

August 20, 2017

BSE Limited.  
Phiroze Jeejeebhoy Towers  
Dalal Street  
MUMBAI-400 001

National Stock Exchange India Limited  
"Exchange Plaza"  
Bandra - Kurla Complex, Bandra (East)  
Mumbai- 400 051

**Scrip Code 500188**

**Scrip Code HINDZINC**

Dear Sir (s)

**Sub :- Submission (s) pursuant to 51<sup>st</sup> Annual General Meeting of the Company.**

The 51<sup>st</sup> Annual General Meeting ('AGM') of the Company was held on Friday 18<sup>th</sup> August 2017 and the business(es) mentioned in the Notice dated April 20, 2017 were transacted. 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 – 1**.
2. Consolidated Report dated August 19, 2017, from the CS Manoj Maheshwari Practicing Company Secretary for the purpose remote e-voting and for conducting the physical ballot voting at the AGM, in fair and transparent manner, pursuant to Section 108 and 109 of the Companies Act, 2013 and Rule 20 (4) (xi) and Rule 21(2) of the Companies (Management and Administration) Rules, 2014, as **Annexure – II**.

The result along with the Scrutinizer's Report(s) is available at the registered office and website of the Company and Karvy Computershare Private Limited, Registrar and Transfer Agents of the Company.

Thanking You,

Yours Sincerely,  
For Hindustan Zinc Limited

  
( R. Pandwal )  
Company Secretary

CC: National Securities Depository Limited  
4<sup>th</sup> Floor, A wing,  
Trade World,  
Kamala Mills Compound  
Senapati Bapat Marg, Lower Parel  
Mumbai – 400 013

Central Depository Services (India) Ltd.  
17<sup>th</sup> Floor P.J. Towers,  
Dalal Street  
Fort, Mumbai – 400 001

**Hindustan Zinc Limited**

Registered Office: Yashad Bhawan, Udaipur (Rajasthan) – 313 004  
Tel.: (91-2946604000 -4001 Fax: (91-294) 2427739; www.hzindia.com  
CIN: L27204RJ1966PLC001208

Name of the Company	HINDUSTAN ZINC LIMITED
Date of the AGM/EGM	18TH AUGUST 2017
Total number of shareholders on record date	109352
No. of shareholders present in the meeting either in person or through proxy:	
Promoters and Promoter Group:	3
Public:	
No. of Shareholders attended the meeting through Video Conferencing	Not Applicable
Promoters and Promoter Group:	Not Applicable
Public:	Not Applicable

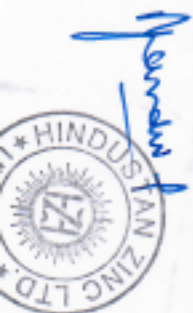
Resolution No.	1							
Resolution required: (Ordinary/ Special)	Ordinary- To consider and adopt the audited financial statements of the company for the financial year ended March 31, 2017, together with the reports of the Board of directors and auditors thereon.- Ordinary Business							
Whether promoter/ promoter group are interested in the agenda/resolution?	No							
Category	Mode of Voting	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	E-Voting							
	Poll	2743154310	2743154310	100.0000	2743154310	0	100.0000	0.0000
	Postal Ballot (if applicable)							
	Total	2743154310	2743154310	100.0000	2743154310	0	100.0000	0.0000
	E-Voting	106701345	106701345	65.4400	106701345	0	100.0000	0.0000
Public- Institutions	Poll	163040459	0	0.0000	0.0000	0.0000	0.0000	0.0000
	Postal Ballot (if applicable)							
	Total	106701345	106701345	65.4400	106701345	0	100.0000	0.0000
Public- Non Institutions	E-Voting	8763028	8760118	0.6643	8760118	2910	99.9667	0.0332
	Poll	1319124231	1248213291	94.6244	1248213291	0	100.0000	0.0000
	Postal Ballot (if applicable)							
Total	4225319000	4106831974	97.1956	4106831974	2910	99.9997	0.0002	
Resolution No.	2							
Resolution required: (Ordinary/ Special)	ORDINARY - To confirm the payment of interim dividend and special dividend made during the financial year 2016-17. - Ordinary Business							
Whether promoter/ promoter group are interested in the agenda/resolution?	No							





Category	Mode of Voting	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	E-Voting							
	Poll	2743154310	2743154310	100.0000	2743154310	0	100.00	0.0000
	Postal Ballot (if applicable)							
Public- Institutions	Total	2743154310	2743154310	100.0000	2743154310	0	100.00	0.0000
	E-Voting		124821527	76.5586	124821527	0	100.0000	0.0000
	Poll	163040459	0	0.0000	00	0	0.0000	0.0000
Public- Non Institutions	Postal Ballot (if applicable)		0	0.0000	00	0	0.0000	0.0000
	Total	163040459	124821527	76.5586	124821527	0	100.0000	0.0000
	E-Voting		8763028	0.0066	8760388	2640	100.0000	0.0301
Public- Non Institutions	Poll	1319124231	1248213291	94.6244	1248213291	0	100.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	00	0	0.0000	0.0000
	Total	1319124231	1248213291	94.6243	1248213291	0	100.0000	0.0000
	Total	4225319000	4124952156	97.6246	4124949516	2640	99.9999	0.0001

Resolution No.	3	Mode of Voting	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
Resolution required: (Ordinary/ Special)	Ordinary- To appoint a Director in place of Mr. Navin Agarwal ( DIN:00006303) who retires by rotation and, being eligible, offers himself for re-appointment as per article 70 of the Articles of association of the Company - Ordinary Business								
Whether promoter/ promoter group are interested in the agenda/resolution?	No								
Promoter and Promoter Group	E-Voting			0	0.0000	00	0	0.00	0.0000
	Poll	2743154310	2743154310	100.0000	2743154310	0	100.00	0.0000	
	Postal Ballot (if applicable)		0	0.0000	00	0	0.00	0.0000	
Public- Institutions	Total	2743154310	2743154310	100.0000	2743154310	0	100.00	0.0000	
	E-Voting		121229081	74.3552	71151243	50077838	58.6915	41.3084	
	Poll	163040459	0	0.0000	00	0	0.0000	0.0000	
Public- Non Institutions	Postal Ballot (if applicable)		0	0.0000	00	0	0.0000	0.0000	
	Total	163040459	121229081	74.3552	71151243	50077838	58.6915	41.3084	
	E-Voting		8763028	0.6643	8759848	3180	99.9637	0.0362	
Public- Non Institutions	Poll	1319124231	1248213291	94.6243	1248213291	0	100.0000	0.0000	
	Postal Ballot (if applicable)		0	0.0000	00	0	0.0000	0.0000	
	Total	1319124231	1248213291	94.6243	1248213291	0	100.0000	0.0000	



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Total	1319124231	1256976319	95.2886	1256973339	3180	99.9997	0.0002
Total	4228319000	4121359710	97.5396	4071278692	50081018	98.7848	1.2152

Resolution No.	4	Resolution required: (Ordinary/ Special)						
Whether promoter/ promoter group are interested in the agenda/resolution?	No	Ordinary- To ratify the appointment of M/s S.R. Batliboi & Co., LLP, as Statutory Auditors – Ordinary Business						
Category	Mode of Voting	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	E-Voting			0	0	0	0	0
	Poll	2743154310	2743154310	100	2743154310	0	100	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total	2743154310	2743154310	100.0000	2743154310	0	100	0
Public- Institutions	E-Voting		124821527	76.5586	124027127	794400	99.3635	0.6364
	Poll	163040459		0	0	0	0.0000	0.0000
	Postal Ballot (if applicable)			0				
	Total	163040459	124821527	76.5586	124027127	794400	99.3635	0.6364
Public- Non Institutions	E-Voting		8763028	6.6424	8760103	2925	99.9666	0.0333
	Poll	1319124231	1248213291	94.6243	1248213291	0	100.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	Total	1319124231	1256976319	95.2886	1256973394	2925	99.9997	0.0002
	Total	4228319000	4121359710	97.6246	4124154831	297325	99.9807	0.0193

Resolution No.	5	Resolution required: (Ordinary/ Special)						
Whether promoter/ promoter group are interested in the agenda/resolution?	No	Special- To ratify the remuneration of the Cost auditors for the financial year ending March 31, 2018. Ordinary Resolution						
Category	Mode of Voting	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	E-Voting		0	0.0000	0	0	0.0000	0.0000
	Poll	2743154310	2743154310	100.0000	2743154310	0	100.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	Total	2743154310	2743154310	100.0000	2743154310	0	100.0000	0.0000
	E-Voting		124821527	76.5586	124821527	0	100.0000	0.0000

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Public- Institutions	Poll	163040459	0	0.0000	00	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	00	0	0.0000	0.0000
	Total	163040459	124821527	76.5586	124821527	0	100.0000	0.0000
Public- Non Institutions	E-Voting		8763025	0.6643	8759553	3472	99.9603	0.0396
	Poll	1319124231	1248213291	94.6243	1248213181	110	99.9999	0.0001
	Postal Ballot (if applicable)		0	0.0000	00	0	0.0000	0.0000
Total	1319124231	1256976316	95.2887	1256972734	3582	99.9997	0.0003	
Total	4225319000	4124952153	97.6246	4124948571	3582	99.9999	0.0001	

Resolution No.	6	To approve payment of remuneration in the form of commission to Non executive Directors – Special Business – Ordinary Resolution							
Whether promoter/ promoter group are interested in the agenda/resolution?	No								
Category	Mode of Voting	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	E-Voting		0	0.0000	00	0	0.0000	0.0000	
	Poll	2743154310	2743154310	100.0000	2743154310	0	100.0000	0.0000	
	Postal Ballot (if applicable)		0	0.0000	00	0	0.0000	0.0000	
Total		2743154310	2743154310	100.0000	2743154310	0	100.0000	0.0000	
Public- Institutions	E-Voting		121229081	74.3552	121028881	200200	99.8249	0.1651	
	Poll	163040459	0	0.0000	00	0	0.0000	0.0000	
	Postal Ballot (if applicable)		0	0.0000	00	0	0.0000	0.0000	
Total		163040459	121229081	74.3552	121028881	200200	99.8249	0.1651	
Public- Non Institutions	E-Voting		8762534	0.6642	8761284	1250	99.9857	0.0142	
	Poll	1319124231	1248213291	94.6243	1248213181	110	99.9999	0.0001	
	Postal Ballot (if applicable)		0	0.0000	00	0	0.0000	0.0000	
Total		1319124231	1256975625	95.2887	1256974465	1360	99.9999	0.0001	
Total		4225319000	412495216	97.5396	412494856	201560	99.9951	0.0049	

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**MANOJ MAHESHWARI**

COMPANY SECRETARY

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403, "ROYAL WORLD" S.C ROAD, JAIPUR - 302001.

"USHA - KIRAN", 11, GEEJ GARH VIHAR, HAWA SARAK, JAIPUR - 302019.

## SCRUTINIZER'S REPORT

To,

The Chairman of

51<sup>st</sup> Annual General Meeting of the Equity Shareholders of Hindustan Zinc Limited held on Friday, 18<sup>th</sup> August, 2017 at 02:30 P.M. at the registered office of the company at "Yashad Bhawan, Udaipur (Rajasthan).

Sub: Consolidated Scrutinizer's Report on Remote E-voting & Voting conducted at the 51<sup>st</sup> AGM of "Hindustan Zinc Limited" held on Friday, 18<sup>th</sup> August, 2017 at 02:30 P.M.

The Board of Directors of Hindustan Zinc Limited (hereinafter referred to as "Company") at its meeting held on Thursday, 20<sup>th</sup> April, 2017, has appointed me as the scrutinizer for the remote e-voting process as well as to scrutinize the physical ballot forms to be received from the members at the venue of the AGM pursuant to section 108 of the Companies Act 2013 read with Rule 20 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.

**Report on Scrutiny:**

- The Company had appointed Karvy Computershare Private Limited (herein after referred as "Karvy") as the service provider/agency, for the purpose of extending the facility of remote e-voting to the members of the company. Further, Karvy is also the Registrar and Share Transfer Agents (Herein after referred as "RTA") of the company.
- The Service Provider had provided a system for recording the votes of the Members electronically on all the items of the business (both Ordinary and Special Businesses) sought to be transacted in the 51<sup>st</sup> Annual General Meeting (AGM) of the Company, which was held on Friday, 18<sup>th</sup> August, 2017.
- The Service Provider had set up electronic voting facility on their website, <https://evoting.karvy.com>. The Company had uploaded all the items of the business to be transacted at the AGM on the website of the Company and also the Service Provider to facilitate their Members to cast their vote through Remote E-Voting.





# **MANOJ MAHESHWARI**

## **COMPANY SECRETARY**

**( 2370 954; 93145 04821 (M)**

**E-mail: [cs.vmanda@gmail.com](mailto:cs.vmanda@gmail.com)**

**403, "ROYAL WORLD" S.C ROAD, JAIPUR - 302001.**

**"USHA - KIRAN", 11, GEEJ GARH VIHAR, HAWA SARAK, JAIPUR - 302019.**

- The internal cut-off date for the dispatch of the Notice of the AGM was Friday, 21<sup>st</sup> July, 2017 and as on that date, there were 1,09,843 Members of the Company. The RTA of the company had sent the Notices of the AGM along with Annual Report and E-Voting details by email to 86,171 Members whose email id was made available by the two Depositories and for those members, holding shares in physical form, who had registered their email-id with the RTA. In respect of 23,672 members, whose email-id is not available; notices were sent by courier. In respect of 575 cases, where the transmissions through e-mail had failed, the company had sent the Notice of the AGM along with Annual Report and E-voting details through physical form by courier. Further, as confirmed by management, there were 55 such envelopes containing notice of AGM which were returned undelivered.
- The notices sent (both through e-mail and physical form) contained the detailed procedure to be followed by the members who were desirous of casting their votes electronically as provided in Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended.
- The Cut-off date for the purpose of identifying the Members who will be entitled to vote on the resolutions placed for approval of the Members was Friday, 11<sup>th</sup> August, 2017.
- The remote e-voting period remained open from Monday, 14<sup>th</sup> August, 2017 at 09:00 A.M. and ended on Thursday, 17<sup>th</sup> August, 2017 at 05:00 P.M.
- The Company completed the dispatch of the notices to the members by Tuesday, 25<sup>th</sup> July, 2017.
- *As prescribed in clause (v) of sub rule 4 of Rule 20, the Company also released an advertisement, which was published in English in Business Standard and in vernacular newspaper in English language in Dainik Navjyoti dated Wednesday, 02<sup>nd</sup> August, 2017. The notice published in the newspaper carried the required information as specified in Sub Rule 4(v) (a) to (h) of the said Rule 20 except Rule 4 (v) (e), (f), (g) and (h).*
- At the end of the voting period on Thursday, 17<sup>th</sup> August, 2017 at 05:00 P.M., the voting portal of the Service provider was blocked forthwith. The limited information for the shareholders who have cast their votes, such as name, folio number of shares held was obtained from the service provider.
- At the venue of the 51<sup>st</sup> AGM of the Company held on Friday, 18<sup>th</sup> August, 2017, the facility to vote through ballot paper was provided to facilitate those members present in the meeting but could not participate in the Remote e-voting to record their votes.



## **MANOJ MAHESHWARI**

**COMPANY SECRETARY**

**( 2370 954; 93145 04821 (M)**

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**"USHA - KIRAN", 11, GEEJ GARH VIHAR, HAWA SARAK, JAIPUR - 302019.**

- On 18<sup>th</sup> August, 2017, after counting of the votes conducted at the venue of the AGM through ballot paper, votes cast through remote e-voting were unblocked by me as a Scrutinizer in the presence of 2 witnesses who are not in the employment of the Company as prescribed in Sub Rule 4 (xii) of the said Rule 20.
- After the voting at the AGM was concluded, ballot boxes kept for the purpose of casting of votes were locked in my presence with due identification marks placed by me. The locked ballot boxes were subsequently opened in my presence and in presence of two witnesses and the ballot papers were diligently scrutinized. The ballot papers were reconciled with the records maintained by the Registrar and Transfer Agents of the Company and the authorizations/proxies lodged with the Company. The ballot papers, which were incomplete and/or which were otherwise found defective have been treated as invalid and kept separately.
- Thereafter, I as a scrutinizer duly compiled details of the Remote e-voting carried out by the Members and the physical voting done at the venue of the AGM by way of Ballot paper, the details of which are as follows:





**MANOJ MAHESHWARI**

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"USHA - KIRAN", 11, GEEJ GARH VIHAR, HAWA SARAK, JAIPUR - 302019.

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

To consider and adopt Audited Financial Statements of the Company for the financial year ended 31<sup>st</sup> March, 2017 together with the Reports of the Board of Directors and Auditor's thereon.

Total No. of Shareholders	1,09,352		
Total No. of Shares	4,22,53,19,000		
Remote E-voting Period	14 <sup>th</sup> August, 2017 to 17 <sup>th</sup> August, 2017		
		<b>Number of Votes/Folio</b>	<b>Number of shares</b>
Total votes cast through remote e-voting	A	345	13,55,66,578
Total Votes cast through Polling at AGM	B	54	3,99,13,67,601
Grand Total of remote e-voting / Polling at AGM(A+B)	C	399	4,12,69,34,179
Less: Invalid/abstain remote e-voting/ (less voted/ Invalid polls at AGM (On account of for/against option not indicated)	D	40	7,01,02,205
Net remote e-voting/ Polling at AGM(C-D)	E	359	4,10,68,31,974

**NOTES:**

- Invalid voting was not taken into account for counting of percentages of valid and invalid votes.
- 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.
- There is no case where the shareholder has voted both through remote e-voting and polling at AGM.

**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	2,74,31,54,310	100%	2,74,31,54,310	--	100%	--
Public Institutional holders	16,30,40,459	10,67,01,345	65.4447%	10,67,01,345	--	100%	--
Public-others	1,31,91,24,231	1,25,69,76,319	95.2887%	1,25,69,73,409	2,910	99.9998%	0.0002%
<b>Total</b>	<b>4,22,53,19,000</b>	<b>4,10,68,31,974</b>	<b>97.1958%</b>	<b>4,10,68,29,064</b>	<b>2,910</b>	<b>99.9999%</b>	<b>0.0001%</b>

Percentage of Votes cast in favour: 99.9999% | Percentage of votes cast against: 0.0001%

**RESULT:-**

Since, the number of votes cast in favour of the resolution is 99.9999%, I report that the ordinary resolution under section 129 of the Companies Act, 2013 as set out in the notice of AGM dated 20<sup>th</sup> April, 2017 has been passed by the shareholders with the requisite majority. The resolution is deemed to be passed as on the date of AGM.



**MANOJ MAHESHWARI**

COMPANY SECRETARY

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"USHA - KIRAN", 11, GEEJ GARH VIHAR, HAWA SARAK, JAIPUR - 302019.

**Item No. 2: Ordinary Resolution:**

To confirm the payment of interim dividend and special dividend made during the financial year 2016-17.

Total No. of Shareholders	1,09,352		
Total No. of Shares	4,22,53,19,000		
Remote E-voting Period	14 <sup>th</sup> August, 2017 to 17 <sup>th</sup> August, 2017		
		<b>Number of Votes/Folio</b>	<b>Number of shares</b>
Total votes cast through remote e-voting	A	345	13,55,66,578
Total Votes cast through Polling at AGM	B	34	3,99,13,67,601
Grand Total of remote e-voting / Polling at AGM(A+B)	C	399	4,12,69,34,179
Less: Invalid/abstain remote e-voting/ less voted/ invalid polls at AGM (On account of for/against option not indicated)	D	17	19,82,023
Net remote e-voting/ Polling at AGM(C-D)	E	382	4,12,49,52,156

**NOTES:**

- Invalid voting was not taken into account for counting of percentages of valid and invalid votes.
- 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.
- There is no case where the shareholder has voted both through remote e-voting and polling at AGM.

**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	2,74,31,54,310	100%	2,74,31,54,310	--	100%	--
Public Institutional holders	16,30,40,459	12,48,21,527	76.5586%	12,48,21,527	--	100%	--
Public-others	1,31,91,24,231	1,25,69,76,319	95.2887%	1,25,69,76,679	2,640	99.9998%	0.0002%
<b>Total</b>	<b>4,22,53,19,000</b>	<b>4,12,49,52,156</b>	<b>97.6246%</b>	<b>4,12,49,49,516</b>	<b>2,640</b>	<b>99.9999%</b>	<b>0.0001%</b>

Percentage of Votes cast in favour: 99.9999% | Percentage of votes cast against: 0.0001%

**RESULT:-**

Since, the number of votes cast in favour of the resolution is 99.9999%, I report that the ordinary resolution under section 123 of the Companies Act, 2013 as set out in the notice of AGM dated 20<sup>th</sup> April, 2017 has been passed by the shareholders with the requisite majority. The resolution is deemed to be passed as on the date of AGM.





**MANOJ MAHESHWARI**

COMPANY SECRETARY

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403, "ROYAL WORLD" S.C ROAD, JAIPUR - 302001.

"USHA - KIRAN", 11, GEEJ GARH VIHAR, HAWA SARAK, JAIPUR - 302019.

**Item No. 3: Ordinary Resolution:**

To appoint a Director in place of Mr. Navin Agarwal (DIN: 00006303), who retires by rotation and, being eligible, offers himself for re-appointment as per Article 70 of the Articles of Association of the Company.

Total No. of Shareholders	1,09,352		
Total No. of Shares	4,22,53,19,000		
Remote E-voting Period	14 <sup>th</sup> August, 2017 to 17 <sup>th</sup> August, 2017		
		Number of Votes/Folio	Number of shares
Total votes cast through remote e-voting	A	345	13,55,66,578
Total Votes cast through Polling at AGM	B	54	3,99,13,67,601
Grand Total of remote e-voting / Polling at AGM(A+B)	C	399	4,12,69,34,179
Less: Invalid/abstain remote e-voting/ less voted/ invalid polls at AGM (On account of for/against option not indicated)	D	21	55,74,469
Net remote e-voting/ Polling at AGM(C-D)	E	378	4,12,13,59,710

**NOTES:**

- Invalid voting was not taken into account for counting of percentages of valid and invalid votes.
- 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.
- There is no case where the shareholder has voted both through remote e-voting and polling at AGM.

**SUMMARY OF VOTING**

Promoter/ Public	No. of shares held (1)	No. of votes polled (2)	% of votes polled on outstandi ng 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	2,74,31,54,310	100%	2,74,31,54,310	--	100%	--
Public Institutional holders	16,30,40,459	12,12,29,081	74.3552%	7,11,51,243	5,00,77,838	58.6916%	41.3084%
Public-others	1,51,91,24,231	1,25,69,76,319	95.2687%	1,25,69,73,139	3,180	99.9997%	0.0003%
<b>Total</b>	<b>4,22,53,19,000</b>	<b>4,12,13,59,710</b>	<b>97.5596%</b>	<b>4,07,12,78,692</b>	<b>5,00,81,018</b>	<b>98.7848%</b>	<b>1.2152%</b>

Percentage of Votes cast in favour: 98.7848% | Percentage of votes cast against: 1.2152%

**RESULT:-**

Since, the number of votes cast in favour of the resolution is 98.7848%, I report that the ordinary resolution under section 152 of the Companies Act, 2013 as set out in the notice of AGM dated 20<sup>th</sup> April, 2017 has been passed by the shareholders with the requisite majority. The resolution is deemed to be passed as on the date of AGM.



**MANOJ MAHESHWARI**

COMPANY SECRETARY

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"USHA - KIRAN", 11, GEEJ GARH VIHAR, HAWA SARAK, JAIPUR - 302019.

Item No. 4: Ordinary Resolution:

To ratify the appointment of M/s S.R. Batliboi &amp; Co. LLP, as Statutory Auditors of the Company.

Total No. of Shareholders	1,09,352		
Total No. of Shares	4,22,53,19,000		
Remote E-voting Period	14 <sup>th</sup> August, 2017 to 17 <sup>th</sup> August, 2017		
		Number of Votes/Folio	Number of shares
Total votes cast through remote e-voting	A	345	13,55,66,578
Total Votes cast through Polling at AGM	B	54	3,99,13,67,601
Grand Total of remote e-voting / Polling at AGM(A+B)	C	399	4,12,69,34,179
Less: Invalid/abstain remote e-voting/ less voted/ invalid polls at AGM (On account of for/against option not indicated)	D	17	19,82,023
Net remote e-voting/ Polling at AGM(C-D)	E	382	4,12,49,52,156

## NOTES:

- Invalid voting was not taken into account for counting of percentages of valid and invalid votes.
- 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.
- There is no case where the shareholder has voted both through remote e-voting and polling at AGM.

## 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	2,74,31,54,310	100%	2,74,31,54,310	--	100%	--
Public institutional holders	16,30,40,459	12,48,21,527	76.5588%	12,40,27,127	7,94,400	99.3636%	0.6364%
Public-others	1,31,91,24,231	1,25,69,76,319	95.2887%	1,25,69,73,394	2,925	99.9998%	0.0002%
<b>Total</b>	<b>4,22,53,19,000</b>	<b>4,12,49,52,156</b>	<b>97.6246%</b>	<b>4,12,41,54,831</b>	<b>7,97,325</b>	<b>99.9807%</b>	<b>0.0193%</b>

Percentage of Votes cast in favour: 99.9807% | Percentage of votes cast against: 0.0193%

## RESULT:-

Since, the number of votes cast in favour of the resolution is 99.9807%, I report that the ordinary resolution under section 139 and 142 of the Companies Act, 2013 as set out in the notice of AGM dated 20<sup>th</sup> April, 2017 has been passed by the shareholders with the requisite majority. The resolution is deemed to be passed as on the date of AGM.





**MANOJ MAHESHWARI**

COMPANY SECRETARY

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"USHA - KIRAN", 11, GEEJ GARH VIHAR, HAWA SARAK, JAIPUR - 302019.

**Item No. 5: Ordinary Resolution:**

To ratify the remuneration of the Cost Auditors for the financial year ending March 31, 2018.

Total No. of Shareholders	1,09,352		
Total No. of Shares	4,22,53,19,000		
Remote E-voting Period	14 <sup>th</sup> August, 2017 to 17 <sup>th</sup> August, 2017		
		<b>Number of Votes/Folio</b>	<b>Number of shares</b>
Total votes cast through remote e-voting	A	345	13,55,66,578
Total Votes cast through Polling at AGM	B	54	3,99,13,67,601
Grand Total of remote e-voting / Polling at AGM(A+B)	C	399	4,12,69,34,179
Less: Invalid/abstain remote e-voting/ less voted/ invalid polls at AGM (On account of for/against option not indicated)	D	17	19,82,026
Net remote e-voting/ Polling at AGM(C-D)	E	382	4,12,49,52,153

**NOTES:**

- Invalid voting was not taken into account for counting of percentages of valid and invalid votes.
- 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.
- There is no case where the shareholder has voted both through remote e-voting and polling at AGM.

**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	2,74,31,54,310	100%	2,74,31,54,310	--	100%	--
Public institutional holders	16,30,40,459	12,48,21,527	76.5586%	12,48,21,527	--	100%	--
Public-others	1,31,91,24,231	1,25,69,76,316	95.2887%	1,25,69,72,734	3,582	99.9997%	0.0003%
<b>Total</b>	<b>4,22,53,19,000</b>	<b>4,12,49,52,153</b>	<b>97.6246%</b>	<b>4,12,49,48,571</b>	<b>3,582</b>	<b>99.9999%</b>	<b>0.0001%</b>

Percentage of Votes cast in favour: 99.9999% | Percentage of votes cast against: 0.0001%

**RESULT:-**

Since, the number of votes cast in favour of the resolution is 99.9999%, I report that the ordinary resolution under section 148 of the Companies Act, 2013 as set out in the notice of AGM dated 20<sup>th</sup> April, 2017 has been passed by the shareholders with the requisite majority. The resolution is deemed to be passed as on the date of AGM.



**MANOJ MAHESHWARI**

COMPANY SECRETARY

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"USHA - KIRAN", 11, GEEJ GARH VIHAR, HAWA SARAK, JAIPUR - 302019.

**Item No. 6: Ordinary Resolution:**

To approve payment of remuneration in the form of commission to Non-Executive Directors.

Total No. of Shareholders	1,09,352		
Total No. of Shares	4,22,53,19,000		
Remote E-voting Period	14 <sup>th</sup> August, 2017 to 17 <sup>th</sup> August, 2017		
		<b>Number of Votes/Folio</b>	<b>Number of shares</b>
Total votes cast through remote e-voting	A	345	13,55,66,578
Total Votes cast through Polling at AGM	B	54	3,99,13,67,601
Grand Total of remote e-voting / Polling at AGM(A+B)	C	399	4,12,69,34,179
Less: Invalid/abstain remote e-voting/ less voted/ Invalid polls at AGM (On account of for/against option not indicated)	D	23	55,74,963
Not remote e-voting/ Polling at AGM(C-D)	E	376	4,12,13,59,216

**NOTES:**

- Invalid voting was not taken into account for counting of percentages of valid and invalid votes.
- 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.
- There is no case where the shareholder has voted both through remote e-voting and polling at AGM.

**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	2,74,31,54,310	100%	2,74,31,54,310	--	100%	--
Public Institutional holders	16,30,40,459	12,12,29,081	74.3552%	12,10,28,881	2,00,200	99.8349%	0.1651%
Public-others	1,31,91,24,231	1,25,59,75,825	95.2867%	1,25,69,74,465	1,360	99.9999%	0.0001%
<b>Total</b>	<b>4,22,53,19,000</b>	<b>4,12,13,59,216</b>	<b>97.5396%</b>	<b>4,12,11,57,656</b>	<b>2,01,560</b>	<b>99.9951%</b>	<b>0.0049%</b>

Percentage of Votes cast in favour: 99.9951% | Percentage of votes cast against: 0.0049%

**RESULT:-**

Since, the number of votes cast in favour of the resolution is 99.9951%, I report that the ordinary resolution under section 197 of the Companies Act, 2013 as set out in the notice of AGM dated 20<sup>th</sup> April, 2017 has been passed by the shareholders with the requisite majority. The resolution is deemed to be passed as on the date of AGM.





# **MANOJ MAHESHWARI**

**COMPANY SECRETARY**

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**"USHA - KIRAN", 11, GEEJ GARH VIHAR, HAWA SARAK, JAIPUR - 302019.**

All the Resolutions mentioned in the AGM Notice dated 20<sup>th</sup> April, 2017 as per the details above stand passed under Remote E-voting and voting conducted at AGM by way of Ballot Papers with the requisite majority and deemed to be passed as on the date of the AGM

A soft copy, containing a list of equity shareholders who voted "FOR" or "AGAINST" and those whose votes were declared invalid/abstained, for each resolution is being handed over to the Company separately.

I hereby confirm that I am maintaining the Registers received from the RTA and the electronic voting data received from the Service Provider, in respect of the votes cast through Remote E-voting and voting conducted at AGM by way of Ballot Papers by the Members of the Company. The Ballot papers and all other relevant records relating to e-voting and physical voting are under my safe custody and will be handed over to the Company Secretary for safe keeping.

This report may be treated as a report under Section 109 of the Companies Act, 2013 and rule 21(2) of The Companies (Management and Administration) Rules, 2014.

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

Yours Faithfully



CS Manoj Maheshwari  
Scrutinizer  
FCS: 3355  
C.P. No. 1971



For Hindustan Zinc Limited



Sunil Duggal  
Chairman of the meeting  
DIN: 07291685

Place: Jaipur

Date: 19<sup>th</sup> August, 2017