

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: - 50<sup>th</sup> Annual General Meeting (AGM) and voting results.**

Dear Sir(s),

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

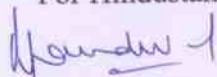
- (a) Report of the Scrutinizer dated 30<sup>th</sup> June 2016, pursuant to section 108 of the Companies Act 2013 and Rule 20(4) (xii) of the Companies ( Management and Administration ) rules 2014 (Annexure – 1).
- (b) Voting results as required under regulation 44 of the SEBI (Listing Obligations &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

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

Copy of the Scrutinizer report is also available on the Company Website at [www.hzlindia.com](http://www.hzlindia.com)

Thanking you,

Yours Sincerely,  
For Hindustan Zinc Ltd.



(R. Pandwal)  
Company Secretary

cc:-

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

Central Depository Services (India) Limited  
Phiroze Jeejeebhoy Towers  
28<sup>th</sup> 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  
[www.hzlindia.com](http://www.hzlindia.com)

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

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**Scrutinizer's Report**

To,  
 Chairman of  
 50<sup>th</sup> Annual General Meeting of the Equity Shareholders of Hindustan Zinc Limited  
 held on Tuesday, 28<sup>th</sup> 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 50<sup>th</sup> Annual General Meeting of Equity Shareholders held on 28<sup>th</sup> June, 2016.**

Pursuant to the resolution passed by the Board of Directors of **HINDUSTAN ZINC LIMITED** (hereinafter referred to as "Company") on Thursday, 21<sup>st</sup> April, 2016, I had been appointed as the scrutinizer for the remote e-voting process and polling to be carried out at the 50<sup>th</sup> 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 50<sup>th</sup> 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 21<sup>st</sup> 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. 21<sup>st</sup> June, 2016 were entitled to vote on the resolutions contained in the Notice to the 50<sup>th</sup> AGM of the members of the Company.





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The notice of 50<sup>th</sup> AGM contains the following resolutions:

REFERENCE TO THE COMPANIES ACT, 2013	TYPE AND DESCRIPTION OF THE ORDINARY RESOLUTION
<b>1) Ordinary Resolution: Adoption of Audited Financial Statements</b>	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.
<b>2) Ordinary Resolution: Approval of total dividend for the year 2015-16</b>	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).
<b>3) Ordinary Resolution: Appointment of Director, retired by rotation at the AGM</b>	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.
<b>4) Ordinary Resolution: Appointment of Statutory Auditors</b>	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.
<b>Special Business</b>	
<b>5) Ordinary Resolution: Ratification of Remuneration to the Cost Auditors</b>	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 <sup>st</sup> March, 2017.
<b>6) Ordinary Resolution: Appointment of Independent Director of the Company</b>	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 <sup>th</sup> November, 2015.
<b>7) Ordinary Resolution: Approval of extension in the tenure of Whole-time Director</b>	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 <sup>st</sup> October, 2015 to 30 <sup>th</sup> September, 2016.
<b>8) Ordinary Resolution: Approval for appointment of Chief Executive Officer and Whole-time Director</b>	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 <sup>st</sup> October, 2015 to 30 <sup>th</sup> September, 2018 .

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

- 1) That the AGM notice dated 21<sup>st</sup> 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 03<sup>rd</sup> 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, 24<sup>th</sup> June, 2016 at 11.00 A.M. and ended on Monday, 27<sup>th</sup> June, 2016, 2015 at 5.00 P.M.
- 4) The members of the Company as on the cut-off date i.e. Tuesday, 21<sup>st</sup> 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 21<sup>st</sup> 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 <sup>th</sup> June, 2016 to 27 <sup>th</sup> June, 2016		
		<b>Number of Votes/Folio</b>	<b>Number of shares</b>
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:**

- 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	136,94,74, 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
<b>Total</b>	<b>422,53,19, 000</b>	<b>411,28,48,2 50</b>	<b>97.33</b>	<b>41,12,60, 6867</b>	<b>2,41,38 3</b>	<b>99.99</b>	<b>0.01</b>

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 21<sup>st</sup> 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 <sup>th</sup> June, 2016 to 27 <sup>th</sup> June, 2016		
		<b>Number of Votes/Folio</b>	<b>Number of shares</b>
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
<b>Total</b>	<b>422,53,19, 000</b>	<b>411,32,92, 724</b>	<b>97.35</b>	<b>411,32,92, 714</b>	<b>10</b>	<b>99.99</b>	<b>0.00</b>

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 21<sup>st</sup> 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**

AGM			
Total No. of Shareholders	64951		
Total No. of Shares	4,225,319,000		
Remote E-voting Period	24 <sup>th</sup> June, 2016 to 27 <sup>th</sup> June, 2016		
		<b>Number of Votes/Folio</b>	<b>Number of shares</b>
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:**

- 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	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
<b>Total</b>	<b>422,53,19, 000</b>	<b>411,32,92,7 24</b>	<b>97.35</b>	<b>405,24,09 ,293</b>	<b>608,83, 431</b>	<b>98.52</b>	<b>1.48</b>

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 21<sup>st</sup> 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 4: Ordinary Resolution for Appointment of Statutory Auditors**

Total No. of Shareholders	64951		
Total No. of Shares	4,225,319,000		
Remote E-voting Period	24 <sup>th</sup> June, 2016 to 27 <sup>th</sup> June, 2016		
		<b>Number of Votes/Folio</b>	<b>Number of shares</b>
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	11	42,30,065
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	136,64,45, 295	34,73,9 66	99.75	0.25
Public- others	6,63,73,77 1	2,19,153	0.33	2,18,931	222	99.90	0.10
<b>Total</b>	<b>422,53,19, 000</b>	<b>411,32,92,7 24</b>	<b>97.35</b>	<b>410,98,18 ,536</b>	<b>34,74,1 88</b>	<b>99.92</b>	<b>0.08</b>

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 139 of the Companies Act, 2013 as set out in the notice of AGM dated 21<sup>st</sup> 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.



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

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**Item No 5: Ordinary Resolution for Ratification of Remuneration to the Cost Auditors**

Total No. of Shareholders	64951		
Total No. of Shares	4,225,319,000		
Remote E-voting Period	24th June, 2016 to 27th 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	11	42,30,065
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	136,93,64, 954	5,54,30 7	99.96	0.04
Public- others	6,63,73,77 1	2,19,153	0.33	2,18,931	222	99.90	0.10
<b>Total</b>	<b>422,53,19, 000</b>	<b>411,32,92,7 24</b>	<b>97.35</b>	<b>411,27,38 ,195</b>	<b>5,54,52 9</b>	<b>99.99</b>	<b>0.01</b>

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 148 of the Companies Act, 2013 as set out in the notice of AGM dated 21<sup>st</sup> 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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**COMPANY SECRETARY**

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

**Item No 6: Ordinary Resolution for appointment of Independent Director of the Company**

Company			
Total No. of Shareholders	64951		
Total No. of Shares	4,225,319,000		
Remote E-voting Period	24 <sup>th</sup> June, 2016 to 27 <sup>th</sup> 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:**

- 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	274,31,54,3 10	274,31,54,3 10	100	274,31,54,3 10	0	100	0
Public institutional holders	141,57,87,9 19	136,99,19,2 61	96.76	132,76,28,0 20	4,22,91, 241	96.92	3.08
Public- others	6,63,73,771	2,19,153	0.33	2,18,931	222	99.90	0.10
<b>Total</b>	<b>422,53,19,0 00</b>	<b>411,32,92,7 24</b>	<b>97.35</b>	<b>407,10,01, 261</b>	<b>4,22,91, 463</b>	<b>98.97</b>	<b>1.03</b>

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 149, 152 of the Companies Act, 2013 as set out in the notice of AGM dated 21<sup>st</sup> 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.



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

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

**Item No 7: Ordinary Resolution for approval of extension in the tenure of Whole-time Director**

Total No. of Shareholders	64951		
Total No. of Shares	4,225,319,000		
Remote E-voting Period	24th June, 2016 to 27th 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:**

- 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	274,31,54,3 10	274,31,54,3 10	100	274,31,54,3 10	0	100	0
Public institutional holders	141,57,87,9 19	136,99,19,2 61	96.76	136,98,41,7 43	77,518	99.99	0.01
Public- others	6,63,73,771	2,19,153	0.33	2,18,931	222	99.90	0.10
<b>Total</b>	<b>422,53,19,0 00</b>	<b>411,32,92,7 24</b>	<b>97.35</b>	<b>411,32,14, 984</b>	<b>77,740</b>	<b>99.99</b>	<b>0.002</b>

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 196, 197 & 203 of the Companies Act, 2013 as set out in the notice of AGM dated 21<sup>st</sup> 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.





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

I 2370 954; 93145 04821 (M)

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

**Item No 8: Ordinary Resolution for approval for appointment of Chief Executive Officer and Whole-time Director**

Total No. of Shareholders.	64951		
Total No. of Shares	4,225,319,000		
Remote E-voting Period	24th June, 2016 to 27th 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:**

- 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) ]*100
Promoter and Promoter group	274,31,54,3 10	274,31,54,3 10	100	274,31,54,31 0	0	100	0
Public institutional holders	141,57,87,9 19	136,99,19,2 61	96.76	136,98,41,74 3	77,518	99.99	0.01
Public- others	6,63,73,771	2,19,153	0.33	2,18,941	212	99.90	0.09
<b>Total</b>	<b>422,53,19,0 00</b>	<b>411,32,92,7 24</b>	<b>97.35</b>	<b>411,32,14,9 94</b>	<b>77,730</b>	<b>99.99</b>	<b>0.01</b>

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 special resolution under section 196, 197 and 203 of the Companies Act, 2013 as set out in the notice of AGM dated 21<sup>st</sup> 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.



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

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I further report that as per the AGM notice dated 21<sup>st</sup> April, 2016, the Chairman may declare and confirm the above result. The result of AGM together with the Scrutinizer's Report would be displayed on the Company's website [www.hzindia.com](http://www.hzindia.com) and on the website of CDSL and shall also be communicated to the Stock Exchange(s).

I further report that as per the said rules, the records maintained by me including the data as obtained from CDSL, the system provider for the remote e-voting facility extended by them as also a register recording the consent or otherwise received from the shareholders, voting through Polling at AGM, which includes all the particulars of the shareholders such as the name, folio number/DP ID/ Client ID, number of shares held, number of shares voted and number of shares assented, number of shares dissented, number of shares rejected, ballot papers and other related papers are in my safe custody which will be handed over to the Chairman/Company Secretary of the Company.

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**

**Place: Jaipur**  
**Date: 30<sup>th</sup> June, 2016**



**For Hindustan Zinc Limited**



**Chairman/ WTD & Authorized Signatory**  
**DIN: 01920024**



NAME OF THE COMPANY	HINDUSTAN ZINC LIMITED
DATE OF AGM	28 <sup>TH</sup> JUNE 2016
TOTAL NUMBER OF SHREHOLDERS ON RECORD DATE	65920
NO OF SHAREHOLDERS PRESENT IN THE MEETING EITHER IN PERSON OR THROUGH PROXY	
PROMOTER AND PROMOTER GROUP	1
PUBLIC	149



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

Whether Promoters/Promoter Group are interested in the agenda/resolution	No
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#### SUMMARY OF VOTING

Promoter/ Public	No. of shares held (1)	No. of votes polled (2)	% of votes polled on outstan ding shares (3)=[(2) ]/(1)]*1 00	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	274,31,54,310	274,31,54,310	100	274,31,54,310	0	100	0
Public institution al holders	141,57,87,919	136,94,74,787	96.73	136,92,33,414	2,41,373	99.98	0.01
Public- others	6,63,73,771	2,19,153	0.33	2,19,143	10	99.99	0.00
Total	422,53,19,000	411,28,48,250	97.33	41,12,60,6867	2,41,383	99.99	0.01





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

Whether Promoters/Promoter Group are interested in the agenda/resolution	No
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**SUMMARY OF VOTING**

Promoter/Pu blic	No. of shares held (1)	No. of votes polled (2)	% of votes polled on outstan ding 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)]*1 00
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	6,63,73,771	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

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

Whether Promoters/Promoter Group are interested in the agenda/resolution	No
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**SUMMARY OF VOTING**

Promoter /Public	No. of shares held (1)	No. of votes polled (2)	% of votes polled on outstandi ng 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)]*10 0	% of votes against on votes polled (7)=[(5)/ (2)]*100
Promoter and Promoter group	274,31,54,310	274,31,54,310	100	274,31,54,310	0	100	0
Public institutio nal holders	141,57,87,919	136,99,19,261	96.76	130,90,36,052	608,83,209	95.56	4.44
Public- others	6,63,73,771	2,19,153	0.33	218,931	222	99.90	0.10
Total	422,53,19,000	411,32,92,724	97.35	405,24,09,293	608,83,431	98.52	1.48

**Item No 4: Ordinary Resolution for Appointment of Statutory Auditors**

Whether Promoters/Promoter Group are interested in the agenda/resolution	No
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**SUMMARY OF VOTING**

Promoter /Public	No. of shares held (1)	No. of votes polled (2)	% of votes polled on outstandi ng 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)]*10 0	% of votes against on votes polled (7)=[(5)/ (2)]*100
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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	136,64,45,295	34,73,966	99.75	0.25
Public-others	6,63,73,771	2,19,153	0.33	2,18,931	222	99.90	0.10
Total	422,53,19,000	411,32,92,724	97.35	410,98,18,536	34,74,188	99.92	0.08

**Item No 5: Ordinary Resolution for Ratification of Remuneration to the Cost Auditors**

Whether Promoters/Promoter Group are interested in the agenda/resolution	No
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**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	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	136,93,64,954	5,54,307	99.96	0.04
Public-others	6,63,73,771	2,19,153	0.33	2,18,931	222	99.90	0.10
Total	422,53,19,000	411,32,92,724	97.35	411,27,38,195	5,54,529	99.99	0.01

**Item No 6: Ordinary Resolution for appointment of Independent Director of the Company**

Whether Promoters/Promoter Group are interested in the agenda/resolution	No
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**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	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	132,76,28,020	4,22,91,241	96.92	3.08
Public-others	6,63,73,771	2,19,153	0.33	2,18,931	222	99.90	0.10
Total	422,53,19,000	411,32,92,724	97.35	407,10,01,261	4,22,91,463	98.97	1.03





**Item No 7: Ordinary Resolution for approval of extension in the tenure of Whole-time Director**

Whether Promoters/Promoter Group are interested in the agenda/resolution	No
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**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	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	136,98,41,743	77,518	99.99	0.01
Public-others	6,63,73,771	2,19,153	0.33	2,18,931	222	99.90	0.10
Total	422,53,19,000	411,32,92,724	97.35	411,32,14,984	77,740	99.99	0.002

**Item No 8: Ordinary Resolution for approval for appointment of Chief Executive Officer and Whole-time Director**

Whether Promoters/Promoter Group are interested in the agenda/resolution	No
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**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	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	136,98,41,743	77,518	99.99	0.01
Public-others	6,63,73,771	2,19,153	0.33	2,18,941	212	99.90	0.09
Total	422,53,19,000	411,32,92,724	97.35	411,32,14,994	77,730	99.99	0.01

