

HZL/2023-SECY/

October 16, 2023

BSE Limited
P.J. Towers, Dalal Street,
Mumbai – 400001National Stock Exchange of (India) Limited
“Exchange Plaza”
Bandra – Kurla Complex
Mumbai 400051Kind Attn: - General Manager,
Dept. of Corporate ServicesKind Attn: - Head- Listing & Corporate
Communications**Scrip Code: 500188****Trading Symbol: “HINDZINC”**

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

In continuation to our letter no. HZL/2023-SECY/ dated September 15, 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 Special Resolution has been duly passed by the members of the Company with the requisite majority.

Item No.	Agenda Item	Type of Resolution
1	Appointment of Ms. Pallavi Joshi Bakhru (DIN: 01526618) as an Independent Director of the Company to hold office for a period of 2 years effective from August 10, 2023 to August 09, 2025	Special 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 October 16, 2023, from the scrutinizer Mr. Manoj Maheshwari, partner 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 RTA. This is for your information and records.

Thanking You,

Yours faithfully,
For Hindustan Zinc Limited,**(Rajendra Pandwal)**
Company Secretary and Compliance Officer
Encl: - As aboveCopy to:
National Securities Depository Limited
4th & 5th Floor Trade World,
Kamala Mills Compound
Lower Parel, Lower Parel, Mumbai-400 013Central Depository Services (India) Limited
Regd. Office: Marathon Futurex,
A-Wing, 25th floor, NM Joshi Marg,
Mumbai 400013

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General information about company

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)	15-10-2023
Start time of the meeting	
End time of the meeting	

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Scrutinizer Details

Name of the Scrutinizer	Manoj Maheswari
Firms Name	V.M. & ASSOCIATES
Qualification	CS
Membership Number	FCS 3355
Date of Board Meeting in which appointed	10-08-2023
Date of Issuance of Report to the company	16-10-2023

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Voting results	
Record date	08-09-2023
Total number of shareholders on record date	377959
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	Add Notes

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Resolution (1)								
Resolution required: (Ordinary / Special)				Special				
Whether promoter/promoter group are interested in the agenda/resolution?				No				
Description of resolution considered				Appointment of Ms. Pallavi Joshi Bakhru (DIN: 01526618) as an Independent Director of the Company to hold office for a period of 2 years effective from August 10, 2023 to August 09, 2025				
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	100.0000	2743154310	0	100.0000	0.0000
	Poll							
	Postal Ballot (if applicable)							
	Total		2743154310	2743154310	100.0000	2743154310	0	100.0000
Public-Institutions	E-Voting	158307673	28607849	18.0710	19933534	8674315	69.6785	30.3215
	Poll							
	Postal Ballot (if applicable)							
	Total		158307673	28607849	18.0710	19933534	8674315	69.6785
Public- Non Institutions	E-Voting	1323857017	1248288199	94.2918	1248260595	27604	99.9978	0.0022
	Poll							
	Postal Ballot (if applicable)							
	Total		1323857017	1248288199	94.2918	1248260595	27604	99.9978
Total		4225319000	4020050358	95.1419	4011348439	8701919	99.7835	0.2165
Whether resolution is Pass or Not.							Yes	
Disclosure of notes on resolution							Add Notes	

* this fields are optional

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



Scrutinizer's Report

To,
The Chairperson
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, August 10, 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 8th April, 2020, No. 17/2020 dated 13th April, 2020, No. 22/2020 dated 15th June, 2020, No. 33/2020 dated 28th September, 2020, No. 39/2020 dated 31st December, 2020, No. 10/2021 dated 23rd June, 2021, No. 20/2021 dated 8th 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 August 10, 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 KFin Technologies Limited, the Agency Authorized under the Rules and engaged by the Company to provide e-voting facility.

Report on Scrutiny:

- The Company had appointed KFin Technologies Limited (hereinafter referred to as "**KFin**" / "**Service Provider**") as the service provider, for the purpose of extending the facility of remote e-voting to the shareholders of the Company. KFin is also 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 August 10, 2023.



- The Service Provider had set up an electronic voting facility on their website <https://evoting.kfintech.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, September 08, 2023 and as on that date, there were 3,77,959 (Three Lakh Seventy Seven Thousand Nine Hundred and Fifty Nine) 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 Friday, September 15, 2023 by E-mail to 3,64,072 (Three Lakh Sixty Four Thousand and Seventy Two) 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 Saturday, September 16, 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, September 08, 2023.
- The remote e-voting period commenced from Saturday, September 16, 2023 at 10:00 A.M. and concluded on Sunday, October 15, 2023 at 05:00 P.M.
- At the end of the voting period on Sunday, October 15, 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 KFin/ Service Provider <https://evoting.kfintech.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 KFin were scrutinized and reviewed, the votes were counted, and the results were prepared.
- Based on the data downloaded from KFin 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: Special Resolution:****Appointment of Ms. Pallavi Joshi Bakhru (DIN: 01526618) as an Independent Director of the Company to hold office for a period of 2 years effective from August 10, 2023 to August 09, 2025:**

Total No. of Shareholders/folios	3,77,959		
Total No. of Shares	4,22,53,19,000		
e-voting Period	From 10:00 A.M. on September 16, 2023 till 05:00 P.M. on October 15, 2023.		
		Number of Votes/Folio	Number of shares
Total votes cast through remote e-voting	A	1,612	4,020,430,607
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	1,612	4,020,430,607
Less: Invalid remote e-voting/Postal Ballot Forms*(On account of signature mismatch, for/against option not indicated/ abstained/ less voted)	D	--	380,249
Net remote e-voting/Postal Ballot Forms (C-D)	E	1,612	4,020,050,358

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	158,307,673	28,607,849	18.0710%	19,933,534	8,674,315	69.6785%	30.3215%
Public- others	1,323,857,017	1,248,288,199	94.2918%	1,248,260,595	27,604	99.9978%	0.0022%
Total	4,225,319,000	4,020,050,358	95.1419%	4,011,348,439	8,701,919	99.7835%	0.2165%

Percentage of votes cast in favour: 99.7835% | Percentage of votes cast against: 0.2165%

RESULT:-

Since, the number of votes cast in favour of the resolution is **99.7835%**; Based on the aforesaid result, I report that the **Special Resolution** as set out at **item no. 1** in the notice of postal ballot dated August 10, 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. October 15, 2023.



V. M. & ASSOCIATES

COMPANY SECRETARIES

403, ROYAL WORLD
SANSAR CHANDRA ROAD
JAIPUR—302 001 (RAJASTHAN)

Phone: 0141 - 4075010
E-mail: cs.vmanda@gmail.com

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: October 16, 2023
UDIN: F003355E001323399

Countersigned By:
For Hindustan Zinc Limited

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