



## HINDALCO INDUSTRIES LIMITED

CIN No: L27020MH1958PLC011238

Registered Office: Century Bhavan, 3<sup>rd</sup> Floor, Dr. Annie Besant Road, Worli, Mumbai- 400030

Email: hil.investors@adityabirla.com website: www.hindalco.com Tel: (022)66626666 Fax: (022)24227586/24362516

### NOTICE OF ANNUAL GENERAL MEETING

NOTICE is hereby given that the **Fifty-Eighth** Annual General Meeting of the Shareholders of Hindalco Industries Limited will be held at Ravindra Natya Mandir, P.L. Deshpande Maharashtra Kala Academy, Prabhadevi, Mumbai- 400025, on **Wednesday, the 13<sup>th</sup> September, 2017 at 3.00 p.m.** to transact, the following business:

#### 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, 2017 and the Report of the Directors and the Auditors thereon.
2. To declare and sanction the payment of Dividend on equity shares of the Company for the financial year 2016-2017.
3. To appoint a Director in place of Mr. A.K. Agarwala (DIN: 00023684), who retires from office by rotation and being eligible, offers himself for re-appointment.
4. To appoint Auditors of the Company to hold office from the conclusion of this Annual General Meeting until the conclusion of the sixty-third Annual General Meeting of the Company and to fix their remuneration and for the purpose, to pass the following resolution, which will be proposed as an Ordinary Resolution:

“RESOLVED THAT pursuant to the provisions of Sections 139, 142 and 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), and pursuant to the recommendations of the Audit Committee and the Board of Directors, M/s. Price Waterhouse & Co. Chartered Accountants LLP (Registration No. 304026E/E-300009), be and are hereby appointed as the Statutory Auditors of the Company in place of M/s Singhi & Co. (Registration No. 302049E), the retiring Statutory Auditors, for a period of five years, to hold office from the conclusion of this Annual General Meeting till the conclusion of the Sixty-third Annual General Meeting of the Company to be held in the year 2022, subject to ratification of their appointment by the Members at every Annual General Meeting, if required, till the Sixty-second Annual General Meeting, at such remuneration as may be mutually agreed between the Board of Directors and the Auditors from time to time.

RESOLVED FURTHER THAT the Board of Directors be and is hereby authorised to do all such acts, deeds, matters and things as may be considered necessary, desirable and expedient to give effect to this Resolution.”

#### SPECIAL BUSINESS:

5. To ratify the remuneration of the Cost Auditors for the financial year ending 31<sup>st</sup> March, 2018 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 ₹ 12 lakhs (Rupees Twelve 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, 2018 to be paid to M/s Nanabhoy & Co., Cost Accountants, appointed by the Board of Directors of the Company to conduct the audit of the cost records of the Company, be and is hereby ratified and confirmed.

RESOLVED FURTHER THAT the Board of Directors of the Company (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.”

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

“RESOLVED THAT pursuant to the provisions of Sections 42 and 71 and all other applicable provisions of the Companies Act, 2013 read with the Companies (Prospectus and Allotment of Securities) Rules, 2014, the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, (including any statutory modification(s) or re-enactment thereof, for the time being in force) and subject to the provisions of the Articles of Association of the Company, the consent of the members be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as “the Board” which term shall be deemed to include any Committee of the Board) to offer, invite subscription for or issue Non-Convertible Debentures (“NCDs”), secured or unsecured, during a period of one year from the date of this Annual General Meeting until 12<sup>th</sup> September, 2018, in one or more series / tranches, aggregating upto an amount not exceeding ₹ 6000 Crore (Rupees Six Thousand Crore only), on a private placement basis, on such terms and conditions as the Board may, from time to time, determine and consider proper and most beneficial to the Company including as to when the said NCDs be issued, the consideration for the issue, utilization of the issue proceeds and all matters connected with or incidental thereto.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorised to finalise and execute

all deeds, documents and writings as may be necessary, desirable or expedient, and to do all acts and take all such steps as may be necessary and to delegate all or any of these powers to any Director(s) or officer(s) to give effect to this resolution.”

By Order of the Board of Directors  
For Hindalco Industries Limited

Place : Mumbai  
Date : 30<sup>th</sup> May, 2017

Anil Malik  
Company Secretary

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

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

2. Corporate Members intending to send their authorised representatives to attend and vote at the Meeting pursuant to Section 113 of the Companies Act, 2013 are requested to send to the Company, a certified copy of the Board Resolution authorizing their representative to attend and vote on their behalf at the Meeting.
3. An Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 in respect of item nos. 4 to 6 of the Notice set out above, is annexed hereto.
4. The Register of Members and Transfer Books in respect of Equity Shares of the Company will remain closed from Thursday, the 7<sup>th</sup> September, 2017 to Wednesday, the 13<sup>th</sup> September, 2017 (both days inclusive) for the purpose of payment of dividend.
5. The dividend as recommended by the Board, if approved at the meeting, will be paid on or after 13<sup>th</sup> September, 2017 to the members or their mandates whose names are registered in the Company's Register of Members, as under:
  - a) To all Beneficial Owners in respect of shares held in dematerialized form, as per the data made available by the National Securities Depository Limited (NSDL) and the Central Depository Services (India) Limited (CDSL) as of the close of business hours on 6<sup>th</sup> September, 2017;
  - b) To all Members in respect of shares held in physical form, after giving effect to valid transfers in respect of transfer

requests lodged with the Company on or before the close of business hours on 6<sup>th</sup> September, 2017.

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.

6. Members holding shares in dematerialized form are requested to intimate all changes pertaining to their bank details, National Electronic Clearing Service (NECS), Electronic Clearing Service (ECS), mandates, nominations, power of attorney, change of address, change of name, e-mail address, contact numbers, etc., to their Depository Participant (DP). Changes intimated to the DP will then be automatically reflected in the Company's records which will help the Company to provide efficient and better services. Members holding shares in physical form are requested to intimate such changes to the Company.
7. I. The Company has listed its Shares at:
  - a) BSE Limited, Phiroze Jeejeebhoy Towers, Dalal Street, Mumbai – 400 001.
  - b) The National Stock Exchange of India Limited, 5<sup>th</sup> Floor, Exchange Plaza, Plot No. C/1, G Block, Bandra-Kurla Complex, Bandra (E), Mumbai-400051.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.
8. As per the requirement of Securities and Exchange Board of India (Listing Obligations and Disclosures Requirement) Regulations, 2015 and Secretarial Standards, for appointment/re-appointment of the Directors, a statement containing details of the concerned Director is provided herewith as an Annexure. The Director has furnished the requisite declarations for his re-appointment.
9. All the documents referred to in the accompanying Notice and Explanatory Statement are available for inspection at the Registered office of the Company on all working days (except Saturdays, Sundays and Public Holidays) between 11.00 a.m. to 1.00 p.m. up to the date of Annual General Meeting.
10. The Notice of the Annual General Meeting along with the Annual Report 2016-17 is being sent by electronic mode to those members whose e-mail addresses are registered with the Company and Depositories viz. NSDL/CDSL unless any member has requested for a physical copy of the same. For members who have not registered their e-mail addresses, physical copies are being sent by the permitted mode. Such members holding shares in physical mode are requested to register their e-mail IDs with the Company and members holding shares in demat mode are requested to register their e-mail IDs with their respective Depository Participants (DPs).

11. In terms of the provisions of Section 136(1) of the Companies Act, 2013, Rule 10 of Companies (Accounts of Companies) Rules, 2014 and Regulation 36 of the Securities and Exchange Board of India (Listing Obligation and Disclosure Requirements) Regulations, 2015 “Listing Regulations”, the Board of Directors has decided to circulate the Abridged Annual Report containing salient features of the balance sheet and statement of profit and loss and other documents to the shareholders for the Financial Year 2016-17 under the relevant laws.

The Abridged Annual Report is being circulated to the members excluding the ‘Dividend Policy’, ‘Annual Report on CSR Activities’, ‘Remuneration Philosophy/Policy’, ‘Secretarial Audit Report’, ‘Extract of Annual Return’, Full Report on Corporate Governance and Shareholders’ Information’.

Members who desire to obtain the full version of the Annual Report may write to the Company Secretary at the registered office. Full version of the Annual Report is also be available on the Company’s website [www.hindalco.com](http://www.hindalco.com).

12. In compliance with the provisions of Section 108 of the Companies Act, 2013, read with Companies (Management and

Administration) Rules, 2014, the Company is pleased to provide its members the facility to cast their vote by electronic means on all resolutions set forth in this Notice. The instructions for remote e-voting are enclosed with this Notice.

13. 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.
14. The Ministry of Corporate Affairs (MCA), Government of India, through its notification No. GSR 854 (E) dated 5<sup>th</sup> September, 2016 has directed companies to upload on the Company’s website information regarding unpaid and unclaimed dividend. In terms of the circular, the Company has uploaded the details of unpaid and unclaimed dividend and the same can be viewed on [www.hindalco.com](http://www.hindalco.com).
15. Shareholders are requested to read the “Shareholders’ Information” Section of the Annual Report for useful information.
16. The route map of the venue of the meeting is given in the Notice. The prominent landmark for the venue is that it is near Siddhivinayak Temple.

## **ANNEXURE TO NOTICE**

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

#### **Item No.4**

Presently, M/s. Singhi & Co are the Statutory Auditors of the Company. Pursuant to the provisions of the Companies Act, 2013, M/s Singhi & Co. were appointed as the auditors for a period of three years i.e. from the conclusion of the fifty-fifth Annual General Meeting until the conclusion of the fifty eighth Annual General Meeting of the Company to be held in the calendar year 2017. Pursuant to the provisions of the Companies Act, 2013 "the Act" and the Companies (Audit and Auditors) Rules, 2014, the Board of Directors in the meeting held on 30th May, 2017, on the recommendation of the Audit Committee, recommended appointment of M/s. Price Waterhouse & Co. Chartered Accountants LLP (Registration No. 304026E/E-300009), as the Statutory Auditors of the Company in place of M/s Singhi & Co, the retiring Statutory Auditors, for a period of five years i.e., to hold office from the conclusion of this Annual General Meeting till the conclusion of the Sixty third Annual General Meeting of the Company, to be held in the year 2022, subject to approval of shareholders and ratification of their appointment by the Members at every Annual General Meeting, if required till the Sixty-second Annual General Meeting and at such remuneration as may be mutually agreed between the Board of Directors and the Auditors from time to time.

Consent of the Auditors and certificate u/s 139 of the Act have been obtained from the Auditors to the effect that their appointment, if made, shall be in accordance with the applicable provisions of the Act and the Rules issued thereunder.

M/s. Price Waterhouse & Co. Chartered Accountants LLP have also confirmed that they hold a valid certificate issued by the Peer Review Board of ICAI.

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

The Board recommends the Ordinary Resolution as set out in Item No. 4 of this Notice for your approval.

#### **Item No.5**

The Board, on the recommendation of the Audit Committee, has approved the appointment and remuneration of M/s Nanabhoy & Co, Cost Accountants, Mumbai, to conduct the audit of the cost records of the Company for the financial year ending 31<sup>st</sup> March, 2018.

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

Accordingly, consent of the members is sought for passing an Ordinary Resolution as set out at Item No. 5 of the accompanying

Notice, for ratification of the remuneration payable to the Cost Auditors for the financial year ending 31<sup>st</sup> March, 2018.

The Board commends the Ordinary Resolution set out at Item No. 5 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. 6**

Rule 14 of the Companies (Prospectus and Allotment of Securities) Rules, 2014 prescribed, inter alia, under Section 42 of the Companies Act, 2013, deals with private placement of securities by a company. Section 42 of the Companies Act, 2013 read with the aforesaid Rule 14 requires that any offer or invitation for subscription to redeemable Non-Convertible Debentures (NCDs) and issuance on a private placement basis, is to be approved by the members by way of a special resolution. Sub-rule (2) of the said Rule 14 states that in case of an offer or invitation to subscribe to NCDs on private placement basis, the company shall obtain previous approval of its shareholders by means of a special resolution only once in a year for all the offers or invitations for such debentures during the year. In order to augment resources for inter alia, the ongoing capital expenditure and/or refinancing/ repayment/prepayment of existing loans/ debentures and/or for general corporate purposes, the Company may offer or invite subscription for secured / unsecured redeemable NCDs, in one or more series / tranches on private placement, issuable / redeemable at par/discount/premium.

The Articles of Associations of the Company is available for inspection at the registered office of the Company.

Accordingly, consent of the members is sought for passing a Special Resolution as set out at Item No. 6 of the Notice. This resolution enables the Board of Directors of the Company (which term shall include any Committee of the Board) to offer or invite subscription to non-convertible debentures, on such terms and conditions, including the issue price of the NCDs, upto an amount not exceeding ₹ 6000 Crores (Rupees Six Thousand Crore only ), from time to time until 12<sup>th</sup> September, 2018. The Board commends the Special Resolution set out at Item No. 6 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, except to the extent of the NCDs that may be subscribed to by them or their relatives or companies/firms in which they are interested.

By Order of the Board of Directors  
For Hindalco Industries Limited

Place : Mumbai  
Date : 30<sup>th</sup> May, 2017

Anil Malik  
Company Secretary

## Annexure

**Details of Director seeking reappointment in the Annual General Meeting to be held on 13<sup>th</sup> September, 2017**

Name of Director	Mr. A.K. Agarwala
Date of Birth	01/07/1933
Age	84 years
Date of Appointment	11/09/1998
Expertise in specific functional areas	Industry and Finance
Qualifications	B.Com, F.C.A, LL.B
No of Board meetings attended during FY 2016-17	5
List of outside Directorships held excluding Alternate Directorship and Private Companies.	1. Tanfac Industries Ltd 2. Udyog Services Ltd 3. Aditya Birla Insurance Brokers Ltd 4. Aditya Birla Power Company Ltd 5. Aditya Birla Health Services Ltd
*Chairman/ Member of the Committee of the Board of Directors of the company	Stakeholders' Relationship Committee- Member
*Chairman/ Member of the Committee of the Board of Directors of other companies in which he/ she is a Director. a. Audit Committee b. Stakeholders' Relationship Committee	Nil
No. of Equity Shares held in the Company	116,148

\*Note: Pursuant to SEBI (Listing Obligations and Disclosures Requirement) Regulations, 2015 only two Committees viz. Audit Committee and Stakeholders' Relationship Committee are considered.

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## HINDALCO INDUSTRIES LIMITED

CIN No: L27020MH1958PLC011238

Registered Office: "Century Bhavan", 3rd Floor, Dr. Annie Besant Road, Worli, Mumbai- 400030

E-mail: hil.investors@adityabirla.com website: www.hindalco.com Tel: (022)66626666 Fax: (022) 24227586/24362516

Form No. MGT-11

### PROXY FORM

**ANNUAL GENERAL MEETING TO BE HELD ON 13<sup>TH</sup> SEPTEMBER, 2017 AT 3.00 p.m.**

Name of the Member(s)			
Registered Address:			
E Mail Id :			
Folio No. /Client Id:		DP ID	

I/ We, being the member(s) holding \_\_\_\_\_ shares of the company, hereby appoint:

1. \_\_\_\_\_ of \_\_\_\_\_ having e-mail id \_\_\_\_\_ or failing him/her

2. \_\_\_\_\_ of \_\_\_\_\_ having e-mail id \_\_\_\_\_ or failing him/her

3. \_\_\_\_\_ of \_\_\_\_\_ having e-mail id \_\_\_\_\_

as my/our proxy to attend and vote(on a poll) for me/us and on our/my behalf at the Annual General Meeting of the Company to be held on Wednesday, the 13<sup>th</sup> September, 2017 at 3.00 P.M. at Ravindra Natya Mandir, P.L. Deshpande Maharashtra Kala Academy, Prabhadevi, Mumbai- 400025, and at any adjournment thereof in respect of such resolutions as are indicated below:

Resolution No.	Resolutions	Optional	
		For*	Against*
1	Adoption of the Audited financial statements (including Audited Consolidated Financial Statements) for the financial year ended 31st March, 2017, the Reports of Directors' and Auditors' thereon.		
2	Declaration of Dividend		
3	Re-appointment of Mr. A.K. Agarwala, Director retiring by rotation.		
4	Appointment of Statutory Auditors viz. M/s. Price Waterhouse & Co. Chartered Accountants LLP		
5	Ratification of the remuneration of the Cost Auditors viz. M/s Nanabhoy & Co. for the financial year ending 31 <sup>st</sup> March, 2018.		
6	Approval for offer or invitation to subscribe to Non-Convertible Debentures on a private placement basis		

Signed this \_\_\_\_\_ day of \_\_\_\_\_ 2017

Signature of shareholder: \_\_\_\_\_

Signature of Proxy holder(s): (1) \_\_\_\_\_ (2) \_\_\_\_\_ (3) \_\_\_\_\_



\* Please put "X" in the appropriate column against the Resolution indicated in the Box. If you leave the 'For' or 'against' column blank against the Resolutions, your Proxy will be entitled to vote in the manner as he/she thinks appropriate.

Notes:

1. This form of proxy in order to be effective should be duly completed and deposited at the registered office of the Company, not less than 48 hours before the commencement of the Meeting.
2. A proxy need not be a member of the Company.
3. In case the Member appointing proxy is a body corporate, the proxy form should be signed under its seal or be signed by an officer or an attorney duly authorised by it and an authenticated copy of such authorisation should be attached to the proxy form.
4. A person can act as proxy on behalf of such number of Members not exceeding fifty and holding in the aggregate not more than ten percent of the total share capital of the Company carrying voting rights. Further, a Member holding more than ten percent of the total share capital of the Company carrying voting rights, may appoint a single person as proxy and such person shall not act as proxy for any other person or Member.
5. For the Resolutions, Explanatory Statement and notes please refer to the Notice of the Annual General Meeting.
6. Appointing a proxy does not prevent a Member from attending the meeting in person if he/she so wishes.
7. In case of joint holders, the signature of any one holder will be sufficient, but names of all the joint holders should be stated.
8. Please complete all details including details of member(s) in the above box before submission.

Route Map for the venue of the Annual General Meeting.



