

MANOJ MAHESHWARI
COMPANY SECRETARY

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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
Hindustan Zinc Limited
Yashad Bhawan, Udaipur - 313 004.

Dear Sir,

Sub: Consolidated Scrutinizer's report on remote e-voting and physical poll for 49th Annual General Meeting of Equity Shareholders of the Company held on Monday, 15th June, 2015.

Pursuant to the resolution passed by the Board of Directors of **HINDUSTAN ZINC LIMITED** (hereinafter referred to as "Company") on Monday, 20th April, 2015, I had been appointed as the scrutinizer to conduct the remote e-voting process and the physical polling carried out at the 49th Annual General Meeting (hereinafter referred to as "AGM") of the Company in consonance with Sec. 108 of the Companies Act, 2013 (hereinafter referred to as "the Act") read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and other applicable provisions (if any) of the Act and the listing agreement, in a fair and transparent manner and ascertaining the requisite majority in respect of the below mentioned resolutions.

The management of the Company is responsible to ensure the compliances under the Act and rules thereof on the resolutions contained in the Notice of the AGM of the Company. My responsibility as scrutinizer is restricted to present a scrutinizer's report of the votes cast 'In Favour' or 'Against' the resolutions as stated in the notice.

The Company had made arrangements with the system provider Central Depository Services (India) Limited (CDSL), for providing a system of recording votes of the shareholders electronically through e-voting. The company had also 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>.

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

- 1) That the AGM notice dated 20th April, 2015, under section 101 of the Companies Act, 2013 were dispatched to all the shareholders by means of courier services and electronic means via e-mail on or before 21st May, 2015. As confirmed by the management, there were no such envelopes containing notice of AGM which were returned undelivered. However, there were 4806 e-mails which were bounced back and notice of AGM was sent to such shareholders physically.



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- 2) As per the applicable provisions of Rule 20 under the chapter on "Management and Administration" Rules (as amended) an advertisement was published by the company on 24th May, 2015 in "Business Standard", english newspaper and in "Dainik Navjyoti" vernacular language newspaper, 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 commenced on Thursday, 11th June, 2015 at 11.00 A.M. and ended on Sunday, 14th June, 2015 at 5.00 P.M. and the e-voting platform of the service provider was blocked thereafter.
- 4) One empty polling box was locked and sealed by me in the presence of the members and proxies before the commencement of physical polling.
- 5) Immediately after the conclusion of voting at AGM, the polling box was opened in the presence of two witnesses who were not in employment of the Company and votes cast at the meeting were counted and thereafter the Votes cast through remote E-voting were unblocked in presence of 2 witnesses who were not in employment of the Company.

I now submit my consolidated report as under on result of the voting through electronic means and physical mode in respect of the following resolutions:

ORDINARY BUSINESS

Item No. 1 :-

Ordinary Resolution 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:

- i. Voted **in favour** of the resolution

Mode of Voting	No. of Members voted (In person or by proxy)	No. of votes cast by Members	% of total no. of valid votes cast
Physical poll	249	3,99,44,37,165	100
Remote e-voting	156	9,40,50,076	100



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ii. Voted **against** of the resolution

Mode of Voting	No. of Members voted (in person or by proxy)	No. of votes cast by Members	% of total no. of valid votes cast
Physical poll	0	0	0
Remote e-voting	0	0	0

iii. Votes **invalid**

Mode of Voting	No. of Members whose votes were declared invalid (in person or by proxy)	No. of votes cast by Members
Physical poll	1	20,800
Remote e-voting	0	0

Item No. 2 :-

Ordinary Resolution to declare final dividend on equity shares for the financial year 2014-15:

i. Voted **in favour** of the resolution

Mode of Voting	No. of Members voted (in person or by proxy)	No. of votes cast by Members	% of total no. of valid votes cast
Physical poll	251	3,99,49,77,167	100
Remote e-voting	151	9,32,56,087	99.03

ii. Voted **against** of the resolution

Mode of Voting	No. of Members voted (in person or by proxy)	No. of votes, cast by Members	% of total no. of valid votes cast
Physical poll	0	0	0
Remote e-voting	5	912,800	0.97

iii. Votes **invalid**

Mode of Voting	No. of Members whose votes were declared invalid (in person or by proxy)	No. of votes cast by Members
Physical poll	1	20,800
Remote e-voting	0	0



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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 129 of the Articles of Association of the Company:

i. Voted **in favour** of the resolution

Mode of Voting	No. of Members voted (in person or by proxy)	No. of votes cast by Members	% of total no. of valid votes cast
Physical poll	251	3,99,49,77,167	100
Remote e-voting	66	4,66,11,991	49.50

ii. Voted **against** of the resolution

Mode of Voting	No. of Members voted (in person or by proxy)	No. of votes cast by Members	% of total no. of valid votes cast
Physical poll	0	0	0
Remote e-voting	90	4,75,56,896	50.50

iii. Votes **invalid**

Mode of Voting	No. of Members whose votes were declared invalid (in person or by proxy)	No. of votes cast by Members
Physical poll	1	20,800
Remote e-voting	0	0

Item No. 4 :-

Ordinary Resolution to reappoint the auditors M/s Deloitte Haskins & Sells LLP as Statutory Auditors of the Company to hold office from the conclusion of this AGM till the conclusion of the next AGM:

i. Voted **in favour** of the resolution

Mode of Voting	No. of Members voted (in person or by proxy)	No. of votes cast by Members	% of total no. of valid votes cast
Physical poll	248	3,99,44,37,049	99.99
Remote e-voting	120	7,74,43,174	91.99



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ii. Voted **against** of the resolution

Mode of Voting	No. of Members voted (in person or by proxy)	No. of votes cast by Members	% of total no. of valid votes cast
Physical poll	3	5,40,118	0.01
Remote e-voting	36	67,41,799	8.01

iii. Votes **invalid**

Mode of Voting	No. of Members whose votes were declared invalid (in person or by proxy)	No. of votes cast by Members
Physical poll	1	20,800
Remote e-voting	0	0

SPECIAL BUSINESS

Item No. 5 :-

Ordinary Resolution to approve the remuneration of the Cost Auditors for the financial year ending March 31, 2016:

i. Voted **in favour** of the resolution

Mode of Voting	No. of Members voted (in person or by proxy)	No. of votes cast by Members	% of total no. of valid votes cast
Physical poll	251	3,99,49,77,167	100
Remote e-voting	155	9,41,38,457	99.97

ii. Voted **against** of the resolution

Mode of Voting	No. of Members voted (in person or by proxy)	No. of votes cast by Members	% of total no. of valid votes cast
Physical poll	0	0	0
Remote e-voting	1	30,430	0.03

iii. Votes **invalid**

Mode of Voting	No. of Members whose votes were declared invalid (in person or by proxy)	No. of votes cast by Members
Physical poll	1	20,800



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Remote e-voting	0	0
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Item No. 6 :-

Ordinary Resolution to appoint Mr. Sudhaker Shukla (DIN: 07034685) as a Non-executive Director of the Company:

i. Voted **in favour** of the resolution

Mode of Voting	No. of Members voted (In person or by proxy)	No. of votes cast by Members	% of total no. of valid votes cast
Physical poll	250	3,99,49,77,157	100
Remote e-voting	81	4,80,88,903	51.07

ii. Voted **against** of the resolution

Mode of Voting	No. of Members voted (In person or by proxy)	No. of votes cast by Members	% of total no. of valid votes cast
Physical poll	1	10	0.00
Remote e-voting	75	4,60,79,984	48.93

iii. Votes **invalid**

Mode of Voting	No. of Members whose votes were declared invalid (in person or by proxy)	No. of votes cast by Members
Physical poll	1	20,800
Remote e-voting	0	0

Item No. 7 :-

Ordinary Resolution to appoint Mr. Arun L. Tadarwal (DIN: 00020916) as an Independent Director of the Company:

i. Voted **in favour** of the resolution

Mode of Voting	No. of Members voted (in person or by proxy)	No. of votes cast by Members	% of total no. of valid votes cast
Physical poll	251	3,99,49,77,167	100
Remote e-voting	152	9,41,36,918	99.97



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ii. Voted **against** of the resolution

Mode of Voting	No. of Members voted (in person or by proxy)	No. of votes cast by Members	% of total no. of valid votes cast
Physical poll	0	0	0
Remote e-voting	4	31,969	0.03

iii. Votes **invalid**

Mode of Voting	No. of Members whose votes were declared invalid (in person or by proxy)	No. of votes cast by Members
Physical poll	1	20,800
Remote e-voting	0	0

Item No. 8 :-

Ordinary Resolution to appoint Mr. Kannan R. (DIN: 00227980) as an Independent Director of the Company:

i. Voted **in favour** of the resolution

Mode of Voting	No. of Members voted (in person or by proxy)	No. of votes cast by Members	% of total no. of valid votes cast
Physical poll	251	3,99,49,77,167	100
Remote e-voting	152	9,41,36,918	99.97

ii. Voted **against** of the resolution

Mode of Voting	No. of Members voted (in person or by proxy)	No. of votes cast by Members	% of total no. of valid votes cast
Physical poll	0	0	0
Remote e-voting	4	31,969	0.03

iii. Votes **invalid**

Mode of Voting	No. of Members whose votes were declared Invalid (in person or by proxy)	No. of votes cast by Members
Physical poll	1	20,800
Remote e-voting	0	0



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Item No. 9 :-

Ordinary Resolution to fix the tenure of Mr. A.R. Narayanaswamy (DIN: 00818169) Independent Director of the Company:

i. Voted **in favour** of the resolution

Mode of Voting	No. of Members voted (in person or by proxy)	No. of votes cast by Members	% of total no. of valid votes cast
Physical poll	248	3,99,44,37,041	99.99
Remote e-voting	142	9,09,13,923	96.54

ii. Voted **against** of the resolution

Mode of Voting	No. of Members voted (in person or by proxy)	No. of votes cast by Members	% of total no. of valid votes cast
Physical poll	3	5,40,126	0.01
Remote e-voting	14	32,54,964	3.46

iii. Votes **invalid**

Mode of Voting	No. of Members whose votes were declared invalid (in person or by proxy)	No. of votes cast by Members
Physical poll	1	20,800
Remote e-voting	0	0

NOTES:

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



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RESULT:-

I report that the resolutions as set out at item nos. 1 to 9 in the Notice of the AGM of the Company dated 20th April, 2015 have been passed by the shareholders with the requisite majority. The resolutions are deemed to be passed as on the date of AGM.

The result of AGM together with the Scrutinizer's Report would be displayed on the Company's website www.hzlindia.com and on the website of CDSL and shall also be communicated to the Stock Exchanges.

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 e-voting facility extended by them and 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, number of shares assented, number of shares dissented and remarks. Polling papers and other related papers are in my safe custody which will be handed over to the Chairman/Company Secretary of the Company after the approval and signing of minutes of the Meeting.


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

Thanking You
Yours Faithfully,


CS Manoj Maheshwari
Scrutinizer

FCS: 3355

Place: Udaipur
Date: 16th June, 2015


Rajendra Pandwal
Company Secretary

For Hindustan Zinc Limited


Akhilesh Joshi
CEO & Whole-time Director
and Chairman- 49th AGM
DIN: 01920024

