



HINDALCO INDUSTRIES LIMITED

65TH ANNUAL GENERAL MEETING NOTICE

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2.	Adoption of the Audited Consolidated Financial Statements of the Company for the financial year ended 31st March, 2024 and Report of the Auditors thereon.		2
3.	Declaration of Dividend for the financial year ended 31st March, 2024.		
4.	Not to fill in the vacancy caused by the retirement of Mr. Askaran Agarwala [DIN: 00023684], who retires by rotation at this meeting, and does not seek reappointment.		
5.	Appoint a Director in place of Mr. Kumar Mangalam Birla [DIN: 00012813], Non-Executive Director who retires by rotation and being eligible, offers himself for reappointment.		3
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AGENDA

NOTICE is hereby given that the 65th Annual General Meeting [*“AGM”*] of the Members of Hindalco Industries Limited [*“Company”*] will be held on Thursday, 22nd August, 2024, at 3:00 p.m. IST through Video Conferencing [*“VC”*] / Other Audio-Visual Means [*“OAVM”*] to transact the following business(es):

ORDINARY BUSINESS:

1. Adoption of the Audited Standalone Financial Statements of the Company for the financial year ended 31st March, 2024, and Report of the Board of Directors and the Auditors thereon:

To consider and adopt the Audited Standalone Financial Statements for the financial year ended 31st March, 2024, together with Report of the Board of Directors and the Auditors thereon.

2. Adoption of the Audited Consolidated Financial Statements of the Company for the financial year ended 31st March, 2024, and Report of the Auditors thereon:

To consider and adopt the Audited Consolidated Financial Statements for the financial year ended 31st March, 2024, together with Report of the Auditors thereon.

3. Declaration of Dividend for the financial year ended 31st March, 2024:

To declare Dividend of ₹ 3.50/- [*Rupees Three and Fifty Paise only*] per equity share having face value ₹ 1/- [*Rupee One only*] each of the Company for the financial year ended 31st March, 2024.

4. Not to fill in the vacancy caused by the retirement of Mr. Askaran Agarwala [*DIN: 00023684*], who retires by rotation at this Meeting, and does not seek reappointment:

To consider and if thought fit, to pass the following resolution as an **Ordinary** Resolution, with or without modification(s):

“RESOLVED THAT pursuant to the provisions of Section 152 of the Companies Act, 2013, [*“Act”*] the Rules made thereunder and other applicable provisions of the Act [*including any statutory amendment(s) or modification(s) or re-enactment(s) thereof, for the time being in force*], it is hereby approved not to fill the vacancy caused by the retirement of Mr. Askaran Agarwala [*DIN: 00023684*], a Director, who retires by rotation at the 65th Annual General Meeting and does not seek reappointment.”

[*\[Click here to refer the Explanatory Statement\]*](#)

5. Appoint a Director in place of Mr. Kumar Mangalam Birla [DIN: 00012813], Non-Executive Director who retires by rotation and being eligible, offers himself for reappointment:

To consider and if thought fit, to pass the following resolution as an **Ordinary** Resolution, with or without modification(s):

“RESOLVED THAT pursuant to the provisions of Section 152 of the Companies Act, 2013, the Rules made thereunder and other applicable provisions of the Companies Act, 2013 [*“Act”*] [*including the rules, notifications, circulars, guidelines etc. issued thereunder*], the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 [*“SEBI Listing Regulations”*] and other applicable provisions, if any, [*including any statutory amendment(s) or modification(s) or re-enactment(s) thereof, for the time being in force*], in line with the Memorandum & Articles of Association of the Company and on the recommendation of the Board of Directors of the Company [*hereinafter referred to as the “Board”, which term shall be deemed to include any Committee constituted / empowered / to be constituted by the Board from time to time to exercise its powers conferred by this resolution*], Mr. Kumar Mangalam Birla [DIN: 00012813], be and is hereby re-appointed as a Non-Executive Director of the Company, whose office shall be liable to retire by rotation.

RESOLVED FURTHER THAT the Board and Key Managerial Personnel except for Mr. Birla be and are hereby severally authorized to do all such acts, deeds, matters and things as may be deemed necessary, desirable, proper or expedient for the purpose of giving effect to the resolution.”

[\[Click here to refer the Explanatory Statement\]](#)

SPECIAL BUSINESS:

6. Ratification of remuneration of the Cost Auditors for the Financial Year ending 31st March, 2025:

To consider and if thought fit, to pass the following resolution as an **Ordinary** Resolution, with or without modification(s):

“RESOLVED THAT pursuant to the provisions of Section 148 and the Companies (Audit and Auditors) Rules, 2014 and all other applicable provisions, if any, of the Companies Act, 2013 [*“Act”*] [*including any statutory modification(s) or re-enactment(s) thereof, for the time being in force*], the remuneration of ₹ 20,00,000/- [*Rupees Twenty Lakh only*] per annum plus taxes, as applicable and reimbursement of actual travel and out-of-pocket expenses, to the Cost Auditors viz. M/s. R. Nanabhoy & Co., Cost Accountants [*Firm Registration No. 000010*], appointed by the Board of Directors on recommendation of the Audit Committee to conduct the audit of the cost records of the Company for the financial year ending 31st March, 2025, be and is hereby ratified and confirmed.

RESOLVED FURTHER THAT the Board and Key Managerial Personnel of the Company be and are hereby authorized to:

- a. negotiate and/or recommend modification to the approved remuneration for any change in the scope of work or additional efforts incurred by the Cost Auditors during their tenure of the appointment.
- b. to do all such acts, deeds and things and take all such steps as may be necessary or expedient to give effect to this resolution.”

[\[Click here to refer the Explanatory Statement\]](#)

7. Material Related Party Transactions with Grasim Industries Limited for financial year ending 31st March, 2025:

To consider and if thought fit, to pass the following resolution as an **Ordinary** Resolution, with or without modification(s):

“RESOLVED THAT pursuant to Regulation 23(4) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, [*“SEBI Listing Regulations”*], the Companies Act, 2013 and rules made thereunder [*“Act”*], other applicable provisions under the Act and SEBI Listing Regulations [*including any statutory amendment(s) or modification(s) or re-enactment(s) thereof, for the time being in force*], the Company’s Policy on the Related Party Transactions and subject to such approval(s)/consent(s)/permission(s) as may be necessary from time to time, on recommendation and approval of the Audit Committee and Board of Directors [*hereinafter referred to as the “Board”, which term shall be deemed to include any Committee constituted / empowered / to be constituted by the Board from time to time to exercise its powers conferred by this resolution*] approval of the Members be and is hereby accorded to enter into contract(s)/ arrangement(s)/ transaction(s) [*whether by way of an individual transaction or transactions taken together or series of transactions or otherwise*] with Grasim Industries Limited [*“Grasim”*], a Related Party of the Company, on such terms and conditions as may be agreed between the Company and Grasim, for an aggregate value of up to ₹ 1,250/- Crore [*Rupees One Thousand Two Hundred Fifty Crore only*] entered into/to be entered during financial year 2024-25, as per details provided in the Explanatory Statement, subject to such contract(s)/ arrangement(s)/ transaction(s) being carried out at arm’s length and in the ordinary course of business of the Company.

RESOLVED FURTHER THAT the Board, be and is hereby authorized, to do and perform all such acts, deeds, matters and things, as may be necessary, including finalizing the terms and conditions, methods and modes in respect thereof, finalizing and executing necessary documents, including contract(s), scheme(s), agreement(s) and such other documents, file applications and make representations in respect thereof and seek approval from relevant authorities, including Governmental/Regulatory Authorities, as applicable, in this regard and deal with any matters, take necessary steps as the Board may, in its absolute discretion deem necessary, desirable or expedient, to give effect to this resolution and to settle any question that may arise in this regard and incidental thereto, without being required to seek any further consent or approval of the Members or otherwise to the end and intent that the Members shall be deemed to have given their approval thereto expressly by the authority of this resolution.

RESOLVED FURTHER THAT the Board except the interested Directors as mentioned in the Explanatory Statement to this Resolution, be and is hereby authorized to delegate all or any of the powers herein conferred, to any Director(s) or Key Managerial Personnel / Authorized Representative(s) of the Company, to do all such acts and take such steps, as may be considered necessary or expedient, to give effect to the aforesaid resolution(s).

RESOLVED FURTHER THAT all actions taken by the Board or any person so authorized by the Board, in connection with any matter referred to or contemplated in any of the foregoing resolutions, be and are hereby approved, ratified and confirmed in all respects.”

[Click here to refer the Explanatory Statement]

8. Reappointment of Mr. Sudhir Mital [DIN: 08314675], as an Independent Director:

To consider and if thought fit, to pass the following resolution as a **Special** Resolution, with or without modification(s):

“RESOLVED THAT pursuant to Sections 149, 152 read with Schedule IV of the Companies Act, 2013 [*“the Act”*], the Companies (Appointment and Qualifications of Directors) Rules, 2014 [*including the rules, notifications, circulars, guidelines etc. issued thereunder*], the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 [*“SEBI Listing Regulations”*], other applicable provisions under the Act and SEBI Listing Regulations [*including any statutory amendment(s) or modification(s) or re-enactment(s) thereof, for the time being in force*], the Memorandum & Articles of Association of the Company and on the recommendation of the Nomination and Remuneration Committee [*“NRC”*] and the Board of Directors of the Company [*hereinafter referred to as the “Board”, which term shall be deemed to include any Committee constituted / empowered / to be constituted by the Board from time to time to exercise its powers conferred by this resolution*], Mr. Sudhir Mital [DIN: 08314675] be and is here by reappointed as an Independent Director of the Company for a second term of 5 [*Five*] consecutive years, commencing from 11th November, 2024, until 10th November, 2029 [*both days inclusive*], on the terms provided in the Explanatory Statement and shall not be liable to retire by rotation.

RESOLVED FURTHER THAT the Board and Key Managerial Personnel of the Company except for Mr. Mital be and are hereby severally authorized to do all such acts, deeds, matters and things as may be deemed necessary, desirable, proper or expedient for the purpose of giving effect to the resolution.”

[\[Click here to refer the Explanatory Statement\]](#)

EXPLANATORY STATEMENT

4. Not to fill in the vacancy caused by the retirement of Mr. Askaran Agarwala [DIN: 00023684], who retires by rotation at this meeting, and does not seek reappointment:

Mr. Askaran Agarwala has been associated with the Aditya Birla Group ["Group"], particularly with your Company for more than 6.5 decades.

Mr. Agarwala joined the Company at its inception in 1959 and under his stewardship, Company's Renukoot Unit became the largest integrated Aluminium plant in the World; in furtherance, your Company emerged as one of the most cost-efficient producers of Aluminium in the World. He is commonly and fondly referred as 'The Aluminum Man of India'. He has played various crucial roles in the Group for more than 6.5 decades and has served on the Boards of several other companies.

He was former President of Aluminum Association of India and Vice-Chairman of International Aluminum Institution. He has served on various State and Central Government Committees.

Mr. Agarwala's contribution to Hindalco has been exemplary and his long, storied legacy is fabled amongst the inspirational leaders of not only your Company along but the Group at large.

The Board hereby places on record its heartfelt gratitude for his unparalleled contribution, devotion and guidance to the Company throughout his tenure and recommend not filling up the vacancy so created by his retirement.

[\[Click here to refer the Resolution\]](#)

EXPLANATORY STATEMENT

PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013 AND SECRETARIAL STANDARD - 2

The following statement sets out all material facts relating to the following business(es) mentioned in this Notice:

5. Appoint a Director in place of Mr. Kumar Mangalam Birla [DIN:00012813], Non-Executive Director who retires by rotation and being eligible, offers himself for reappointment:

Sr. No.	Brief on Mr. Birla's Reappointment	
Brief Profile:		
1.	Date of Birth/ Age	14th June, 1967 / 56 years
2.	Qualification	i. Chartered Accountant and ii. Master of Business Administration, London Business School.
3.	Experience	Among other major achievements, he has been pivotal towards: i. accelerating growth, building meritocracy and enhancing stakeholders value during his tenure as Chairman, ii. enhancing the Aditya Birla Group's [ABG] turnover by over 30 times, iii. effectuating over 40 acquisitions in India and abroad, among the highest by any Indian multinational and

Sr. No.	Brief on Mr. Birla's Reappointment	
		iv. building a highly successful meritocratic conglomerate, anchored by an extraordinary force of 1,87,000 employees across 100 different nationalities.
4.	Date of First Appointment on the Board & Engagements within the Aditya Birla Group [<i>"Group"</i>]	i. Director of the Company with effect from 16th November, 1992, ii. Chairman of the Company w.e.f. 19th October, 1995 and iii. Chairman of the Group and Boards of all major Group companies in India and abroad, which operate in 40 countries across 6 continents.
5.	External/ Honorary Engagements <i>[Present & Prior]</i>	i. Several key positions on various regulatory and professional Boards, ii. Director on the Central Board of Directors of the Reserve Bank of India, iii. Chairman of the Advisory Committee constituted by the Ministry of Corporate Affairs, iv. Prime Minister of India's Advisory Council on Trade and Industry, v. Chairman of the Securities Exchange Board of India [<i>SEBI</i>] Committee on Corporate Governance, he framed the first-ever Governance Code for Corporate India and vi. Chairman of India's premier management institute - Indian Institute of Management, Ahmedabad.
8.	Recent Accolades/ Awards [<i>for the entire list please visit: www.hindalco.com</i>]	i. Conferred CA Hall of Fame Award by the Institute of Chartered Accountants of India [<i>ICAI</i>], 2024; ii. Padma Bhushan [<i>one of India's highest civilian awards</i>] by Government of India, 2023; iii. TiE Global Entrepreneurship Award for Business Transformation [<i>2021</i>], the first Indian business leader to receive this honour; iv. Honorary degree by the Institute of Company Secretaries of India [<i>first Indian Industrialist</i>]; v. Chancellor of the Birla Institute of Technology & Science [<i>"BITS"</i>] with campuses in Pilani, Goa, Hyderabad and Dubai; vi. Honorary Fellow of the London Business School and vii. Constituted a £15mn scholarship programme at the London Business School in memory of his grandfather, Mr. B. K. Birla, marking the largest ever endowed scholarship gift to a European Business School; amongst others.
9.	Expertise in specific functional areas	<ul style="list-style-type: none"> • Corporate Governance, Legal and Compliance, • Environmental and Social Sustainability, • Financial Literacy, • General Management, • Human Resource, • Industry Knowledge,

Sr. No.	Brief on Mr. Birla's Reappointment	
		<ul style="list-style-type: none"> • Innovation, Technology and Digitization, • Marketing, • Risk Management and • Strategic Expertise.
	Parameters for Reappointment:	
10.	Current and Proposed Term	<ul style="list-style-type: none"> • Was reappointed as a Non-Executive Director, liable to retire by rotation, at the AGM concluded on 23rd August, 2022. • Proposed to be reappointed as a Non-Executive Director, liable to retire by rotation.
11.	The manner in which Director meets the requirement	<p>During the annual performance evaluation, the Directors' evaluated Mr. Birla on various parameters such as:</p> <ol style="list-style-type: none"> i. <u>In his capacity as a Director:</u> <ul style="list-style-type: none"> • understanding and fulfilling the functions as assigned by the Board and the Law, • investment of time in understanding the Company and its unique requirements and • bringing external knowledge, perspective and views to the discussions. ii. <u>In his capacity as the Chairman:</u> <ul style="list-style-type: none"> • effective leadership and • encouragement of contribution from all the Board members. <p>The Board in its evaluation of Mr. Birla, unanimously agreed that he has been discharging his duties as the Chairman effectively. Further the Boards' consensus suggests that his effective leadership has been significantly beneficial towards the Boards' decision making.</p>
12.	Confirmations	<p>Mr. Birla:</p> <ul style="list-style-type: none"> • has consented and is eligible to be reappointed as a Non-Executive Director, • is not disqualified to be appointed as a Director in terms of provisions of Section 164 of the Act and • is not debarred from holding the office of Director by virtue of any order of Securities and Exchange Board of India and any other competent Regulatory Authority. <p>The Company:</p> <ul style="list-style-type: none"> • has received a notice proposing the candidature for reappointment of Mr. Birla for the office of Director under Section 160 of the Act.
13.	Disclosure of Interest	<p>Except Mr. Birla <i>[to whom the resolution relates]</i> & Mrs. Rajashree Birla <i>[Non-Executive Director and mother of Mr. Birla]</i> and their relatives, none of the Director(s) and Key Managerial Personnel of the Company or their relatives, are concerned, or interested in the foregoing Resolution.</p>

Sr. No.	Brief on Mr. Birla's Reappointment	
14.	Company's Proposal	Basis the above performance evaluation, his repertoire and among other parameters stated herein above, the Board recommends the reappointment of Mr. Birla as a Non-Executive Director, liable to retire by rotation and strongly believes that the same shall be in the best interest of the Company.
Remuneration, Shareholding & Directorships:		
15.	Remuneration: FY 2024	Sitting Fees: ₹ 2.10 Lakhs Only <i>[Rupees Two Lakh Ten Thousand Only]</i>
16.	Remuneration proposed to be paid	<ul style="list-style-type: none"> • Sitting fees for attending Board or Committee Meetings of the Company or for any other purpose as may be decided by the Board, • Reimbursement of expenses for participating in the Board and/or Committee meetings of the Company, if any and • Other remuneration u/s 197 of the Act.
17.	Shareholding in the Company <i>[including shareholding as a beneficial owner]</i>	9,01,635 <i>[additionally 6,48,632 shares as a beneficial owner; total - 15,50,267]</i>
18.	Number of Meetings attended during FY2024	3 <i>[Three]</i> of the 6 <i>[Six]</i> Meetings held
19.	Directorship in other Companies as on date of this Notice	<p>Listed Company(ies):</p> <ol style="list-style-type: none"> 1. Aditya Birla Capital Limited 2. Aditya Birla Fashion and Retail Limited 3. Century Textiles and Industries Limited 4. Grasim Industries Limited 5. UltraTech Cement Limited 6. Vodafone Idea Limited <p>Unlisted Company(ies):</p> <ol style="list-style-type: none"> 1. Aditya Birla Management Corporation Private Limited 2. Aditya Birla New Age Hospitality Private Limited 3. Aditya Birla Sun Life Insurance Company Limited 4. Birla Group Holdings Private Limited 5. Global Holdings Private Limited 6. Svatantra Microfin Private Limited

Sr. No.	Brief on Mr. Birla's Reappointment	
20	Membership/ Chairmanship of Statutory Committees of the Board as on the date of this Notice	<p>Chairperson of Committee(s): Nil</p> <p>Membership of the Committee(s):</p> <p>Nomination and Remuneration Committee-</p> <ul style="list-style-type: none"> i. Aditya Birla Capital Limited ii. Aditya Birla Fashion and Retail Limited iii. Century Textiles and Industries Limited iv. Grasim Industries Limited v. UltraTech Cement Limited
21.	Listed Entities from which the Director has resigned in the past three years.	<ul style="list-style-type: none"> i. Aditya Birla Sun Life AMC Limited ii. Air India Limited

[\[Click here to refer the Resolution\]](#)

6. Ratification of Remuneration of the Cost Auditors for the Financial Year ending 31st March, 2025:

The Board on the recommendation of the Audit Committee has approved the appointment of M/s. R. Nanabhoy & Co., Cost Accountants [Firm Registration No. 000010], Mumbai, to conduct the audit of the cost records of the Company for the financial year ending on 31st March, 2025 at a remuneration of ₹ 20,00,000/- [Rupees Twenty Lakhs only].

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

[₹ in lakhs]

Remuneration	FY 24	FY 23	FY 22
The remuneration of the Cost Auditors for the past 3 financial years is as per the agreement basis existing scope of work commensurate with the operations and capacities of the Company.	18	18	15

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

The Board of Directors of the Company recommends passing of this resolution.

[\[Click here to refer the Resolution\]](#)

7. Material Related Party Transactions with Grasim Industries Limited for financial year ending 31st March, 2025:

Regulation 23 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, [*“SEBI Listing Regulations”*], mandates approval of Members by means of an ordinary resolution, in case of any ‘Material Related Party Transaction(s)’ [*i.e., any transaction with a Related Party with an aggregate value exceeding ₹1,000 Crore or 10% of annual consolidated turnover of the Company as per the last audited financial statements of the Company, whichever is lower*].

The Company proposes entering and/ or continuing with Material Related Party Transactions with Grasim Industries Limited [*“Grasim”*] the value of which is likely to exceed the prescribed threshold, up to an amount not exceeding ₹ 1,250/- Crore [*Rupees One Thousand Two Hundred Fifty Crore only*] during financial year 2024-25.

Accordingly, the Board of Directors hereby recommend this Resolution for your approval.

Details of transactions:

[*in line with the Summary of information provided by the management to the Audit Committee*]

Sr. No.	Description	Details
1.	a) Name of Related Party b) Its relationship with the listed entity c) Nature of its concern or interest in the Company	a) Grasim Industries Limited [<i>“Grasim”</i>] b) Part of Promoter Group c) Grasim holds 3.92% of equity shares of the Company as on 31st March, 2024.
2.	Name of the Director or Key Managerial Personnel [<i>“KMP”</i>] who is related, if any and nature of relationship	Related Director(s): 1. Mr. Kumar Mangalam Birla: Chairman, Non-Executive Director & Promoter of the Company and Grasim; 2. Mrs. Rajashree Birla: Non-Executive Director and Member of Promoter Group of the Company and Grasim; 3. Mr. Sushil Agarwal Non-Executive Director of the Company and Grasim; 4. Mr. Yazdi Piroj Dandiwala Independent Director of the Company and Grasim. Related KMP: None
3.	Tenure	Transactions entered/to be entered during the FY 2024-25

Sr. No.	Description	Details										
4.	Monetary Value	Monetary value of the proposed transaction(s) not exceeding ₹ 1,250/- Crore [<i>One Thousand Two Hundred Fifty Crore only</i>]. The limit mentioned is an enabling limit to help the business operate smoothly without interruption. All the above transactions are/will be entered in the ordinary course of business and on arm's length basis.										
5.	Percentage of Annual Consolidated Turnover considering FY 2024 as immediately preceding financial year	0.58										
6.	Any advance paid or received for the contract or arrangement, if any	Nil										
7.	Details of transaction relating to any loans, inter-corporate deposits, advances or investments made or given by the listed entity or its subsidiary	Not applicable										
8.	Transactions undertaken during FY 2024	<table border="1" style="width: 100%; border-collapse: collapse;"> <thead> <tr> <th style="text-align: left;">Particulars</th> <th style="text-align: right;">Amount <i>[₹ in Crore]</i></th> </tr> </thead> <tbody> <tr> <td>Sale of caustic soda, other allied chemicals, steel products [traded good], fabric, garments and painting services</td> <td style="text-align: right;">495</td> </tr> <tr> <td>Purchase of aluminium and aluminium products, including Eternia aluminium doors and windows and hydrate / alumina</td> <td style="text-align: right;">381</td> </tr> <tr> <td>Rent income, rent expenses and business auxiliary services</td> <td style="text-align: right;">1</td> </tr> <tr> <td>Total</td> <td style="text-align: right;">877</td> </tr> </tbody> </table>	Particulars	Amount <i>[₹ in Crore]</i>	Sale of caustic soda, other allied chemicals, steel products [traded good], fabric, garments and painting services	495	Purchase of aluminium and aluminium products, including Eternia aluminium doors and windows and hydrate / alumina	381	Rent income, rent expenses and business auxiliary services	1	Total	877
Particulars	Amount <i>[₹ in Crore]</i>											
Sale of caustic soda, other allied chemicals, steel products [traded good], fabric, garments and painting services	495											
Purchase of aluminium and aluminium products, including Eternia aluminium doors and windows and hydrate / alumina	381											
Rent income, rent expenses and business auxiliary services	1											
Total	877											
9.	A Statement that the valuation or other external report, if any, relied upon by the listed entity in relation to the proposed transaction will be made available through registered email address of the Shareholder	Not Applicable										
10.	Any other information that may be relevant	Pursuant to Section 102 of the Companies Act, 2013, all important information setting out material facts is forming part of this Explanatory Statement.										

11. Nature of Transaction, Material terms, Justification and Particulars of contracts or arrangements

Sr. No.	Nature of Transaction	Material Terms and Particulars of contracts or arrangements	Justification
1.	Purchase of: a) Caustic Soda & b) Allied Chemicals	<p>a) Caustic Soda</p> <p>Transaction is undertaken based on ex-works weighted average price for the preceding quarter/ month plus Freight charges.</p> <p>As our manufacturing units are landlocked, ensuring continuity of supply is of prime importance. Supplies from Grasim have been consistent at a price aligned to the prevailing market rates <i>[with lag as price term is Q-1]</i>. In the event, the requirement increases, the Company, floats enquiries across all parties & books the quantities based on merit and competitive basis.</p> <p>b) Allied Chemicals</p> <p>Pricing is done based on prevailing market price at the time of purchase.</p>	<p>The Company procures Caustic soda lye for its alumina refineries where Alumina is extracted from Bauxite. The Company sources Caustic Soda from various vendors in both domestic & international markets. Grasim being a large manufacturer of Caustic Soda lye in India is one of the suppliers to the Company.</p> <p>Due to geographical spread of the Company's manufacturing sites and limited infrastructure for Caustic transportation in India, it is prudent to have long-term supply arrangements with the vendors to ensure continuous refinery operations.</p> <p>Having supplies from Grasim aids Hindalco to be better placed in terms of getting Caustic at competitive pricing due to proximity of Grasim's manufacturing facilities. Other Indian domestic sources lack either rake loading facility or are challenged by higher transportation costs. As the Company's Units at Renukoot & Muri are located at sites with no access to port, the Company is able to save transportation cost by procuring the material from Grasim's plants located in the nearby areas.</p>
2.	Purchase of Steel, Goods <i>[Fabric/VSF/garments]</i> and Painting Service Expense	Pricing is done based on prevailing market price at the time of purchase.	Basis the requirement to take benefit of competitive price, the Company may purchase steel from Birla Pivot or Painting services from Birla Opus units of Grasim. Grasim may purchase Aluminium Doors and Windows from the Company's Eternia unit.

Sr. No.	Nature of Transaction	Material Terms and Particulars of contracts or arrangements	Justification
3.	Sale of Aluminium products	Negotiated Market Price [<i>Hindalco declared Price List based on prevailing LME index</i>].	The Company is one of the three largest manufacturers in India for manufacturing Aluminium Ingots. The Company supplies in domestic and export markets to various reputed customers. Sale of Aluminium ingots to Grasim constitutes only 1.36% of the total Aluminium Ingots sales of the Company by volume.
4.	Sale of Hydrate and Alumina	Negotiated Market Price considering prevailing Market Demand and Competitive Market dynamics.	The Company is also one of the major Specialty Alumina & Hydrate players globally. Grasim uses Specialty Alumina grades to produce insulators and Hydrate to manufacture water treatment chemical.
5.	Rent Income, rent expenses and business auxiliary services	At Market Price	The Company benefits through operational synergies, cost optimisation, assurance of product/service quality, utilising the expertise within the group for manufacturing, sourcing, etc. thereby bringing efficiencies in the businesses.

Note: All the above transactions are/will be entered in the ordinary course of business and on arm's length basis.

[\[Click here to refer the Resolution\]](#)

8. Reappointment of Mr. Sudhir Mital [*DIN: 08314675*] as an Independent Director:

Sr. No.	Brief on Mr. Mital's Reappointment	
Brief Profile:		
1.	Date of Birth/ Age	11th November, 1953 / 70 years
2.	Qualification	Master's in Social Sciences [<i>Humanities</i>], University of Allahabad.
3.	Experience	Among other major achievements, he has been pivotal towards: <ul style="list-style-type: none"> i. Public Policy, ii. Food safety and agriculture, iii. Developmental financing of Small and Medium Enterprises and iv. Corporate Governance and Market Regulator.

Sr. No.	Brief on Mr. Mital's Reappointment	
4.	Date of First Appointment on the Board & Engagements	<ul style="list-style-type: none"> • Independent Director of the Company since 11th November, 2019 • Director on several Boards of other Companies
5.	Engagements <i>[Present & Prior]</i>	<ol style="list-style-type: none"> i. President of the Gymnastics Federation of India <i>[GFI]</i> affiliated to the International Gymnastics Federation <i>[FIG]</i> and the Indian Olympic Association <i>[IOA]</i>. ii. Secretary Power and Chairman Punjab State Electricity Board; iii. Secretary to Government of India - Department of Chemicals and Fertilizers; iv. Joint Secretary, Ministry of Environment and Forests v. Special Secretary to Ministry of Corporate Affairs, vi. Chairman of Competition Commission of India and vii. Government's Special Emissary to the Delhi Commonwealth Games 2010.
6.	Expertise in specific functional areas	<ul style="list-style-type: none"> • Corporate Governance, Legal and Compliance, • Environmental and Social Sustainability, • Financial Literacy, • General Management, • Human Resource, • Industry Knowledge and • Strategic Expertise
Parameters for Reappointment:		
7.	Current & Proposed Term	<ul style="list-style-type: none"> • <u>First Term:</u> Independent Director for 5 <i>[five]</i> consecutive years, with effect from 11th November, 2019, until 10th November, 2024. • <u>Proposed Second Term:</u> Independent Director for 5 <i>[five]</i> consecutive years, with effect from 11th November, 2024 until 10th November, 2029 <i>[both days inclusive]</i>.
8.	The manner in which Director meets the requirement	<p>During the annual performance evaluation, the Directors' evaluated Mr. Mital on various parameters such as:</p> <ul style="list-style-type: none"> • understanding and fulfilling the functions as assigned by the Board and the Law, • investment of time in understanding the company and its unique requirements and • bringing external knowledge, perspective and views to the discussions.

Sr. No.	Brief on Mr. Mital's Reappointment	
		All the Directors unanimously agreed that Mr. Mital meets all the parameters.
9.	Confirmations	<p>Mr. Mital:</p> <ul style="list-style-type: none"> • has consented and is eligible to be reappointed as an Independent Director, • meets the criteria of independence as mentioned in Section 149(6) of the Act and SEBI Listing Regulations, • is in compliance with Rules 6(1) and 6(2) of the Companies (Appointment and Qualification of Directors) Rules, 2014, with respect to his registration with the data bank of independent directors maintained by the Indian Institute of Corporate Affairs, • is not disqualified to be appointed as a Director in terms of provisions of Section 164 of the Act, • is not debarred from holding the office of Director by virtue of any order of Securities and Exchange Board of India and any other competent regulatory authority and • is not aware of any circumstance or situation which exists or may be reasonably anticipated that could impair or impact his ability to discharge his duties as an Independent Director of the Company. <p>The Company:</p> <ul style="list-style-type: none"> • has received a notice proposing the candidature for reappointment of Mr. Mital for the office of Director under Section 160 of the Act.
10.	Disclosure of Interest	None of the Director(s) and Key Managerial Personnel of the Company or their respective relatives, except Mr. Mital and his relatives, to whom the resolution relates, are concerned, or interested in this Resolution.
11.	Company's Proposal	<p>Basis the above performance evaluation, his repertoire and other parameters stated herein above, the Nomination & Remuneration Committee and the Board observed - Mr. Mital's rich experience and diverse expertise, along with the understanding of the Company's business and Governance basis his first tenure and recent role as a Member of the Corporate Social Responsibility Committee as well as Stakeholders' Relationship Committee are well suited and will be beneficial to the Company.</p> <p>And the Board recommends the reappointment of Mr. Mital as an Independent Director, for second term until 10th November, 2029.</p>

Sr. No.	Brief on Mr. Mital's Reappointment																					
Remuneration, Shareholding & Directorship:																						
12.	Remuneration: FY 2024	Sitting Fees: ₹ 2.50 Lakhs Only <i>[Rupees Two Lakh Fifty Thousand Only]</i> Commission: ₹ 28.40 Lakhs Only <i>[Rupees Twenty-Eight Lakh Forty Thousand Only]</i>																				
13.	Remuneration proposed to be paid	<ul style="list-style-type: none"> Sitting fees for attending Board or Committee Meetings of the Company or for any other purpose as may be decided by the Board, Reimbursement of expenses for participating in the Board and/or Committee meetings of the Company and Profit related commission within the limits stipulated u/s 197 of the Act. 																				
14.	Shareholding in the Company <i>[including shareholding as a beneficial owner]</i>	Nil																				
15.	Number of Meetings attended	<table border="1"> <thead> <tr> <th rowspan="2">Financial Year</th> <th colspan="2">Attendance at</th> </tr> <tr> <th>Board Meetings</th> <th>AGM</th> </tr> </thead> <tbody> <tr> <td>2019-20</td> <td>1/1</td> <td>NA</td> </tr> <tr> <td>2020-21</td> <td>6/6</td> <td>Y</td> </tr> <tr> <td>2021-22</td> <td>7/7</td> <td>Y</td> </tr> <tr> <td>2022-23</td> <td>5/5</td> <td>Y</td> </tr> <tr> <td>2023-24</td> <td>6/6</td> <td>_<#</td> </tr> </tbody> </table> <p><i># to be held on 22nd August, 2024</i></p>	Financial Year	Attendance at		Board Meetings	AGM	2019-20	1/1	NA	2020-21	6/6	Y	2021-22	7/7	Y	2022-23	5/5	Y	2023-24	6/6	_<#
Financial Year	Attendance at																					
	Board Meetings	AGM																				
2019-20	1/1	NA																				
2020-21	6/6	Y																				
2021-22	7/7	Y																				
2022-23	5/5	Y																				
2023-24	6/6	_<#																				
16.	Directorship of other Companies as on date of this Notice	Listed Company(ies): <ol style="list-style-type: none"> Jaiprakash Power Ventures Limited and Welspun Enterprises Limited 																				
17.	Membership/Chairperson of Statutory Committees of the Board as on the date of this Notice	Chairperson of Committee(s): Nil. Membership of the Committee(s): <ul style="list-style-type: none"> Hindalco Industries Limited – Stakeholders' Relationship Committee <i>[w.e.f. 1st May, 2024]</i> Corporate Social Responsibility Committee <i>[w.e.f. 1st May, 2024]</i> Jaiprakash Power Ventures Limited – Corporate Social Responsibility Committee 																				
18.	Listed Entities from which the Director has resigned in the past three years.	NXT - Infra MCP Highways Private Limited																				

[\[Click here to refer the Resolution\]](#)

NOTES FOR MEMBERS' ATTENTION

1. Virtual Meeting

In accordance with the provisions of the Act, read with the Rules made thereunder and General Circular No. 09/2023 dated 25th September, 2023, other Circulars issued by the Ministry of Corporate Affairs [*"MCA"*] from time to time, and Circular No. SEBI/HO/CFD/PoD-2/P/CIR/2023/4 dated 5th January, 2023 issued by the Securities and Exchange Board of India [*"SEBI"*] [*"the MCA Circulars and SEBI Circulars"*], companies are allowed to hold Annual General Meeting [*"AGM"*] through video conference/other audio visual means [*"VC/OAVM"*] until 30th September, 2024, without the physical presence of the Members at a common venue. Hence, in compliance with the Circulars, the 65th AGM of the Company is being held through VC/OAVM. The deemed venue for this meeting will be the Registered Office of the Company. Since the AGM will be held through VC / OAVM, the route map of the venue of the Meeting is not annexed hereto.

2. Electronic copy of the Integrated Annual Report and Notice of the 65th Annual General Meeting

- a) In compliance with the provisions and Circulars prescribed by MCA and SEBI, Notice of the AGM along with the Integrated Annual Report 2023-24 are being sent only through electronic mode to those Members whose e-mail addresses are registered with the Company / Link Intime India Private Limited [*"LIPL / RTA"*] Depositories.
- b) Members may note that the Notice will be available on www.hindalco.com and Integrated Annual Report 2023-24 will also be available on www.hindalco.com websites of the Stock Exchanges, i.e. BSE Limited and National Stock Exchange of India Limited at www.bseindia.com and www.nseindia.com respectively and website of LIPL i.e. <https://instavote.linkintime.co.in/>.

3. Register to receive communications electronically

Members are encouraged to register / update their e-mail addresses or mobile numbers with their relevant Depository Participant.

Members who have not registered / updated their e-mail address or mobile numbers with the Company but wish to receive all communication [*including Integrated Annual Report*] from the Company electronically may register / update their e-mail addresses and mobile numbers with LIIP or the Company.

We urge Members to support this Green Initiative effort of the Company and get their email addresses registered.

4. Directors seeking appointment / reappointment

Relevant details with respect of Directors seeking appointment / reappointment at the AGM, in terms of Regulation 36 of the SEBI Listing Regulations and Clause 1.2.5 of Secretarial Standards on General Meetings, are set out in the **Explanatory Statement**, which also form part of this Notice.

5. Proxy

The AGM is being held pursuant to the MCA Circulars and 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. Hence, the Proxy Form and Attendance Slip are not annexed to this Notice.

6. Authorised Representative

Institutional / Corporate Members [i.e. other than individuals, HUF, NRI, etc.] are required to send a scanned copy [PDF/ JPG Format] of its Board or governing body Resolution / Authorization etc., authorizing its representative to attend the AGM through VC / OAVM on its behalf and to vote through remote e-voting.

The said Resolution / Authorization shall be sent to the Scrutinizer by e-mail through its registered e-mail address to Mr. Dilip Bharadiya at dilipbcs@gmail.com with a copy marked to the Company Secretary at hilinvestors@adityabirla.com

7. Document(s) open for inspection

Documents required to be kept open for inspection by the Members at the AGM in terms of the applicable laws, shall be made available on <https://instameet.linkintime.co.in>.

8. E-voting

Pursuant to Section 108 of the Act, Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended, Regulation 44 of SEBI Listing Regulations and the MCA Circulars, the Company is pleased to provide the facility to the Members to exercise their right to vote, on the Resolutions proposed to be passed at the AGM, by electronic means.

The Company has engaged the services of LIPL to provide the remote e-voting facility on *InstaVote* and the e-voting system on the date of the AGM on InstaMeet.

The Company has appointed Mr. Dilip Bharadiya [FCS 7956 & C.P. No. 6740] and failing him, Ms. Shivangini Gohel, [ACS 25740 & C.P. No. 9205], Partners of M/s. Dilip Bharadiya & Associates, Company Secretaries, as the Scrutinizer for conducting the entire e-voting process [i.e. remote e-voting and e-voting at the AGM] in a fair and transparent manner.

Remote e-voting: Important Dates

Cut-off date	:	Friday, 16th August, 2024
<i>[for determining the Members entitled to vote on the resolutions set forth in this notice]</i>		
Remote e-voting period	Commences from	9:00 a.m. IST, Monday, 19th August, 2024
<i>[During this period, members of the Company as on the cut-off date may cast their vote by remote e-voting]</i>		
	Ends on	5:00 p.m. IST, Wednesday, 21st August, 2024
		<i>[The remote e-voting module shall be disabled for voting thereafter by LIPL]</i>

URL for remote e-voting

Type of shareholder	E-voting link
Individual Shareholders holding securities in Demat mode with National Securities Depository Limited.	: eservices.nsdl.com or directly through your depository participant
Individual Shareholders holding securities in Demat mode with Central Depository Services (India) Limited.	: web.cdslindia.com/myeasitoken/home/login or evoting.cdslindia.com/Evoting/EvotingLogin or directly through your depository participant
Individual shareholders holding securities in physical form/ Non-Individual Shareholders holding securities in Demat mode.	: instavote.linkintime.co.in

Remote e-voting: Procedure

(1) Depository: For Individual Members holding securities in demat mode

Step no.	For Members holding securities with NSDL	For Members holding securities with CDSL
Registered User		
1.	The URL for users to login for NSDL IDeAS facility eservices.nsdl.com either on a personal computer or on a mobile.	The URL for users to login to Easi / Easiest are web.cdslindia.com/myeasitoken/home/login or www.cdslindia.com and click on New System Myeasi.
2.	Once the home page of e-Services is launched, click on the “Beneficial Owner” icon under “Login” which is available under ‘IDeAS’ section. A new screen will open. You will have to enter your User ID and Password.	Login through their User ID and Password.
3.	After successful authentication, you will be able to see e-voting services. Click on “Access to e-Voting” under e-voting services and you will be able to see e-voting page.	After successful login of Easi / Easiest the user will be also able to see the e-voting Menu. The Menu will have links of e-voting service provider i.e. NSDL, KARVY, LINKINTIME, CDSL.
4.	Click on company name or e-voting service provider name and you will be re-directed to e-voting service provider website for casting your vote during the remote e-voting period.	Click on e-voting service provider name to cast your vote.
First time user		
5.	Option to register is available at eservices.nsdl.com . Select “Register Online for IDeAS Portal” or click at eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp	Option to register is available at web.cdslindia.com/myeasitoken/Registration/EasiRegistration

Step no.	For Members holding securities with NSDL	For Members holding securities with CDSL
Alternative Method		
6.	Visit the e-voting website of NSDL. Open web browser by typing the following URL: www.evoting.nsd.com either on a personal computer or on a mobile.	The user can directly access e-voting page by providing Demat Account Number and PAN from a link in www.cdslindia.com home page.
7.	Once the home page of e-voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section.	<i>[Skip step]</i>
8.	A new screen will open. You will have to enter your User ID [<i>i.e. your sixteen-digit demat account number held with NSDL</i>], Password/OTP and a Verification Code as shown on the screen.	<i>[Skip step]</i>
9.	After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-voting page.	<i>[Skip step]</i>
10.	Click on company name or e-voting service provider name and you will be redirected to e-voting service provider website for casting your vote during the remote e-voting period.	The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the demat account. After successful authentication, user will be provided links for the respective ESP where the e-voting is in progress.

Individual Shareholders [*holding securities in demat mode*] login through their depository participants

You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. Once login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on Company name or e-Voting service provider name i.e. LINKINTIME and you will be redirected to “InstaVOTE” for casting your vote during the remote e-Voting period.

In case Shareholders/ Members holding securities in demat mode have any technical issues related to login through Depository i.e. NSDL/ CDSL, they may contact the respective helpdesk given below:

Login type	Helpdesk Details
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at: 022 - 4886 7000 and 022 - 2499 7000.
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 22 55 33.

(2) **InstaVOTE: For Individual Members holding securities in physical mode and Institutional Members.**

Step no.	For first time users of InstaVOTE OR Members holding shares in physical mode	For Members holding shares in demat form and existing user of InstaVote
1.	Open the internet browser and launch the URL: instavote.linkintime.co.in	
2.	Click on “Sign Up” under ‘SHARE HOLDER’ tab and register with your following details: -	
	A. User ID: Enter your User ID	
(i)	For members holding : 16 digits beneficiary ID, shares in demat account held with CDSL	
(ii)	For members holding : 8 Character DP ID followed shares in demat account by 8 digit client ID, held with NSDL	
(iii)	For members holding : Provide Event Number - shares in physical form 240360 and Folio number registered with the Company	
B.	Permanent Account Number [PAN]: Enter your 10-digit PAN [Members who have not updated their PAN with the Depository Participant [DP]/ Company shall use the sequence number provided to you, if applicable].	
C.	Date of Birth [DOB] / Date of Incorporation [DOI]: Enter the DOB / DOI [As recorded with your DP / Company - in DD/MM/YYYY format]	[Skip step]
D.	Bank Account Number: Enter your Bank Account Number [last four digits], as recorded with your DP/Company.	
(i)	For members holding : Shall provide either ‘C’ or shares in demat account ‘D’, above held with CDSL	
(ii)	For members holding : Shall provide ‘D’ above shares in demat account held with NSDL	
(iii)	For members holding : Shall provide their folio shares in physical form but number in ‘D’ above have not recorded ‘C’ and ‘D’ above	
3.	Set the password of your choice <i>[The password should contain minimum 8 characters, at least one special Character [@!#\$%^&*], at least one numeral, at least one alphabet and at least one capital letter].</i>	
4.	Click on ‘confirm’ and your password will be generated.	[Skip step] [Use your existing password]

Step no.	For first time users of <i>InstaVOTE</i> OR Members holding shares in physical mode	For Members holding shares in demat form and existing user of <i>InstaVote</i>
5.	click on 'Login' under the 'SHARE HOLDER' tab.	
6.	Enter your User ID, Password and Image Verification [CAPTCHA] Code and click on 'Submit'.	
7.	After successful login, you will be able to see the notification for e-voting.	
8.	Select 'View' icon and the e-voting page will appear.	
9.	Refer the Resolution description and cast your vote by selecting your desired option 'Favour / Against'. <i>[If you wish to view the entire Resolution details, click on the 'View Resolution' file link].</i>	
10.	After selecting the desired option i.e. Favour / Against, click on 'Submit'. A confirmation box will be displayed. If you wish to confirm your vote, click on 'Yes', else to change your vote, click on 'No' and accordingly modify your vote.	
11.	Once the vote on a resolution is cast by the member, such Member shall not be allowed to change it subsequently.	

Remote e-voting: Points to remember

1. Institutional shareholders *[i.e. other than Individuals, HUF, NRI etc.]* and Custodians are required to log on the e-voting system of LIPL at instavote.linkintime.co.in and register themselves as 'Custodian / Mutual Fund / Corporate Body'. They are also required to upload a scanned certified true copy of the board resolution / authority letter/power of attorney, etc. together with attested specimen signature of the duly authorised representative(s) in PDF format in the 'Custodian / Mutual Fund / Corporate Body' login for the Scrutinizer to verify the same.
2. If you have forgotten the password:
 - Click on '**Login**' under '**SHAREHOLDER**' tab and further Click '**forgot password?**'
 - Enter User ID, select Mode and Enter Image Verification [CAPTCHA] Code and Click on 'Submit'.
3. In case of Shareholders / Members having valid e-mail address, Password will be sent to his/ her registered e-mail address.
4. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
5. During the voting period, Shareholders / Members can login any number of time till they have voted on the resolution(s) for a particular "Event".
6. Shareholders/ Members holding multiple folios/demat account shall choose the voting process separately for each of the folios/demat account.

In case Shareholders/ Members holding securities in physical mode/ Institutional shareholders have any queries regarding e-voting, they may refer the Frequently Asked Questions [*"FAQs"*] and *InstaVOTE* e-voting manual available at instavote.linkintime.co.in, under Help section or send an e-mail to enotices@linkintime.co.in or contact on: - Tel: 022 - 4918 6000.

9. Attending the AGM through InstaMeet

Shareholder will be provided with a facility to attend the AGM through VC/OAVM through InstaMeet. The meeting shall be opened 30 [Thirty] minutes before the scheduled time of the AGM and shall be kept open throughout the proceedings of the AGM.

Please note that the attendance of the Members attending the AGM through VC / OAVM will be counted for the purpose of ascertaining the quorum under section 103 of the Act.

Members desiring to attend the AGM through VC/OAVM are requested to refer to the detailed procedure given below.

Attend the AGM through VC/OAVM: Procedure

Step no.	For all shareholders
1.	Open the internet browser and launch the URL: https://instameet.linkintime.co.in
2.	Select the "Company" and 'Event Date' and register with your following details: -
	A. Demat Account No. or Folio No.: Enter your 16 digit Demat Account No. or Folio No.:
	(i) For members holding shares in demat : 16 digits beneficiary ID account held with CDSL
	(ii) For members holding shares in demat : 8 Character DP ID followed by 8 digit account held with NSDL client ID
	(iii) For members holding shares in physical form : Folio number registered with the Company
	B. PAN: Enter your 10-digit PAN [Members who have not updated their PAN with the DP/Company shall use the sequence number provided to you, if applicable].
	C. Mobile No.: Enter your mobile number.
	D. E-mail ID: Enter your e-mail ID, as recorded with your DP/Company.
3.	Click "Go to Meeting" [You are now registered for InstaMeet and your attendance is marked for the meeting].
4.	Shareholders will be required to allow camera and use internet with a good speed to avoid any disturbance during the meeting.

In case Shareholders/ Members have any queries regarding login, they may send an e-mail to instameet@linkintime.co.in or contact on: - Tel: 022-49186175.

10. Speaker registration for the AGM

- Shareholders who would like to express their views/ask questions during the meeting may register themselves as a speaker by sending their request in advance at least 7 [seven] days prior to meeting i.e. Friday, 16th August, 2024 mentioning their name, demat account number/folio number, e-mail ID, mobile number at hilinvestors@adityabirla.com.
- Only those shareholders who have registered themselves as a speaker will be allowed to express their views/ask questions during the meeting.

3. Shareholders will get confirmation on first cum first basis depending upon the provision made by the client.
4. Shareholders/ Members who are registered as speakers for the event are requested to download and install the Webex application by clicking on the link www.webex.com/downloads.html/ [Members may also refer a tutorial video available on www.youtube.com/watch?v=U2C9BVtGVRk].
5. Shareholders are requested to speak only when moderator of the meeting/ management will announce the name and serial number for speaking.
6. Please note that the Company reserves the right to restrict the number of questions and number of speakers, depending upon availability of time as appropriate for smooth conduct of the AGM.
7. Other Shareholder may ask questions to the panellist, *via* active chat-board during the meeting.

The Shareholders who do not wish to speak during the AGM but have queries may send their queries in advance 7 [seven] days prior to meeting i.e. Friday, 16th August, 2024 mentioning their name, demat account number/ folio number, e-mail ID, mobile number at hilinvestors@adityabirla.com. These queries will be replied to by the Company suitably by e-mail.

11. E-voting during the AGM through InstaMeet

1. Only those Shareholders, who are present in the AGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-voting and are otherwise not barred from doing so, shall be eligible to vote through e-voting system available during the AGM.
2. If any votes are cast by the Shareholders through the e-voting available during the AGM and if the same Shareholders have not participated in the meeting through VC/OAVM facility, then the votes cast by such Shareholders shall be considered invalid as the facility of e-voting during the meeting is available only to the Shareholders attending the meeting.
3. Shareholders who have voted through remote e-voting will be eligible to attend the AGM. However, they will not be eligible to vote at the AGM.

Once the electronic voting is activated by the scrutinizer/ moderator during the meeting, Shareholders/ Members who have not exercised their vote through the remote e-voting can cast the vote as under:

E-voting during the AGM: Procedure

Step no.	For all the Shareholders
1.	On the Shareholders VC page, click on the link for e-voting “Cast your vote”.
2.	Enter your 16-digit Demat Account No. / Folio No. and OTP [received on the registered mobile number/ registered e-mail ID] received during registration for InstaMEET and click on 'Submit'.
3.	After successful login, you will see “Resolution Description” and against the same the option “Favour/ Against” for voting.
4.	Cast your vote by selecting appropriate option i.e. “Favour/Against” as desired. Enter the number of shares [which represents no. of votes] as on the cut-off date under ‘Favour/Against’.

Step no.	For all the Shareholders
5.	After selecting the appropriate option i.e. Favour/Against, click on “Save”. Then a confirmation box will be displayed. If you wish to confirm your vote, click on “Confirm”, else to change your vote, click on “Back” and accordingly modify your vote.
6.	Once you confirm your vote on the resolution, you will not be allowed to modify or change your vote subsequently.

In case Shareholders/ Members have any queries regarding login/ e-voting, they may send an e-mail to instameet@linkintime.co.in or contact on: - Tel: 022-49186175.

12. Other information related to e-voting

- a. A person, whose name is recorded in the register of members or in the register of beneficial owners of the Company, as on the cut-off date i.e. Friday, 16th August, 2024, only shall be entitled to avail the facility of e-voting, either through remote e-voting and voting at the AGM. A person who is not a Member as on the cut-off date should treat this Notice for information purposes only.
- b. Members who have cast their vote by remote e-voting prior to the AGM will be entitled to attend the AGM and their presence shall be counted for the purpose of quorum. However, they shall not be entitled to cast their vote again. In case a Member casts his vote by more than one mode of voting including remote e-voting, then voting done through remote e-voting shall prevail and other shall be treated as invalid.
- c. Any person, who acquires shares of the Company and becomes a Member of the Company after dispatch of the Notice and holds shares as of the cut-off date may follow the procedure for remote e-voting as enumerated in detail hereinabove. They may also refer to the FAQs and e-voting manual available at <https://instavote.linkintime.co.in> [under help section] or write an e-mail to enotices@linkintime.co.in or hilinvestors@adityabirla.com.
- d. Every Client ID No./Folio No. will have one vote, irrespective of number of joint holders. However, in case the joint holders wish to attend the Meeting, the joint holder whose name is higher in the order of names among the joint holders, will be entitled to vote at the AGM.
- e. The Members may also update their mobile number and e-mail ID in the user profile details of their respective Client ID No./Folio No., which may be used for sending future communication(s).

12. General Instructions

- a. Shareholders/ Members are encouraged to join the Meeting through Tablets/ Laptops connected through broadband for better experience.
- b. Shareholders/ Members are required to use Internet with a good speed [preferably 2 MBPS download stream] to avoid any disturbance during the meeting.
- c. Please note that Shareholders/ Members connecting from Mobile Devices or Tablets or through Laptops connecting *via* Mobile Hotspot may experience Audio/Visual loss due to fluctuation in their network. It is therefore recommended to use stable Wi-Fi or LAN connection to mitigate any kind of aforesaid glitches.
- d. At the AGM, the Chairperson shall, at the end of discussion on the resolutions on which voting is to be held, allow e-voting at the AGM.

- e. The Scrutinizer shall submit a consolidated Scrutinizer's Report of the total votes cast in favour or against, not later than 48 *[forty-eight]* hours of the conclusion of the AGM, to the Chairperson or a person authorized by him in writing, who shall countersign the same and declare the result of the voting forthwith.
- f. The results along-with the consolidated Scrutinizer's Report shall be declared by means of:
 - (i) dissemination on the website of the Company i.e. www.hindalco.com and website of LIPL i.e. <https://instavote.linkintime.co.in/> and
 - (ii) communication to BSE Limited and National Stock Exchange of India Limited, thereby enabling them to disseminate the same on their respective websites.

14. Correspondence

Members are requested to make all correspondence in connection with shares held by them by addressing letters directly to the Company or RTA, quoting their Folio Number or DP ID - Client ID, as the case may be.

15. Book Closure

The Register of Members and Share Transfer Books of the Company will remain closed from Saturday, 10th August, 2024, to Thursday, 22nd August, 2024, *[both days inclusive]* for the purpose of payment of dividend, if any, approved by the Members.

16. Payment of Dividend

The Board of Directors at its meeting held on 24th May, 2024, has recommended a final dividend of ₹ 3.50/- *[Rupees Three and Fifty Paise only]* per equity share on the face value of ₹ 1/- *[Rupee One only]*. The Record date fixed for determining entitlement of Members to final dividend for the financial year ended 31st March, 2024, if approved at the AGM, is Friday, 9th August, 2024.

The final dividend, as recommended by the Board of Directors, if approved at the AGM, payment of such dividend subject to deduction of tax at source will be made on or after Thursday, 22nd August, 2024, as under:

- (i) To all Beneficial Owners in respect of shares held in dematerialized form, as per the data as may be made available by the National Securities Depository Limited *["NSDL"]* and the Central Depository Services (India) Limited *["CDSL"]*, as of the close of business hours on Friday, 9th August, 2024 and
- (ii) To all Members in respect of shares held in physical form after giving effect to transmission or transposition requests, change of name lodged with the Company as of the close of business hours on Friday, 9th August, 2024.

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 AGM.

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 National Automated Clearing House *[NACH]*. 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.

Members holding shares in dematerialized form are requested to intimate all changes pertaining to their bank details, 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 e-mail to hilinvestors@adityabirla.com.

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] and
 - 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 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:

Pursuant to Finance Act 2020, dividend income will be taxable in the hands of shareholders w.e.f. 1st 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 [applicable to individual] / Form 15H [applicable to an individual above the age of 60 years], provided that the eligibility conditions as prescribed under Income Tax Act, 1961 are met. To avail the benefit of non-deduction of tax at source, the documents are to be submitted through Form 15G and 15H can be downloaded from the link URL <https://www.hindalco.com/investors/tds-on-dividend>, or website of the RTA viz- <https://linkintime.co.in/formsreg/submission-of-form-15g-15h.html> [You may access this link in browser Google Chrome or Micro Soft Edge by entering Folio No./DP ID & Client ID] or email to hiltlds@adityabirla.com by Monday, 12th August, 2024. 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, e-filed 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.

The aforesaid declarations and documents need to be submitted by the Shareholders by Monday, 12th August, 2024.

17. Information related to Investor Education and Protection Fund [“IEPF”]

Members are requested to note that, dividends if not encashed for a consecutive period of 7 years from the date of transfer to Unpaid Dividend Account of the Company, are liable to be transferred to the IEPF. The shares in respect of such unclaimed dividends are also liable to be transferred to the demat account of the IEPF Authority. In view of this, Members/Claimants are requested to claim their unpaid/unclaimed dividends from the Company, within the stipulated timeline. The Members, whose unclaimed dividends/shares have been transferred to IEPF, may claim the same by making an application to the IEPF Authority, in Form No. IEPF-5 available on www.iepf.gov.in. The attention of Members is particularly drawn to the Shareholders’ Information forming part of the Integrated Report 2023-24 in respect of unclaimed dividends and transfer of dividends/shares to the IEPF.

18. Information for Non-Resident Indian Shareholders

Non-Resident Indian Shareholders are requested to immediately inform the Company/ RTA, if shares are held in physical mode or to their DP, if the holding is in electronic mode, regarding change in the residential status on return to India for permanent settlement and/or the particulars of the NRE account with a bank in India, if not furnished earlier.

19. Instructions for Members holding shares in Physical form

The Company has sent individual letters to all the Members holding shares of the Company in physical form for furnishing their PAN, KYC details and Nomination pursuant to SEBI Circular No. SEBI/HO/MIRSD/MIRSD_RTAMB/P/CIR/2021/655 dated 3rd November, 2021 & SEBI/HO/MIRSD/MIRSD/POD-1/ P/CIR/2023/181 dated 17th November, 2023. Reminders were sent to all shareholders holding shares in physical form on 6th December, 2022, 21st February, 2023 and 5th May, 2023. The aforesaid communication is also intimated to the stock exchanges and available on the website of the Company. Members holding shares in physical form are requested to go through the said communication.

Members may please note that SEBI *vide* its Circular No. SEBI/HO/MIRSD/MIRSD_RTAMB/P/CIR/2022/8 dated 25th January, 2022 has mandated the listed companies to issue securities in demat form only while processing service requests *viz.* Issue of Duplicate Securities Certificate, Claim from Unclaimed Suspense Account, Renewal/ Exchange of Securities Certificate, Endorsement, Sub-division/ Splitting of Securities Certificate, Consolidation of Securities Certificates/Folios, Transmission and Transposition. Accordingly, Members are requested to make service requests by submitting a duly filled and signed Form ISR - 4, the format of which is available on <https://www.hindalco.com/upload/pdf/form-isr-4-duplicate-other-services-demat.pdf>.

20. Depository System

The Company has entered into agreements with the Depositories. The Depository System envisages the elimination of several problems involved in the scrip-based system such as bad deliveries, fraudulent transfers, fake certificates, thefts in postal transit, delay in transfers, mutilation of share certificates, elimination of concept of market lot, elimination of bad deliveries, reduction in transaction costs, improved liquidity, etc. As per SEBI Circular with effect from 1st April, 2019, the Company has stopped effecting transfer of securities in physical form. Members are therefore requested to demat their physical holding for any further transfer. Members can however continue to make request for transmission or transposition of securities held in physical form. However, as per SEBI circular no. SEBI/HO/MIRSD/MIRSD_RTAMB/P/CIR/2022/8 dated 25th January, 2022, the Company / RTA will issue Letter of Confirmation [LOC] in lieu of Share Certificate, which should be dematerialised within 120 days from the date of issue of LOC.

21. Nomination

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 or LIPL or can download the form from website of the Company. Members holding shares in electronic form have to approach their DPs for completing the nomination formalities.

22. MEMBERS ARE REQUESTED TO PLEASE READ THE "COMPANY'S RECOMMENDATIONS TO THE SHAREHOLDERS" PROVIDED IN THE "GENERAL SHAREHOLDER INFORMATION" SECTION OF THE INTEGRATED ANNUAL REPORT FOR 2023-24.

By Order of the Board

Sd/-

Geetika Anand

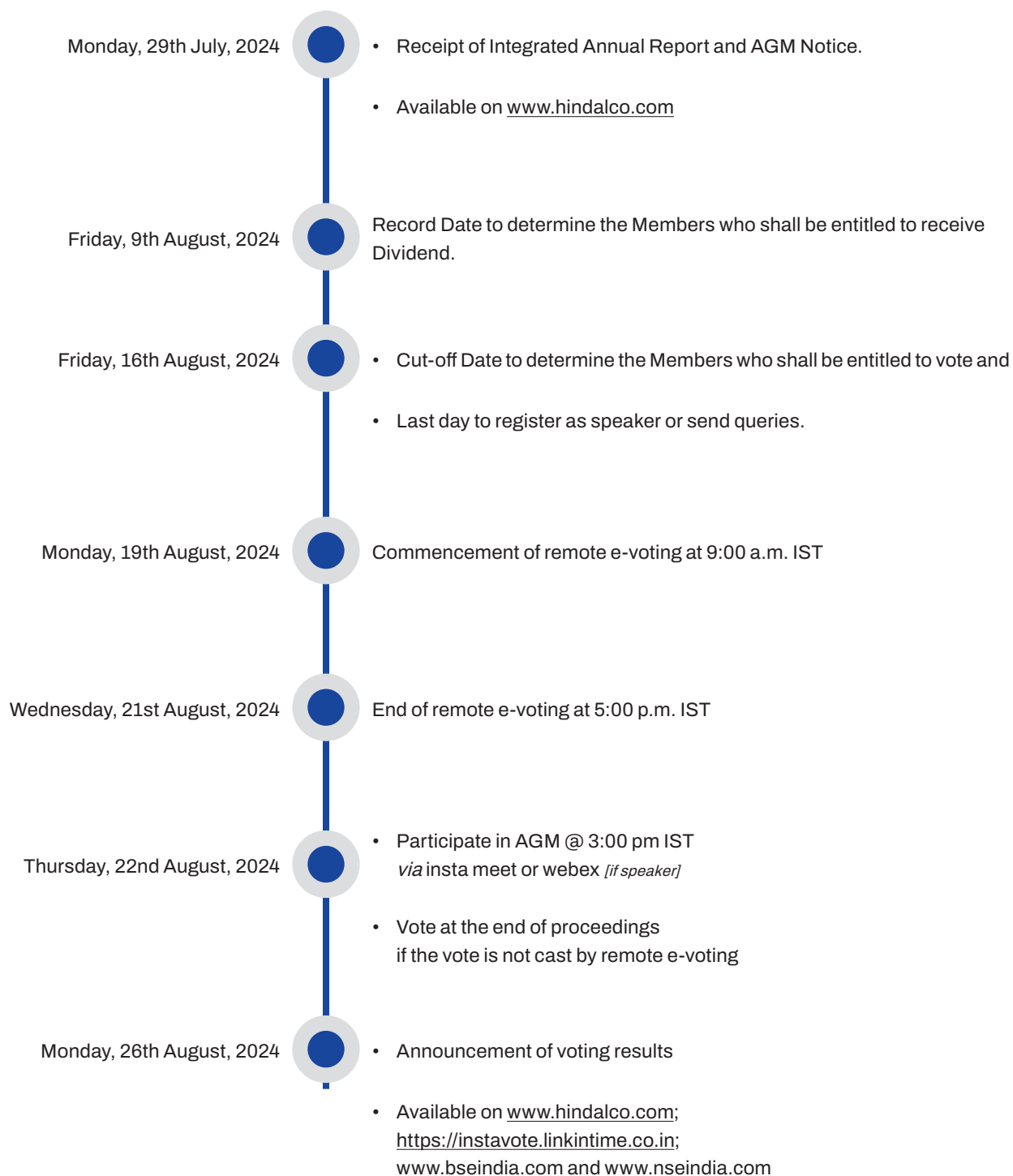
Company Secretary and Compliance Officer

Membership No.: A23228

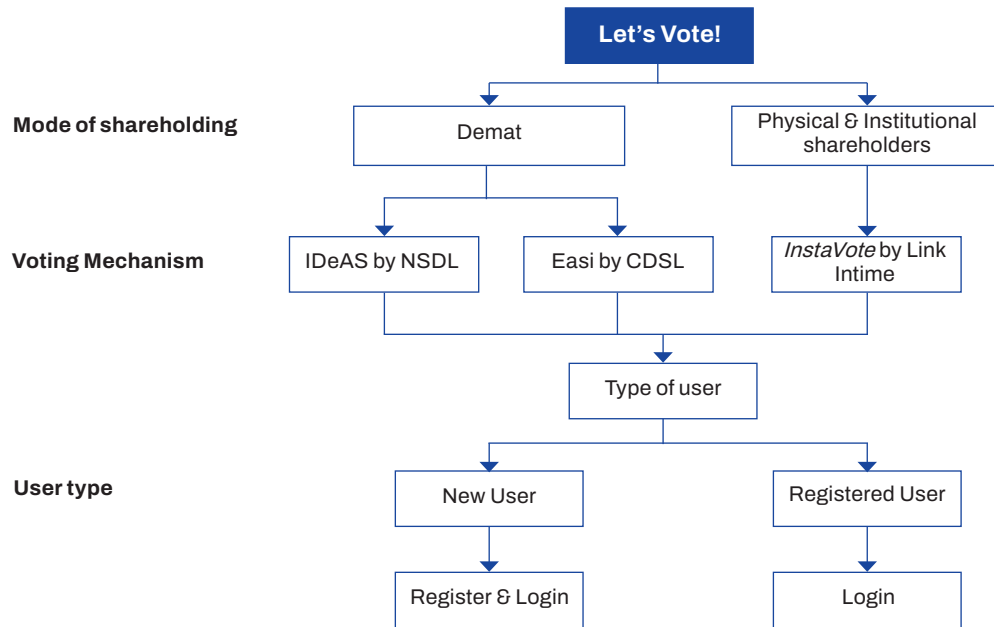
Place: Mumbai

Date: 24th May, 2024

IMPORTANT DATES



E-voting



Login in successfully

Vote in favour/against the resolutions & click on 'Submit'