

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.

SCRUTINIZER'S REPORT

To,

The Chairman of

51st Annual General Meeting of the Equity Shareholders of Hindustan Zinc Limited held on Friday, 18th August, 2017 at 02:30 P.M. at the registered office of the company at "Yashad Bhawan, Udaipur (Rajasthan).

Sub: Consolidated Scrutinizer's Report on Remote E-voting & Voting conducted at the 51st AGM of "Hindustan Zinc Limited" held on Friday, 18th August, 2017 at 02:30 P.M.

The Board of Directors of Hindustan Zinc Limited (hereinafter referred to as "Company") at its meeting held on Thursday, 20th April, 2017, 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 members 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) 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 (herein after referred as "Karvy") as the service provider/agency, for the purpose of extending the facility of remote e-voting to the members of the company. Further, Karvy is also the Registrar and Share Transfer Agents (Herein after referred as "RTA") of the company.
- The Service Provider had provided a system for recording the votes of the Members electronically on all the items of the business (both Ordinary and Special Businesses) sought to be transacted in the 51st Annual General Meeting (AGM) of the Company, which was held on Friday, 18th August, 2017.
- The Service Provider had set up electronic voting facility on their website, <https://evoting.karvy.com>. The Company had uploaded all 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 Members to cast their vote through Remote E-Voting.



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- The internal cut-off date for the dispatch of the Notice of the AGM was Friday, 21st July, 2017 and as on that date, there were 1,09,843 Members 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 86,171 Members whose email id was made available by the two Depositories and for those members, holding shares in physical form, who had registered their email-id with the RTA. In respect of 23,672 members, whose email-id is not available; notices were sent by courier. In respect of 575 cases, where the transmissions through e-mail had failed, the company had sent the Notice of the AGM along with Annual Report and E-voting details through physical form by courier. Further, as confirmed by management, there were 55 such envelopes containing notice of AGM which were returned undelivered.
- The notices sent (both through e-mail and physical form) contained the detailed procedure to be followed by the members who were desirous of casting their votes electronically as provided in Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended.
- The Cut-off date for the purpose of identifying the Members who will be entitled to vote on the resolutions placed for approval of the Members was Friday, 11th August, 2017.
- The remote e-voting period remained open from Monday, 14th August, 2017 at 09:00 A.M. and ended on Thursday, 17th August, 2017 at 05:00 P.M.
- The Company completed the dispatch of the notices to the members by Tuesday, 25th July, 2017.
- *As prescribed in clause (v) of sub rule 4 of Rule 20, the Company also released an advertisement, which was published in English in Business Standard and in vernacular newspaper in English language in Dainik Navjyoti dated Wednesday, 02nd August, 2017. 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 Rule 4 (v) (e), (f), (g) and (h).*
- At the end of the voting period on Thursday, 17th August, 2017 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 51st AGM of the Company held on Friday, 18th August, 2017, the facility to vote through ballot paper was provided to facilitate those members present in the meeting but could not participate in the Remote e-voting to record their votes.



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- On 18th August, 2017, after counting of the votes conducted at the venue of the AGM through ballot paper, votes cast through remote e-voting were unblocked by me as a Scrutinizer 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.
- 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 Registrar and Transfer Agents 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.
- Thereafter, I as a scrutinizer duly compiled details of the Remote e-voting carried out by the Members and the physical voting done at the venue of the AGM by way of Ballot paper, the details of which are as follows:



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E-mail: cs.ymanda@gmail.com

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To consider and adopt Audited Financial Statements of the Company for the financial year ended 31st March, 2017 together with the Reports of the Board of Directors and Auditor's thereon.

NOTES:

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

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%	2,74,31,54,310	—	100%	—
Public Institutional holders	16,30,40,459	16,67,01,345	65.4647%	16,67,01,345	—	100%	—
Public-others	1,31,91,24,231	1,25,69,76,319	95.2687%	1,25,69,73,409	2,910	99.9998%	0.0002%
Total	4,22,53,19,000	4,10,68,31,974	97.1958%	4,10,68,29,064	2,910	99.9999%	0.0001%

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 20th April, 2017 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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To confirm the payment of interim dividend and special dividend made during the financial year 2016-17.

NOTES:

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

Promoter/ Public	No. of shares held (1)	No. of votes polled (2)	% of votes polled on outstandin g 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%	2,74,31,54,310	--	100%	--
Public institutional holders	16,30,40,459	12,48,21,527	76.5586%	12,48,21,527	--	100%	--
Public-others	1,31,91,24,231	1,25,69,76,319	95.2887%	1,25,69,76,319	2,640	99.9998%	0.0002%
Total	4,22,53,19,000	4,12,49,52,156	97.6246%	4,12,49,49,116	2,640	99.9999%	0.0001%

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

Since, the number of votes cast in favour of the resolution is 99.9999%, I report that the ordinary resolution under section 123 of the Companies Act, 2013 as set out in the notice of AGM dated 20th April, 2017 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:

To appoint a Director in place of Mr. Navin Agarwal (DIN: 00006303), 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	1,09,352		
Total No. of Shares	4,22,53,19,000		
Remote E-voting Period	14 th August, 2017 to 17 th August, 2017		
		Number of Votes/Folio	Number of shares
Total votes cast through remote e-voting	A	345	13,55,66,578
Total Votes cast through Polling at AGM	B	54	3,99,13,67,601
Grand Total of remote e-voting / Polling at AGM(A+B)	C	399	4,12,69,34,179
Less: Invalid/abstain remote e-voting/ less voted/ invalid polls at AGM (On account of for/against option not indicated)	D	21	55,74,469
Net remote e-voting/ Polling at AGM(C-D)	E	378	4,12,13,59,710

NOTES:

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

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]*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%	2,74,31,54,310	--	100%	--
Public institutional holders	16,30,40,459	12,12,29,081	74.3552%	7,11,51,243	5,00,77,838	58.6916%	41.3084%
Public-others	1,31,91,24,231	1,25,69,76,319	95.2887%	1,25,69,73,139	3,180	99.9997%	0.0003%
Total	4,22,53,19,000	4,12,13,59,710	97.5396%	4,07,12,78,692	5,00,81,018	98.7848%	1.2152%

Percentage of Votes cast in favour: 98.7848% | Percentage of votes cast against: 1.2152%

RESULT:-

Since, the number of votes cast in favour of the resolution is 98.7848%, I report that the ordinary resolution under section 152 of the Companies Act, 2013 as set out in the notice of AGM dated 20th April, 2017 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:

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

NOTES:

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

No. 6

Percentage of Votes cast in favour: 99.9807% | Percentage of votes cast against: 0.0193%

Since, the

Since, the number of votes cast in favour of the resolution is 99.9807%, 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 20th April, 2017 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. 5: Ordinary Resolution:

To ratify the remuneration of the Cost Auditors for the financial year ending March 31, 2018.

Total No. of Shareholders	1,09,352		
Total No. of Shares	4,22,53,19,000		
Remote E-voting Period	14 th August, 2017 to 17 th August, 2017		
		Number of Votes/Folio	Number of shares
Total votes cast through remote e-voting	A	345	13,55,66,578
Total Votes cast through Polling at AGM	B	54	3,99,13,67,601
Grand Total of remote e-voting / Polling at AGM(A+B)	C	399	4,12,69,34,179
Less: Invalid/abstain remote e-voting/ less voted/ invalid polls at AGM (On account of for/against option not indicated)	D	17	19,82,026
Net remote e-voting/ Polling at AGM(C-D)	E	382	4,12,49,52,153

NOTES:

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

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%	2,74,31,54,310	--	100%	--
Public institutional holders	16,30,40,459	12,48,21,527	76.5586%	12,48,21,527	--	100%	--
Public-others	1,31,91,24,231	1,25,69,76,316	95.2887%	1,25,69,72,734	3,582	99.9997%	0.0003%
Total	4,22,53,19,000	4,12,49,52,153	97.6246%	4,12,49,48,571	3,582	99.9999%	0.0001%

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 148 of the Companies Act, 2013 as set out in the notice of AGM dated 20th April, 2017 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. 6: Ordinary Resolution:

To approve payment of remuneration in the form of commission to Non-Executive Directors

NOTES:

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

SUMMARY OF VOTING

Promoter/ 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%	2,74,31,54,310	--	100%	--
Public Institutional holders	16,80,40,459	12,12,29,081	74.3552%	12,10,28,881	2,00,200	99.8349%	0.1651%
Public-others	1,31,91,24,231	1,25,69,75,825	95.2387%	1,25,69,74,465	1,360	99.9999%	0.0001%
Total	4,22,33,19,000	4,12,13,59,216	97.5396%	4,12,11,57,656	2,01,560	99.9951%	0.0049%

Percentage of Votes cast in favour: 99.9951% | Percentage of votes cast against: 0.0049%

RESULT:-

Since, the number of votes cast in favour of the resolution is 99.9951%, I report that the ordinary resolution under section 197 of the Companies Act, 2013 as set out in the notice of AGM dated 20th April, 2017 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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All the Resolutions mentioned in the AGM Notice dated 20th April, 2017 as per the details 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 Members 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: 19th August, 2017