



HINDALCO INDUSTRIES LIMITED

CIN No: L27020MH1958PLC011238

Registered Office: Century Bhavan, 3rd Floor, Dr. Annie Besant Road, Worli, Mumbai- 400 030.

Email: hil.investors@adityabirla.com, **website:** www.hindalco.com, **Tel:** (022) 6662 6666, **Fax:** (022) 2422 7586 / 2436 2516

NOTICE

NOTICE is hereby given that the **Fifty-Fifth** Annual General Meeting of the Shareholders of Hindalco Industries Limited will be held at Ravindra Natya Mandir, P. L. Deshpande Maharashtra Kala Academy, Prabhadevi, Mumbai-400025 on **Wednesday, the 24th September, 2014 at 2.30 P.M.** to transact, with or without modification(s) as may be permissible, the following business:

ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Balance Sheet as at 31st March, 2014 and Profit and Loss Account for the year ended on that date, the Report of the Directors' and the Auditors' thereon.
2. To declare and sanction the payment of Dividend on equity shares of the Company for the financial year 2013-2014.
3. To appoint a Director in place of Smt. Rajashree Birla (DIN: 00022995), who retires from office by rotation and being eligible, offers herself for reappointment.
4. To appoint a Director in place of Mr. A.K. Agarwala (DIN: 00023684), who retires from office by rotation and being eligible, offers himself for reappointment.
5. To appoint Auditors of the Company to hold office from the conclusion of this Meeting until the conclusion of the Fifty Eighth Annual General Meeting of the Company and to fix their remuneration and for the purpose, to pass the following resolution, which will be proposed as an Ordinary Resolution:

"RESOLVED that pursuant to the provisions of Section 139 and other applicable provisions, if any, of the Companies Act, 2013, and the Companies (Audit and Auditors) Rules, 2014, Messrs Singhi & Company (Registration No. 302049E), Chartered Accountants, Kolkata, the retiring Auditors, be and are hereby re-

appointed as the Auditors of the Company to hold office from the conclusion of this Meeting until the conclusion of the Fifty Eighth Annual General Meeting of the Company to be held in the calendar year 2017 and that the Board of Directors of the Company and the audit committee of the Company be and are hereby authorized to fix their remuneration for the said period and reimbursement of actual out of pocket expenses, as may be incurred in the performance of their duties."

SPECIAL BUSINESS:

6. To appoint Mr. M.M. Bhagat (DIN: 00006245) as an Independent Director and in this regard to consider and if thought fit, to pass the following resolution, which will be proposed as an Ordinary Resolution:

"RESOLVED THAT pursuant to the provisions of Sections 149 and 152 read with Schedule IV and all other applicable provisions of the Companies Act, 2013 ("the Act") and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and pursuant to the provisions of Clause 49 of the Listing Agreement (including any modification or amendment thereof), Mr. M.M. Bhagat (DIN: 00006245), a non executive Director of the Company, be and is hereby appointed as an Independent Director of the Company to hold office for a term of 5 (five) consecutive years, from the date of this Annual General Meeting till the conclusion of the sixtieth Annual General Meeting of the Company to be held in the calendar year 2019 and not liable to retire by rotation."

7. To appoint Mr. Ram Charan (DIN: 03464530) as an Independent Director and in this regard to consider and if thought fit, to pass the

following resolution, which will be proposed as an Ordinary Resolution:

“RESOLVED THAT pursuant to the provisions of Sections 149 and 152 read with Schedule IV and all other applicable provisions of the Companies Act, 2013 (“the Act”) and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and pursuant to the provisions of Clause 49 of the Listing Agreement (including any modification or amendment thereof), Mr. Ram Charan (DIN:03464530), a non executive Director of the Company, be and is hereby appointed as an Independent Director of the Company to hold office for a term of 5 (five) consecutive years from the date of this Annual General Meeting till the conclusion of the sixtieth Annual General Meeting of the Company to be held in the calendar year 2019 and not liable to retire by rotation.”

8. To appoint Mr. K. N. Bhandari (DIN: 00026078) as an Independent Director and in this regard to consider and if thought fit, to pass the following resolution, which will be proposed as an Ordinary Resolution:

“RESOLVED THAT pursuant to the provisions of Sections 149 and 152 read with Schedule IV and all other applicable provisions of the Companies Act, 2013 (“the Act”) and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and pursuant to the provisions of Clause 49 of the Listing Agreement (including any modification or amendment thereof), Mr. K.N. Bhandari (DIN:00026078) a non executive Director of the Company, be and is hereby appointed as an Independent Director of the Company to hold office for a term of 5 (five) consecutive years from the date of this Annual General Meeting till the conclusion of the sixtieth Annual General Meeting of the Company to be held in the calendar year 2019 and not liable to retire by rotation.”

9. To appoint Mr. N.J. Jhaveri (DIN: 00198912) as an Independent Director and in this regard to consider and if thought fit, to pass the following resolution, which will be proposed as an Ordinary Resolution:

“RESOLVED THAT pursuant to the provisions of Sections 149 and 152 read with Schedule IV and all other applicable provisions of the Companies Act, 2013 (“the Act”) and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and pursuant to the provisions of Clause 49 of the Listing Agreement (including any modification or amendment thereof), Mr. N.J. Jhaveri (DIN:00198912) a non executive Director of the Company, be and is hereby appointed as an Independent Director of the Company to hold office for a term of 5 (five) consecutive years from the date of this Annual General Meeting till the conclusion of the sixtieth Annual General Meeting of the Company to be held in the calendar year 2019 and not liable to retire by rotation.”

10. To appoint Mr. Jagdish Khattar (DIN: 00013496) as an Independent Director and in this regard to consider and if thought fit, to pass the following resolution, which will be proposed as an Ordinary Resolution:

“RESOLVED THAT pursuant to the provisions of Sections 149 and 152 read with Schedule IV and all other applicable provisions of the Companies Act, 2013 (“the Act”) and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and pursuant to the provisions of Clause 49 of the Listing Agreement (including any modification or amendment thereof), Mr. Jagdish Khattar (DIN:00013496) a non executive Director of the Company, be and is hereby appointed as an Independent Director of the Company to hold office for a term of 5 (five) consecutive years from the date of this Annual General Meeting till the conclusion of the sixtieth Annual General Meeting of the Company to be held in the calendar year 2019 and not liable to retire by rotation.”

11. To ratify the remuneration of the Cost Auditors for the financial year ending 31st March, 2015 and in this regard to consider and if thought fit, to pass the following resolution, which will be proposed as an Ordinary Resolution:

“RESOLVED THAT pursuant to the provisions of Section 148 and all other applicable

provisions of the Companies Act, 2013 and the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force), the remuneration of ₹ 9 Lakhs (Rupees Nine lacs only) plus service tax including cess as applicable and reimbursement of actual travel and out-of-pocket expenses for the financial year ending 31st March, 2015 to be paid to M/s Nanabhoy & Co., Cost Accountants, appointed by the Board of Directors of the Company to conduct the audit of the cost records of the Company be and is hereby ratified and confirmed.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorised to do all such acts, deeds and things and take all such steps as may be necessary, proper or expedient to give effect to this resolution.”

12. To adopt new Articles of Association of the Company and in this regard to consider and if thought fit, to pass the following resolution which will be proposed as a Special Resolution:

“RESOLVED THAT pursuant to the provisions of Section 14 and all other applicable provisions of the Companies Act, 2013 read with the Companies (Incorporation) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force), the existing Articles of Association of the Company be and is hereby replaced with the new Articles of Association which is placed before the members at this meeting and initialled by the Company Secretary for the sake of identification, and the new Articles of Association be and is hereby approved and adopted as the Articles of Association of the Company in place and in substitution of the existing Articles of Association.

RESOLVED FURTHER THAT the Board of Directors of the Company or any Committee thereof be and is hereby authorised to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution.”

13. To modify/amend the Special Resolution passed at the 54th Annual General Meeting of the Company for the re-appointment of Mr. D. Bhattacharya (DIN: 00033553) as the Managing Director of the Company, so as to

make him a director liable to retire by rotation. Accordingly, to consider and if thought fit to pass the following resolution, which will be proposed as a Special Resolution:

“RESOLVED that the Special Resolution passed at Item 7 at the 54th Annual General Meeting of the Company held on 10th September, 2013 for re-appointment of Mr. D. Bhattacharya (DIN: 00033553) as the Managing Director of the Company for a period of five years with effect from 30th September, 2013 be and is hereby modified/amended to the effect that Mr. D. Bhattacharya shall be subject to retirement by rotation.

RESOLVED FURTHER that such retirement shall not, if Mr. D. Bhattacharya is reappointed at the same meeting at which he retires by rotation, affect his appointment as the Managing Director of the Company which shall continue to be for a period of five years with effect from 30th September, 2013 and other terms and conditions of his appointment and remuneration shall remain unaltered as provided in the said Special Resolution passed at the 54th Annual General Meeting.”

14. To modify/amend the Special Resolution passed at the 54th Annual General Meeting of the Company for the appointment of Mr. Satish Pai (DIN: 06646758) as the Whole time Director of the Company, so as to make him a director liable to retire by rotation. Accordingly, to consider and if thought fit to pass the following resolution, which will be proposed as a Special Resolution:

“RESOLVED that the Special Resolution passed at Item 8 at the 54th Annual General Meeting of the Company held on 10th September, 2013 for appointment of Mr. Satish Pai (DIN: 06646758) as the Whole time Director of the Company for a period of five years with effect from 13th August, 2013 be and is hereby modified/amended to the effect that Mr. Satish Pai shall be subject to retirement by rotation.

RESOLVED FURTHER that such retirement shall not, if Mr. Satish Pai is reappointed at the same meeting at which he retires by rotation, affect his appointment as the Whole time Director of the Company which shall continue to be for a period of five years with effect from 13th August, 2013 and other terms and conditions of his appointment and remuneration shall remain unaltered as

provided in the said Special Resolution passed at the 54th Annual General Meeting.”

15. To approve the payment of commission to non-executive directors and in this regard to consider and if thought fit, to pass the following resolution, which will be proposed as a Special Resolution:

“RESOLVED THAT pursuant to the provisions of Sections 197, 198 and all other applicable provisions of the Companies Act, 2013 (“the Act”) read with the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and Clause 49 of the Listing Agreement (including any statutory modification(s) or re-enactment thereof for the time being in force), consent of the members be and is hereby accorded to the payment of commission, in addition to sitting fees for attending the meetings of the Board and/or Committees thereof and reimbursement of expenses, to the non-executive directors of the Company (i.e. directors other than the Managing Director and the Whole-time Director(s)) in accordance with the relevant provisions of the Articles of Association of the Company, at a rate not exceeding 1% (one percent) per annum of the net profits of the Company for the financial year ending 31st March, 2015 and thereafter for all subsequent financial years, as calculated in accordance with relevant provisions of the Act and rules made thereunder, without any monetary limit, but subject to such ceiling if any, per annum, as the Board or its Committee may from time to time fix in that behalf and the same to be divided amongst them in such manner as the Board or its Committee may, from time to time, determine.

RESOLVED FURTHER THAT the Board of Directors of the Company (including its Committee) be and is hereby authorised to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution.”

16. To approve the offer or invitation to subscribe to Non-Convertible Debentures on a private placement basis and in this regard to consider and if thought fit, to pass the following resolution which will be proposed as a Special Resolution:

“RESOLVED THAT pursuant to the provisions of Sections 42 and 71 and all other applicable

provisions of the Companies Act, 2013 read with the Companies (Prospectus and Allotment of Securities) Rules, 2014, the Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008, the Listing Agreement for Debt Securities (including any statutory modification(s) or re-enactment thereof, for the time being in force) and subject to the provisions of the Articles of Association of the Company, the consent of the members be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as “the Board” which term shall be deemed to include any Committee of the Board) to offer, invite or issue Non-Convertible Debentures (“NCDs”), secured or unsecured, during a period of one year from the date of this Annual General Meeting until September 23, 2015, in one or more series / tranches aggregating upto an amount not exceeding ₹ 6000 Crores (Rupees Six Thousand Crores only), on a private placement basis, on such terms and conditions as the Board may, from time to time, determine and consider proper and most beneficial to the Company including as to when the said NCDs be issued, the consideration for the issue, utilization of the issue proceeds and all matters connected with or incidental thereto.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorised to finalise and execute all deeds, documents and writings as may be necessary, desirable or expedient, and to do all acts and take all such steps as may be necessary and to delegate all or any of these powers to any Director(s) or officer(s) to give effect to this resolution.”

17. To approve transactions with Birla Nifty Pty Ltd and Birla Mt Gordon Pty Ltd and in this regard to consider and if thought fit, to pass the following Resolution which will be proposed as a Special Resolution:

“RESOLVED THAT pursuant to the provisions of Clause 49(VII) of the equity Listing Agreement as contained in SEBI circular CIR/CFD/POLICY CELL/2/2014 dated April 17, 2014, the consent of the Company be accorded to the Board of Directors of the Company (hereinafter referred to as “the Board” which term shall be deemed to include any Committee of the Board constituted to exercise its powers, including the powers

conferred by this resolution) to enter into related party transaction(s) with Birla Nifty Pty Limited and Birla Mt Gordon Pty Limited, second tier subsidiaries of the Company for purchase of Copper Concentrate which are commercial transactions as detailed in the explanatory statement to the Notice.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to do all such acts, deeds, matters and things as may be necessary, proper or expedient for the purpose of giving effect to this resolution.”

18. To approve the transactions with Utkal Alumina International Limited for purchase of alumina and in this regard to consider and if thought fit, to pass the following Resolution which will be proposed as a Special Resolution:

“RESOLVED that pursuant to the applicable provisions of the Companies Act, 2013, and the rules made thereunder and Clause 49(VII) of the equity Listing Agreement as contained in SEBI circular CIR/CFD/POLICY CELL/2/2014 dated April 17, 2014, the consent of the Company be accorded to the Board of Directors of the Company (hereinafter referred to as “the Board” which term shall be deemed to include any Committee of the Board constituted to exercise its powers, including the powers conferred by this Resolution) to enter into related party transaction(s) with Utkal Alumina International Limited, wholly owned subsidiary of the Company for purchase of alumina which is a commercial transaction as detailed in the explanatory statement to the Notice.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to do all such acts, deeds, matters and things as may be necessary, proper or expedient for the purpose of giving effect to this resolution.”

19. To approve the transactions with Utkal Alumina International Limited for issuance of Corporate Guarantees and in this regard to consider and if thought fit, to pass the following Resolution which will be proposed as a Special Resolution:

“RESOLVED that pursuant to Clause 49(VII) of the equity Listing Agreement as contained in SEBI circular CIR/CFD/POLICY CELL/2/2014

dated April 17, 2014, the consent of the Company be accorded to the Board of Directors of the Company (hereinafter referred to as “the Board” which term shall be deemed to include any Committee of the Board constituted to exercise its powers, including the powers conferred by this Resolution) to enter into related party transaction(s) with Utkal Alumina International Limited, wholly owned subsidiary of the Company for issuance of corporate guarantees as detailed in the explanatory statement to the Notice.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to do all such acts, deeds, matters and things as may be necessary, proper or expedient for the purpose of giving effect to this resolution.”

20. To approve borrowing money(ies) for the business of the Company and in this regard to consider and if thought fit, to pass the following Resolution which will be proposed as a Special Resolution:

“RESOLVED THAT in supersession to the Resolution passed under Section 293 (1)(d) of the Companies Act, 1956 at the Fifty Second Annual General Meeting held on 23rd September, 2011 and pursuant to Section 180(1)(c) of the Companies Act, 2013 (hereinafter referred to as the “Act”) and all other enabling provisions, if any, of the Act (including any statutory modification(s) or re-enactment thereof, for the time being in force) and Articles of Association of the Company (hereinafter referred to as the “Articles”) consent of the Company be and is hereby granted to the Board of Directors of the Company, to borrow for and on behalf of the Company, from time to time as they may consider fit, any sum or sums of money, in any manner and without prejudice to the generality thereof, by way of loans, advances, credits, acceptance of deposits or otherwise in Indian Rupees or any other foreign currency, from any bank(s) or financial institution(s), other person or persons and whether the same be unsecured or secured, and if secured, whether by way of mortgage, charge, hypothecation, pledge or otherwise in any way whatsoever, on, or in respect of all or any of the Company’s assets and properties including uncalled capital, stock in trade (including raw materials,

stores, spares and components in stock or in transit) notwithstanding that the monies so borrowed together with the monies, already borrowed if any by the Company (apart from temporary loans and credits obtained from the Company's bankers in the ordinary course of business) may exceed the aggregate of the Company's Paid Up Capital and Free Reserves i.e. reserves not set apart for any specific purpose, provided that the total amount so borrowed by the Directors and outstanding at any time shall not exceed ₹ 20,000 Crores (Rupees Twenty Thousand Crores Only) over and above the aggregate of the Paid Up Capital and Free Reserves".

21. To approve creation of security on the properties of the Company, both present and future and in this regard to consider and if thought fit, to pass the following Resolution which will be proposed as a Special Resolution:

"RESOLVED that in supersession of the Ordinary Resolution passed under Section 293(1)(a) of the Companies Act, 1956, at the Fifty-Third Annual General Meeting of the Company held on 11th September, 2012 and pursuant to the provisions of Section 180 (1)(a) and all other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modification(s) or re-enactment thereof for the time being in force), the consent of the Company be and is hereby accorded, to the Board of Directors of the Company to create a further mortgage and/or charge on such terms and conditions and at such time(s) and in such form and manner and with such ranking as to priority, as the Board in its absolute discretion thinks fit, on the whole or substantially the whole of the Company's undertakings or of all the undertakings, including the present and/or future properties, whether movable or immovable as may be agreed to in favour of the Banks/Financial Institutions/Trustees/other investors hereafter referred to as lenders and/or debenture trustees and/or trustees up to an aggregate amount not exceeding ₹ 20,000 Crores (Rupees Twenty Thousand Crores) over and

above the aggregate of the paid up capital and free reserves, to secure the term loan facility/debentures/bonds, to be issued in one or more tranches, other instrument(s) including foreign currency borrowings tied up/to be tied up by the Company together with interest on the principal amounts, compound interest, additional interest, liquidated damages, accumulated interest, premium on prepayment or on redemption, commitment charges, costs, charges, expenses, remuneration of agent(s)/trustee(s) at the respective agreed rates, if any, and all other monies payable by the Company to the concerned Banks/Financial Institutions/Trustees/ Other investors under the respective debenture trust deed/loan agreement/other relevant agreements entered into/to be entered into by the Company.

RESOLVED FURTHER that the security to be created by the Company as aforesaid may rank prior / pari passu / subservient with / to the mortgages and/or charges already created or to be created in future by the Company and as may be agreed to between the concerned parties.

FURTHER RESOLVED that for the purpose of giving effect to this Resolution, the Board or any Committee thereof, or persons authorized by the Board/Committee, be and is hereby authorized to finalise, settle and execute such documents / deeds / writings / papers / agreements as may be required, and to accept any modification(s) to, or to modify, alter, vary, the terms and conditions thereof and to do all acts, deeds, matters and things, as it may in its absolute discretion deem necessary, proper or desirable and to settle any question, difficulty or doubt that may arise in regard to creating the mortgage/charge as aforesaid or otherwise considered to be in the best interests of the Company."

By Order of the Board of Directors
For Hindalco Industries Limited

Place: Mumbai
Date: 14th August, 2014

Anil Malik
Company Secretary

1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF/ HERSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY.

A person can act as proxy on behalf of members not exceeding 50 and holding in the aggregate not more than 10% of the total share capital of the Company carrying voting rights. However, a member holding more than 10% of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as proxy for any other shareholder. The instrument of proxy in order to be effective, should be deposited at the Registered Office of the Company, duly completed and signed, not less than 48 hours before the commencement of the meeting. A proxy form is enclosed herewith.

2. Corporate Members intending to send their authorised representatives to attend and vote at the Meeting pursuant to Section 113 of the Companies Act, 2013 are requested to send to the Company, a certified copy of the Board Resolution authorizing their representative to attend and vote on their behalf at the Meeting.
3. An Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 in respect of Item Nos 3 to 21 of the Notice set above, is annexed hereto.
4. The Register of Members and Transfer Books in respect of Equity Shares of the Company will remain closed from Wednesday, the 10th September, 2014 to Wednesday, the 17th September, 2014 (both days inclusive) for the purpose of payment of dividend, if any, approved by the members.
5. The dividend as recommended by the Board, if approved at the meeting, will be paid on or after 25th September, 2014 to those members or their mandates whose names are registered in the Company's Register of Members:
 - a) To all Beneficial Owners in respect of shares held in dematerialized form, as per the data made available by the National Securities Depository Limited (NSDL) and the Central Depository Services (India) Limited (CDSL) as of the close of business hours on 9th September, 2014;

- b) To all Members in respect of shares held in physical form, after giving effect to valid transfers in respect of transfer requests lodged with the Company on or before the close of business hours on 9th September, 2014.

Equity shares that may be allotted upon exercise of stock options granted under the Employee Stock Option Scheme before the book closure date shall rank pari passu with the existing equity shares and shall also be entitled to receive the dividend, if approved at the meeting.

6. Members holding shares in dematerialized form are requested to intimate all changes pertaining to their bank details, National Electronic Clearing Service (NECS), Electronic Clearing Service (ECS), mandates, nominations, power of attorney, change of address, change of name, e-mail address, contact numbers, etc., to their Depository Participant (DP). Changes intimated to the DP will then be automatically reflected in the Company's records which will help the Company to provide efficient and better services. Members holding shares in physical form are requested to intimate such changes to the Company.
7. I. The Company has listed its Shares at:
 - a) BSE Limited, Phiroze Jeejeebhoy Towers, Dalal Street, Mumbai – 400 001.
 - b) The National Stock Exchange of India Limited, 5th Floor, Exchange Plaza, Plot No. C/1, G Block, Bandra-Kurla Complex, Bandra (E), Mumbai- 400 051.
 II. The Company has listed its Debentures at:
 The National Stock Exchange of India Limited, 5th Floor, Exchange Plaza, Plot No. C/1, G Block, Bandra-Kurla Complex, Bandra (E), Mumbai – 400 051.
 The listing fees of these Exchanges have been paid in time.
8. As per the requirement of Clause 49 of the listing agreement on Corporate Governance for appointment/reappointment of the Directors, a statement containing details of the concerned Directors is provided herewith as Annexure. The Directors have furnished the requisite declarations for their appointment/re-appointment.

9. All the documents referred to in the accompanying Notice and Explanatory Statement are available for inspection at the Registered office of the Company on all working days (except Saturdays, Sundays and Public Holidays) between 11.00 a.m. and 1.00 p.m. up to the date of Annual General Meeting.
10. The Notice of the Annual General Meeting along with the Annual Report 2013-14 is being sent by electronic mode to those members whose e-mail addresses are registered with the Company, unless any member has requested for a physical copy of the same. For members who have not registered their e-mail addresses, physical copies are being sent by the permitted mode. Such members holding shares in physical mode are requested to register their e-mail ids with the Company and members holding shares in demat mode are requested to register their e-mail ids with their respective Depository Participants (DPs).
11. In compliance with the provisions of Section 108 of the Companies Act, 2013, read with Companies (Management and Administration) Rules, 2014, the Company is pleased to provide its members the facility to cast their vote by electronic means on all resolutions set forth in this Notice. The instructions for e-voting is enclosed with this notice.
12. Members are requested to make all correspondence in connection with shares held by them by addressing letters directly to the Company quoting their Folio number or their Client ID number with DP ID number, as the case may be.
13. Members who do not have access to e-voting facility may send duly completed Ballot Form (part of this Notice) so as to reach the Scrutinizer appointed by the Board of Directors of the Company, Mr. B. Narasimhan, proprietor of BN & Associates, Practicing Company Secretaries not later than 5.30 p.m. on Wednesday, 17th September, 2014. Ballot Form received thereafter will be treated as invalid.
14. The Ministry of Corporate Affairs (MCA), Government of India, through its circular No. 17/2012 dated 23rd July, 2012 has directed companies to upload on the Company's website information regarding unpaid and unclaimed dividend. In terms of the circular, the Company has uploaded the details of unpaid and unclaimed dividend and the same can be viewed on www.hindalco.com.
15. Shareholders are requested to read the "Shareholders' Information" Section of the Annual Report for useful information.

ANNEXURE TO NOTICE

Explanatory Statement pursuant to the provisions of Section 102 of the Companies Act, 2013.

Item No. 3 and 4:

This explanatory statement is provided though strictly not required as per Section 102 of the Companies Act, 2013.

Smt. Rajashree Birla and Mr. A.K. Agarwala were re-appointed as Directors in the Annual General Meetings held on 11th September, 2012 and 10th September, 2013 respectively.

As per the provisions of Section 152 of the Companies Act, 2013, one third of such Directors for the time being as are liable to retire by rotation are required to retire at the Annual General Meeting. Hence, the Board commends the Resolutions at Item Nos. 3 and 4 for approval by the Members.

None of the Directors or Key Managerial Personnel or their relatives except Smt. Rajashree Birla and Mr. Kumar Mangalam Birla (to the extent that he is Smt Rajashree Birla's son) are concerned or interested in the resolution proposed at Item No. 3. None of the Directors or Key Managerial Personnel or their relatives except Mr.A.K. Agarwala are concerned or interested in the resolution proposed at Item No. 4.

Item no 5:

This explanatory statement is provided though strictly not required as per Section 102 of the Companies Act, 2013.

Messrs Singhi & Company (Registration No. 302049E), Chartered Accountants, Kolkata, were appointed as the statutory auditors of the Company for the financial year 2013-14 at the Annual General Meeting (AGM) of the Company held on 10th September, 2013.

In terms of the provisions of Rule 6 of the Companies (Audit and Auditors) Rules, 2014, M/s Singhi & Co. are eligible for being reappointed as the auditors of the Company for a term of three years. Accordingly, based on the recommendation of the Audit Committee, the Board of Directors has, at its meeting held on 14th August, 2014, proposed the appointment of M/s Singhi & Co as the statutory auditors of the Company for a period of three years to hold office from the conclusion of this Annual General Meeting until the conclusion of the Fifty Eighth Annual General Meeting of the Company to be held in the calendar year 2017 (subject to ratification of their appointment at every Annual General Meeting).

The Board commends the Resolution at Item No. 5 of the accompanying Notice, for approval by the Members.

None of the Directors or Key Managerial Personnel (KMP) or their relatives are in any way concerned or interested in the said resolution.

Item Nos. 6 to 10:

The Company had, pursuant to the provisions of Clause 49 of the Listing Agreements entered with the Stock Exchanges, appointed Mr. M.M. Bhagat, Mr. Ram Charan, Mr. K.N. Bhandari, Mr. N.J. Jhaveri and Mr. Jagdish Khattar as Independent Directors, in compliance with the requirements of the said clause.

Pursuant to the provisions of Section 149 of the Companies Act, 2013 "the Act" which came in to effect from April 1, 2014, every listed public company is required to have at least one-third of the total number of directors as independent directors, who are not liable to retire by rotation. Clause 49 of the Listing Agreement has been amended by Securities and Exchange Board of India (SEBI), which will come into effect from 1st October 2014. Under the amended clause 49(IIA), the Company is required to have at least one-half of the directors as independent directors. The Board has recommended the appointment of these directors as Independent Directors for a term of five years from the date of this Annual General Meeting till the conclusion of the sixtieth Annual General Meeting of the Company to be held in the calendar year 2019.

Mr. M.M. Bhagat, Mr. Ram Charan, Mr. K.N. Bhandari, Mr. N.J. Jhaveri and Mr. Jagdish Khattar, non-executive directors of the Company, have each given separate declarations to the Board that they (i) meet the criteria of independence as provided under section 149(6) of the Act and also the amended Clause 49(II)(B) of the Equity Listing Agreement (effective from October 1, 2014); and (ii) are not disqualified from becoming a director under the Companies Act, 2013. Each of them has also consented to the proposed appointment as independent director. The Board has perused the declarations and, in the opinion of the Board, each of these directors fulfils the conditions specified in the Act and the Rules framed thereunder and also the amended Clause 49(II)(B) of the Equity Listing Agreement (effective from October 1, 2014) for appointment as Independent Directors and they are independent of the management.

The Company has received separate notices together with the requisite deposits of ₹ 1,00,000/- (Rupees One Lakh only) each pursuant to the provisions of Section 160 of the Act from Members signifying their intention to propose the candidature of Mr. M.M. Bhagat, Mr. Ram Charan, Mr. K.N. Bhandari, Mr. N.J. Jhaveri and Mr. Jagdish Khattar as Independent Directors of the Company.

In compliance with the provisions of Section 149 read with Schedule IV of the Act, the appointment of these directors as Independent Directors is now being placed before the Members for their approval.

The terms and conditions of appointment of the above Directors shall be open for inspection by the Members at the Registered Office (except Saturdays, Sundays and Public Holidays) between 11.00 a.m. and 1.00 p.m. upto the date of this Annual General Meeting.

- Mr. M.M. Bhagat holds a Bachelors Degree in Commerce and has passed Part-I of Fellowship Exams of Chartered Insurance Institute, London. Mr. Bhagat is an insurance consultant and is also on the Board of several companies.
- Mr. Ram Charan has an acclaimed engineering degree and holds MBA degree and is a Doctorate from Harvard Business School.
- Mr. K.N. Bhandari holds a Bachelors Degree in Arts and Law. Mr. Bhandari expertises in Insurance and is also on the Board of several Companies.
- Mr. N.J. Jhaveri holds a Masters Degree in Economics and has done his M.Sc from London School of Economics. Mr. Jhaveri expertises in Finance and is also on the Board of reputed Companies.
- Mr. Jagdish Khattar is a retired IAS Officer. He served as the Chief Executive Officer and Managing Director of Maruti Suzuki Limited from 1999 to 2007. Mr. Khattar also serves on the Board of several Companies.

The brief resume in relation to the experience, functional expertise, memberships on other Companies' boards and Committees in respect of appointment of the Independent Directors, as required under Clause 49 of the Listing Agreement is set out in this Notice as Annexure.

The Board of Directors accordingly commends the resolutions as Set out in Item Nos 6 to 10 for your approval.

Save and except the Independent Directors and their relatives, to the extent of their shareholding interest, if any, in the Company, none of the other Directors / Key Managerial Personnel of the Company or their relatives are, in any way, concerned or interested, financially or otherwise, in the resolutions set out at Item Nos. 6 to 10 of the Notice.

Item No.11

The Board, on the recommendation of the Audit Committee, has approved the appointment and remuneration of M/s Nanabhoy & Co, Cost Accountants, Mumbai, to conduct the audit of the cost records of the Company for the financial year ending 31st March, 2015.

In accordance with the provisions of Section 148 of the Companies Act, 2013, read with the Companies (Audit and Auditors) Rules, 2014, the remuneration payable to the Cost Auditors has to be ratified by the shareholders of the Company.

Accordingly, consent of the members is sought for passing an Ordinary Resolution as set out at Item No. 11 of the Notice for ratification of the remuneration payable to the Cost Auditors for the financial year ending 31st March, 2015.

The Board commends the Ordinary Resolution set out at Item No. 11 of the Notice for approval by the shareholders.

None of the Directors / Key Managerial Personnel of the Company or their relatives are, in any way, concerned or interested, in the said resolution.

Item No.12:

The Company had previously adopted its Articles of Association ("AoA") under the Companies Act, 1956, which contain references to specific Sections of the Companies Act, 1956.

With the enactment of the Companies Act, 2013, several regulations of the existing AoA of the Company require alteration and/or deletion. Given this position, it is considered expedient to replace the existing AoA with a new AoA.

The draft AoA is available for inspection by the Members at the registered office of the Company on all working days (except Saturdays, Sundays and Public Holidays) between 11:00 AM to 1:00 PM. upto the date of this Annual General Meeting. The Board of Directors accordingly commends the resolution set out at Item No. 12 of the Notice for your approval.

None of the Directors, Key Managerial Personnel of the Company or their relatives are, in any way, concerned or interested in the said resolution.

Item Nos.13 and 14

Mr. D. Bhattacharya was re-appointed as the Managing Director in the Annual General Meeting held on 10th September, 2013 for a period of five years w.e.f 30th September, 2013 and not liable to retire by rotation.

Mr. Satish Pai was appointed as the Whole time Director in the Annual General Meeting held on 10th September, 2013 for a period of five years w.e.f 13th August, 2013 and not liable to retire by rotation.

As per Section 152 of the Companies Act, 2013, at least two-thirds of the total number of Directors (excluding independent directors) of a public company shall be persons whose period of office is liable to determination by retirement of directors by rotation. Accordingly, since the Company has five non-independent directors, at least four directors (being more than two thirds of the number of non-independent directors) will have to be liable to retire by rotation. As per provisions of Section