

HZL/2023-SECY/

April 10, 2022

BSE Limited  
P.J. Towers, Dalal Street,  
Mumbai - 400001

National Stock Exchange of (India) Ltd.  
"Exchange Plaza"  
Bandra-Kurla Complex,  
Mumbai – 400051

Kind Attn: - General Manager,  
Dept. of Corporate Services  
**Scrip Code: 500188**

Kind Attn:- Head - Listing & Corporate  
Communications  
**Trading Symbol: HINDZINC-EQ**

Dear Sir/Madam,

**Sub: - Voting Results & Scrutinizer's Report of Postal Ballot of Hindustan Zinc Limited ("the Company") - Regulation 44(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations")**

In continuation to our letter no. HZL/2023-SECY/ dated March 09, 2023 for issue of Postal Ballot notice and pursuant to Regulation 44(3) of Listing Regulations and Section 110 of the Companies Act, 2013 read with Rule 22 of the Companies (Management and Administration) Rules, 2014, we hereby inform that the below Ordinary Resolution has been duly passed by the members of the Company with the requisite majority.

Item No	Agenda Item	Type of No. Resolution
1.	To appoint Mrs. Priya Agarwal (DIN 05162177), as a Non-executive Director on the board of the Company	Ordinary Resolution

In this regard, please find enclosed the following: -

1. Voting results as required under Regulation 44 of the Securities & Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulation, 2015 (SEBI Listing Regulations) as **Annexure – I**.
2. Scrutinizer's Report dated April 10, 2023, from the scrutinizer Mr. Manoj Maheshwari, of M/s. V.M. & Associates, Practicing Company Secretary for Postal Ballot via remote e-voting, pursuant to the provisions of the Companies Act, 2013 read with Rules made thereunder., as **Annexure – II**.

The result along with the Scrutinizer's Report(s) is available at the registered office and website of the Company and NSDL/RTA.

This is for your information and records.

Thanking You,  
For Hindustan Zinc Limited

(R. Pandwal)  
Company Secretary  
Encl: as above

Copy to:  
National Securities Depository Limited  
Trade World, A Wing, 4th & 5th Floors,  
Kamala Mills Compound,  
Lower Parel, Mumbai – 13

Central Depository Services (India) Ltd.  
Marathon Futurex, A-Wing,  
25th Floor, NM Joshi Marg,  
Lower Parel, Mumbai – 13

## Hindustan Zinc Limited

Registered Office: Yashad Bhawan, Udaipur (Rajasthan) - 313 004  
Tel.: (91-294)6604000-02, Fax: (91-294) 2427739  
CIN: L27204RJ1966PLC001208, [www.hzindia.com](http://www.hzindia.com)

<b>General information about company</b>	
Scrip code	500188
NSE Symbol	HINDZINC
MSEI Symbol	NA
ISIN	INE267A01025
Name of the company	HINDUSTAN ZINC LIMITED
Type of meeting	Postal Ballot
Date of the meeting / last day of receipt of postal ballot forms (in case of Postal Ballot)	08-04-2023
Start time of the meeting	
End time of the meeting	

**Scrutinizer Details**

Name of the Scrutinizer	Manoj Maheshwari
Firms Name	V. M. & Associates
Qualification	CS
Membership Number	FCS 3355
Date of Board Meeting in which appointed	19-01-2023
Date of Issuance of Report to the company	10-04-2023

**Voting results**

Record date	03-03-2023
Total number of shareholders on record date	289112
No. of shareholders present in the meeting either in person or through proxy	
a) Promoters and Promoter group	
b) Public	
No. of shareholders attended the meeting through video conferencing	
a) Promoters and Promoter group	
b) Public	
No. of resolution passed in the meeting	1
Disclosure of notes on voting results	

Resolution(1)								
Resolution required: (Ordinary / Special)				Ordinary				
Whether promoter/promoter group are interested in the agenda/resolution?				Yes				
Description of resolution considered				To appoint Mrs. Priya Agarwal (DIN 05162177), as a Non- executive Director.				
Category	Mode of voting	No. of shares held	No. of votes polled	% of Votes polled on outstanding shares	No. of votes – in favour	No. of votes – against	% of votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)= [(2)/(1)]*100	(4)	(5)	(6)= [(4)/(2)]*100	(7)= [(5)/(2)]*100
Promoter and Promoter Group	E-Voting	2743154310	2743154310	100	2743154310	0	100	0
	Poll							
	Postal Ballot (if applicable)							
	Total		2743154310	2743154310	100	2743154310	0	100
Public- Institutions	E-Voting	167483870	152456279	91.0274	119654811	32801468	78.4847	21.5153
	Poll							
	Postal Ballot (if applicable)							
	Total		167483870	152456279	91.0274	119654811	32801468	78.4847
Public- Non Institutions	E-Voting	1314680820	1623356	0.1235	1301582	321774	80.1785	19.8215
	Poll							
	Postal Ballot (if applicable)							
	Total		1314680820	1623356	0.1235	1301582	321774	80.1785
Total		4225319000	2897233945	68.5684	2864110703	33123242	98.8567	1.1433
Whether resolution is Pass or Not.							Yes	
Disclosure of notes on resolution								

**Details of Invalid Votes**

Category	No. of Votes
Promoter and Promoter Group	
Public Insitutions	
Public - Non Insitutions	



Scrutinizer's Report

To,  
 The Chairman  
 Hindustan Zinc Limited  
 Yashad Bhavan, Yashadgarh,  
 Udaipur-313004 (Rajasthan)

Dear Sir,

**Sub: Scrutinizer's Report on Postal Ballot by way of Electronic Voting ("e-voting").**

The Board of Directors of Hindustan Zinc Limited (hereinafter referred to as "the Company") at its Meeting held on Thursday, January 19, 2023 has appointed me as the scrutinizer for scrutinizing the Postal Ballot by way of e-voting pursuant to Section 108 and 110 of the Companies Act, 2013 read with Rule 20 and 22 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.

The management of the Company is responsible to ensure the compliance with the requirements of the relevant provisions of Section 108 and 110 of the Companies Act, 2013 read with Rule 20 and 22 of the Companies (Management and Administration) Rules, 2014 and Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, (including any statutory modification(s), clarification(s), substitution(s) or re-enactment(s) thereof for the time being in force) and the guidelines prescribed by the Ministry of Corporate Affairs ("MCA") for holding general meetings/conducting postal ballot process through e-voting vide General Circular Nos. 14/2020 dated 8<sup>th</sup> April, 2020, No. 17/2020 dated 13<sup>th</sup> April, 2020, No. 22/2020 dated 15<sup>th</sup> June, 2020, No. 33/2020 dated 28<sup>th</sup> September, 2020, No. 39/2020 dated 31<sup>st</sup> December, 2020, No. 10/2021 dated 23<sup>rd</sup> June, 2021, No. 20/2021 dated 8<sup>th</sup> December, 2021, No. 2/2022 dated May 05, 2022 and No. 11/2022 dated December 28, 2022 respectively in view of COVID-19 pandemic ("MCA Circulars"), relating to postal ballot including voting by electronic means for the resolution contained in the Notice of Postal Ballot dated January 19, 2023.

My responsibility as a Scrutinizer is restricted to making a Scrutinizer's Report of the votes cast "in favor" and/or "against" the resolution stated in the notice of Postal Ballot, based on the reports generated/data downloaded from the e-voting system provided by National Securities Depository Limited, the Agency Authorized under the Rules and engaged by the Company to provide e-voting facility.

**Report on Scrutiny:**

- The Company had appointed National Securities Depository Limited (hereinafter referred to as "NSDL" / "Service Provider") as the service provider, for the purpose of extending the facility of remote e-voting and e-voting at the AGM to the shareholders of the Company. KFin Technologies Limited is the Registrar and Share Transfer Agent (hereinafter referred to as "RTA") of the Company.





- The Service Provider had provided a system for recording the votes of the Shareholders electronically on the items of business stated in the Postal Ballot Notice dated January 19, 2023.
- The Service Provider had set up an electronic voting facility on their website <https://www.evoting.nsdl.com>. The Company had uploaded the item of business to be transacted through Postal Ballot on the website of the Service Provider to facilitate their Shareholders to cast their vote through Remote E-voting.
- The internal cut-off date for the dispatch of the Notice of Postal Ballot was Friday, March 03, 2023 and as on that date, there were 2,89,112 (Two Lakh Eighty Nine Thousand One Hundred and Twelve) Shareholders of the Company.
- The Company informed that in compliance with the MCA Circulars and on the basis of the Register of Members and the list of Beneficial Owners made available by the RTA of the Company and the depositories viz., National Securities Depository Limited ("NSDL") and Central Depository Services (India) Limited ("CDSL") respectively, the Service Provider completed dispatch of Notice of Postal Ballot along-with e-voting details on March 09, 2023 by E-mail to 2,77,156 (Two Lakh Seventy Seven Thousand One Hundred and Fifty Six) shareholders who had already registered their E-mail IDs with the Company/ Depositories.
- The notices sent contained the detailed procedure to be followed by the Shareholders who were desirous of casting their votes electronically as provided in Rule 20 of The Companies (Management and Administration) Rules, 2014 (as amended).
- As stated in Rule 22 of The Companies (Management and Administration) Rules, 2014 (as amended), an advertisement was published by the Company on March 10, 2023, in "Financial Express", English newspaper in English language and in "Pratahkal" Vernacular language newspaper in vernacular language, informing about the completion of the dispatch of the Postal Ballot Notice, by means of E-mail to the shareholders along with other related matters mentioned therein.
- The Cut-off date for the purpose of identifying Shareholders who will be entitled to vote on the resolution contained in the Postal Ballot Notice was Friday, March 03, 2023.
- The remote e-voting period commenced from Friday, March 10, 2023 at 10:00 A.M. and concluded on Saturday, April 08, 2023 at 05:00 P.M.
- At the end of the voting period on Saturday, April 08, 2023 at 05:00 P.M., the voting portal of the Service Provider was blocked forthwith.
- After completion of e-voting, the votes cast by the Shareholders were unblocked and downloaded from the e-voting website of NSDL/ Service Provider <https://www.evoting.nsdl.com> in the presence of two witnesses, who are not in the employment of the Company as prescribed in Sub Rule 4(xii) of the said Rule 20. The e-voting data/ results downloaded from the e-voting system of NSDL were scrutinized and reviewed, the votes were counted, and the results were prepared.
- Based on the data downloaded from NSDL e-voting system, the total votes cast in favour or against on the resolution proposed in the Notice of Postal Ballot are as under:







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

To appoint Mrs. Priya Agarwal (DIN 05162177), as a Non- executive Director and in this regard, to consider and if thought fit, to pass, the following resolution as an Ordinary Resolution:

Total No. of Shareholders/folios	2,89,112		
Total NO. of Shares	4,22,53,19,000		
e-voting Period	From 10:00 A.M. on March 10, 2023 till 05:00 P.M. on April 08, 2023.		
		<b>Number of Votes/Folio</b>	<b>Number of shares</b>
Total votes cast through remote e-voting	A	2,484	2,897,233,945
Total Votes cast through Postal Ballot forms received	B	N.A.	N.A.
Grand Total of remote e-voting/Postal Ballot Forms (A+B)	C	2,484	2,897,233,945
Less: Invalid remote e-voting/Postal Ballot Forms*(On account of signature mismatch, for/against option not indicated/ abstained/ less voted)	D	--	--
Net remote e-voting/Postal Ballot Forms (C-D)	E	2,484	2,897,233,945

**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	2,743,154,310	2,743,154,310	100.0000%	2,743,154,310	0	100.0000%	0.0000%
Public- Institutional Holders	167,483,870	152,456,279	91.0274%	119,654,811	32,801,468	78.4847%	21.5153%
Public- others	1,314,680,820	1,623,356	0.1235%	1,301,582	321,774	80.1785%	19.8215%
<b>Total</b>	<b>4,22,53,19,000</b>	<b>2,897,233,945</b>	<b>68.5684%</b>	<b>2,864,110,703</b>	<b>33,123,242</b>	<b>98.8567%</b>	<b>1.1433%</b>

Percentage of votes cast in favour: 98.8567% | Percentage of votes cast against: 1.1433%

**RESULT:**

Since, the number of votes cast in favour of the resolution is 98.8567%; Based on the aforesaid result, I report that the Ordinary Resolution as set out at item no. 1 in the notice of postal ballot dated January 19, 2023 has been passed by the shareholders with requisite majority. The resolution is deemed to be passed as on the last date specified for receipt of remote e-voting i.e. April 08, 2023.





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

The electronic data and all other relevant records relating to the e-voting are in my safe custody and will be handed over to the Company Secretary for preserving safely after the Chairman considers, approves and signs the Minutes/Report on Postal Ballot.

I thank you for the opportunity given to act as a Scrutinizer for the above Postal Ballot.

Yours Faithfully



CS Manoj Maheshwari  
Scrutinizer  
M. No.: FCS 3355 | C.P. No. 1971  
Partner  
V. M. & Associates  
Company Secretaries  
(ICSI Unique Code P1984RJ039200)

Place: Jaipur

Date: April 10, 2023

UDIN: F003355E000046851

Countersigned By:  
For Hindustan Zinc Limited



Arun Misra  
CEO & Whole-time Director  
DIN: 01835605  
(as authorized by Chairperson of the Company)