



# HINDUSTAN ZINC LIMITED

Registered Office: Yashad Bhawan, Udaipur-313004  
CIN: L27204RJ1966PLC001208, www.hzindia.com

## NOTICE

Notice is hereby given that the 49th Annual General Meeting of the Members of the Company will be held on Monday, 15th June, 2015 at 2.30 PM at Yashad Bhawan, Udaipur to transact the following businesses:

### ORDINARY BUSINESS

1. To consider and adopt the Audited Financial Statements of the Company for the financial year ended March 31, 2015, the reports of the Board of Directors and Auditors thereon.
2. To declare final dividend on equity shares for the financial year 2014-15.
3. 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 129 of the Articles of Association of the Company.
4. To re-appoint the retiring Auditors M/s Deloitte Haskins & Sells LLP as Statutory Auditors of the Company to hold office from the conclusion of this Annual General Meeting upto the conclusion of the next Annual General Meeting and to pass, the following resolution as Ordinary Resolution, with or without modification(s):

"RESOLVED that M/s Deloitte Haskins & Sells, LLP, Chartered Accountants having ICAI registration no. 117366W/W 100018, be and are hereby re-appointed as Statutory Auditors of the Company for the period from the conclusion of 49th Annual General Meeting to the conclusion of the next Annual General Meeting at such remuneration as may be fixed by the Board of Directors as per the provisions of Section 139 and other applicable provisions of the Companies Act, 2013".

### SPECIAL BUSINESS

5. To approve the remuneration of the Cost Auditors for the financial year ending March 31, 2016 and in this regard to consider and if thought fit, pass, with or without modification(s), the following resolution as an Ordinary Resolution:

"RESOLVED THAT pursuant to the provisions of Section 148 and all other applicable provisions of the Companies Act, 2013 and the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force), M/s K.G. Goyal & Company the Cost Auditors appointed by the Board of Directors of the Company, to conduct the audit of the cost records of the Company for the financial year ending March 31, 2016, be paid the remuneration as set out in the Statement annexed to the Notice convening this Meeting."

6. To appoint Mr. Sudhaker Shukla (DIN: 07034685) as a Non-executive Director and in this regard, to consider and if thought fit, to pass, with or without modification(s) the following resolution as an Ordinary Resolution:

“RESOLVED THAT pursuant to the provisions of Sections 149 and 152 read with all other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Appointment & Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and Article 129 of the Articles of Association of the Company, Mr. Sudhaker Shukla (DIN: 07034685), who is eligible for appointment and in respect of whom the company has received a notice in writing from a member along with the deposit of requisite amount under section 160 of the Companies Act, 2013 proposing his candidature as non-executive director of the company, be and is hereby appointed as Non-executive Director of the company with effect from 14 November, 2014 being the date of approval of his appointment by the Board of Directors.”

7. To appoint Mr. Arun L. Todarwal (DIN: 00020916) as an Independent Director and in this regard, to consider and if thought fit, to pass, with or without modification(s) the following resolution as an Ordinary Resolution:

“RESOLVED THAT pursuant to the provisions of Sections 149 and 152 read with Schedule IV and all other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Appointment & Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and Article 129 of the Articles of Association of the Company, Mr. Arun L. Todarwal (DIN 00020916), Director of the company, who has submitted a declaration that he meets the criteria for independence as provided in Section 149(6) of the Companies Act, 2013 and who is eligible for appointment and in respect of whom the Company has received a notice in writing from a member along with the deposit of requisite amount under section 160 of the Companies Act, 2013 proposing his candidature for the office of Independent Director, being so eligible, be appointed as an Independent Director of the company, not liable to retire by rotation, to hold office for a term of 3 (three) years with effect from the date of approval of his appointment by the Board of Directors, i.e. from 11 March, 2015 up to 10 March, 2018.”

8. To appoint Mr. Kannan R. (DIN: 00227980) as an Independent Director and in this regard, to consider and if thought fit, to pass, with or without modification(s) the following resolution as an Ordinary Resolution:

“RESOLVED THAT pursuant to the provisions of Sections 149 and 152 read with Schedule IV and all other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Appointment & Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and Article 129 of the Articles of Association of the Company, Mr. Kannan R. (DIN: 00227980), Director of the company, who has submitted a declaration that he meets the criteria for

independence as provided in Section 149(6) of the Companies Act, 2013 and who is eligible for appointment and in respect of whom the Company has received a notice in writing from a member along with the deposit of requisite amount under section 160 of the Companies Act, 2013 proposing his candidature for the office of Independent Director, being so eligible, be appointed as an Independent Director of the company, not liable to retire by rotation, to hold office for a term of 3 (three) years with effect from the date of approval of his appointment by the Board of Directors, i.e. from 11 March, 2015 up to 10 March, 2018.”

9. To fix the tenure of Mr. A.R. Narayanaswamy (DIN: 00818169) Independent Director, and in this regard, to consider and if thought fit, to pass, with or without modification(s) the following resolution as an Ordinary Resolution:

“RESOLVED THAT pursuant to the provisions of Sections 149 and 152 read with Schedule IV and all other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Appointment & Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and Article 129 of the Articles of Association of the Company, the tenure of Mr. A.R. Narayanaswamy (DIN: 00818169), Independent Director of the company who has submitted a declaration that he meets the criteria for independence as provided in Section 149(6) of the Companies Act, 2013 and in respect of whom the Company has received a notice in writing from a member alongwith the deposit of requisite amount under Section 160 of the Companies Act, 2013, not liable to retire by rotation, shall hold office for a term of 3 (three) years with effect from 11 March, 2015 up to 10 March, 2018 being the date of approval of his tenure by the Board of Directors.”

By Order of the Board

Place: Mumbai

R. Pandwal

Date: 20th April, 2015

Company Secretary

## **NOTES**

1. A member entitled to attend and vote at the meeting is entitled to appoint proxy to attend and vote instead of himself and the proxy need not be a member of the Company (A copy of the proxy form is attached). The instrument appointing a proxy must be deposited at the Registered Office of the Company not less than 48 hours before commencement of the meeting. A person can act as a proxy on behalf of members not exceeding fifty and holding in the aggregate not more than ten percent of the total share capital of the Company carrying voting rights. A member holding more than ten percent of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other person or shareholder.
2. The Register of Members and Share Transfer Books shall be available for inspection by members.
3. Annual Report and AGM Notice is available at the website of the Company at [www.hzlindia.com](http://www.hzlindia.com) in the Investor Relation section.
4. The Register of Members and Share Transfer Books of the Company will remain closed from 14 May, 2015 to 15 May, 2015 (both days inclusive) for final dividend payment.

Relevant documents referred to in the accompanying Notice and the Statement are open for inspection by the members at the Registered Office of the Company on all working days, except Saturdays, during business hours up to the date of the Meeting.

Pursuant to the provisions of Section 205A(5) and 205C of the Companies Act, 1956, the Company has transferred the unpaid or unclaimed dividends for the financial year 2007-08 (Interim) on due dates, to the Investor Education and Protection Fund (the IEPF) established by the Central Government. Pursuant to the provisions of Investor Education and Protection Fund (Uploading of information regarding unpaid and unclaimed amounts lying with companies) Rules, 2012, the Company has uploaded the details of unpaid and unclaimed amounts lying with the Company on the website of the Company ([www.hzlindia.com](http://www.hzlindia.com)), as also on the website of the Ministry of Corporate Affairs.

5. Shareholders who are yet to encash their earlier dividend warrants for the years from 2007-08 (Final) to 2014-15 (interim dividend) are requested to contact the Company Secretary for revalidation of the dividend warrant/issue of fresh demand draft.

### **Members are requested to:**

- (a) Notify the change in address if any, with Pin Code numbers immediately to the Company (in case of shares held in physical mode).
- (b) Bring their copy of the Annual Report and Attendance Slip with them at the Annual General Meeting.
- (c) Quote their Regd. Folio Number/DP and Client ID Nos. in all their correspondence with the Company or its Registrar and Share Transfer Agent.

6. The voting rights of shareholders shall be in proportion to their shares in the paid up equity share capital of the Company as on 8th June, 2015.
7. CS Manoj Maheshwari, FCS 3355, Practising Company Secretary has been appointed as the Scrutinizer to scrutinize the remote e-voting and poll process to be carried out at the AGM in a fair and transparent manner.
8. The final results including the poll and remote e-voting results of the AGM of the Company shall be declared within 48 hours from the conclusion of the Annual General Meeting. The final results along with the scrutinizers report shall be placed on the Company's website [www.hzllindia.com](http://www.hzllindia.com) immediately after the result is declared by the Chairman.
9. In compliance with provisions of the Companies Act, 2013, the Company is also offering remote e-voting facility to the Members to enable them to cast their votes electronically. Please note that remote e-voting is optional and not mandatory. Remote E-voting facility would remain open only from 11th June (11.00 A.M.) to 14th June, 2015 (up to 5.00PM). During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of 8th June, 2015, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter. Once the vote on a resolution is casted by the shareholder, the shareholder shall not be allowed to change it subsequently.

**The instructions for members for voting electronically are as under:-**

**(A) (I) In case of members receiving e-mail:**

- i) If you are holding shares in Demat form and had logged on to [www.evotingindia.com](http://www.evotingindia.com) and casted your vote earlier for EVSN of any Company, then your existing login id and password are to be used.
- ii) Log on to the e-voting website [www.evotingindia.com](http://www.evotingindia.com).
- iii) Click on “Shareholders” tab to cast your votes.
- iv) Now, select the Electronic Voting Sequence Number - “EVSN” along with “COMPANY NAME” from the drop down menu and click on “SUBMIT”
- v) Now, fill up the following details in the appropriate boxes:

	<b>For Members holding shares in Demat Form</b>	<b>For Members holding shares in Physical Form</b>
User ID	For NSDL: 8 Character DP ID followed by 8 Digits Client ID For CDSL: 16 digits beneficiary ID	Folio Number registered with the Company
PAN*	Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department when prompted by the system while e-voting (applicable for shares held in demat form)	
DOB#	Enter the Date of Birth as recorded in your demat account or in the company records for the said demat account or folio in dd/mm/yyyy format.	
Dividend Bank Details#	Enter the Dividend Bank Details as recorded in your demat account or in the company records for the said demat account or folio.	

- \* Members who have not updated their PAN with the Company/Depository Participant are requested to use the default number: <Default Number> in the PAN field.
  - # Please enter any one of the details in order to login.
  - vi) After entering these details appropriately, click on “SUBMIT” tab.
  - vii) Members holding shares in physical form will then reach directly the EVSN selection screen. However, members holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily change their login password which is PAN number by default, in the new password field. The new password has to be minimum eight characters consisting of at least one upper case (A-Z), one lower case (a-z), one numeric value (0-9) and a special character(@ # \$ %& \*). Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
  - viii) Click on the relevant EVSN on which you choose to vote.
  - ix) On the voting page, you will see Resolution Description and against the same the option “YES/NO” for voting. Select the option YES or NO as desired The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
  - x) Click on the “Resolutions File Link” if you wish to view the entire Resolutions.
  - xi) After selecting the resolution you have decided to vote on, click on “SUBMIT”. A confirmation box will be displayed. If you wish to confirm your vote, click on “OK”, else to change your vote, click on “CANCEL” and accordingly modify your vote.
  - xii) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- (II) In case of members receiving the physical copy of Notice of AGM [for members whose e-mail IDs are not registered with the company/ depository participant(s) or requesting physical copy]:**
- (B) Please follow all steps from sl. no. (ii) to sl. no. (xii) above, to cast vote.**
- (C) Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to log on to <https://www.evotingindia.co.in> and register themselves, link their account which they wish to vote on and then cast their vote. They should upload a scanned copy of the Board Resolution in PDF format in the system for the scrutinizer to verify the vote.
  - (D) In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions (“FAQs”) and e-voting manual available at [www.evotingindia.com](http://www.evotingindia.com) under help section or write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).
10. Corporate members are requested to send a duly certified copy of the board resolution/power of attorney authorizing their representative to attend and vote at the Annual General Meeting.

## **Explanatory Statement Pursuant to Section 102 (1) of the Companies Act, 2013 (“the Act”)**

The following Statement sets out all material facts relating to the Special Businesses mentioned in the accompanying Notice.

### **Item No. 5**

The Board, on the recommendation of the Audit Committee, has approved the appointment and recommended remuneration of M/s K.G. Goyal & Company, Cost Auditor to conduct the audit of the cost records of the Company for the financial year ending March 31, 2016.

In accordance with the provisions of Section 148 of the Act read with the Companies (Audit and Auditors) Rules, 2014, the remuneration of Rs 1.80 lacs payable to the Cost Auditors has to be approved by the shareholders of the Company.

Accordingly, consent of the members is sought for passing an Ordinary Resolution as set out at Special Business Item No. 5 of the Notice for approval of the remuneration payable to the Cost Auditors for the financial year ending March 31, 2016.

The Board recommends, the Ordinary Resolution set out at Item No. 5 of the Notice for approval by the shareholders.

None of the Directors/Key Managerial Personnel of the Company/their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution set out at Item No. 5 of the Notice.

### **Item No. 6**

The Board of Directors of the Company (“the Board”) at its meeting held on 19 January, 2015, on the basis of recommendation of the Nomination & Remuneration Committee, approved the appointment of Mr. Sudhaker Shukla as an Additional Non-executive Director of the Company in terms of Section 149, 152 and 161 read with all other applicable provisions of the Companies Act, 2013 and the Companies (Appointment & Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), to hold office up to the date of the ensuing Annual General Meeting.

The Company has received a notice in writing from a member along with the deposit of requisite amount under Section 160 of the Act proposing the candidature of Mr. Sudhaker Shukla for the office of Director of the Company. Mr. Sudhaker Shukla is not disqualified from being appointed as a Director in terms of Section 164 of the Act and has given his consent to act as a Non-executive Director.

The Company has received from him (i) consent in writing to act as Director in Form DIR-2 pursuant to Rule 8 of Companies (Appointment and Qualification of Directors) Rules, 2014 and (ii) intimation in Form DIR-8 in terms of Companies (Appointment and Qualification of Directors) Rules, 2014, to the effect that he is not disqualified under sub-section (2) of Section 164 of the Companies Act, 2013.

Brief resume of Mr. Sudhaker Shukla pursuant to clause 49 of the Listing Agreement executed with Stock Exchanges is enclosed as Annexure-I.

Keeping in view his vast expertise and knowledge, it will be in the interest of the Company that Mr. Sudhaker Shukla is appointed as Non-executive Director on the Board.

Save and except Mr. Sudhaker Shukla and his relatives, to the extent of their shareholding interest, if any, in the Company, none of the other Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or

interested, financially or otherwise, in the resolution set out at Item No. 6 of the Notice.

The Board recommends, the Ordinary Resolution set out at Item No. 6 of the Notice for approval by the shareholders.

### **Item No. 7 and 8**

The Board of Directors of the Company (“the Board”) at its meeting held on 11 March, 2015 on the basis of the recommendation of the Nomination & Remuneration Committee, approved the appointment of Mr. Arun L. Todarwal and Mr. Kannan R. (Directors), as Additional Independent Directors of the Company in terms of Sections 149, 152 and 161 read with Schedule IV and all other applicable provisions of the Companies Act, 2013 and the Companies (Appointment & Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) In terms of the provisions of Section 161(1) of the Act, Mr. Arun L. Todarwal and Mr. Kannan R. would hold office up to the date of the ensuing Annual General Meeting.

The Company has received a notice in writing from member(s) alongwith the deposit of requisite amount under Section 160 of the Act proposing the candidature of Mr. Arun L. Todarwal and Mr. Kannan R. for the office of Director of the Company. Mr. Arun L. Todarwal and Mr. Kannan R. are not disqualified from being appointed as Director in terms of Section 164 of the Act and have given their consent to act as Independent Director(s).

The Company has received from them (i) consent in writing to act as Director in Form DIR-2 pursuant to Rule 8 of Companies (Appointment and Qualification of Directors) Rules, 2014 and (ii) intimation in Form DIR-8 in terms of Companies (Appointment and Qualification of Directors) Rules, 2014, to the effect that they are not disqualified under sub-section (2) of Section 164 of the Companies Act, 2013 and (iii) a declaration to the effect that they meet the criteria of independence as provided in sub-section (6) of Section 149 of the Companies Act, 2013.

As Independent Directors, they are entitled to sitting fees and commission, as approved by the members in 46 Annual General Meeting held on 6 July, 2012 and as may be determined by the Board from time to time.

Brief resume of the Directors and additional information pursuant to clause 49 of the Listing Agreement executed with Stock Exchanges is enclosed as Annexure-I. Keeping in view their vast expertise and knowledge, it will be in the interest of all the stakeholders that Mr. Arun L. Todarwal and Mr. Kannan R. are appointed as Independent Directors. It is proposed to appoint



them for a period of 3 (three) years, from the date of approval of appointment by the Board of Directors, i.e. from 11 March, 2015 to 10 March, 2018.

Copy of the draft letters for appointment of Mr. Arun L. Todarwal and Mr. Kannan R. as Independent Directors setting out the terms and conditions are available for inspection by members at the Registered Office of the Company and also uploaded on the website of the Company.

Save and except Mr. Arun L. Todarwal and Mr. Kannan R. and their relatives, to the extent of their shareholding interest, if any, in the Company, none of the other Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution set out at Item No. 7 and 8 of the Notice.

The Board recommends, the Ordinary Resolution set out at Item No. 7 and 8 of the Notice for approval by the shareholders.

### **Item No. 9**

The Board of Directors of the Company (“the Board”) at its meeting held on 30 March, 2009 approved the appointment of Mr. A.R. Narayanaswamy as Independent Director of the Company. Since the tenure of the appointment of Mr. A.R. Narayanaswamy as Independent Director was not fixed under the erstwhile Companies Act, so Board of Directors now on the basis of recommendation of Nomination & Remuneration Committee has fixed the tenure of appointment of Mr. A.R. Narayanaswamy as an Independent Director for a period of 3 (three) years with effect from 11 March, 2015 to 10 March, 2018.

The Company has received a notice in writing from member alongwith the deposit of requisite amount under Section 160 of the Act proposing the candidature of Mr. A. R. Narayanaswamy for the office of Director of the Company. Mr. A.R. Narayanaswamy is not disqualified from being appointed as Director in terms of Section 164 of the Act and has given his consent to act as Independent Director.

The Company has received from the him (i) consent in writing to act as Director in Form DIR-2 pursuant to Rule 8 of Companies (Appointment and Qualification of Directors) Rules, 2014 and (ii) intimation in Form DIR-8 in terms of Companies (Appointment and Qualification of Directors) Rules, 2014, to the effect that he is not disqualified under sub-section (2) of Section 164 of the Companies Act, 2013 and (iii) a declaration to the effect that he meets with the criteria of independence as provided in sub-section (6) of Section 149 of the Companies Act, 2013.

As Independent Director he is entitled to sitting fees and commission, as approved by the members in 46 Annual General Meeting held on 6 July, 2012 and as may be determined by the Board from time to time.

Brief resume of the Director and additional information pursuant to clause 49 of the Listing Agreement executed with Stock Exchanges is enclosed as Annexure-I. Keeping in view his vast expertise and knowledge, it will be in the interest of all the stakeholders that Mr. A.R. Narayanaswamy continues as Independent Director for a further period of 3 (three) years, from

the date of approval of appointment by the Board of Directors, i.e. from 11 March, 2015 to 10 March, 2018.

Save and except Mr. A.R. Narayanaswamy and his relatives, to the extent of their shareholding interest, if any, in the Company, none of the other Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or

interested, financially or otherwise, in the resolution set out at Item No. 9 of the Notice.

The Board recommends, the Ordinary Resolution set out at Item No. 9 of the Notice for approval by the shareholders.

By Order of the Board

Place: Mumbai

Date: 20th April, 2015

R. Pandwal

Company Secretary

## Details as per Clause 49 of the Listing Agreement in respect of Directors being appointed/ reappointed/tenure fixed

Name	Mr. Agnivesh Agarwal	Mr. Sudhaker Shukla	Mr. Arun L. Todanwal	Mr. Kannan R.	Mr. A.R. Narayanaswamy
Date of birth	3.6.1976	24.9.1959	16.6.1957	2.6.1949	22.12.1951
Qualification	B. Com.	M.A., M. Phil, M.Sc., Indian Economic Services 1985 Batch	FCA	M.Sc., PG in Management Studies, CAIIB & CAIF from Indian Institute of Bankers	FCA
Specialised Expertise	He is an eminent industrialist with a rich knowledge of business operations with an extensive experience in efficiently managing large projects, business restructuring and strategies.	He is Economic Advisor to the Ministry of Mines, Government of India. He has held senior managerial positions in different ministries and departments of the Central Government. This includes his last stint as the Advisor to ED at African Development Bank, Tunisia. Moreover, he has been Director in Ministry of Power and Director (Foreign Trade), Department of Economic Affairs (Ministry of Finance).	He has an extensive experience in Taxation, Statutory Audits, Due Diligences, Arbitration and Joint Ventures.	He has vast experience in Corporate and Investment Banking. Corporate mergers and acquisitions, corporate/capital structuring and project finance.	He has vast experience in Mining Industry
Number of shares held in the company	NIL	NIL	NIL	NIL	NIL
Directorship in other companies	Sterilite Iron & Steel Company Limited Agarwal Galvanising Pvt. Ltd. Primex Healthcare and Research Private Limited Caitlyn India Private Limited Twinstar Overseas Limited Twinstar Infrastructure Limited Twinstar Investments Limited	Bharat Aluminium Co. Limited	Sterilite Technologies Ltd. Graviss Hotels & Resorts Ltd. Anuh Pharma Ltd. SREI Mutual Fund Trust Pvt. Ltd. Welspun India Ltd. Welspun Global Brands Ltd. Sterilite Grid Ltd. Lakecity Ventures Pvt. Ltd.	Orient Press Ltd. Shasun Pharmaceuticals Ltd. Ram Ratna Wires Ltd. Bharat Aluminium Co. Ltd. Orionsayi Consultants Pvt. Ltd. Lakecity Ventures Pvt. Ltd. Real Time Tech Solutions Pvt. Ltd. Pan India Paryatan Pvt. Ltd.	Sterilite Technologies Ltd. East-North Interconnection Company Limited Sterilite Grid 2 Limited Sterilite Grid Limited Bharat Aluminium Co. Ltd. MALCO Energy Limited Sesa Resources Limited Sesa Mining Corporation Ltd. IBIS Softec Solutions Pvt. Ltd. IBIS Logistics Pvt. Ltd. IBIS Systems and Solutions Pvt. Ltd. Primex Healthcare and Research Private Limited Caitlyn India Private Limited Vizag General Cargo Berth Private Ltd.

Committee Position	NIL	NIL	<p><b>Chairman:</b> Sterlite Technologies Ltd. 1) Audit Committee 2) Nomination &amp; Remuneration Committee</p> <p><b>Member:</b> Sterlite Technologies Ltd. 1) Shareholder's &amp; Investor's Grievance Committee. 2) Allotment Committee. 3) CSR Committee. Anuh Pharma Ltd. 1) Audit Committee 2) Nomination &amp; Remuneration Committee 3) CSR Committee Welspun India Ltd. Audit Committee Welspun Global Brands Ltd. Audit Committee</p>	<p><b>Chairman:</b> Shasun Pharmaceuticals Ltd. 1) Audit Committee 2) Shareholder's &amp; Investor's Grievance Committee.</p> <p><b>Member:</b> Shasun Pharmaceuticals Ltd. 1) Nomination &amp; Remuneration Committee 2) Compensation Committee 3) CSR Committee Bharat Aluminium Co. Limited Audit Committee</p>	<p><b>Chairman:</b> Sterlite Technologies Ltd. Stakeholder Relationship Committee Sterlite Grid 2 Limited Nomination &amp; Remuneration Committee Sterlite Grid Limited Nomination &amp; Remuneration Committee</p> <p><b>Member:</b> Sterlite Technologies Ltd. 1) Audit Committee 2) Nomination &amp; Remuneration Committee 3) CSR Committee Sterlite Grid 2 Limited Audit Committee Sterlite Grid Limited Audit Committee Bharat Aluminium Co. Ltd. 1) Audit Committee 2) Nomination &amp; Remuneration Committee MALCO Energy Limited 1) Audit Committee 2) Nomination &amp; Remuneration Committee 3) CSR Committee Sesa Resources Limited 1) Audit Committee 2) Nomination &amp; Remuneration Committee Sesa Mining Corporation Ltd. Nomination &amp; Remuneration Committee Vizag General Cargo Berth Private Ltd. 1) Audit Committee 2) Nomination &amp; Remuneration Committee</p>
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**FORM NO. MGT-11  
PROXY FORM**

[Pursuant to section 105(6) of the Companies Act, 2013 and rule 19(3) of the Companies (Management and Administration) Rules, 2014]

CIN: L27204RJ1966PLC001208

Name of the Company: HINDUSTAN ZINC LIMITED

Registered Office-Yashad Bhawan, Udaipur-313004

Name of the member(s) : \_\_\_\_\_  
Registered address : \_\_\_\_\_  
E-mail Id : \_\_\_\_\_  
Folio No./Client Id : \_\_\_\_\_  
DPID : \_\_\_\_\_

I/We, being the member(s) of \_\_\_\_\_ shares of the above named company, hereby appoint

1. Name : \_\_\_\_\_  
Address : \_\_\_\_\_  
E-mail Id : \_\_\_\_\_  
Signature : \_\_\_\_\_

or failing him

1. Name : \_\_\_\_\_  
Address : \_\_\_\_\_  
E-mail Id : \_\_\_\_\_  
Signature : \_\_\_\_\_

or failing him

1. Name : \_\_\_\_\_  
Address : \_\_\_\_\_  
E-mail Id : \_\_\_\_\_  
Signature : \_\_\_\_\_

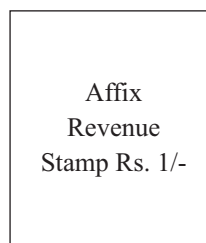
As my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 49th Annual general meeting of the company, to be held on the Monday 15 June, 2015 at 2.30 P.M. at Udaipur and at any adjournment thereof in respect of such resolutions as are indicated below:

<b>Resolution No.</b>	<b>Resolution</b>
<b>Ordinary Business</b>	
1.	To consider and adopt the Audited Financial Statements & other documents
2.	To declare final dividend for FY 2014-15
3.	To re-appoint Mr. Agnivesh Agarwal as Director
4.	To re-appoint Deloitte Haskins & Sells LLP as Statutory Auditors
<b>Special Business</b>	
5.	To approve the remuneration of the Cost Auditor
6.	To appoint Mr. Sudhaker Shukla as Non-executive Director
7.	To appoint Mr. Arun L. Todarwal as Independent Director
8.	To appoint Mr. Kannan R. as Independent Director
9.	To fix tenure of Mr. A.R. Narayanaswamy as Independent Director

Signed this \_\_\_\_\_ day of \_\_\_\_\_, 2015

Signature of shareholder \_\_\_\_\_

Signature of Proxy holder(s) \_\_\_\_\_



**Note: This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Meeting.**



**HINDUSTAN ZINC LIMITED**  
**Registered Office- Yashad Bhawan, Udaipur- 313004**

**ATTENDENCE SLIP**

**49th ANNUAL GENERAL MEETING, MONDAY, 15th JUNE, 2015 AT 2.30 PM**

Name and Address of the Member \_\_\_\_\_

Reg. Folio/Client ID No. \_\_\_\_\_

I certify that I am a registered shareholder of the company and hold \_\_\_\_\_ shares.

Please indicate whether Member/Proxy \_\_\_\_\_

I hereby record my presence at the **49TH ANNUAL GENERAL MEETING** of the Company held on Monday, June 15, 2015 at 02.30 P.M. at Yashad Bhawan, Udaipur

**Member's/ Proxy Name in BLOCK Letters**

**Member's/Proxy's Signature**

Note: Shareholder/Proxy holder must bring the Attendance Slip to the meeting and hand it over at the entrance duly signed.

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**HINDUSTAN ZINC LIMITED**  
**Registration of e-mail address for future communication**

Name of shareholder: \_\_\_\_\_ e-mail id: \_\_\_\_\_

Address: \_\_\_\_\_

Client ID/ Folio Number (in case physical holding): \_\_\_\_\_

DPID: \_\_\_\_\_

Signature: \_\_\_\_\_

**Important Communication to Members**

The Ministry of Corporate Affairs has taken a "Green Initiative in the Corporate Governance" by allowing paperless compliances by the companies and has issued circulars stating that service of notice/documents including Annual Report can be sent by e-mail to its members. To support this green initiative of the Government in full measure, members who have not registered their e-mail addresses, so far, are requested to register their e-mail addresses, in respect of electronic holdings with the Depository through their concerned Depository Participants. Members who hold shares in physical form are requested to register their e-mail addresses with the Company.

