

HZL/2023-SECY/

March 31, 2023

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(s),

Sub: - Submission pursuant to meeting of the Equity Shareholders of the Company held on Wednesday, March 29, 2023, through Video Conferencing/ Other Audio-Visual Means, pursuant to the Order dated February 06, 2023 of the Hon’ble National Company Law Tribunal, Jaipur Bench, in the matter of proposed Scheme of Arrangement between the Company and its shareholders

In continuation to our letter HZL/2023-SECY/ dated March 30, 2023, a meeting of the equity shareholders of the Company was held on Wednesday, March 29, 2023 at 12.00 Noon (IST) through Video Conferencing (“VC”)/ Other Audio Visual Means (“OAVM”) (“Meeting”) and the business mentioned in the notice dated February 21, 2023 convening the Meeting was transacted.

In this regard, please find enclosed the following:

1. Voting results of the Meeting as required under Regulation 44 of the Securities & Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”) as **Annexure-I**;
2. Consolidated Report of the Scrutinizer dated March 30, 2023 countersigned by Chairperson for the Meeting (Justice (Retd.) Dinesh Chandra Somani) on March 31, 2023, for votes cast by the equity shareholders of the Company through remote e-voting and e-voting at the Meeting, pursuant to Section 108 of the Companies Act, 2013 read with Rule 20(4)(xi) and Rule 21(2) of the Companies (Management and Administration) Rules, 2014, as **Annexure-II**.

The resolution was passed with requisite majority by number and value.

The voting results along with the Consolidated Scrutinizer’s Report are available at the registered office of the Company, website of the Company at www.hzlindia.com and on the website of National Securities Depository Limited (“NSDL”) at www.evoting.nsdl.com.

Kindly take the above intimation in your record.

Thanking You,
Yours Faithfully,
For **Hindustan Zinc Limited**,

(R Pandwal)
Company Secretary & Compliance Officer

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
email- rajendra.pandwal@vedanta.co.in

Encl.: as above

CC:

National Securities Depository Limited

Trade World, A Wing, 4th Floor,
Kamala Mills Compound,
Senapati Bapat Marg, Lower Parel,
Mumbai - 400 013

Central Depository Services (India) Ltd

Marathon Futurex, A Wing, 25th Floor,
Mafatlal Mills Compound,
N M Joshi Marg, Lower Parel,
Mumbai – 400013

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
email- rajendra.pandwal@vedanta.co.in

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	Court Convened Meeting
Date of the meeting / last day of receipt of postal ballot forms (in case of Postal Ballot)	29-03-2023
Start time of the meeting	12:00 PM
End time of the meeting	12:55 PM

Scrutinizer Details	
Name of the Scrutinizer	Prashant Agrawal
Firms Name	
Qualification	CA
Membership Number	076149
Date of Board Meeting in which appointed	06-02-2023
Date of Issuance of Report to the company	30-03-2023

Voting results	
Record date	22-03-2023
Total number of shareholders on record date	295740
No. of shareholders present in the meeting either in person or through proxy	
a) Promoters and Promoter group	0
b) Public	0
No. of shareholders attended the meeting through video conferencing	
a) Promoters and Promoter group	2
b) Public	48
No. of resolution passed in the meeting	1
Disclosure of notes on voting results	

Resolution(1)								
Resolution required: (Ordinary / Special)				Special				
Whether promoter/promoter group are interested in the agenda/resolution?				No				
Description of resolution considered				To consider and approve the Scheme of Arrangement between Hindustan Zinc Limited and its Shareholders under Section 230 and other applicable provisions of the Companies Act, 2013 read with Companies (Compromises, Arrangements and Amalgamations) Rules, 2016				
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		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total		2743154310	2743154310	100	2743154310	0	100
Public- Institutions	E-Voting	165491974	149552035	90.3681	149552035	0	100	0
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total		165491974	149552035	90.3681	149552035	0	100
Public- Non Institutions	E-Voting	1316672716	1251042881	95.0155	1250919928	122953	99.9902	0.0098
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total		1316672716	1251042881	95.0155	1250919928	122953	99.9902
Total		4225319000	4143749226	98.0695	4143626273	122953	99.997	0.003
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	

Prashant Agrawal
Practising Chartered Accountant

Building No. F – 174, 1st Floor (F – 106)
Sumer Complex, Gautam Marg,
B/h Bagadia Bhawan, C – Scheme,
Jaipur – 302001 Rajasthan
Email Address: ippagrawal@gmail.com
Contact No.: +91 9828355000

Date: 30-03-2023

To,

Justice (Retd.) Dinesh Chandra Somani

The Chairperson of the meeting

(Appointed by the Hon'ble NCLT, Jaipur bench for the Meeting)

For

Meeting of Equity Shareholders of Hindustan Zinc Limited

Registered office: Yashad Bhavan, Yashadgarh, Udaipur- 313004 Rajasthan, India

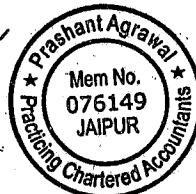
CIN: L27204RJ1966PLC001208

Dear Sir,

Subject: Consolidated Scrutinizer's Report on remote e-voting conducted pursuant to the order of the Hon'ble National Company Law Tribunal, Jaipur Bench dated 06-02-2023 in CA (CAA) No. 10/230-232/JPR/2022 in the matter of scheme of arrangement between the Company and its shareholders under Section 230 and other applicable provisions of the Companies Act, 2013 for the meeting of the equity shareholders of Hindustan Zinc Limited held on Wednesday, March 29, 2023 at 12:00 Noon (IST) through video conferencing ('VC') / other audio visual means ('OAVM').

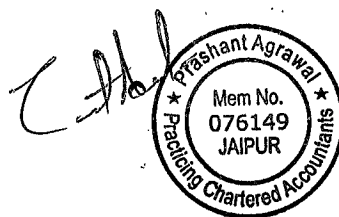
I, Prashant Agrawal, Practising Chartered Accountant, had been appointed as the Scrutinizer by the order of the Hon'ble National Company Law Tribunal, Jaipur Bench dated 06-02-2023 in CA (CAA) No. 10/230-232/JPR/2022 in the matter of Scheme of

Prashant Agrawal



Arrangement between the Company and its shareholders under Section 230 and other applicable provisions of the Companies Act, 2013 in accordance with the Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, for the purpose of scrutinizing the votes casted through remote e-voting ("**Remote e-Voting**") and e-voting at the meeting ("**e-voting at the Meeting**") by the Equity Shareholders of the Company in respect of the resolution proposed to be passed at the meeting of the Equity Shareholders of Hindustan Zinc Limited held on Wednesday, March 29, 2023 at 12:00 Noon (IST) through video conferencing ('VC') / other audio visual means ('OAVM').

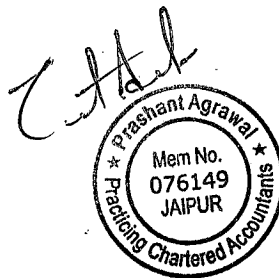
As confirmed by the Company, the notice dated 21-02-2023, for convening the meeting of equity shareholders, along with all annexures to Statement ("Notice") has been sent through: (i) electronic mail to those equity shareholders whose email addresses are registered with the Company/ Depositories/ Registrar and Transfer Agent ("RTA") of the Company; and (ii) courier/ post to those equity shareholders at their addresses registered with the Company whose email addresses are not available with the Company/ Depositories/ RTA in compliance with the General Circulars No. 14/2020, 17/2020, 22/2020, 33/2020, 39/2020, 10/2021, 20/2021 and 03/2022 dated 8th April, 2020, 13th April, 2020, 15th June, 2020, 28th September, 2020, 31st December, 2020, 23rd June, 2021, 8th December, 2021 and 05th May, 2022 respectively issued by the Ministry of Corporate Affairs (MCA Circulars), and Circular No. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated 12th May, 2020 read with Circular No. SEBI/HO/CFD/CMD2/CIR/P/2022/62 dated 13th May, 2022 issued by Securities Exchange Board of India. Further, the Company had availed the e-voting facility offered by National Securities Depository Limited ("NSDL") for conducting remote e-voting by the Shareholders of the Company.



The schedule and details of the meeting are as follows:

Day, Date and Time	Wednesday, March 29, 2023 at 12:00 Noon (IST)
Mode of the meeting	As per the directions of the Hon'ble National Company Law Tribunal, Jaipur Bench, the meeting was conducted through Video Conferencing/ Other Audio-Visual Means
Cut-off date for e-voting	Wednesday, March 22, 2023
Remote e-voting start date and time	Friday, March 24, 2023 at 10:00 A.M. (IST)
Remote e-voting end date and time	Tuesday, March 28, 2023 at 5:00 P.M. (IST)
E-voting at the meeting	To be exercised during the meeting in accordance with the instructions provided in the Notice of the said meeting

In terms of the directions of the Tribunal given under the Order and Regulation 44 of the SEBI Listing Regulations read with Section 108 of the Act and Rule 20 of the Companies (Management & Administration) Rules, 2014 as amended from time to time, the Company had provided facility to its equity shareholders to exercise their right to vote on resolution proposed in the Notice to be passed at the Meeting by electronic means. The equity shareholders of the Company had the facility and option of voting on the resolution proposed in the Notice for casting their votes through: (a) e-voting system available at the Meeting held virtually ("e-voting at the Meeting"); or (b) by remote electronic voting ("remote e-voting").



Accordingly, the voting period for remote e-voting was commenced on Friday, March 24, 2023 at 10:00 A.M. (IST) and ended on Tuesday, March 28, 2023 at 05:00 P.M. (IST) and e-voting system available at the Meeting to be held virtually); and the NSDL e-voting platform was disabled thereafter.


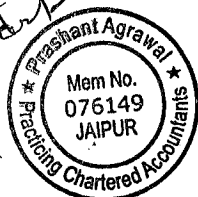
After the closure of e-voting at the meeting, a consolidated report on remote voting done during the aforementioned period including of e-voting conducted during the meeting were unblocked and counted.

The Management of the Company is responsible to ensure compliance with the requirements of the Act and rules relating to remote e-voting and that exercised during the meeting, on the resolutions contained in the notice of the meeting.

My responsibility as Scrutinizer for the voting process is restricted to ensure that the voting process is conducted in a fair and transparent manner and submit a Scrutinizer's Report on the votes cast "in favour" or "against" the resolution stated in the notice, based on the reports generated from the electronic voting system provided by the NSDL.



I now submit my consolidated report as under on the result of the remote e-voting and that conducted during the meeting performed in respect of the said resolutions, as follows:

Resolution 1: To be considered approved by the equity shareholders of the Company if the resolution mentioned in the Notice has been approved by majority of persons representing three-fourth in value of the equity shareholders voting at the Meeting through VC/OAVM or by remote e-voting, in terms of the provisions of Section 230 of the Act.

"RESOLVED THAT pursuant to the provisions of Section 230 and other applicable provisions of the Companies Act, 2013, the rules, circulars and notifications made thereunder (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time and the provisions of the Memorandum and Articles of Association of the Company and subject to the approval of Hon'ble jurisdictional National Company Law Tribunal ("NCLT") and subject to such other approvals, permissions and sanctions of regulatory and other authorities, as may be necessary and subject to such conditions and modifications as may be deemed appropriate by the Company, at any time and for any reason whatsoever, or which may otherwise be considered necessary, desirable or as may be prescribed or imposed by the NCLT or by any regulatory or other authorities, while granting such approvals, permissions and sanctions, which may be agreed to by the Board of Directors of the Company (hereinafter referred to as the "Board", which term shall be deemed to mean and include one or more Committee(s) constituted/to be constituted by the Board or any other person authorised by it to exercise its powers including the powers conferred by this Resolution), the arrangement embodied in the Scheme of Arrangement between Hindustan Zinc Limited and its shareholders ("Scheme"), be and is hereby approved.

RESOLVED FURTHER THAT the Board be and is hereby authorised to do all such acts, deeds, matters and things, as it may, in its absolute discretion deem requisite, desirable, appropriate or necessary to give effect to this Resolution and effectively implement the arrangement embodied in the Scheme and to make any modifications or amendments to the Scheme at any time and for any reason whatsoever, and to accept such modifications, amendments, limitations and/or conditions, if any, which may be required and/or imposed by the NCLT while sanctioning the arrangement embodied in the Scheme or by any authorities under law, or as may be required for

the purpose of resolving any questions or doubts or difficulties that may arise including passing of such accounting entries and /or making such adjustments in the books of accounts as considered necessary in giving effect to the Scheme, as the Board may deem fit and proper.”

Based on the reports generated from the e-voting system provided by the NSDL, the combined voting result of votes casted through the remote e-Voting and e-voting at the Meeting is as under:

(i) **Voted in favour of the Resolution**



(a) In terms of Voters (By Number):

Number of Members Voted in favour of resolution	Total Votes received	% of total number of valid voters who casted in favour of the resolution
1447	1530	94.58

(b) In terms of Votes (By Value):

Number of Votes in favour of resolution	Total Votes received	% of total valid votes casted in favour of the resolution
4,14,36,26,273	4,14,37,49,226	99.9970

(ii) **Voted against the resolution**

(a) In terms of Voters (By Number):

Number of Members Voted against the resolution	Total Votes received	% of total number of valid voters who casted against the resolution
83	1530	5.42

(b) In terms of Votes (By Value):

Number of Votes against the resolution	Total Votes received	% of total valid votes casted against the resolution
1,22,953	4,14,37,49,226	0.0030



(iii) **Invalid Votes**

Number of Members whose votes were declared invalid	Number of invalid Votes casted by them
0	0

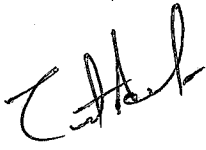
The copy of voting report generated through NSDL platform is retained with us.

Conclusion:

Since the majority of Equity Shareholders, representing more than three-fourth in value of the equity shares of the Company held, have voted for the resolution, the proposed aforementioned resolution is declared as passed. The electronic data and all other relevant records relating to the remote e-Voting and e-voting at the Meeting are under my safe custody and the same will be handed over to the Company.

Upon the aforementioned vote count, the report of scrutinizer on remote e-voting conducted pursuant to the order of the Hon'ble National Company Law Tribunal, Jaipur Bench dated 06-02-2023 in CA (CAA) No. 10/230-232/JPR/2022 in the matter of scheme of arrangement between the Company and its shareholders under Section 230 and other applicable provisions of the Companies Act, 2013 for the meeting of the equity shareholders of Hindustan Zinc Limited held on Wednesday, March 29, 2023 at 12:00 Noon (IST) through video conferencing ('VC') / other audio visual means ('OAVM') is concluded.



Prashant Agrawal

Practicing Chartered Accountant (Membership No.: 076149)

UDIN: 23076149BGYMVT5985

Scrutinizer appointed by the Hon'ble Tribunal for the Meeting

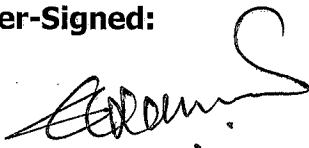
Office: Building No. F – 174, First Floor (F – 106), Sumer Complex,

Gautam Marg, B/h Bagadia Bhawan, C – Scheme, Jaipur – 302001 Rajasthan

Date: 30-03-2023

Place: Jaipur

Counter-Signed:



Justice (Retd.) Dinesh Chandra Somani

The Chairperson of the meeting

(Appointed by the Hon'ble NCLT, Jaipur bench for the Meeting)

Date: 31-03-2023

Place: Jaipur