

ADITYA BIRLA



## HINDALCO INDUSTRIES LIMITED

CIN No: L27020MH1958PLC011238

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

**NOTICE** is hereby given that, the **Sixty-second** Annual General Meeting ('AGM') of the Shareholders of Hindalco Industries Limited ("the Company") will be held on Monday, the 23<sup>rd</sup> August, 2021 at 3 p.m. (IST) 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, 2021 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, 2021.
3. **To appoint a Director in place of Mr. Askaran Agarwala (DIN:00023684), who retires by rotation and being eligible, offers himself for reappointment 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 152 and other applicable provisions of the Companies Act, 2013, Mr. Askaran Agarwala (DIN:00023684), who retires by rotation and being eligible, offers himself for reappointment, be and is hereby appointed as a Non-Executive Director of the Company, with the consent of the members of the Company, accorded under Regulation 17(1A) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015."

### SPECIAL BUSINESS:

4. **To ratify the remuneration of the Cost Auditors for the financial year ending 31<sup>st</sup> March, 2022 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 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 Lakhs 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, 2022 to be paid to M/s R. Nanabhoy & Co., Cost Accountants, appointed by the Board of Directors of the Company to conduct 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 re-appoint Mr. Satish Pai (DIN: 06646758) as the Managing Director of the Company 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 Sections 196, 197 and 198, read with Schedule V and all other applicable provisions of the Companies Act, 2013, and the Rules made thereunder, including the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification or re-enactment thereof, for the time being in force), the Articles of Association of the Company and subject to

the approval of the Central Government, if required, the re-appointment of Mr. Satish Pai (DIN:06646758) as the Managing Director of the Company with effect from 1<sup>st</sup> August, 2021 be and is hereby approved, on the terms as to remuneration and otherwise as set out hereunder and with liberty to the Board (which term shall be deemed to include the Committee, if any, constituted by the Board from time to time) to alter the said terms and conditions in such manner as may be agreed to between the Board and Mr. Satish Pai in the best interests of the Company but subject to the restrictions, if any, contained in the said Act or otherwise as may be permissible at law

#### Terms and Conditions of appointment:

##### A. Period:

3 Years w.e.f. 1<sup>st</sup> August, 2021 with the liberty to either party to terminate the appointment on three months' notice in writing to the other.

##### B. Remuneration:

- (a) Basic Salary ₹ 6,03,36,000/- (Rupees Six Crore Three Lacs Thirty Six Thousand only) per annum with such increments as the Board may decide from time to time, subject however to a ceiling of ₹ 12,00,00,000/- (Rupees Twelve Crore only) per annum as Basic Salary.
- (b) Special Allowance ₹ 2,78,66,411/- (Rupees Two Crore Seventy Eight Lacs Sixty Six thousand Four Hundred and eleven only) per annum with such increments as the Board may decide from time to time, subject however to a ceiling of ₹ 6,00,00,000/- (Rupees Six Crore only) per annum. This allowance however, will not be taken into account for the calculation of benefits such as Provident Fund, Gratuity, Superannuation and Leave encashment.
- (c) Annual Incentive Pay: Linked to the achievement of targets, as may be decided by the Board from time to time, subject to a maximum of ₹ 18,00,00,000/- (Rupees Eighteen Crore only) per annum.
- (d) Long-term Incentive Compensation (LTIC) including Employee Stock Option, Restricted Stock Units, Stock Appreciation Rights, Phantom Restricted Stock Units as per the Scheme applicable to the Executive Directors and/or Senior Executives of the Company and/or its Subsidiaries and/or any

other Incentives applicable to Senior Executives of the Company/Aditya Birla Group, in such manner and with such provisions as may be decided by the Board, considering the above.

##### C. Perquisites:

- (a) Housing: Company provided (furnished/unfurnished) accommodation and/or HRA in lieu of company provided accommodation as per the policy of the Company.
- (b) House Maintenance: Electricity, gas, water, telephone and other reasonable expenses as per Company policy.
- (c) Medical Expenses Reimbursement: Reimbursement of all expenses incurred for self and family (including domiciliary and medical expenses), as per Company policy.
- (d) Life Insurance: Life Insurance cover as per Company policy
- (e) Accidental Insurance: Accidental insurance cover as per Company policy.
- (f) Leave Travel Expenses: Leave Travel Expenses for self and family in accordance with the policy of Company.
- (g) Car: Two cars for use on Company's Business as per policy of Company.
- (h) Other expenses: Entertainment, travelling and all other expenses incurred for the business of the Company as per policy of the Company. Travelling expenses of Spouse accompanying on any official overseas or inland trip will be governed as per the rules of the Company.
- (i) Retirement Benefits: Provident Fund, Superannuation Fund, National Pension Scheme and Gratuity as per policy of the Company. Any other one time / periodic retirement allowances /benefits as may be decided by the Board at the time of retirement.
- (j) Club Membership: Fees of one Corporate club in India (including admission and annual membership fee).
- (K) Other benefits: Leave and encashment of leave as per policy of the Company.
- (l) Other Allowances/benefits, perquisites: Any other allowances, benefits and perquisites as per the

Rules applicable to the Senior Executives of the Company and/ or which may become applicable in the future and/ or any other allowance, perquisites as the Board from time to time decide.

In case the executive is elevated to the next higher level of the Company during the tenure of appointment, the allowances, perquisites and benefits applicable to the level, will also apply to the executive.

Annual remuneration review is effective 1<sup>st</sup> July each year, as per policy of the Company.

- D. Subject as aforesaid, the Managing Director shall be governed by such other Rules as are applicable to the Senior Executives of the Company from time to time.
- E. For the purposes of Gratuity, Provident Fund, Superannuation and other like benefits, if any, the service of Mr. Satish Pai, Managing Director will be considered as continuous service with the Company from the date of his joining the Aditya Birla Group.
- F. The aggregate of the remuneration and perquisites as aforesaid in any financial year shall not exceed the limit from time to time under Sections 197, 198 and other applicable provisions of the Act read with Schedule V thereto or otherwise as may be permissible at law.
- G. Though considering the provisions of Section 188 of the Companies Act 2013, and the applicable Rules thereunder, Mr. Satish Pai would not be holding any office or place of profit by his being a mere director of the Company's subsidiaries/ Joint Ventures, approval be and is hereby granted by way of abundant caution for him to accept the sitting fees/commission paid/payable to other directors for attending meetings of Board(s) of Directors/Committee(s) of subsidiaries/Joint Ventures of the Company or companies promoted by the Aditya Birla Group.
- H. Mr. Satish Pai shall not be subject to retirement by rotation during his tenure as the Managing Director of the Company. So long as Mr. Satish Pai functions as the Managing Director, he shall not be paid any fees for attending the meetings of the Board or any Committees(s) thereof of the Company.

RESOLVED FURTHER THAT if in any financial year, the Company has no profits or its profits are inadequate, the remuneration, including the perquisites as aforesaid, will be paid to Mr. Satish Pai in accordance with the applicable provisions of the Act, and subject to the

approval of the Central Government, if required.

RESOLVED FURTHER THAT the Board of Directors (which term shall be deemed to include any Committee constituted/to be constituted by the Board) be and is hereby authorized to revise the remuneration and perquisites payable to Mr. Satish Pai from time to time, subject to the limits approved by the shareholders.

RESOLVED FURTHER THAT the Board be and is hereby authorised to do all such acts, deeds, matters as may be deemed necessary to give effect to the above resolution."

- 6. **To re-appoint Mr. Praveen Kumar Maheshwari (DIN:00174361) as Whole-time Director of the Company 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 relevant provisions of the Articles of Association of the Company (hereinafter referred to as the "Articles") and the Companies Act, 2013 (hereinafter referred to as the "Act") including Section 160, Mr. Praveen Kumar Maheshwari (DIN No. 00174361) be and is hereby re-appointed as a Whole-time Director of the Company, not liable to retire by rotation.

RESOLVED FURTHER THAT pursuant to Section 196, 197, 198 and all other applicable provisions of the Companies Act, 2013, read with Schedule V thereto and the Rules made thereunder, including the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification or re-enactment thereof, for the time being in force), and subject to the approval of the Central Government, if required, the re-appointment of Mr. Praveen Kumar Maheshwari as the Whole-time Director of the Company with effect from 28<sup>th</sup> May, 2021, be and is hereby approved, on the terms as to remuneration and otherwise as set out hereunder and with liberty to the Board (which term shall be deemed to include the Committee, if any, constituted by the Board from time to time) to alter the said terms and conditions in such manner as may be agreed to between the Board and Mr. Praveen Kumar Maheshwari in the best interests of the Company but subject to the restrictions, if any, contained in the said Act or otherwise as may be permissible at law:

Terms and Conditions of appointment:

A. Period:

1 Year w.e.f. 28<sup>th</sup> May, 2021 with the liberty to either party to terminate the appointment on three months' notice in writing to the other.

B. Remuneration:

(a) Basic Salary ₹ 1,26,45,411/- (Rupees One Crore Twenty Six Lacs Forty Five Thousand Four Hundred and eleven only) per annum with such increments as the Board may decide from time to time, subject however to a ceiling of ₹ 1,80,00,000/- (Rupees One Crore Eighty Lacs only) per annum as Basic Salary.

(b) Special Allowance ₹ 1,38,92,112/- (Rupees One Crore Thirty Eight Lacs Ninety Two Thousand One Hundred and Twelve only) per annum with such increments as the Board may decide from time to time, subject however to a ceiling of ₹ 2,04,00,000/- (Rupees Two Crore Four Lacs only) per annum. This allowance however, will not be taken into account for calculation of benefits such as Provident Fund, Gratuity, Superannuation and Leave encashment.

(c) Annual Incentive Pay: Performance Bonus linked to the achievement of targets, as may be decided by the Board from time to time, subject to a maximum of ₹ 2,50,00,000/-. (Rupees Two Crore Fifty Lacs only) per annum.

(d) Long-term Incentive Compensation (LTIC) including Employee Stock Option, Restricted Stock Units, Stock Appreciation Rights, Phantom Restricted Stock Units as per the Scheme applicable to the Executive Directors and/or Senior Executives of the Company and/or its Subsidiaries and/or any other Incentives applicable to Senior Executives of the Company/Aditya Birla Group, in such manner and with such provisions as may be decided by the Board, considering the above.

C. Perquisites:

(a) Housing: Company provided (furnished/unfurnished) accommodation and / or HRA as per policy of the Company.

(b) House Maintenance: Electricity, gas, water, telephone and other reasonable expenses as per policy of the Company.

(c) Medical Expenses Reimbursement: Reimbursement of all expenses incurred for self and family (including domiciliary and medical expenses) as per the company policy.

(d) Life Insurance: Life Insurance cover as per Company policy.

(e) Accidental Insurance: Accidental insurance cover as per Company policy.

(f) Leave Travel Expenses: Leave Travel Expenses for self and family in accordance with policy of the Company.

(g) Car: Two cars for use on Company's Business as per the Company Car policy.

(h) Other Expenses: Entertainment, travelling and all other expenses incurred for the business of the Company as per policy of the company.

(i) Retirement Benefits: Provident Fund, Superannuation Fund, National Pension Scheme and Gratuity as per the policy of the Company.

(j) Club Membership: Fees of one Corporate club in India (including admission and annual membership fee).

(k) Leave and encashment of leave as per the policy of the Company

(l) Other Allowances/benefits, perquisites: Any other allowances, benefits and perquisites as per the Rules applicable to the Senior Executives of the Company and/ or which may become applicable in the future and/ or any other allowance, perquisites as the Board from time to time decide

Annual remuneration review is effective 1<sup>st</sup> July each year, as per policy of the Company.

D. Subject as aforesaid, the Whole-Time Director shall be governed by such other Rules as are applicable to the Senior Executives of the Company from time to time.

E. For the purposes of Gratuity, Provident Fund, Superannuation and other like benefits, if any, the service of Mr. Praveen Kumar Maheshwari, will be considered as continuous service with the Company from the date of his joining the Aditya Birla Group.

F. The aggregate of the remuneration and perquisites as aforesaid in any financial year shall not exceed the limit from time to time under Sections 197, 198 and other

applicable provisions of Companies Act, 2013 read with Schedule V thereto or otherwise as may be permissible at law.

- G. Though considering the provisions of Section 188 of the Companies Act 2013, and the applicable Rules thereunder, Mr. Praveen Kumar Maheshwari would not be holding any office or place of profit by his being a mere director of the Company's subsidiaries/Joint Ventures, approval be and is hereby granted by way of abundant caution for him to accept the sitting fees/ commission paid/payable to other directors for attending meetings of Board(s) of Directors/Committee(s) of subsidiaries/ Joint Ventures of the Company or companies promoted by the Aditya Birla Group.
- H. So long as Mr. Praveen Kumar Maheshwari functions as the Whole Time Director of the Company he shall not be subject to retirement by rotation.

RESOLVED FURTHER THAT if in any financial year, the Company has no profits or its profits are inadequate, the remuneration, including the perquisites as aforesaid, will be paid to Mr. Praveen Kumar Maheshwari in accordance with the applicable provisions of Companies

Act, 2013, and subject to the approval of the Central Government if required.

RESOLVED FURTHER THAT the Board of Directors (which term shall be deemed to include any Committee constituted/to be constituted by the Board) be and is hereby authorized to revise the remuneration and perquisites payable to Mr. Praveen Kumar Maheshwari from time to time, subject to the limits approved by the shareholders.

RESOLVED FURTHER THAT the Board be and is hereby authorised to do all such acts, deeds, matters as may be deemed necessary to give effect to the above resolution."

By Order of the Board of Directors  
For Hindalco Industries Limited

Place: Mumbai  
Date: 2<sup>nd</sup> July, 2021

Anil Malik  
Company Secretary  
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 2021, 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 05<sup>th</sup> May, 2020 read with General Circular No. 14/2020 dated 08<sup>th</sup> April, 2020; General Circular No.17/2020 dated 13<sup>th</sup> April, 2020; General Circular No. 02/2021 dated 13<sup>th</sup> January, 2021 issued by the MCA and Circular No. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated 12<sup>th</sup> May, 2020 and Circular No: SEBI/HO/CFD/CMD 2/CIR/P/2021/11 dated 15<sup>th</sup> January, 2021 issued by SEBI. ('MCA and SEBI Circulars').

2. An Explanatory Statement pursuant to Section 102 of the Act, in respect of Item nos. 3 to 6 of the Notice set out above, is annexed hereto. The Board of Directors have considered and decided to include item nos. 4 to 6 as Special Business. 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 / SEBI 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. Monday, 23<sup>rd</sup> August, 2021. 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 30 minutes before the time scheduled for the AGM and shall be kept open throughout the AGM. 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 ID [hilinvestors@adityabirla.com](mailto:hilinvestors@adityabirla.com) with a copy marked to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) and [narasimhan.b8@gmail.com](mailto:narasimhan.b8@gmail.com).
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,  
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.

#### DISPATCH OF ANNUAL REPORT:

11. In compliance with the aforesaid MCA Circulars and SEBI Circulars, Notice of the AGM along with the Integrated Annual Report 2020-21 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 Integrated Annual Report 2020-21 will also be available on the Company's website [www.hindalco.com](http://www.hindalco.com) and 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 <https://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 Tuesday, 17<sup>th</sup> August, 2021 to Monday, 23<sup>rd</sup> August, 2021 (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 Monday, 23<sup>rd</sup> August, 2021 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 Monday, 16<sup>th</sup> August, 2021;

- (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 Monday, 16<sup>th</sup> August, 2021.

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 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 by email to [hilinvestors@adityabirla.com](mailto:hilinvestors@adityabirla.com).
- 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, the documents are to be submitted through URL <https://onehindalco.adityabirla.com/hilapex/shareholder> (You may access this link in browser Google chrome or Micro Soft Edge by entering Folio No./DP ID & Client ID) or by email to [hiltds@adityabirla.com](mailto:hiltds@adityabirla.com) by 10<sup>th</sup> August, 2021. 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 uploading the documents at



aforesaid link or sending an email to [hiltds@adityabirla.com](mailto:hiltds@adityabirla.com). The aforesaid declarations and documents need to be submitted by the shareholders by 10<sup>th</sup> August, 2021.

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

20. Pursuant to the provisions of Section 124 of the Companies Act, 2013 the unpaid/unclaimed dividend and Equity Shares related to unclaimed dividend for the financial year 2012-2013 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.

The unclaimed dividend amount for the financial year 2012-2013 and 10,92,463 Equity Shares related to unclaimed dividend for the financial year have been credited to Investor Education and Protection Fund (IEPF).

Shareholder can claim the unclaimed dividend amounts and shares credited to IEPF till financial year 2012-13, with a separate application made to the IEPF Authority, in Form IEPF-5, as prescribed under the Rules and are available at IEPF website i.e [www.iepf.gov.in](http://www.iepf.gov.in).

Shareholders, who have so far not encashed their dividend relating to the financial year 2013-14 are requested to do so by 25<sup>th</sup> September, 2021, by writing to the Secretarial Department at the Registered Office of the Company, 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 Ministry of Corporate Affairs, Government of India ("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 and 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's Secretarial Department at its Registered Office. 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 Integrated 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 by following the steps mentioned above for Access to NSDL e-Voting system. After successful login, you can see link of "VC/OAVM link" placed under "Join General meeting" menu against company name. You are requested to click on VC/OAVM link placed under Join General Meeting menu. The link for VC/OAVM will be available in Shareholder/Member 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.
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 and 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 Monday, 16<sup>th</sup> August, 2021 at 09:00 A.M. to Wednesday, 18<sup>th</sup> August, 2021 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 Monday, 16<sup>th</sup> August, 2021 at 09:00 A.M. to Wednesday, 18<sup>th</sup> August, 2021 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. The remote e-voting period commences on Friday, 20<sup>th</sup> August, 2021 at 09:00 A.M. and ends on Sunday, 22<sup>nd</sup> August, 2021, at 05:00 P.M. The remote e-voting module shall be disabled by NSDL for voting thereafter. The Members, whose names appear in the Register of Members / Beneficial Owners as on the record date (cut-off date) i.e. 16<sup>th</sup> August, 2021, may cast their vote electronically. The voting right of shareholders shall be in proportion to their share in the paid-up equity share capital of the Company as on the cut-off date, being 16<sup>th</sup> August, 2021.

#### **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: Access to NSDL e-Voting system**

##### **A) Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode**

In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

**Login method for Individual shareholders holding securities in demat mode is given below:**