



## HINDALCO INDUSTRIES LIMITED

CIN No: L27020MH1958PLC011238

Registered Office: Ahura Centre, 1<sup>st</sup> Floor, B Wing, Mahakali Caves Road, Andheri (East), Mumbai-400 093,  
Tel: (91-22) 6691 7000, Fax: (91-22) 6691 7001, E-mail: [hilinvestors@adityabirla.com](mailto:hilinvestors@adityabirla.com), website: [www.hindalco.com](http://www.hindalco.com)

### NOTICE OF ANNUAL GENERAL MEETING

**NOTICE** is hereby given that, the Sixty-first Annual General Meeting ('AGM') of the Shareholders of Hindalco Industries Limited ('the company') will be held on **Thursday, 10<sup>th</sup> September, 2020 at 03:00 p.m.** through Video Conferencing (VC) or Other Audio Visual Means (OAVM), to transact the items of business mentioned below:

#### ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Financial Statements (including Audited Consolidated Financial Statements) for the year ended 31<sup>st</sup> March, 2020 and the Report of the Directors and the Auditors thereon.
2. To declare Dividend on equity shares of the Company for the year ended 31<sup>st</sup> March, 2020.
3. To appoint a Director in place of Mr. Debnarayan Bhattacharya (DIN: 00033553), who retires by rotation and being eligible, offers himself for reappointment.

#### SPECIAL BUSINESS:

4. **To ratify the remuneration of the Cost Auditors for the financial year ending 31<sup>st</sup> March, 2021 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, if any, of the Companies Act, 2013 ('the Act') 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 ₹ 15,00,000 /- per annum (Rupees Fifteen Lakh only) plus taxes, as applicable and reimbursement of actual travel and out-of-pocket expenses for the financial year ending 31<sup>st</sup> March, 2021 to be paid to M/s. R. 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 (including any Committee thereof) 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."

5. **To approve the appointment of Mr. Sudhir Mital (DIN: 08314675) who was appointed as an Independent Director on the Board of the Company, under Section 149, read with the Rules made thereunder and Schedule IV of the Companies Act, 2013 and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements)**

**Regulations, 2015 and in that behalf, 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, if any, 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 the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations') (including any modification or amendment thereof) for the time being in force, Mr. Sudhir Mital (DIN: 08314675), being eligible and fulfilling the criteria of independence as provided in the Act and the Listing Regulations and in respect of whom the Company has received a notice in writing from a Member under Section 160(1) of the Act proposing his candidature for the office of Director of the Company, be and is hereby appointed as an Independent Director of the Company, not liable to retire by rotation, to hold office for the term of 5 (five) consecutive years, on the Board of Company with effect from 11<sup>th</sup> November, 2019."

6. **To approve the appointment of Mr. Anant Maheshwari (DIN: 02963839) who was appointed as an Independent Director on the Board of the Company, under Section 149, read with the Rules made thereunder and Schedule IV of the Companies Act, 2013 and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and in that behalf, 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, if any, 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 the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations') (including any modification or amendment thereof) for the time being in force, Mr. Anant Maheshwari (DIN: 02963839), being eligible and fulfilling the criteria of independence as provided in the Act and the Listing

Regulations and in respect of whom the Company has received a notice in writing from a Member under Section 160(1) of the Act proposing his candidature for the office of Director of the Company, be and is hereby appointed as an Independent Director of the Company, not liable to retire by rotation, to hold office for the term of 5 (five) consecutive years, on the Board of Company with effect from 14<sup>th</sup> August, 2020."

**7. To continue the directorship of Mrs. Rajashree Birla(DIN:00022995) as a non-executive director 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 the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) and any other applicable laws, rules and regulations consent of the members of the Company is accorded to continuation of Mrs. Rajashree Birla (DIN: 00022995), who will be attaining the age of 75 years on 15<sup>th</sup> September, 2020, as a Non-Executive Director of the Company."

**8. To re-appoint Mr.Yazdi Piroj Dandiwalla (DIN: 01055000) as an Independent Director 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 149 and 152 read with Schedule IV and all other applicable provisions, if any, 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 the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations') (including any modification or amendment thereof) for the time being in force, Mr. Y. P. Dandiwalla (DIN: 01055000), being eligible and fulfilling the criteria of independence as provided in the Act and the Listing Regulations and in respect of whom the Company has received a notice in writing from a Member under Section 160(1) of the Act proposing his candidature for the office of Director of the Company, be and is hereby appointed as an Independent Director of the Company, not liable to retire by rotation, to hold office for the second term of 5 (five) consecutive years, on the Board of Company with effect from 14<sup>th</sup> August, 2020."

By Order of the Board of Directors  
For Hindalco Industries Limited

Anil Malik

Company Secretary

Place : Mumbai  
Date : 14<sup>th</sup> August, 2020

Membership No.: A11197

**NOTES:**

**GENERAL:**

1. In view of the continuing restrictions on the movement of people at several places in the country, due to the outbreak of COVID-19, the Ministry of Corporate Affairs, Government of India ('MCA'), and the Securities and Exchange Board of India ('SEBI'), have allowed companies to conduct Annual General Meetings ('AGM') through video-conferencing ('VC') / other audio-visual means ('OAVM') during the calendar year 2020, without the physical presence of Members. This also addresses the health and safety of the Members.

This AGM is being convened in compliance with applicable provisions of the Companies Act, 2013 ('the Act') and the Rules made thereunder; provisions of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations'); the provisions of General Circular No. 20/2020 dated 5<sup>th</sup> May, 2020 read with General Circular No. 14/2020 dated 8<sup>th</sup> April, 2020; General Circular No.17/2020 dated 13<sup>th</sup> April, 2020 issued by the MCA and Circular No. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated 12<sup>th</sup> May, 2020 issued by SEBI, ('MCA and SEBI Circulars').

2. An Explanatory Statement pursuant to Section 102 of the Act, in respect of Item nos. 4 to 8 of the Notice set out above, is annexed hereto. The Board of Directors have considered and decided to include item nos. 4 to 8 as Special Business as they are unavoidable in nature. The relevant details, pursuant to Regulations 26(4) and 36(3) of the Listing Regulations and Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India, ('ICSI') in respect of Director seeking re-appointment at this AGM is annexed.
3. In accordance with the Secretarial Standard - 2 on General Meetings issued by the ICSI read with Clarification / Guidance on applicability of Secretarial Standards - 1 and 2 dated 15<sup>th</sup> April, 2020 issued by the ICSI, the proceedings of the AGM shall be deemed to be conducted at the Registered office of the Company i.e. Ahura Centre, 1<sup>st</sup> Floor, 'B' Wing, Mahakali Caves Road, Andheri (East), Mumbai 400 093 which shall be the venue of the AGM. Since the AGM will be held through VC / OAVM, the Route Map is not annexed in this Notice.
4. Members attending the AGM through VC / OAVM shall be counted for the purpose of reckoning the quorum under Section 103 of the Act.
5. In compliance with the provisions of Section 108 of the Act, read with the Companies (Management and Administration) Rules, 2014 as amended by the Companies (Management and Administration) Amendment Rules, 2015 and Regulation 44 of Listing

Regulations and MCA circulars, 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 Company has appointed National Securities Depository Limited ('NSDL') for facilitating voting through electronic means, as the authorized agency. The Members may cast their votes using an electronic voting system from a place other than the venue of the AGM ('remote e-voting'). The instructions for e-voting are enclosed with this Notice.

6. Pursuant to the provisions of the Act, a Member entitled to attend and vote at the AGM is entitled to appoint a proxy to attend and vote on his/her behalf and the proxy need not be a Member of the Company. Since this AGM is being held pursuant to the MCA Circulars through VC / OAVM, physical attendance of Members has been dispensed with. Accordingly, the facility for appointment of proxies by the Members will not be available for the AGM and hence the Proxy Form and Attendance Slip are not annexed to this Notice.
7. The Register of Directors and Key Managerial Personnel and their shareholding, maintained under Section 170 of the Act, the Register of Contracts or Arrangements in which the Directors are interested, maintained under Section 189 of the Act, the certificate from the statutory auditors of the Company certifying that the ESOS Schemes of the Company are being implemented in accordance with the SEBI (Share Based Employee Benefits) Regulations, 2014 will be available for inspection by the Members through electronic mode during the AGM.

The aforesaid documents along with documents referred to in the Notice will also be available electronically for inspection by the Members, without payment of any fees, from the date of circulation of this Notice up to the date of AGM, i.e. Thursday, 10<sup>th</sup> September, 2020. Members seeking inspection of the aforementioned documents can send an email to [hilinvestors@adityabirla.com](mailto:hilinvestors@adityabirla.com).

8. The Members can join the AGM in the VC / OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the AGM through VC / OAVM will be made available for minimum 1,000 members on 'first come first serve' basis. This will not include large Shareholders (Shareholders holding 2% or more equity shares), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders' Relationship Committee, Auditors etc. who are allowed to attend the AGM without restriction on account of 'first come first serve' basis.
9. Institutional / Corporate Shareholders intending to authorise their representatives to attend the meeting

pursuant to Section 113 of the Act, are requested to email certified copy of the Board / governing body resolution / authorisation etc. authorising their representatives to attend and vote on their behalf at email IDs [hilinvestors@adityabirla.com](mailto:hilinvestors@adityabirla.com) with a copy marked to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in).

10. 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,  
5<sup>th</sup> 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,  
5<sup>th</sup> 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.

#### DISPATCH OF ANNUAL REPORT:

11. In compliance with the aforesaid MCA Circulars and SEBI Circular dated 12<sup>th</sup> May, 2020, Notice of the AGM along with the Annual Report 2019-20 is being sent only through electronic mode to those Members whose email addresses are registered with the Company/ Depositories. Members may note that the Notice and Annual Report 2019-20 will also be available on the Company's website [www.hindalco.com](http://www.hindalco.com), websites of the Stock Exchanges i.e. BSE Limited and National Stock Exchange of India Limited at [www.bseindia.com](http://www.bseindia.com) and [www.nseindia.com](http://www.nseindia.com) respectively, and AGM notice is also available on NSDL website i.e. [www.evoting.nsdl.com](http://www.evoting.nsdl.com).

#### DECLARATION OF RESULT:

12. The Board of Directors has appointed Mr. B. Narasimhan, Proprietor, BN & Associates, Company Secretaries as a Scrutinizer to scrutinize the remote e-voting process and e-voting at the AGM in a fair and transparent manner.
13. The Scrutinizer shall, immediately after the conclusion of voting at the AGM, first count the votes cast during the AGM, thereafter unblock the votes cast through remote e-voting and make, not later than 48 hours of conclusion of the AGM, a consolidated Scrutinizer's Report of the total votes cast in favour or against, if any, to the Chairman or a person authorised by him in writing, who shall countersign the same.
14. The result declared along with the Scrutinizer's Report shall be placed on the Company's website

[www.hindalco.com](http://www.hindalco.com) and on the website of NSDL [www.evoting.nsdl.com](http://www.evoting.nsdl.com) immediately. The Company shall simultaneously forward the results to National Stock Exchange of India Limited and BSE Limited, where the shares of the Company are listed.

#### BOOK CLOSURE:

15. The Register of Members and Transfer Books in respect of Equity Shares of the Company will remain closed from Saturday, 05<sup>th</sup> September, 2020 to Thursday, 10<sup>th</sup> September, 2020 (both days inclusive) for the purpose of payment of dividend.

#### PAYMENT OF DIVIDEND:

16. The final dividend, as recommended by the Board of Directors, if approved at the AGM, payment of such dividend subject to deduction of tax at source will be made on or after Thursday, 10<sup>th</sup> September, 2020 as under:
  - (i) To all Beneficial Owners in respect of shares held in dematerialized form as per the data as may be 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 Friday, 04<sup>th</sup> September, 2020;
  - (ii) To all Members in respect of shares held in physical form after giving effect to valid transfer, transmission or transposition requests lodged with the Company as of the close of business hours on Friday, 04<sup>th</sup> September, 2020.

Equity shares that may be allotted upon the 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 be entitled to receive the dividend, if approved at the meeting.

The Company shall make the payment of dividend to those Members directly in their bank accounts whose bank account details are available with the Company and those who have given their mandate for receiving dividends directly in their bank accounts through the Electronic Clearing Service ('ECS') / National Electronic Clearing Service ('NECS').

In terms of the MCA and SEBI Circulars, in case, the Company is unable to pay dividend to any Member by the electronic mode, due to non-availability of the details of the bank account, the Company shall upon normalisation of the postal services dispatch the dividend warrant to such Member by post.

17. 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.

18. To avoid the incidence of fraudulent encashment of dividend warrants, Members are requested to intimate the Company under the signature of the Sole / First Joint holder, the following information, so that the bank account number and name and address of the bank can be printed on the dividend warrants:

- Name of Sole / First Joint holder and Folio number.

- Particulars of bank account, viz.

- i) Name of bank
- ii) Name of branch
- iii) Complete address of bank with PINCODE
- iv) Account type, whether Savings (SB) or Current Account (CA)
- v) Bank Account Number

Further, in case Members have not updated their bank account details, please do so by sending a copy of a cancelled cheque leaf (self-attested), with name, bank account number, bank address and IFSC code printed thereon. In case the cheque leaf does not contain the aforesaid details, please submit a copy of the first page of the bank account passbook showing the aforesaid details, duly attested and signed by the bank manager.

#### DEDUCTION OF TAX AT SOURCE ON DIVIDEND:

19. Pursuant to Finance Act 2020, dividend income will be taxable in the hands of shareholders w.e.f. 01<sup>st</sup> April, 2020 and the Company is required to deduct tax at source from dividend paid to shareholders at the prescribed rates. For the prescribed rates for various categories, the shareholders are requested to refer to the Finance Act, 2020 and amendments thereof. The shareholders are requested to update their PAN with the Company (in case of shares held in physical mode) and depositories (in case of shares held in demat mode).

A Resident individual shareholder with PAN and who is not liable to pay income tax can submit a yearly declaration in Form No. 15G/15H, to avail the benefit of non-deduction of tax at source by email to [hiltds@adityabirla.com](mailto:hiltds@adityabirla.com) by Friday, 04<sup>th</sup> September, 2020. Shareholders are requested to note that in case their PAN is not registered, the tax will be deducted at a higher rate of 20%.



Non-resident shareholders can avail beneficial rates under tax treaty between India and their country of residence, subject to providing necessary documents i.e. No Permanent Establishment and Beneficial Ownership Declaration, Tax Residency Certificate, Form 10F, any other document which may be required to avail the tax treaty benefits by sending an email to [hiltds@adityabirla.com](mailto:hiltds@adityabirla.com). The aforesaid declarations and documents need to be submitted by the shareholders by Friday, 04<sup>th</sup> September, 2020.

#### **UNPAID DIVIDEND & TRANSFER TO IEPF ACCOUNT:**

20. Pursuant to the provisions of Section 124 of the Act, unpaid/unclaimed dividend for the financial year 2011-2012 has been transferred by the company to the Investor Education Protection Fund ("IEPF") established by the Central Government.

In terms of the provisions of Section 125(5) of the Act, dividend which remains unpaid/unclaimed for a period of seven years from the date of declaration will be transferred to the IEPF.

Further, in terms of the provisions of the Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016 ("IEPF Rules"), equity shares in respect of which dividend has not been paid or claimed for seven consecutive years of more from the date of declaration will also be transferred to an account viz. "Investor Education and Protection Fund Authority Ministry of Corporate Affairs", which is operated by the IEPF Authority pursuant to the IEPF Rules.

Shareholders, who have so far not encashed their dividend relating to the financial year 2012-13 are requested to do so by Friday, 25<sup>th</sup> September, 2020, by writing to the Company at the Registered office, failing which the dividend and the equity shares relating thereto will be transferred to the "Investor Education and Protection Fund Authority Ministry of Corporate Affairs".

In compliance with the aforesaid Rules, the Company has already transferred equity shares for which dividend remained unpaid/unclaimed for a period of seven years from the date of declaration to the Investor Education and Protection Fund Authority Ministry of Corporate Affairs, after providing necessary intimations to the relevant shareholders. Details of unpaid/unclaimed dividend and such equity shares are uploaded on the website of the Company as well as that of the MCA. No claim shall lie against the Company in respect of unclaimed dividend amount and equity shares transferred to the Investor Education and Protection Fund Authority Ministry of Corporate Affairs, respectively, pursuant to the IEPF Rules. Members can however claim both the unclaimed dividend amount and equity shares from the IEPF Authority by making applications in the manner provided in the IEPF Rules.

#### **DEPOSITORY SYSTEM:**

21. As per Regulation 40 of Listing Regulations, as amended, securities of listed companies can be transferred only in dematerialized form with effect from, 01<sup>st</sup> April, 2019, except in case of request received for transmission or transposition of securities. In view of this and to eliminate all risks associated with physical shares and for ease of portfolio management, members holding shares in physical form are requested to consider converting their holdings to dematerialized form. Members can contact the Company in case of any queries by sending email to [hilinvestors@adityabirla.com](mailto:hilinvestors@adityabirla.com).

In terms of the Listing Regulations, it is mandatory to furnish a copy of PAN card to the Company in the following cases viz. deletion of name, transmission of shares and transposition of shares.

22. As per the provisions of Section 72 of the Act, facility for making nominations is now available to INDIVIDUALS holding shares in the Company. Members holding shares in physical form may obtain the Nomination Form from the Company at its Registered office or can download the form from Company's website i.e. [www.hindalco.com](http://www.hindalco.com). Members holding shares in electronic form have to approach their DPs for completing the nomination formalities.
23. Members are requested to make all correspondence in connection with the 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.
24. Shareholders are requested to read the "Shareholders' Information" Section of the Annual Report for useful information.

#### **PROCEDURE FOR JOINING AGM THROUGH VC / OAVM:**

25. Member will be provided with a facility to attend the AGM through VC / OAVM through the NSDL e-voting system. Members may access the same at <https://www.evoting.nsdl.com> under shareholders/members login by using the remote e-voting credentials. The link for VC / OAVM will be available in shareholder/members login where the EVEN of Company will be displayed. Please note that the members who do not have the User ID and Password for e-voting or have forgotten the User ID and Password may retrieve the same by following the remote e-voting instructions mentioned in the notice to avoid last minute rush. Further members can also use the OTP based login for logging into the e-voting system of NSDL.
26. Members are encouraged to join the Meeting through Laptops for better experience.
27. Further Members will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.

28. Please note that participants connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
29. Shareholders who would like to express their views/ask questions during the meeting may register themselves as a speaker may send their request mentioning their name, demat account number/folio number, email id, mobile number at [hilinvestors@adityabirla.com](mailto:hilinvestors@adityabirla.com) during the period Saturday, 05<sup>th</sup> September, 2020 at 09:00 A.M. to Monday, 07<sup>th</sup> September, 2020 at 05:00 P.M.
30. Shareholders who would like to express their views/ have questions may send their questions in advance mentioning their name demat account number/folio number, email id, mobile number at [hilinvestors@adityabirla.com](mailto:hilinvestors@adityabirla.com) during the period Saturday, 05<sup>th</sup> September, 2020 at 09:00 A.M. to Monday, 07<sup>th</sup> September, 2020 at 05:00 P.M.

The same will be replied by the company suitably.

31. Those shareholders who have registered themselves as a speaker will only be allowed to express their views/ ask questions during the meeting.

#### **PROCEDURE FOR REMOTE E-VOTING AND VOTING DURING AGM:**

32. Members are requested to attend and participate in the ensuing AGM through VC / OAVM and cast their vote either through remote e-voting facility or through e-voting facility to be provided during the AGM.
33. The facility of e-voting during the AGM will be available to those Members who have not cast their vote by remote e-voting. Members, who have cast their vote by remote e-voting, may attend the AGM through VC/ OAVM but will not be entitled to cast their vote once again on resolutions.
34. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of [www.evoting.nsdl.com](http://www.evoting.nsdl.com) or call on toll free no.: 1800-222-990 or send a request to Mrs. Sarita Mote-Assistant Manager at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in).
35. The remote e-voting period commences on Monday, 07<sup>th</sup> September, 2020 at 09:00 A.M. and ends on Wednesday, 09<sup>th</sup> September, 2020, at 05:00 P.M. During this period, Members of the Company holding shares either in physical form or in demat form, as on the cut-off date i.e. Friday, 04<sup>th</sup> September, 2020 may cast their vote by remote e-voting. The remote e-voting module shall be disabled by NSDL for voting thereafter. Once the vote on a resolution is cast by the Member, the Member shall not be allowed to change it subsequently.

#### **PROCEDURE FOR CASTING VOTE ELECTRONICALLY USING NSDL E-VOTING SYSTEM:**

The way to vote electronically on NSDL e-voting system consists of "Two Steps" which are mentioned below:

**Step 1:** Log-in to NSDL e-voting system at <https://www.evoting.nsdl.com/>

**Step 2:** Cast your vote electronically on NSDL e-voting system.

#### **Details on Step 1 is mentioned below:**

#### **How to Log-in to NSDL e-voting website?**

1. Visit the e-voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.
2. Once the home page of e-voting system is launched, click on the icon "Login" which is available under 'Shareholders' section.
3. A new screen will open. You will have to enter your User ID, your Password and a Verification Code as shown on the screen.

Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-voting and you can proceed to Step 2 i.e. Cast your vote electronically.

4. Your USER-ID details are given below:
  - a. For Members who hold shares in demat account with NSDL : 8 Character DP ID followed by 8 Digit Client ID: For example if your DP ID is IN300\*\*\* and Client ID is 12\*\*\*\*\* then your user ID is IN300\*\*\*12\*\*\*\*\*.
  - b. For Members who hold shares in demat account with CDSL: 16 Digit Beneficiary ID: For example if your Beneficiary ID is 12\*\*\*\*\* then your user ID is 12\*\*\*\*\*.
  - c. For Members holding shares in Physical Form: EVEN Number followed by Folio Number registered with the company: For example if folio number is 001\*\*\* and EVEN is 101456 then user ID is 101456001\*\*\*.
5. Your password details are given below:
  - a. If you are already registered for e-voting, then you can use your existing password to login and cast your vote.
  - b. If you are using NSDL e-voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.

- c. How to retrieve your 'initial password'?
  - i. If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.
  - ii. If your email ID is not registered, please follow steps mentioned below in process for those shareholders whose email ids are not registered.
6. If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:
  - a) Click on "Forgot User Details/Password?" (If you are holding shares in your demat account with NSDL or CDSL) option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
  - b) Physical User Reset Password? (If you are holding shares in physical mode) option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
  - c) If you are still unable to get the password by aforesaid two options, you can send a request at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) mentioning your demat account number/folio number, your PAN, your name and your registered address.

Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.

7. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.
8. Now, you will have to click on "Login" button.
9. After you click on the "Login" button, Home page of e-voting will open.

#### **Details on Step 2 is given below:**

#### **How to cast your vote electronically on NSDL e-voting system?**

1. After successful login at Step 1, you will be able to see the Home page of e-voting. Click on e-voting. Then, click on Active Voting Cycles.
2. After click on Active Voting Cycles, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle is in active status.
3. Select "EVEN" of company for which you wish to cast your vote.
4. Now you are ready for e-voting as the Voting page opens.

5. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on "Submit" and also "Confirm" when prompted.
6. Upon confirmation, the message "Vote cast successfully" will be displayed.
7. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
8. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

#### **Process for those shareholders whose email ids are not registered with the depositories for procuring user id and password and registration of email ids for e-voting for the resolutions set out in this notice:**

1. In case shares are held in physical mode please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) by email to [hilinvestors@adityabirla.com](mailto:hilinvestors@adityabirla.com).
2. In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) to [hilinvestors@adityabirla.com](mailto:hilinvestors@adityabirla.com).
3. Alternatively member may send an e-mail request to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) for obtaining User ID and Password by providing the details mentioned in Point (1) or (2) as the case may be.

#### **THE INSTRUCTIONS FOR MEMBERS FOR e-VOTING ON THE DAY OF THE AGM ARE AS UNDER:-**

1. The procedure for e-voting on the day of the AGM is same as the instructions mentioned above for remote e-voting.
2. Only those Members / shareholders, who will be present in the AGM through VC / OAVM facility and have not casted their vote on the Resolutions through remote e-voting and are otherwise not barred from doing so, shall be eligible to vote through e-voting system in the AGM.
3. The details of the person who may be contacted for any grievances connected with the facility for e-voting on the day of the AGM shall be the same person mentioned for remote e-voting.

By Order of the Board of Directors  
For Hindalco Industries Limited

Place : Mumbai  
Date : 14<sup>th</sup> August, 2020

Anil Malik  
Company Secretary  
Membership No.: A11197

## ANNEXURE TO NOTICE

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

### Item No. 4

The Board, on the recommendation of the Audit Committee, has approved the appointment of and payment of remuneration to M/s R. Nanabhoy & Co., Cost Accountants, Mumbai, to conduct the audit of the cost records of the Company for the financial year ending 31<sup>st</sup> March, 2021.

In accordance with the provisions of Section 148 of the Act, 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. 4 of the accompanying Notice, for ratification of the remuneration payable to the Cost Auditors for the financial year ending 31<sup>st</sup> March, 2021.

The Board recommends the Ordinary Resolution set out at Item No. 4 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. 5

Based on the recommendation of the Nomination and Remuneration Committee, the Board of Directors of the Company at its meeting held on Monday, 11<sup>th</sup> November, 2019, have appointed Mr. Sudhir Mital (DIN: 08314675), as an Independent Director of the Company not liable to retire by rotation, to hold office for a period of five consecutive years subject to consent by the Shareholders of the Company at the ensuing AGM.

The Company has received a declaration from Mr. Sudhir Mital confirming that he meets the criteria of Independence as prescribed under the Act and Listing Regulations. Mr. Sudhir Mital is also not disqualified from being appointed as a Director in terms of Section 164 of the Act and has given his consent to act as Director of the Company.

A copy of the draft letter of appointment for Independent Directors, setting out the terms and conditions for the appointment of Independent Directors is available for inspection by the Members on the website of the Company [www.hindalco.com](http://www.hindalco.com). Considering the current situation, the Company is not able to provide physical inspection of documents at its registered office upto the date of AGM.

The brief resume in relation to the experience, functional expertise, members on other Companies' Boards and Committees in respect of the appointment of Mr. Sudhir Mital as an Independent Director, as required under the Listing Regulations as set out in this Notice.

Mr. Sudhir Mital is not related to any other Director and Key Managerial Personnel of the Company.

The Board is of the opinion that it will be beneficial to the Company to avail his services as an Independent Director of the Company and recommends the Ordinary Resolution as set out in Item No. 5 of the Notice for approval of the Shareholders.

In the opinion of the Board, the Independent Director proposed to be appointed fulfils the conditions specified in the Act and the rules made thereunder and that the proposed director is independent of the management.

Save and except Mr. Sudhir Mital and his relatives, to the extent of his shareholding interests, if any, in the Company, none of the other Directors, Key Managerial Personnel and their relatives are in any way, concerned or interested in the said resolution.

This Explanatory Statement may also be regarded as a disclosure under the Listing Regulations.

### Item No. 6

Based on the recommendation of the Nomination and Remuneration Committee, the Board of Directors of the Company at its meeting held on Friday, 14<sup>th</sup> August, 2020, have appointed Mr. Anant Maheshwari (DIN: 02963839), as an Independent Director of the Company not liable to retire by rotation, to hold office for a period of five consecutive years subject to consent by the Shareholders of the Company at the ensuing AGM.

The Company has received a declaration from Mr. Anant Maheshwari confirming that he meets the criteria of Independence as prescribed under the Act and Listing Regulations. Mr. Anant Maheshwari is also not disqualified from being appointed as a Director in terms of Section 164 of the Act and has given his consent to act as Director of the Company.

A copy of the draft letter of appointment for Independent Directors, setting out the terms and conditions for the appointment of Independent Directors is available for inspection by the Members on the website of the Company [www.hindalco.com](http://www.hindalco.com). Considering the current situation, the Company is not able to provide physical inspection of documents at its registered office up to the date of AGM.

The brief resume in relation to the experience, functional expertise, membership on other Companies' Boards and Committees in respect of the appointment of Mr. Anant Maheshwari as an Independent Director, as required under the Listing Regulations is set out in this Notice.

Mr. Anant Maheshwari is not related to any other Director and/or Key Managerial Personnel of the Company.

The Board is of the opinion that it will be beneficial to the Company to avail his services as an Independent Directors of the Company and recommends the Ordinary Resolution as set out in Item No. 6 of the Notice for approval of the Shareholders.



In the opinion of the Board, the Independent Director proposed to be appointed fulfils the conditions specified in the Act and the rules made thereunder and that the proposed director is independent of the management.

Save and except Mr. Anant Maheshwari and his relatives, to the extent of his shareholding interests, if any, in the Company, none of the other Directors, Key Managerial Personnel and their relatives are in any way, concerned or interested in the said resolution.

This Explanatory Statement may also be regarded as a disclosure under the Listing Regulations.

#### **Item No. 7**

As per the provisions of the Listing Regulations, as amended from time to time approval of the Members by way of a special resolution is required for continuation of directorship of non-executive directors of the Company who have attained the age of 75 years.

Mrs. Rajashree Birla (DIN: 00022995), Non-Executive Director will attain the age of 75 years in September 2020.

Mrs. Rajashree Birla is serving as the Non-Executive Director on the Board of Directors of the Company since 15<sup>th</sup> March 1996. Over the years Mrs. Birla has made remarkable contributions towards the business and the Corporate Social Responsibility activities (CSR Activities) of the Company.

The Board based on the recommendations of the Nomination and Remuneration Committee considers that given the background, seniority, expertise, vast experience in the field of business management, CSR activities and her immense contribution to the Company, the continued association of Mrs. Rajashree Birla would be beneficial to the Company and it is desirable to continue to avail her services as Non-Executive Director. Accordingly, the Board recommends continuation of Mrs. Rajashree Birla as a Non-Executive Director till the end of her current term i.e. till she retires by rotation.

The Board commends the Special Resolution set out at Item No. 7 of the Notice for the approval by the Members.

None of the directors or Key managerial personnel except Mrs. Rajashree Birla and Mr. Kumar Mangalam Birla, Chairman and their relatives are in any way concerned or interested in the resolution at Item No. 7

#### **Item No. 8**

As per the provisions of Section 149(10) of the Act, an Independent Director shall hold office for a term up to 5 consecutive years on the Board of the Company but shall be eligible for re-appointment on the passing of the special resolution by the Company.

The Nomination and Remuneration Committee of the Board of Directors, on the basis of the report of performance evaluation of Independent Directors, has recommended the re-appointment of Mr. Y. P. Dandiwalwa (DIN:01055000) as the Independent Director of the Company for a second term of

5 (five) consecutive years in accordance with the provisions of the Act and Listing Regulations with effect from 14<sup>th</sup> August 2020.

Mr. Y. P. Dandiwalwa has consented to his re-appointment and has confirmed that he does not suffer from any disqualifications which stand in the way of his re-appointment as the Independent Director. The Company has also received declarations from Mr. Y. P. Dandiwalwa confirming that he meets the criteria of independence as prescribed under Section 149 (6) of the Act and Regulation 16(1)(b) of the Listing Regulations.

Considering his background, experience and contributions made by him during his tenure, the Board is of the opinion that his continued association would be of immense benefit to the Company and it is desirable to continue to avail services of Mr. Y. P. Dandiwalwa, as an Independent Director.

As per the requirements of Section 149 of the Act, approval of the members by way of special resolution is also sought for continuation of directorship of Mr. Y. P. Dandiwalwa, till the end of his second term of 5 year and who has completed his first term of five year.

A copy of the letter of his appointment as Independent Director, setting out the terms and conditions of his re-appointment is available for inspection by the members on the website of the Company [www.hindalco.com](http://www.hindalco.com). Considering the current situation, the Company is not able to provide physical inspection of documents at its registered office up to the date of AGM.

The brief resume in relation to the experience, functional expertise, memberships on other Companies' Boards and Committees in respect of their re-appointment of the Independent Director, as required under Regulation 17 of Listing Regulations is set out in this Notice as an Annexure.

In the opinion of the Board, the Independent Director proposed to be appointed fulfils the conditions specified in the Act and the rules made thereunder and that the proposed director is independent of the management.

The Board commends the Special Resolution(s) set out at Item No. 8 of the Notice for the approval by the Members.

Save and except Mr. Y. P. Dandiwalwa and his 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 is, in any way, concerned or interested, financially or otherwise, in the resolution.

This Explanatory Statement may also be regarded as a disclosure under the Listing Regulations.

By Order of the Board of Directors  
For Hindalco Industries Limited

Anil Malik

Company Secretary

Place : Mumbai

Date : 14<sup>th</sup> August, 2020

Membership No.: A11197

**Details of Directors seeking appointment and re-appointment in Annual General Meeting to be held on 10<sup>th</sup> September, 2020****A. Brief Resume including qualification, experience and expertise in specific functional area:****a. Debnarayan Bhattacharya**

**Debnarayan Bhattacharya** is a Non-Executive Director and the Vice Chairman of your Company with effect from 31<sup>st</sup> July, 2016. He has experience in managing business operations. He joined the Aditya Birla Group in 1998 and has held several key positions within the Aditya Birla Group. He was appointed as Managing Director of the Company in the year 2003. He is qualified in Bachelor of Engineering (Chemicals) and IIT from Kharagpur.

**b. Sudhir Mital**

**Sudhir Mital** is a Non-Executive Director and Independent Director of your Company with effect from 11<sup>th</sup> November, 2019 for a period of five years. He is a graduate from Allahabad University with a Master's degree in Indian History. He also holds additional Masters in Rural Development from the University of Birmingham. He has been a former member of the Indian Administrative Service from the Punjab Cadre, Secretary to Department of Fertilizers – Government of India, and Special Secretary to MCA. He was also a former acting Chairman of Competition Commission of India (CCI). He has rich professional experience in the fields of public policy and governance after nearly four decades of service. He has been a key functionary with regards to the Companies Bill, 2013.

**c. Anant Maheshwari**

**Anant Maheshwari** is a Non-executive Independent Director of your Company with effect from 14<sup>th</sup> August, 2020 for a period of five years. He is currently working President at Microsoft Corporation Pvt Ltd. He is PGDBM, IIMA, 1998 having dual degrees from BITS Pilani. Also, MSc (Hons) Economics and a BE (Hons) Electricals & Electronics. He is highly experienced and proficient in his profession having well-rounded work experience spanning Microsoft, Honeywell and McKinsey. Further, has expertise in several areas such as Technology and automation, enterprise and industrial market and strategic development among others.

**d. Rajashree Birla**

**Rajashree Birla** is a Non-Executive Director and was appointed on the Board of Directors on 15<sup>th</sup> March, 1996. She is an exemplar in the area of community initiatives and rural development. Mrs. Birla spearheads the Aditya Birla Centre for Community Initiatives and Rural Development, the Group's apex body responsible for development projects. She oversees the Group's social and welfare driven work across 40 companies. The footprint of the Centre's work straddles over 5,000 villages, reaching out to 7.5 million people. Furthermore, Mrs. Birla is the Chairperson of the FICCI – Aditya Birla CSR Centre for Excellence, Habitat for Humanity (India) and is on the Board of the Asia Pacific Committee as well as Habitat's Global Committee. She is the Chairperson of FICCI's first ever Expert Committee on CSR. She serves on the Board of Director's CSR Committee of State Bank of India. She is Member on the Advisory Board of "The Research Society for the Care, Treatment and Training of Children in Need of Special Care", Mumbai, and of BAIF Development Research Foundation, Pune. As a patron of arts and culture, she heads the "Sangit Kala Kendra", a Centre for performing arts, as its President. In recognition of the exemplary work done by Mrs. Birla, leading national and international organizations have showered accolades upon her. Among these the most outstanding ones have been that of the Government of India's "Padma Bhushan" Award in 2011 in the area of "Social Work", The Economic Times "Corporate Citizen of the Year Award" twice over, in 2002 and 2012, besides the "Global Golden Peacock Award for CSR" presented by Dr. Ola Ullsten, the Former Prime Minister of Sweden in Portugal in 2010. The Institute of Directors (IOD) Distinguished Fellowship Award, and FICCI FLO's Lifetime Achievement Award, are among the many other distinctions received by her. Apart from your Company, Mrs. Birla is a Director on the Boards of Grasim Industries Limited and Ultratech Cement Limited. She is also on the Board of the Aditya Birla Group's international companies spanning Thailand, Indonesia, Philippines and Egypt.

**e. Yazdi Dandiwala**

**Yazdi Dandiwala** is a Non-Executive Director and Independent Director of your Company with effect from 14<sup>th</sup> August, 2015 for a period of five years. He is qualified as a Bachelor in Science and holds a degree in Law. He is Solicitor by profession. He is currently a partner of Mulla & Mulla and Craigie Blunt & Caroe, Advocates & Solicitors. He has experience as a corporate Commercial Lawyer with experience in corporate and commercial transactions.