

HZL/2022-SECY/

November 01, 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/2022-SECY/ dated September 30, 2022 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 No. Resolution
1.	To Appoint Mr. Kannan Ramamirtham (DIN: 00227980) as an Independent Director on the board of the Company	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 31, 2022, 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.

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

ANNEXURE-I

Name of the Company	Hindustan Zinc Limited
Date of Postal Ballot Notice	August 24, 2022
Date of Declaration of Result of Postal Ballot	October 31, 2022
Last Date of receipt of Postal Ballot Form/ e-voting	October 30, 2022
Total no. of shareholders on record date	3,09,942
No. of shareholders present in the meeting either in person or through proxy:	Not Applicable
Promoters and Promoter Group:	
Public:	
No. of shareholders attended the meeting through Video Conferencing:	Not Applicable
Promoters and Promoter Group:	
Public:	

Resolution 1		To Appoint Mr. Kannan Ramamirtham (DIN: 00227980) as an Independent Director on the board of the Company - Special Resolution						
Category	Mode of Voting	Number of shares held (1)	Number 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	E-Voting	2,74,31,54,310	2,74,31,54,310	100.0000	2,74,31,54,310	0	100.0000	0.0000
	poll		-	0.0000	-	-	0.0000	
	Postal Ballot (if applicable)		-	0.0000	-	-	0.0000	
	Total		2,74,31,54,310	2,74,31,54,310	100.0000	2,74,31,54,310	-	100.0000
Public- Institutions	E-Voting	15,92,88,878	3,32,20,228	20.8553	3,14,34,956	17,85,272	94.6259	5.3741
	poll		-	0.0000	-	-	0.0000	0.0000
	Postal Ballot (if applicable)		-	0.0000	-	-	0.0000	0.0000
	Total		15,92,88,878	3,32,20,228	20.8553	3,14,34,956	17,85,272	94.6259
Public- Non Institutions	E-Voting	1,32,28,75,812	9,73,728	0.0736	9,40,059	33,669	96.5423	3.4577
	poll		-	0.0000	-	-	0.0000	0.0000
	Postal Ballot (if applicable)		-	0.0000	-	-	0.0000	0.0000
	Total		1,32,28,75,812	9,73,728	0.0736	9,40,059	33,669	96.5423
Total		4,22,53,19,000	2,77,73,48,266	65.7311	2,77,55,29,325	18,18,941	99.9345	0.0655

Whether promoter/ promoter group are interested in the agenda/resolution? : No

Whether resolution passed or not? (yes/no) : Yes

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 Wednesday, August 24, 2022 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 and No. 2/2022 dated May 05, 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 24, 2022.

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 Central Depository Services (India) 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 August 24, 2022.
- 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, September 23, 2022 and as on that date, there were 3,09,942 (Three Lakh Nine Thousand Nine Hundred and Forty Two) 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 September 30, 2022 by E-mail to 2,96,950 (Two Lakh Ninety Six Thousand Nine Hundred and Fifty) 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 October 01, 2022, in "Financial Express", English newspaper in English language and in "Dainik Navjyoti" 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 23, 2022.
- The remote e-voting period commenced from Saturday, October 01, 2022 at 10:00 A.M. and concluded on Sunday, October 30, 2022 at 05:00 P.M.
- At the end of the voting period on Sunday, October 30, 2022 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: Special Resolution:

To Appoint Mr. Kannan Ramamirtham (DIN: 00227980) as an Independent Director on the board of the Company

Total No. of Shareholders/folios	3,09,942		
Total No. of Shares	4,22,53,19,000		
e-voting Period	From 10:00 A.M. on October 01, 2022 till 05:00 P.M. on October 30, 2022.		
		Number of Votes/Folio	Number of shares
Total votes cast through remote e-voting	A	2,575	2,777,348,266
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	2,575	2,777,348,266
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	2,575	2,777,348,266

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	2,743,154,310	100.0000%	2,743,154,310	0	100.0000%	0.0000%
Public-Institutional Holders	15,92,88,878	33,220,228	20.8553%	31,434,956	1,785,272	94.6259%	5.3741%
Public- others	1,32,28,75,812	973,728	0.0736%	9,40,059	33,669	96.5423%	3.4577%
Total	4,22,53,19,000	2,777,348,266	65.7311%	2,775,529,325	1,818,941	99.9345%	0.0655%

Percentage of votes cast in favour: 99.9345% | Percentage of votes cast against: 0.0655%

RESULT:-

Since, the number of votes cast in favour of the resolution is 99.9345%; 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 24, 2022 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 30, 2022.





The Resolution mentioned in the Notice of Postal Ballot dated August 24, 2022 as per the result above stand passed under remote e-voting with the requisite majority and deemed to be passed as on the last date specified for the e-voting i.e., October 30, 2022.

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 31, 2022
UDIN: F003355D001416021



Countersigned By:
For Hindustan Zinc Limited

Arun Misra
Wholtime Director
DIN: 01835605

(as authorized by Chairperson of the Company)