAK, JAIPUR - 302019

**Item No. 1: Ordinary Resolution:**

To consider and adopt the Audited Financial Statements of the Company for the Financial Year ended 31<sup>st</sup> March, 2018, together with the reports of the Board of Directors and the Auditors thereon.

Directors and the Auditors thereon.

Total No. of Shareholders/folios	1,08,928		
Total No. of Shares	4,22,53,19,000		
Remote E-voting Period	27 <sup>th</sup> August, 2018 to 30 <sup>th</sup> August, 2018		
		<b>Number of Votes/Folio</b>	<b>Number of shares</b>
Total votes cast through remote e-voting	A	334	15,46,55,182
Total Votes cast through Polling at AGM	B	30	3,99,12,88,014
Grand Total of remote e-voting / Polling at AGM(A+B)	C	364	4,14,59,43,196
Less: Invalid/abstain remote e-voting/ Polls at AGM (On account of for/against option not indicated)	D	7	13,44,977
Net remote e-voting/ Polling at AGM(C-D)	E	357	4,14,45,98,219

NOTES:

**NOTES:**

- (i) The cases where the shareholder have voted both through remote e-voting and polling at AGM have been considered invalid.
- (ii) Invalid voting was not taken into account for counting of percentages of valid and invalid votes.
- (iii) 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.

**SUMMARY OF VOTING**

Promoter/ Public	No. of shares held (1)	No. of votes polled (2)	% of votes polled on outstanding shares (3)=[(2)/(1)]*100	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)]*100
Promoter and Promoter group	2,74,31,54,310	2,74,31,54,310	100.0000%	2,74,31,54,310	0	100.0000%	0.0000%
Public institutional holders	1,42,42,78,343	1,39,86,77,201	98.2025%	1,39,86,77,201	0	100.0000%	0.0000%
Public-others	5,78,86,347	27,66,708	4.7796%	27,66,618	90	99.9967%	0.0033%
<b>Total</b>	<b>4,22,53,19,000</b>	<b>4,14,45,98,219</b>	<b>98.0896%</b>	<b>4,14,45,98,129</b>	<b>90</b>	<b>99.9999%</b>	<b>0.0001%</b>

Percentage of Votes cast in favour: 99.9999% | Percentage of votes cast against: 0.0001%

**RESULT:-**

Since, the number of votes cast in favour of the resolution is 99.9999%, I report that the ordinary resolution under section 129 of the Companies Act, 2013 as set out in the notice of AGM dated 30<sup>th</sup> April, 2018 has been passed by the shareholders with the requisite majority. The resolution is deemed to be passed as on the date of AGM.





**MANOJ MAHESHWARI****COMPANY SECRETARY**

I 2370 954; 93145 04821 (M)

E-mail: cs.vmanda@gmail.com

403, "ROYAL WORLD" S.C ROAD, JAIPUR - 302001.

"USHA - KIRAN", 11, GEEJ GARH VIHAR, HAWA SARAK, JAIPUR - 302019

**Item No. 2: Ordinary Resolution:****To confirm the payment of first interim dividend and second interim dividend made during the financial year 2017-18.**

Total No. of Shareholders/folios	1,08,928		
Total No. of Shares	4,22,53,19,000		
Remote E-voting Period	27 <sup>th</sup> August, 2018 to 30 <sup>th</sup> August, 2018		
		Number of Votes/Folio	Number of shares
Total votes cast through remote e-voting	A	334	15,46,55,183
Total Votes cast through Polling at AGM	B	30	3,99,12,88,014
Grand Total of remote e-voting / Polling at AGM(A+B)	C	364	4,14,59,43,197
Less: Invalid/abstain remote e-voting/ Polls at AGM (On account of for/against option not indicated)	D	4	1,72,165
Net remote e-voting/ Polling at AGM(C-D)	E	360	4,14,57,71,032

NOTES:

**NOTES:**

- (i) The cases where the shareholder have voted both through remote e-voting and polling at AGM have been considered invalid.
- (ii) Invalid voting was not taken into account for counting of percentages of valid and invalid votes.
- (iii) 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.

**SUMMARY OF VOTING**

Promoter/ Public	No. of shares held (1)	No. of votes polled (2)	% of votes polled on outstanding shares (3)=[(2)/(1)]*100	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)]*100
Promoter and Promoter group	2,74,31,54,310	2,74,31,54,310	100.00000%	2,74,31,54,310	0	100.00000%	0.00000%
Public institutional holders	1,42,42,78,343	1,39,98,50,013	98.28486%	1,39,98,50,013	0	100.00000%	0.00000%
Public-others	5,78,86,347	27,66,709	4.77955%	27,66,429	280	99.98988%	0.01012%
<b>Total</b>	<b>4,22,53,19,000</b>	<b>4,14,57,71,032</b>	<b>98.11735%</b>	<b>4,14,57,70,752</b>	<b>280</b>	<b>99.99999%</b>	<b>0.00001%</b>

Percentage of Votes cast in favour: 99.99999% | Percentage of votes cast against: 0.00001%

**RESULT:-**

Since, the number of votes cast in favour of the resolution is 99.99999%, I report that the ordinary resolution under section 123 of the Companies Act, 2013 as set out in the notice of AGM dated 30<sup>th</sup> April, 2018 has been passed by the shareholders with the requisite majority. The resolution is deemed to be passed as on the date of AGM.





**MANOJ MAHESHWARI****COMPANY SECRETARY**

I 2370 954; 93145 04821 (M)

E-mail: cs.vmanda@gmail.com

403, "ROYAL WORLD" S.C ROAD, JAIPUR - 302001.

"USHA - KIRAN", 11, GEEJ GARH VIHAR, HAWA SARAK, JAIPUR - 302019

**Item No. 3: Ordinary Resolution:**

To appoint a Director in place of Mr. Agnivesh Agarwal (DIN: 00038950), who retires by rotation and being eligible, offers himself for re-appointment as per Article 70 of the Articles of Association of the Company.

Total No. of Shareholders/folios	1,08,928		
Total No. of Shares	4,22,53,19,000		
Remote E-voting Period	27 <sup>th</sup> August, 2018 to 30 <sup>th</sup> August, 2018		
		Number of Votes/Folio	Number of shares
Total votes cast through remote e-voting	A	334	15,46,55,183
Total Votes cast through Polling at AGM	B	30	3,99,12,88,014
Grand Total of remote e-voting / Polling at AGM(A+B)	C	364	4,14,59,43,197
Less: Invalid/abstain remote e-voting/ Polls at AGM (On account of for/against option not indicated)	D	6	1,88,634
Net remote e-voting/ Polling at AGM(C-D)	E	358	4,14,57,54,563

NOTES:

**NOTES:**

- The cases where the shareholder have voted both through remote e-voting and polling at AGM have been considered Invalid.
- Invalid voting was not taken into account for counting of percentages of valid and invalid 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.

**SUMMARY OF VOTING**

Promoter/ Public	No. of shares held (1)	No. of votes polled (2)	% of votes polled on outstanding shares (3)=[(2)/(1)]*100	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)]*100
Promoter and Promoter group	2,74,31,54,310	2,74,31,54,310	100.00%	2,74,31,54,310	0	100.00%	0.00%
Public institutional holders	1,42,42,78,343	1,39,98,50,013	98.28%	1,34,43,62,418	5,54,87,595	96.04%	3.96%
Public-others	5,78,86,347	27,50,240	4.75%	27,32,549	17,691	99.36%	0.64%
Total	4,22,53,19,000	4,14,57,54,563	98.12%	4,09,02,49,277	5,55,05,286	98.66%	1.34%

Percentage of Votes cast in favour: 98.66% | Percentage of votes cast against: 1.34%

**RESULT:-**

Since, the number of votes cast in favour of the resolution is 98.66%, I report that the ordinary resolution under section 152 of the Companies Act, 2013 as set out in the notice of AGM dated 30<sup>th</sup> April, 2018 has been passed by the shareholders with the requisite majority. The resolution is deemed to be passed as on the date of AGM.





403, "ROYAL WORLD" S.C ROAD, JAIPUR - 302001.  
"USHA - KIRAN", 11, GEEJ GARH VIHAR, HAWA SARAK, JAIPUR - 302019

To ratify the appointment of M/S S.R. Batliboi & Co. LLP as Statutory Auditors of the Company.

**NOTES:**

- (ii) The cases where the shareholder have voted both through remote e-voting and polling at AGM have been considered invalid.
- (iii) Invalid voting was not taken into account for counting of percentages of valid and invalid votes.
- (iii) 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.

Promoter/ Public	No. of shares held (1)	No. of votes polled (2)	% of votes polled on outstanding shares (3)=[(2)/(1)]*100	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)]*100
Promoter and Promoter group	2,74,31,54,310	2,74,31,54,310	100.00%	2,74,31,54,310	0	100.00%	0.00%
Public institutional holders	1,42,42,78,343	1,39,98,50,013	98.28%	1,39,91,98,200	6,51,813	99.95%	0.05%
Public-others	5,78,86,347	27,51,577	4.75%	27,50,631	946	99.97%	0.03%
<b>Total</b>	<b>4,22,53,19,000</b>	<b>4,14,57,55,900</b>	<b>98.12%</b>	<b>4,14,51,03,141</b>	<b>6,52,759</b>	<b>99.98%</b>	<b>0.02%</b>

**Percentage of Votes cast in favour: 99.98% | Percentage of votes cast against: 0.02%**

Since, the number of votes cast in favour of the resolution is 99.98%, I report that the ordinary resolution under section 139 and 142 of the Companies Act, 2013 as set out in the notice of AGM dated 30<sup>th</sup> April, 2018 has been passed by the shareholders with the requisite majority. The resolution is deemed to be passed as on the date of AGM.





**COMPANY SECRETARY**

**E-mail: [cs.vmanda@gmail.com](mailto:cs.vmanda@gmail.com)**

403, "ROYAL WORLD" S.C ROAD, JAIPUR - 302001.  
IRAN", 11. GEEI GABH VTHAR, JAMNAGAR

"USHA - KIRAN", 11, GEEJ GARH VIHAR, HAWA SARAK, JAIPUR - 302019

**Item No. 5: Ordinary Resolution:**

To ratify the remuneration of the Cost Auditors for the financial year ending March 31, 2019.

**NOTES:**

- (i) The cases where the shareholder have voted both through remote e-voting and polling at AGM have been considered invalid.
- (ii) Invalid voting was not taken into account for counting of percentages of valid and invalid votes.
- (iii) 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.

### SUMMARY OF VOTING

Promoter/ Public	No. of shares held (1)	No. of votes polled (2)	% of votes polled on outstanding shares (3)=[(2)/{(1)}]*100	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)}]*100
Promoter and Promoter group	2,74,31,54,310	2,74,31,54,310	100.00000%	2,74,31,54,310	0	100.00000%	0.00000%
Public institutional holders	1,42,42,78,343	1,39,98,50,013	98.28486%	1,39,98,50,013	0	100.00000%	0.00000%
Public-others	5,78,86,347	27,66,389	4.77900%	27,64,667	1,722	99.93775%	0.06225%
<b>Total</b>	<b>4,22,53,19,000</b>	<b>4,14,57,70,712</b>	<b>98.11734%</b>	<b>4,14,57,68,990</b>	<b>1,722</b>	<b>99.99996%</b>	<b>0.00004%</b>

Percentage of Votes cast in favour: 99.99996% | Percentage of votes cast against: 0.00004%

**RESULT:-**

Since, the number of votes cast in favour of the resolution is 99.99996%, I report that the ordinary resolution under section 148 of the Companies Act, 2013 as set out in the notice of AGM dated 30<sup>th</sup> April, 2018 has been passed by the shareholders with the requisite majority. The resolution is deemed to be passed as on the date of AGM.





**MANOJ MAHESHWARI**

COMPANY SECRETARY

( 2370 954; 93145 04821 (M)

E-mail: cs.vmanda@gmail.com

403, "ROYAL WORLD" S.C ROAD, JAIPUR - 302001.

"USHA - KIRAN", 11, GEEJ GARH VIHAR, HAWA SARAK, JAIPUR - 302019

**Item No. 6: Special Resolution:****To approve reappointment of Mr. A.R. Narayanaswamy (DIN: 00818169) as an Independent Director.**

Independent Director.

Total No. of Shareholders/folios	1,08,928		
Total No. of Shares	4,22,53,19,000		
Remote E-voting Period	27 <sup>th</sup> August, 2018 to 30 <sup>th</sup> August, 2018		
		Number of Votes/Folio	Number of shares
Total votes cast through remote e-voting	A	334	15,46,55,183
Total Votes cast through Polling at AGM	B	30	3,99,12,88,014
Grand Total of remote e-voting / Polling at AGM(A+B)	C	364	4,14,59,43,197
Less: Invalid/abstain remote e-voting/ Polls at AGM (On account of for/against option not indicated)	D	6	1,73,845
Net remote e-voting/ Polling at AGM(C-D)	E	358	4,14,57,69,352

NOTES:

**NOTES:**

- (i) The cases where the shareholder have voted both through remote e-voting and polling at AGM have been considered Invalid.
- (ii) Invalid voting was not taken into account for counting of percentages of valid and invalid votes.
- (iii) 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.

**SUMMARY OF VOTING**

Promoter/ Public	No. of shares held (1)	No. of votes polled (2)	% of votes polled on outstanding shares (3)=[(2)/(1)] *100	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)] *100
Promoter and Promoter group	2,74,31,54,310	2,74,31,54,310	100.00%	2,74,31,54,310	0	100.00%	0.00%
Public institutional holders	1,42,42,78,343	1,39,98,50,013	98.28%	1,39,87,79,893	10,70,120	99.92%	0.08%
Public-others	5,78,86,347	27,65,029	4.78%	27,47,438	17,591	99.36%	0.64%
<b>Total</b>	<b>4,22,53,19,000</b>	<b>4,14,57,69,352</b>	<b>98.12%</b>	<b>4,14,46,81,641</b>	<b>10,87,711</b>	<b>99.97%</b>	<b>0.03%</b>

Percentage of Votes cast in favour: 99.97% | Percentage of votes cast against: 0.03%

**RESULT:-**

Since, the number of votes cast in favour of the resolution is 99.97%, I report that the Special resolution under section 149 and 152 of the Companies Act, 2013 as set out in the notice of AGM dated 30<sup>th</sup> April, 2018 has been passed by the shareholders with the requisite majority. The resolution is deemed to be passed as on the date of AGM.





**MANOJ MAHESHWARI**

**COMPANY SECRETARY**

2370 954; 93145 04821 (M)

**E-mail: [cs.vmanda@gmail.com](mailto:cs.vmanda@gmail.com)**

403, "ROYAL WORLD" S.C ROAD, JAIPUR - 302001.

"USHA - KIRAN", 11, GEEJ GARH VIHAR, HAWA SARAK, JAIPUR - 302019

**Item No. 7: Special Resolution:**

To approve reappointment of Mr. Arun L. Todarwal (DIN: 00020916) as an Independent Director.

Total No. of Shareholders/folios	1,08,928		
Total No. of Shares	4,22,53,19,000		
Remote E-voting Period	27 <sup>th</sup> August, 2018 to 30 <sup>th</sup> August, 2018		
		<b>Number of Votes/Folio</b>	<b>Number of shares</b>
Total votes cast through remote e-voting	A	334	15,46,55,183
Total Votes cast through Polling at AGM	B	30	3,99,12,88,014
Grand Total of remote e-voting / Polling at AGM(A+B)	C	364	4,14,59,43,197
Less: Invalid/abstain remote e-voting/ Polls at AGM (On account of for/against option not indicated)	D	5	1,73,845
Net remote e-voting/ Polling at AGM(C-D)	E	359	4,14,57,69,352

**NOTES:**

- (i) The cases where the shareholder have voted both through remote e-voting and polling at AGM have been considered invalid.
- (ii) Invalid voting was not taken into account for counting of percentages of valid and invalid votes.
- (iii) 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.

### SUMMARY OF VOTING

Promoter/ Public	No. of shares held (1)	No. of votes polled (2)	% of votes polled on outstanding shares (3)=[(2)/(1)]* 100	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)]*100
Promoter and Promoter group	2,74,31,54,310	2,74,31,54,310	100.00%	2,74,31,54,310	0	100.00%	0.00%
Public institutional holders	1,42,42,78,343	1,39,98,50,013	98.28%	1,39,50,78,047	47,71,966	99.66%	0.34%
Public-others	5,78,86,347	27,65,029	4.78%	27,62,328	2,701	99.90%	0.10%
<b>Total</b>	<b>4,22,53,19,000</b>	<b>4,14,57,69,352</b>	<b>98.12%</b>	<b>4,14,09,94,685</b>	<b>47,74,667</b>	<b>99.88%</b>	<b>0.12%</b>

**Percentage of Votes cast in favour: 99.88% | Percentage of votes cast against: 0.12%**

**RESULT:-**

Since, the number of votes cast in favour of the resolution is **99.88%**, I report that the Special resolution under section 149 and 152 of the Companies Act, 2013 as set out in the notice of AGM dated 30<sup>th</sup> April, 2018 has been passed by the shareholders with the requisite majority. The resolution is deemed to be passed as on the date of AGM.





**MANOJ MAHESHWARI****COMPANY SECRETARY**

(+ 2370 954; 93145 04821 (M)

E-mail: cs.vmanda@gmail.com

403, "ROYAL WORLD" S.C ROAD, JAIPUR - 302001.

"USHA - KIRAN", 11, GEEJ GARH VIHAR, HAWA SARAK, JAIPUR - 302019

All the Resolutions mentioned in the AGM Notice dated 30<sup>th</sup> April, 2018 as per the results above stand passed under remote e-voting and voting conducted at AGM by way of Ballot Papers with the requisite majority and deemed to be passed as on the date of the AGM.


A soft copy, containing a list of Equity Shareholders who voted "FOR" or "AGAINST" and those whose votes were declared invalid/abstained, for each resolution is being handed over to the Company separately.

I hereby confirm that I am maintaining the Registers received from the RTA and the electronic voting data received from the Service Provider, in respect of the votes cast through remote e-voting and voting conducted at AGM by way of Ballot Papers by the Shareholders of the Company. The Ballot papers and all other relevant records relating to e-voting and physical voting are under my safe custody and will be handed over to the Company Secretary for safe keeping.

This report may be treated as a report under Section 109 of the Companies Act, 2013 and Rule 21(2) of The Companies (Management and Administration) Rules, 2014.

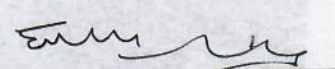
I thank you for the opportunity given to act as a Scrutinizer for the remote e-voting and polling at AGM.

Yours Faithfully

  
CS Manoj Maheshwari  
Scrutinizer  
FCS: 3355  
C.P. No. 1971



For Hindustan Zinc Limited

  
Sunil Duggal  
Chairman of the meeting  
DIN: 07291685

Place: Jaipur  
Date: 01<sup>st</sup> September, 2018





**SUMMARY OF PROCEEDINGS OF THE 52<sup>nd</sup> ANNUAL GENERAL MEETING OF HINDUSTAN ZINC LIMITED HELD ON FRIDAY AUGUST 31, 2018**

The 52<sup>nd</sup> Annual General Meeting (AGM) of the Members of the Company was held on Friday August 31, 2018 at 2.30 P.M. at Yashad Bhawan, Udaipur – 313004. The meeting started with the briefing on the safety arrangements.

Mr. Sunil Duggal CEO & Whole-time Director, was appointed as the Chairman for the meeting. He chaired the meeting and started the formal proceedings.

Mr. A.R. Narayanaswamy, Mr. Arun L Tadarwal and Mr. Sudhir Kumar Directors of the Company attended the meeting.

As per records of attendance 3386 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 52<sup>nd</sup> AGM was taken as read with the permission of the members present.

The Chairman delivered his speech. The Auditors report was read by Arun K. Singh 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 Monday, 27 August 2018 (9.00 am IST) and ended on Thursday August 30, 2018 (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 Manoj Maheshwari, 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 April 30, 2018 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, 2018, together with the reports of the Board of Directors and Auditors thereon - Ordinary Resolution.
2. To confirm the payment of first interim dividend and second interim dividend made during the financial year 2017-18 - Ordinary Resolution.

Contd. on page....2



3. To appoint a Director in place of Mr. Agnivesh Agarwal (DIN: 00038950), who retires by rotation and being eligible, offers himself 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**

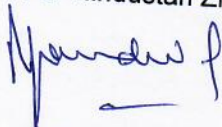
5. To ratify the remuneration of the Cost Auditors for the financial year ending March 31, 2019 - Ordinary Resolution.
6. To approve reappointment of Mr. A.R. Narayanaswamy (DIN: 00818169) as an Independent Director - Special Resolution:
7. To approve reappointment of Mr. Arun L. Todarwal (DIN: 00020916) as an Independent Director - Special Resolution:

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

All resolutions for consideration at the 52<sup>nd</sup> AGM, as set out in the Notice dated April 30, 2018, have been passed by the Members with requisite majority through remote e-voting and ballot paper at the AGM Venue.

This is for your information and records

For Hindustan Zinc Limited



(R. Pandwal)  
Company Secretary

