

No. 3(1)/2019-Secy
August 2, 2019

BSE Limited
Phiroze Jeejeebhoy Towers
Dalal Street
Mumbai - 400 001

Scrip Code 500188

National Stock Exchange of India Limited
"Exchange Plaza", C-1, Block G
Bandra Kurla Complex, Bandra (East)
Mumbai - 400 051

Scrip Code HINDZINC

Dear Sir (s)

Sub: - Submission (s) pursuant to the 53rd Annual General Meeting of the Company.

In continuation of our letter no. HZL/2019-20/Secy. dated July 6, 2019, the 53rd Annual General Meeting ('AGM') of the Company was held on Wednesday 31st July 2019 and the business(es) mentioned in the Notice dated May 2, 2019 were transacted. In this regard, please find enclosed the following: -

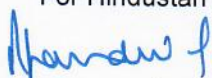
1. Voting results as required under Regulation 44 of the Securities & Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulation, 2015 (SEBI Listing Regulations) as **Annexure – I.**
2. Consolidated Report dated August 2, 2019, from the CS Rupesh Agarwal Practicing Company Secretary 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 meeting commenced at 2.30 p.m. and concluded at 3.20 p.m.

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

Thanking You,

For Hindustan Zinc Limited



(R. Pandwal)
Company Secretary

Encl: as above

Copy to:

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

Central Depository Services (India) Ltd.
25th Floor, Marathon Futurex
N M Joshi Marg, Lower Parel (East)
Mumbai – 400 013

Hindustan Zinc Limited

Registered Office: Yashad Bhawan, Udaipur (Rajasthan) - 313 004

T +91-294 660 4000-02 F +91-294-242 7739 www.hzindia.com

CIN : L27204RJ1966PLC001208

Name of the Company	HINDUSTAN ZINC LIMITED
Date of the AGM/EGM	31st July 2019
Total number of shareholders on record date	115276
No. of shareholders present in the meeting either in person or through proxy:	
Promoters and Promoter Group:	1
Public:	3706
No. of Shareholders attended the meeting through Video Conferencing	
Promoters and Promoter Group:	Not Applicable
Public:	Not Applicable

Voting results as required under Regulation 44 of SEBI (LODR) Regulation 2015 - 53rd AGM held on 31st July 2019

Resolution 1	To consider and adopt the audited financial statements of the company for the financial year ended March 31, 2019 together with the report of the Board of Directors and auditors thereon - Ordinary Resolution									
Category	Mode of Voting	Number of shares held	Number of votes polled	% of Votes Polled on outstanding shares (3) = (2)/(1)*100	No. of Votes in favour	No. of Votes – in against	% 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	2,743,154,310	2,743,154,310	100.00	2,743,154,310	0	100.00	0.00		
	Ballots	0	0	0.00	0	0	0.00	0.00		
	Total	2,743,154,310	2,743,154,310	100.00	2,743,154,310	0	100.00	0.00		
Public- Institutions	E-Voting	1,414,383,841	1,384,352,724	97.88	1,384,352,724	-	100.00	0.00		
	Ballots	1,414,383,841	1,247,950,590	88.23	1,247,950,590	0	100.00	0.00		
	Total	1,414,383,841	1,384,352,724	97.88	1,384,352,724	-	100.00	0.00		
Public- Non Institutions	E-Voting	67,780,849	3,241,531	4.78	3,241,531	120	100.00	0.00		
	Ballots	67,780,849	132992	0.20	132992	0	100.00	0.00		
	Total	67,780,849	3,374,523	4.98	3,374,523	120	100.00	0.00		
Resolution 2	To confirm the payment of first interim dividend made during the financial year 2018-19 - Ordinary resolution									
Category	Mode of Voting	Number of shares held	Number of votes polled	% of Votes Polled on outstanding shares (3) = (2)/(1)*100	No. of Votes in favour	No. of Votes – in against	% 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	2,743,154,310	2743154310	100.00	2743154310	0	100.00	0.00		
	Ballots	0	0	0.00	0	0	0.00	0.00		
	Total	2,743,154,310	2,743,154,310	100.00	2,743,154,310	0	100.00	0.00		
Public- Institutions	E-Voting	1,414,383,841	1,384,390,724	97.88	1,384,390,724	0	100.00	0.00		
	Ballots	1,414,383,841	1247950590	88.23	1247950590	0	100.00	0.00		
	Total	1,414,383,841	1,384,390,724	97.88	1,384,390,724	0	100.00	0.00		
Public- Non Institutions	E-Voting	67,780,849	3242621	4.78	3242371	250	99.99	0.01		
	Ballots	67,780,849	132992	0.20	132992	0	100.00	0.00		
	Total	67,780,849	3,375,613	4.98	3,375,613	250	99.99	0.01		

(R. PANDWAL)

COMPANY SECRETARY
HINDUSTAN ZINC LTD.
YASHAD BHAWAN, UDAIPUR

Resolution 3 To appoint a director in place of Mrs Keena Sinha puri (DIN 07753040) who retires by rotation and being eligible offers herself for reappointment as per article 70 of the AOA of the Company- Ordinary Resolution

Category	Mode of Voting	Number of shares held	Number of votes polled	% of Votes Polled on outstanding shares (3) = (2)/(1)*100	No. of Votes – in favour	No. of Votes – against	% 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 Ballots	2,743,154,310	2743154310	100.00	2743154310	0	100.00	0.00
	Total	2,743,154,310	2,743,154,310	100.00	2,743,154,310	0	100.00	0.00
	E-Voting Ballots	1,414,383,841	55677652	3.94	13934770	41742882	25.03	74.97
Public- Institutions	Total	1,414,383,841	1303628242	88.23	1,247,950,590	417,428,822	96.80	3.20
	E-Voting Ballots	67,780,849	3239791	4.78	3156184	83607	97.42	2.58
Public- Non Institutions	Total	67,780,849	132992	0.20	132992	0	100.00	0.00
			3,372,783	4.98	3,289,176	83607	97.52	2.48

Resolution 4 To ratify the appointment of S R Batliboi & Co LLP as Statutory Auditors of the Company - ordinary Resolution

Category	Mode of Voting	Number of shares held	Number of votes polled	% of Votes Polled on outstanding shares (3) = (2)/(1)*100	No. of Votes – in favour	No. of Votes – against	% 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 Ballots	2,743,154,310	2743154310	100.00	2743154310	0	100.00	0.00
	Total	2,743,154,310	2,743,154,310	100.00	2,743,154,310	0	100.00	0.00
	E-Voting Ballots	1,414,383,841	136440134	9.65	136440134	0	100.00	0.00
Public- Institutions	Total	1,414,383,841	1247950590	88.23	1,247,950,590	0	100.00	0.00
	E-Voting Ballots	67,780,849	3241471	4.78	3240015	1456	99.96	0.04
Public- Non Institutions	Total	67,780,849	132992	0.20	132989	3	100.00	0.00
			67,780,849	3,374,463	4.98	3,373,004	1,459	99.96

Resolution 5 To ratify the remuneration of the Cost Auditors for the financial year ending March 31, 2020 - Special Business - Ordinary Resolution

Category	Mode of Voting	Number of shares held	Number of votes polled	% of Votes Polled on outstanding shares (3) = (2)/(1)*100	No. of Votes – in favour	No. of Votes – against	% 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 Ballots	2,743,154,310	2743154310	100.00	2743154310	0	100.00	0.00
	Total	2,743,154,310	2,743,154,310	100.00	2,743,154,310	0	100.00	0.00
	E-Voting Ballots	1,414,383,841	136440134	9.65	136440134	0	100.00	0.00
Public- Institutions	Total	1,414,383,841	1247950590	88.23	1,247,950,590	0	100.00	0.00
	E-Voting Ballots	67,780,849	3241471	4.78	3240175	1296	99.96	0.04
Public- Non Institutions	Total	67,780,849	132992	0.20	132992	0	100.00	0.00
			67,780,849	3,374,463	4.98	3,373,167	1,296	99.96

(R. PANDWAL)
COMPANY SECRETARY

Resolution 6 To appoint Mrs. Kiran Agarwal (DIN 02227122) as a Non-Executive Director - Special Business - Ordinary Resolution

Category	Mode of Voting	Number of shares held	Number of votes polled	% of Votes Polled on outstanding shares (3) = (2)/(1)*100	No. of Votes – in favour	No. of Votes – against	% 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	2,743,154,310	2743154310	100.00	2743154310	0	100.00	0.00
	Ballots		0	0.00	0	0	0.00	0.00
	Total	2,743,154,310	2,743,154,310	100.00	2,743,154,310	0	100.00	0.00
Public- Institutions	E-Voting	1,414,383,841	55661001	3.94	13918119	41742882	25.01	74.99
	Ballots		1247950590	88.23	1247950590	0	0.00	0.00
	Total	1,414,383,841	1303611591	92.17	1,261,868,709	41,742,882	96.80	3.20
Public- Non Institutions	E-Voting	67,780,849	3239791	4.78	3155126	84665	97.39	2.61
	Ballots		132992	0.20	132992	0	100.00	0.00
	Total	67,780,849	3,372,783	4.98	3,288,118	84,665	97.49	2.51

(Signature)

(R. PANDWAL)
 COMPANY SECRETARY
 HINDUSTAN ZINC LTD.
 YASHAD BHAWAN, UDAIPUR

Scrutinizer's Report on remote e-voting and voting by poll at the Annual General Meeting

The Chairman
 53rd Annual General Meeting of the Equity Shareholders of
 Hindustan Zinc Limited

Date of Meeting: July 31, 2019
 Day of Meeting: Wednesday
 Time of Meeting: At 02:30 PM
 Venue of the Meeting: Yashad Bhawan, Udaipur-313004

Dear Sir/Madam,

I, Rupesh Agarwal, Managing Partner of M/s. Chandrasekaran Associates, Company Secretaries having office at 11F, Pocket IV, Mayur Vihar, Phase-I, New Delhi-110091, was appointed as Scrutinizer of M/s. Hindustan Zinc Limited ("Company") for remote e-voting and voting by ballot at the 53rd Annual General Meeting ("the Meeting") in respect of the below mentioned resolutions considered at the Meeting of the Equity shareholders of the Company as per notice dated May 02, 2019.

The Notice dated May 02, 2019 convening the Meeting was sent to the shareholders on July 02, 2019 in respect of the proposed resolutions considered at the Meeting of the Equity Shareholders of the Company held on July 31, 2019.

The Company has availed the remote e-voting facility offered by M/s. Karvy Fintech Private Limited ("Karvy") for conducting remote e-voting by the shareholders of the Company.

The remote e-voting period commenced on Friday, July 26, 2019 (9:00 am) and concluded on Tuesday, July 30, 2019 (5:00 pm).

Further, the Chairman announced the poll at the Meeting for the Shareholders who attended the meeting but have not cast their vote through remote e-voting.

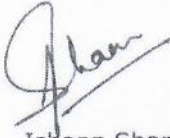
The shareholders holding shares as at the close of business hours on Wednesday, July 24, 2019 (Cut-off date) were entitled to vote on the proposed resolutions as set out in the Notice of the Meeting of the Company, and their shareholding as on that date has been reckoned with for the purpose of arriving at the result of the remote e-voting and ballot at the Meeting.

After the time fixed for the Voting through poll at the meeting venue i.e. between 02:30 PM to 03:20 PM, ballot boxes kept for polling were locked in my presence.

The Locked Ballot boxes were subsequently opened in my presence and poll papers were diligently scrutinized. The poll papers were reconciled with the records maintained by Karvy, Registrar and Transfer Agent of the Company and authorizations/ Proxies lodged with the Company.



Subsequently, the remote e-voting module was unblocked on July 31, 2019 around 03:30 PM in the presence of two witnesses, Mr. Ishaan Sharma R/o, B-10, Tagore Market, Kirti Nagar, New Delhi-110015 and Ms. Gurmeet Kaur R/o House No 33, Second Floor, Kewal Park Extension, New Delhi-110033 who are not in the employment of the Company. They have signed below in confirmation of the votes being unblocked in their presence.



Ishaan Sharma



Gurmeet Kaur

Our register is based on Register of Voting, i.e, votes cast through remote e-voting and voting through poll at the Meeting.

The votes cast through remote e-voting and poll papers which were incomplete and/ or otherwise found defective, have been treated as invalid.

The Management of the Company is responsible to ensure compliance with requirements of the Act and rules made there-under relating to remote e-voting and poll on the resolutions contained in the Notice of the Meeting.

My responsibility as scrutinizer for remote e-voting and poll is restricted to making a scrutinizer report of the votes cast in favour or against the resolution.

Based on the data downloaded from official website of Karvy for the remote e-voting (<https://evoting.karvy.com>) process and further based on the votes cast through poll at the Meeting, we now submit our consolidated report (remote e-voting and poll) as under:



1. The result of the voting as per aforesaid Register is as under:

Resolution No. 1: To consider and adopt the Audited Financial Statements of the Company for the financial year ended March 31, 2019, together with the reports of the Board of Directors and Auditors thereon. (Ordinary Resolution)

	Particulars	REMOTE E-VOTING		PHYSICAL BALLOT/POLL		TOTAL	
		Number of members voted	Votes held by them	Number of members voted	Votes held by them	Number of members voted	Votes held by them
	Total No. of Members & Shares held by them	337	2,88,39,54,210	19	1,24,81,44,718	356	4,13,20,98,928
Less:	Total No of Members & Invalid/Rejected Votes	0	0	2	2,050	2	2,050
Less:	Total No. of Members & Votes not exercised/Partially exercised	8	11,56,115	2*	59,086	10	12,15,201
	No of Valid Votes Cast	329	2,88,27,98,095	15*	1,24,80,83,582	344	4,13,08,81,677

* 2 Members who holds 76,536 shares in total , partially exercised their voting rights for 17,450 shares and not exercised for 59,086 shares respectively.

Particulars	REMOTE E-VOTING		PHYSICAL BALLOT/POLL		TOTAL		% of total number of valid votes cast
	Number of members voted	Votes Cast by them	Number of members voted	Votes Cast by them	Number of members voted	Votes Cast by them	
Favour	324	2,88,27,97,975	17	1,24,80,83,582	341	4,13,08,81,557	100.00
Against	5	120	0	0	5	120	0.00
Total	329	2,88,27,98,095	17	1,24,80,83,582	346	4,13,08,81,677	100.00

CHANDRASEKARAN ASSOCIATES
New Delhi

Resolution No. 2: To confirm the payment of first interim dividend made during the financial year 2018-19 (Ordinary Resolution)

Particulars	REMOTE E-VOTING		PHYSICAL BALLOT/POLL		TOTAL	
	Number of members voted	Votes held by them	Number of members voted	Votes held by them	Number of members voted	Votes held by them
Total No. of Members & Shares held by them	337	2,88,39,54,210	19	1,24,81,44,718	356	4,13,20,98,928
Less: Total No of Members & Invalid/Rejected Votes	0	0	2	2,050	2	2,050
Less: Total No. of Members & Votes not exercised/Partially exercised	6	11,17,145	2*	59,086	8	11,76,231
No of Valid Votes Cast	331	2,88,28,37,065	15*	1,24,80,83,582	346	4,13,09,20,647

* 2 Members who holds 76,536 shares in total , partially exercised their voting rights for 17,450 shares and not exercised for 59,086 shares respectively.

Particulars	REMOTE E-VOTING		PHYSICAL BALLOT/POLL		TOTAL		% of total number of valid votes cast
	Number of members voted	Votes Cast by them	Number of members voted	Votes Cast by them	Number of members voted	Votes Cast by them	
Favour	327	2,88,28,36,815	17	1,24,80,83,582	344	4,13,09,20,397	100.00
Against	4	250	0	0	4	250	0.00
Total	331	2,88,28,37,065	17	1,24,80,83,582	348	4,13,09,20,647	100.00



Resolution No. 3: To appoint a Director in place of Mrs. Reena Sinha Puri (DIN: 07753040), who retires by rotation and being eligible, offers herself for reappointment as per Article 70 of the Articles of Association of the Company. (Ordinary Resolution)

	Particulars	REMOTE E-VOTING		PHYSICAL BALLOT/POLL		TOTAL	
		Number of members voted	Votes held by them	Number of members voted	Votes held by them	Number of members voted	Votes held by them
	Total No. of Members & Shares held by them	337	2,88,39,54,210	19	1,24,81,44,718	356	4,13,20,98,928
Less:	Total No of Members & Invalid/Rejected Votes	0	0	2	2,050	2	2,050
Less:	Total No. of Members & Votes not exercised/Partially exercised	25	8,18,82,457	2*	59,086	27	8,19,41,543
	No of Valid Votes Cast	312	2,80,20,71,753	15*	1,24,80,83,582	327	4,05,01,55,335

* 2 Members who holds 76,536 shares in total , partially exercised their voting rights for 17,450 shares and not exercised for 59,086 shares respectively.

Particulars	REMOTE E-VOTING		PHYSICAL BALLOT/POLL		TOTAL		% of total number of valid votes cast
	Number of members voted	Votes Cast by them	Number of members voted	Votes Cast by them	Number of members voted	Votes Cast by them	
Favour	204	2,76,02,45,264	17	1,24,80,83,582	221	4,00,83,28,846	98.97
Against	108	4,18,26,489	0	0	108	4,18,26,489	1.03
Total	312	2,80,20,71,753	17	1,24,80,83,582	329	4,05,01,55,335	100.00



Resolution No. 4: To ratify the appointment of M/s S.R. Batliboi & Co. LLP as Statutory Auditors of the Company (Ordinary Resolution)

Particulars	REMOTE E-VOTING		PHYSICAL BALLOT/POLL		TOTAL	
	Number of members voted	Votes held by them	Number of members voted	Votes held by them	Number of members voted	Votes held by them
Total No. of Members & Shares held by them	337	2,88,39,54,210	19	1,24,81,44,718	356	4,13,20,98,928
Less: Total No of Members & Invalid/Rejected Votes	0	0	2	2,050	2	2050
Less: Total No. of Members & Votes not exercised/Partially exercised	10	11,18,295	2*	59,086	12	1177381
No of Valid Votes Cast	327	2,88,28,35,915	15*	1,24,80,83,582	342	4,13,09,19,497

* 2 Members who holds 76,536 shares in total , partially exercised their voting rights for 17,450 shares and not exercised for 59,086 shares respectively.

Particulars	REMOTE E-VOTING		PHYSICAL BALLOT/POLL		TOTAL		% of total number of valid votes cast
	Number of members voted	Votes Cast by them	Number of members voted	Votes Cast by them	Number of members voted	Votes Cast by them	
Favour	319	2,88,28,34,459	16	1,24,80,83,679	335	4,13,09,18,138	100.00
Against	8	1,456	1	3	9	1459	0.00
Total	327	2,88,28,35,915	17	1,24,80,83,682	344	4,13,09,19,597	100.00



Resolution No. 5: To ratify the remuneration of the Cost Auditors for the financial year ending March 31, 2020 (Ordinary Resolution)

	Particulars	REMOTE E-VOTING		PHYSICAL BALLOT/POLL		TOTAL	
		Number of members voted	Votes held by them	Number of members voted	Votes held by them	Number of members voted	Votes held by them
	Total No. of Members & Shares held by them	337	2,88,39,54,210	19	1,24,81,44,718	356	4,13,20,98,928
Less:	Total No of Members & Invalid/Rejected Votes	0	0	2	2,050	2	2,050
Less:	Total No. of Members & Votes not exercised/Partially exercised	10	11,18,295	2*	59,086	12	11,77,381
	No of Valid Votes Cast	327	2,88,28,35,915	15*	1,24,80,83,582	342	4,13,09,19,497

* 2 Members who holds 76,536 shares in total , partially exercised their voting rights for 17,450 shares and not exercised for 59,086 shares respectively.

Particulars	REMOTE E-VOTING		PHYSICAL BALLOT/POLL		TOTAL		% of total number of valid votes cast
	Number of members voted	Votes Cast by them	Number of members voted	Votes Cast by them	Number of members voted	Votes Cast by them	
Favour	320	2,88,28,34,619	17	1,24,80,83,582	337	4,13,09,18,201	100.00
Against	7	1,296	0	0	7	1,296	0.00
Total	327	2,88,28,35,915	17	1,24,80,83,582	344	4,13,09,19,497	100.00



John

CHANDRASEKARAN ASSOCIATES

Continuation.....

Resolution No. 6: To appoint Mrs. Kiran Agarwal (DIN: 02227122) as a Non-executive Director (Ordinary Resolution)

Particulars	REMOTE E-VOTING		PHYSICAL BALLOT/POLL		TOTAL	
	Number of members voted	Votes held by them	Number of members voted	Votes held by them	Number of members voted	Votes held by them
Total No. of Members & Shares held by them	337	2,88,39,54,210	19	1,24,81,44,718	356	4,13,20,98,928
Less: Total No of Members & Invalid/Rejected Votes	0	0	2	2,050	2	2,050
Less: Total No. of Members & Votes not exercised/Partially exercised	27	8,18,99,108	2*	59,086	29	8,19,58,194
No of Valid Votes Cast	310	2,80,20,55,102	15*	1,24,80,83,582	325	4,05,01,38,684

* 2 Members who holds 76,536 shares in total , partially exercised their voting rights for 17,450 shares and not exercised for 59,086 shares respectively.

Particulars	REMOTE E-VOTING		PHYSICAL BALLOT/POLL		TOTAL		% of total number of valid votes cast
	Number of members voted	Votes Cast by them	Number of members voted	Votes Cast by them	Number of members voted	Votes Cast by them	
Favour	201	2,76,02,27,555	17	1,24,80,83,582	218	4,00,83,11,137	98.97
Against	109	4,18,27,547	0	0	109	4,18,27,547	1.03
Total	310	2,80,20,55,102	17	1,24,80,83,582	327	4,05,01,38,684	100.00

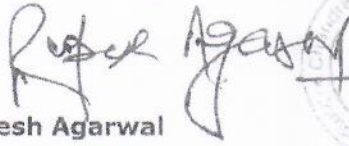


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2. The Chairman may accordingly declare the result of votes casted by voting process at the meeting.
3. The ballot papers and all other documents and relevant records shall remain in the safe custody of the Scrutinizer, until the Chairman signs the minutes of the Meeting and thereafter the same shall be handed over to the Company Secretary.

Thanking you,
Yours faithfully,


Chandrasekaran Associates
Company Secretaries



Rupesh Agarwal
Managing Partner
Membership Number: A16302
CP No. 5673



Place: Delhi
Date: 02.08.2014



Counter-signed by Chairman
Or any other person authorized by
Him/ Her

SUNIL DUGGAL
CEO & Whole-time Director
HINDUSTAN ZINC LTD.
YASHAD BHAWAN
UDAIPUR-313 004