



HINDALCO INDUSTRIES LIMITED

CIN: 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, E-mail: hilinvestors@adityabirla.com, website: www.hindalco.com

NOTICE OF ANNUAL GENERAL MEETING

NOTICE is hereby given that the Sixtieth Annual General Meeting of the Shareholders of Hindalco Industries Limited will be held at Nehru Centre Auditorium, Dr. Annie Besant Road, Worli, Mumbai – 400018, on Friday, the 30th day of August, 2019 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 31st March, 2019 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 2018-2019.
3. To appoint a Director in place of Mrs. Rajashree Birla (DIN: 00022995), who retires from office by rotation and being eligible, offers herself for re-appointment.

SPECIAL BUSINESS:

4. **To ratify the remuneration of the Cost Auditors for the financial year ending 31st March, 2020 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 not exceeding ₹ 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 31st March, 2020 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 Dr. Vikas Balia (DIN: 00424524) 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 of the Companies Act, 2013 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 (including any modification or amendment thereof), the appointment of Dr. Vikas Balia (DIN: 00424524), as an Independent Director of the Company, not liable to retire by rotation, to hold office for the term of 5 (five) consecutive years, from 19th July, 2019 until 18th July, 2024, be and is hereby approved.”

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

“RESOLVED THAT pursuant to the provisions of Sections 149 and 152 read with Schedule IV and all other applicable provisions of the Companies Act, 2013 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 applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any modification or re-enactment thereof), Mr. K. N. Bhandari (DIN: 00026078), an Independent Director of the Company, who has submitted a declaration that he meets the criteria for independence as provided in Section 149(6) of the Companies Act, 2013 and who is eligible for re-appointment, be and is hereby re-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, from the date of this Annual General Meeting until 29th August, 2024.”

7. **To re-appoint Mr. Ram Charan (DIN: 03464530) as an Independent Director and in this regard to consider and if thought fit, to pass the following resolution, which will be proposed as a Special Resolution:**

“RESOLVED THAT pursuant to the provisions of Sections 149 and 152 read with Schedule IV and all other applicable provisions of the Companies Act, 2013 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 applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any modification or re-enactment thereof), Mr. Ram Charan (DIN: 03464530), an Independent Director of the Company, who has submitted a declaration that he meets the criteria for independence as provided in Section 149(6) of the Companies Act, 2013 and who is eligible for re-appointment, be and is hereby re-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, from the date of this Annual General Meeting until 29th August, 2024.”

By Order of the Board of Directors
For Hindalco Industries Limited

Place: Mumbai
Date: 19th July, 2019

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, 5, 6 and 7 of the Notice set above, is annexed hereto.

4. The Register of Members and Transfer Books in respect of Equity Shares of the Company will remain closed from Saturday, the 17th August, 2019 to Friday, the 30th August, 2019 (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 30th August, 2019 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 16th August, 2019;
- 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 16th August, 2019.

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, 5th Floor, Exchange Plaza, Plot No. C/1, G Block, Bandra-Kurla Complex, Bandra (E), Mumbai- 400 051.

II. The Company has listed its Debentures at:

The National Stock Exchange of India Limited, 5th Floor, Exchange Plaza, Plot No. C/1, G Block, Bandra-Kurla Complex, Bandra (E), Mumbai-400 051.

The listing fees of these Exchanges have been paid in time.

8. As per the requirement of Securities and Exchange Board of India (Listing Obligations and Disclosures Requirement) Regulations, 2015 and Secretarial Standards, for appointment/reappointment of the Directors, a statement containing details of the concerned Directors is provided herewith as an Annexure. The Directors have furnished their requisite declarations for their appointment/re-appointment.
9. All the documents referred to in the accompanying Notice and Explanatory Statement are available for inspection at the Registered office of the Company on all working days (except Saturdays, Sundays and Public Holidays) between 11.00 a.m. and 1.00 p.m. up to the date of Annual General Meeting.
10. The Notice of the Annual General Meeting along with the Annual Report 2018-19 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 of the Abridged Annual Report 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). Members may also note that the Notice of the 60th Annual General Meeting and the Annual Report 2018-19 will also be available on the website www.hindalco.com.
11. In terms of the provisions of Section 136(1) of the Companies Act, 2013, Rule 10 of Companies (Accounts) Rules, 2014 and Regulation 36 of the Securities and Exchange Board of India (Listing Obligation and Disclosure Requirements) Regulations, 2015, the Board of Directors has decided to circulate the Abridged Annual Report containing the salient features of the Balance Sheet and Statement of Profit and Loss and other documents to the shareholders for the Financial Year 2018-19 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 available on the Company's website www.hindalco.com.

12. In compliance with the provisions of Section 108 of the Companies Act, 2013, read with the Companies (Management and Administration) Rules, 2014, the Company is pleased to provide its members the facility to cast their vote by electronic means on all resolutions set forth in this Notice. The instructions for e-voting 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. Pursuant to the provisions of Section 124 of the Companies Act, 2013 the unpaid/unclaimed dividend for the Financial Year 2010-2011 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 124(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 2011-12 are requested to do so by 18th September, 2019, 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, 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.

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 Atria Mall and next to Nehru Planetarium.

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 31st March, 2020.

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. 4 of the accompanying Notice, for ratification of the remuneration payable to the Cost Auditors for the financial year ending 31st March, 2020.

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 Friday, 19th July, 2019, have appointed Dr. Vikas Balia as an Independent Director of the Company not liable to retire by rotation, to hold office for a period of five consecutive years till 18th July, 2024, subject to consent by the Shareholders of the Company at the ensuing Annual General Meeting ("AGM").

The Company has received a declaration from Dr. Vikas Balia confirming that he meets the criteria of Independence as prescribed under the Companies Act, 2013 and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"). Dr. Balia 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.

In the opinion of the Board, Dr. Vikas Balia fulfils the conditions for his appointment as Independent Director as specified in the Companies Act, 2013 and the Listing Regulations, and he is independent of the Management. Dr. Balia has given a declaration to the Board that he (i) meets the criteria of independence as provided under Section 149(6) of the Act, and (ii) is not disqualified from becoming a Director under the Act.

Dr. Vikas Balia began his career in the legal profession with Mulla & Mulla & Craige Blunt & Caroe in the year 1998. Later, he founded the firm Legalsphere with a network of associate offices across the country. With a predilection of academic pursuits and holding top ranks in the Chartered Accountant examination as well as in his Master's Degree in Mercantile Law, following a Doctorate in Securitisation Law, Dr. Balia has set the bar high. Dr. Balia currently sits on the Board of Edelweiss Asset Reconstruction Company, India's largest ARC. He is an adjunct faculty in many institutions and conducts lectures for CA, Law and MBA students.

A copy of the draft letter of appointment for Independent Directors, setting out the terms and conditions for the appointment is available for inspection by the Members at the registered office of the Company (except Saturdays, Sundays and Public Holidays) between 11.00 a.m. and 1.00 p.m. up to the date of this Annual General Meeting and is also available on the website of the Company www.hindalco.com.

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

Dr. Vikas Balia is not related to any other Director 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.

Save and except Dr. Vikas Balia and his relatives, to the extent of his shareholding interests 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. The resolution as set out in Item No. 5 of this Notice is accordingly recommended for your approval by the Board as an Ordinary Resolution.

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

Item No. 6 – 7

As per the provisions of Section 149(10) of the Companies Act, 2013 ("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.

Our Independent Directors, Mr. K. N. Bhandari and Mr. Ram Charan, having completed their term of office for

a period of 5 (five) years from the conclusion of the Annual General Meeting held on 24th September, 2014 till the conclusion of this Annual General Meeting, offer themselves for re-appointment thereof.

Pursuant to the provisions of Section 149 of the Act, which came into effect from April 1, 2014, every listed public Company is required to have at least one-third of the total number of directors as Independent Directors, who are not liable to retire by rotation. Regulation 17 of the Securities and Exchange Board of India (Listing Obligation and Disclosure Requirements) Regulations, 2015 states that every listed Company is required to have at least one-half of the directors as independent directors. The Nomination and Remuneration Committee, in its meeting held on 19th July, 2019 has recommended the re-appointment of these directors as Independent Directors for a term of five years from the date of this Annual General Meeting i.e. 30th August, 2019 up to 29th August, 2024.

Mr. K.N. Bhandari and Mr. Ram Charan, Independent Directors of the Company, have given a declaration to the Board that they (i) meet the criteria of independence as provided under Section 149(6) of the Act, and (ii) are not disqualified from becoming a Director under the Act. Each of them has also consented to the proposed re-appointment as an Independent Director. The Board has perused the declarations and, in the opinion of the Board, each of these directors fulfils the conditions specified in the Act and the Rules framed thereunder and Regulation 25 of the Securities and Exchange Board of India (Listing Obligation and Disclosure Requirements) Regulations, 2015 for appointment as Independent Directors and they are independent of the management.

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

The Board, based on the Performance Evaluation Report and as per the recommendation of the NRC Committee, considers that, given their background, experience and contributions made by them during their tenure, the

continued association of Mr. K. N. Bhandari and Mr. Ram Charan would be beneficial to the Company.

A copy of the draft Letter of Appointment, setting out the terms and conditions of re-appointment of the above Directors shall be open for inspection by the Members at the Registered Office (except Saturdays, Sundays and Public Holidays) between 11.00 a.m. and 1.00 p.m. up to the date of this Annual General Meeting and is also available on the website of the Company www.hindalco.com.

- **Mr. K. N. Bhandari** holds a Bachelors degree in Arts and Law. Mr. Bhandari has considerable expertise in Insurance and is also on the Board of several Companies.
- **Mr. Ram Charan** has an acclaimed Engineering Degree and holds an MBA degree and has a Doctorate from Harvard Business School.

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 Directors, as required under Regulation 17 of the Securities and Exchange Board of India (Listing Obligation and Disclosure Requirements) Regulations, 2015 is set out in this Notice as an Annexure.

The Board of Directors accordingly recommends the Special Resolutions as set out in Item Nos. 6 and 7 of the Notice for your approval.

Save and except the Independent Directors and their relatives, to the extent of their shareholding interest, if any, in the company, none of the other Directors/Key Managerial Personnel of the Company or their relatives are, in any way, concerned or interested, financial or otherwise, in resolutions set out in Item Nos. 6 & 7 of the Notice.

By Order of the Board of Directors
For Hindalco Industries Limited

Place: Mumbai
Date: 19th July, 2019

Anil Malik
Company Secretary

Annexure

Details of Directors seeking appointment and re-appointment in Annual General Meeting to be held on 30th August, 2019

A. Brief Resume including qualification, experience and expertise in specific functional area:

a. Mrs. Rajashree Birla

Mrs. Rajashree Birla is a Non-Executive Director and was appointed on the Board of Directors on 15th March, 1996. She also serves as a Director on the Board of Directors of various companies of the Aditya Birla group in India and overseas. As Chairperson of Aditya Birla Centre for Community Initiatives and Rural Development, the body responsible for development projects, she oversees social and welfare related work of the Aditya Birla group. She is a member of the Board of Advisors of the Vision Foundation of India, Mumbai. She was conferred the Padma Bhushan by the Government of India for her contribution in the area of social work in 2011.

b. Dr. Vikas Balia

Dr. Vikas Balia is the founding partner at Legalsphere, a full service law firm specializing in corporate, commercial, constitutional & other civil matters, litigation and non-litigation work including transactions, due diligences and advisory work. He began his career with Mulla & Mulla & Craigie Blunt & Caroe. He is a rank holding Chartered Accountant and a Lawyer and has a Master's degree in Mercantile Laws with doctoral research (Ph. D) on Securitization Laws. He is an adjunct faculty in many institutions and lectures for CA, Law and MBA students. He serves as a member on the Board of Edelweiss Asset Reconstruction Company, India's largest ARC.

c. Mr. Kailash Nath Bhandari

Mr. Kailash Nath Bhandari has served as Non-Executive Director of the Company since the year 2002. Prior to joining our Company, he has also served as the Chairman cum Managing Director of the New India Assurance Company Ltd. from the year 2000 to 2002. Prior to his service at New India, Mr. Bhandari served as the Chairman cum Managing Director of United India Insurance Company Ltd. from the year 1998 to October 2000. He has served as a Director of General Insurance Corporation of India, Loss Prevention Association of India Ltd., and Ken India Insurance Co. Ltd. Mr. Bhandari formerly served as Secretary General of General Insurance Counsel of India.

Mr. Bhandari received a Bachelor of Arts and a LLB. degree from Jodhpur University in 1960 and 1962 respectively.

d. Mr. Ram Charan

Mr. Ram Charan has served as Non-Executive Director of our Company since 2011. Mr. Ram Charan served as President at Charan Associates Inc. from the year 1978 to present.

Mr. Ram Charan received an Engineering degree from Banaras University in India in the year 1959 and MBA and doctorate degrees from Harvard Business School, where he graduated with high distinction in the year 1965 and was a Baker Scholar. He then served on the faculties of Harvard Business School from the year 1967-1973 and Northwestern University from the year 1973-1976 before pursuing consulting full time. He is a best-selling author and global adviser to senior business leaders and Board of Directors of various companies around the world.

B. Other Details

Name of Director	Mrs. Rajashree Birla	Dr. Vikas Balia	Mr. K.N Bhandari	Mr. Ram Charan
Date of Birth; Age	14/06/1945; 74 years	04/08/1975; 44 years	01/03/1942; 77 years	25/12/1939; 79 years
Date of Appointment	15/03/1996	19/07/2019	30/01/2006	12/02/2011
Expertise in specific functional areas	Industrialist	Chartered Accountant, Lawyer	Insurance	Management Consultant
Qualifications	B.A	CA, LL.B, Masters in Mercantile Law, Doctorate in Securitisation Law	B.A, LL.B	Engineer, MBA, Doctorate from Harvard Business School
Relationship with other Directors, Managers and Key Managerial Personnel of the Company	Mother of Chairman, Mr. Kumar Mangalam Birla	Nil	Nil	Nil
No of Board meetings attended	4	**NA	7	1
List of outside Directorships held, excluding Alternate Directorship and Private Companies	<ol style="list-style-type: none"> Grasim Industries Ltd UltraTech Cement Ltd Aditya Birla Health Services Ltd Century Enka Ltd Century Textiles and Industries Ltd Pilani Investment and Industries Ltd 	<ol style="list-style-type: none"> Edelweiss Asset Reconstruction Company Ltd. 	<ol style="list-style-type: none"> Agriculture Insurance Company of India Ltd. Andhra Cements Ltd. Shristi Infrastructure Development Corporation Ltd Saurashtra Cement Ltd. Gujarat Sidhee Cement Ltd. Magma HDI General Insurance Co. Ltd. Jaiprakash Power Ventures Ltd. Jaiprakash Associates Ltd. Suvas Holdings Ltd. 	<ol style="list-style-type: none"> Renew Power Ltd
Directorship Held in Other Listed Entities	<ol style="list-style-type: none"> Grasim Industries Ltd UltraTech Cement Ltd Century Enka Ltd Century Textiles and Industries Ltd Pilani Investment and Industries Ltd 	Nil	<ol style="list-style-type: none"> Andhra Cements Ltd Shristi Infrastructure Development Corporation Ltd Saurashtra Cement Ltd Gujarat Sidhee Cement Ltd Jaiprakash Power Ventures Ltd Jaiprakash Associates Ltd 	Nil

Name of Director	Mrs. Rajashree Birla	Dr. Vikas Balia	Mr. K.N Bhandari	Mr. Ram Charan
Chairman/ Member of the Committee of the Board of Directors of the company	Nil	Nil	1. Audit Committee (Member) 2. Stakeholder Relationship Committee (Chairman) 3. Nomination & Remuneration Committee (Member)	Nil
*Chairman/ Member of the Committee of the Board of Directors of other companies in which he/ she is a Director				
a. Audit Committee	Nil	Nil	1. Andha Cements Ltd (Chairman) 2. Agriculture Insurance Company of India Ltd (Chairman) 3. Shrishti Infrastructure Development (Member) 4. Jaiprakash Associates Ltd (Chairman) 5. Saurashtra Cement Ltd (Member) 6. Suvas Holdings Ltd (Chairman) 7. Magma HDI General Insurance Co. Ltd (Member)	Nil
b. Stakeholders' Relationship Committee	Nil	Nil	1. Shrishti Infrastructure Development Corporation Ltd (Member) 2. Magma HDI General Insurance Co. Ltd (Member)	Nil
No. of Shares Held in the Company	612,470	325	5,071	Nil

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

** Dr. Vikas Balia is appointed as Independent Director w.e.f. 19th July, 2019.

ADITYA BIRLA

**HINDALCO INDUSTRIES LIMITED**

CIN: 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, E-mail: hilinvestors@adityabirla.com, website: www.hindalco.com

Form No. MGT-11
PROXY FORM

ANNUAL GENERAL MEETING TO BE HELD ON 30th August, 2019 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 _____ or failing him/her

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 Friday, the 30th of August, 2019 at 3:00 P.M. at Nehru Centre Auditorium, Dr. Annie Besant Road, Worli, Mumbai – 400018, 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 31 st March, 2019 the Reports of Directors' and Auditors' thereon.		
2	Declaration of Dividend		
3	Re-appointment of Mrs. Rajashree Birla, Director retiring by rotation.		
4	Ratification of the remuneration of the Cost Auditors viz. M/s R. Nanabhoy & Co. for the financial year ending 31 st March, 2020.		
5	Appointment of Dr. Vikas Balia as an Independent Director		
6	Re-appointment of Mr. K. N. Bhandari as an Independent Director		
7	Re-appointment of Mr. Ram Charan as an Independent Director		

Signed this _____ day of _____ 2019

Signature of shareholder: _____

Signature of Proxy holder(s): (1) _____ (2) _____ (3) _____

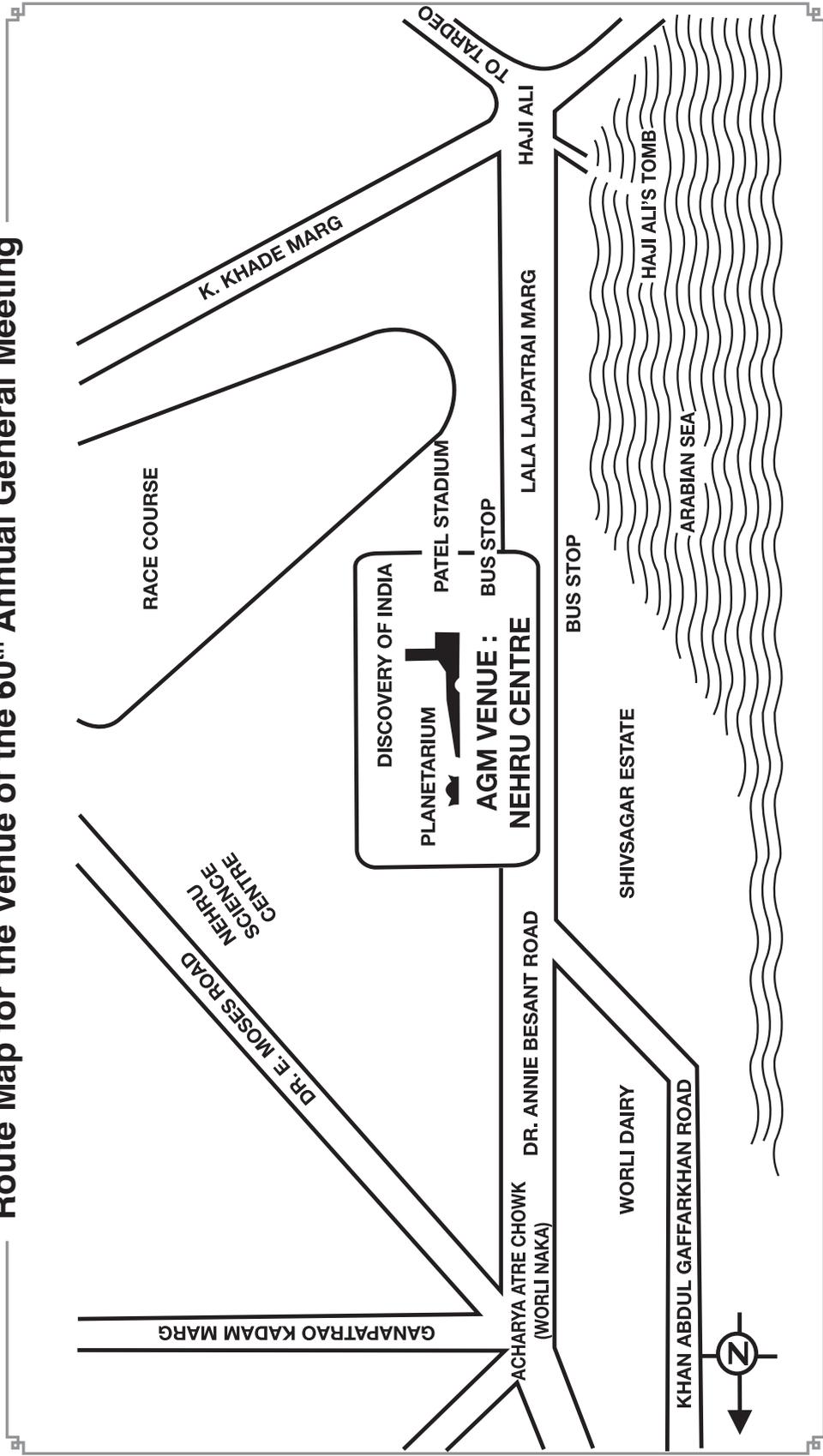
Affix ₹ 1
Revenue
Stamp

*It is optional to put a "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 60th Annual General Meeting



Prominent Landmark: Near Atria Mall and next to Nehru Planetarium

