



## HINDALCO INDUSTRIES LIMITED

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## POSTAL BALLOT NOTICE

[01/FY2024-25: August 13, 2024]

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Dear Member,

**Notice** is hereby given pursuant to Section 108 and 110 of the Companies Act, 2013 read with Rule 20 and Rule 22 of the Companies (Management and Administration) Rules, 2014 and other applicable provisions of the Companies Act, 2013 [*“Act”*] including Rules made thereunder [*“Rules”*], Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 [*“SEBI Listing Regulations”*], Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India [*“SS-2”*] read with the guidelines prescribed by the Ministry of Corporate Affairs [*“MCA”*] for holding general meetings / conducting postal ballot process through e-voting *vide* various general circulars issued by MCA [*“Circulars”*], including any statutory modification(s) or amendment(s) or re-enactment(s) thereof for the time being in force and subject to other applicable laws and regulations. Each **Resolution**, as appended below, is proposed to be passed by the Members *via* Postal Ballot [*through remote e-voting*] and is followed by its respective **Explanatory Statement(s)** in terms of the provisions of Section 102(1) and 110 of the Act, setting out details relating to special business to be transacted. This **Notice**:

- a) is being sent only through electronic mode to those Members whose e-mail addresses are registered with the Company / Depositories / Registrar and Share Transfer Agent [*“RTA”*] and whose names are recorded in the Register of Members of the Company or in the Register of Beneficial Owners maintained by the Depositories as on Friday, October 4, 2024 [*“Cut-off date”*]. Accordingly, hard copy of the notice along with the Postal Ballot Form and pre-paid business reply envelope will not be sent to the Members for this Postal Ballot and Members are required to communicate their assent or dissent through the remote e-voting system only and
- b) will also be available on the Company’s website [www.hindalco.com](http://www.hindalco.com), websites of the Stock Exchanges, i.e. BSE Limited and National Stock Exchange of India Limited at [www.bseindia.com](http://www.bseindia.com) and [www.nseindia.com](http://www.nseindia.com) respectively and website of the Registrar and Share Transfer Agent of the Company i.e. Link Intime India Private Limited [*“Link Intime/LIPL/RTA”*] at [instavote.linkintime.co.in](http://instavote.linkintime.co.in).

**Remote e-voting:** Members are requested to read the instructions in the Notes under the section “Remote e-voting: Procedure” in this Notice to cast their vote(s) electronically. The details of the same are as below:

<b>Cut-off date</b> <i>[for determining the Members entitled to vote on the resolution set forth in this Notice]</i>	:	Friday, October 4, 2024
<b>Remote e-voting period</b> <i>[During this period, Members of the Company as on the cut-off date may cast their vote by remote e-voting]</i>	<b>Commences from</b>	9:00 a.m. IST, Tuesday, October 8, 2024
	<b>Ends at</b>	5.00 p.m. IST, Wednesday, November 6, 2024
<b>URL for remote e-voting:</b> <i>[Voting guidelines on page no. 19]</i>	:	a. InstaVOTE: <a href="http://instavote.linkintime.co.in">instavote.linkintime.co.in</a>
		b. NSDL: <a href="http://eservices.nsd.com">eservices.nsd.com</a> or <a href="http://www.evoting.nsd.com">www.evoting.nsd.com</a>
		c. CDSL: <a href="http://web.cdslindia.com/myeasitoken/home/login">web.cdslindia.com/myeasitoken/home/login</a> or <a href="http://www.cdslindia.com/">www.cdslindia.com/</a>

In case of any queries, you may refer the Frequently Asked Questions [*FAQs*] for Shareholders and e-voting user manual for Members available at the download section of [instavote.linkintime.co.in](http://instavote.linkintime.co.in) [*under help section*] or write an e-mail to [enotices@linkintime.co.in](mailto:enotices@linkintime.co.in) or [hilinvestors@adityabirla.com](mailto:hilinvestors@adityabirla.com).

To consider, and, if thought fit, to pass the following resolution as an **Ordinary Resolution**:

**“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 [including the rules, notifications, circulars, guidelines etc. issued thereunder] [“Act”], 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 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], Ms. Ananyashree Birla [DIN: 06625036], be and is hereby appointed as a Non-Executive Director of the Company, with effect from September 1, 2024, whose office shall be liable to retire by rotation.

**RESOLVED FURTHER THAT** the Board and Key Managerial Personnel of the Company except for Ms. Ananyashree Birla [to whom this Resolution relates] 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 this Resolution.”

#### Explanatory Statement and Additional Disclosures<sup>1</sup>

##### Proposed Term

Pursuant to the provisions of Section 161 of the Act, on the recommendation of the Nomination & Remuneration Committee, the Board of Directors at its meeting held on August 13, 2024, appointed Ms. Ananyashree Birla [DIN: 06625036] as an Additional Non-Executive Director on the Board of the Company with effect from September 1, 2024, liable to retire by rotation, subject to the approval of the Members as per the provisions of the Act and SEBI Listing Regulations.

In accordance with Regulation 17(1C) of the SEBI Listing Regulations, a listed company shall ensure that approval of shareholders for appointment of a person on the Board of Directors is taken at the next general meeting or within a time period of three months from the date of appointment, whichever is earlier. Accordingly, approval of the Members is being sought for the appointment of Ms. Ananyashree Birla as a Non-Executive Director of the Company, liable to retire by rotation, by way of this Postal Ballot.

##### Purpose and Rationale for appointment

###### a) Brief Profile

i) **Qualification:** Alumnae of the University of Oxford

ii) **Experience & Background:**

Ms. Ananyashree Birla is a businesswoman, artist and the fifth generation of the illustrious Birla family.



**Date of Birth/Age:** July 17, 1994 / 30 years  
**Shareholding:** Nil  
**Number of Meetings attended during FY 2024:** Not applicable

<sup>1</sup> Pursuant to Section 102, 110 Of the Companies Act, 2013 and Regulation 36(3) Of SEBI Listing Regulations And SS-2.

She has built a remarkable career, balancing her entrepreneurial success with impactful philanthropy, particularly, in the area of mental health.

Named as one of Business Today's Most Powerful Women, ET 40 Under 40, and Fortune 40 Under 40, she started Svatantra Microfin at the age of 17 [*seventeen*]. In one of the largest deals in the industry, Svatantra acquired Chaitanya India Fin Credit, making Svatantra the second largest microfinance organization in the industry. With a team strength of over 19,500 and an AUM of over 16000 Cr., Svatantra finances entrepreneurs who power India's growth story. Recently, Svatantra secured the largest PE investment deal in the microfinance sector, amounting to a whopping INR 1930 Cr. (\$230 million), with investments from Advent International and Multiples. Svatantra has been a first mover and shaper of the industry by being the first end-to-end cashless organization, and the first to roll out an extensive customer-facing app that is conducive to client social behaviors. The AA- graded organization (highest rating in the sector) was awarded the best microfinance organization of the year and has been placed in the top 25 best places to work in its segment by globally recognized Great Places To Work 2020. In addition, Svatantra MHFC, her micro housing arm, is the only housing institution to focus on the EWS/LIG segment, and to have a completely branchless model. It was also named as one of the top 50 Great Places to Work in the mid-size category.

She was also named as Financial Express's Newsmaker of the Year, voted one of GQ's Most Influential Young Indians, Miss Vogue's 28 Geniuses under 28, has graced the cover of Forbes Women to Watch, and was named as one of Economic Times Most Promising Women Business Leaders of 2022.

Her efforts in her entrepreneurial ventures have been recognized and felicitated by various Government entities such as the Hon'ble Prime Minister of India, Shri Narendra Modi at Champions of Change, an event organized by the National Institution for Transforming India (NITI Aayog). She was also conferred by the then Hon'ble Chief Minister of Maharashtra, Shri Devendra Fadnavis, for her role in empowering rural Indian women and pioneering 100% cashless disbursement since its inception.

An alumnus of Oxford University, she is also the founder of Ananya Birla Foundation. In May 2020, the Foundation made its' first grant to Save The Children India targeting 100,000 individuals, and several grants thereafter in different areas of need, such as, surgeries for acid attack survivors, surgeries for abandoned animals and menstrual hygiene. The foundation is currently doing pioneering work in research and intervention designs for mental health in rural India. An ardent advocate for mental health, she is also the Ambassador for National Alliance on Mental Illness (NAMI). She is also the co-founder of Mpower, a foundation that provides mental health awareness across the country.

She is also a Director on the Board of Aditya Birla Management Corporation Private Limited, Aditya Birla Fashion and Retail Limited, and Grasim Industries Limited. Her Board roles at the Aditya Birla companies highlight her broader influence in business.

She is presently working on new consumer facing businesses that will be launched over the span of the next 6 [*six*] months. Her on-going work points to her evolving journey in shaping India's future across various sectors.

**iii) Present Engagements:**

- Serves on the Board of Grasim Industries Limited, Aditya Birla Fashion and Retail Limited, Aditya Birla Management Corporation Private Limited, Svatantra Microfin Private Limited, Svatantra Micro Housing Finance Corporation Limited, Chaitanya India Fin Credit Private Limited;
- Pioneering work in research and intervention designs for mental health in rural India under Ananya Birla Foundation;
- Working on new consumer facing businesses that will be launched over the next 6 ["six"] months;
- Ambassador, National Alliance on Mental Illness (NAMI);
- Brand Ambassador, Maybelline New York;
- Founder, Ananya Birla Foundation and
- Co-Founder, Mpower, a Foundation that provides mental health awareness across the country.

**iv) Accolades/Awards:**

- Named as Business Today's Most Powerful Women;
- Conferred with the prestigious ET 40 Under 40;
- Named as one of Fortune 40 Under 40;
- Financial Express's Newsmaker of the Year;
- Voted one of GQ's Most Influential Young Indians;
- Miss Vogue's 28 Geniuses under 28;
- Graced the cover of Forbes Women to Watch;
- Economic Times Most Promising Women Business Leaders of 2022 and
- Conferred by the then Hon'ble Chief Minister of Maharashtra, Shri Devendra Fadnavis, for her role in empowering rural Indian women and pioneering 100% cashless disbursement since inception.

**b) Expertise in specific functional areas:** Industry Knowledge (Metals & Mining), Innovation, Technology and Digitisation, Financial Literacy, Corporate Governance, Legal and Compliance, Strategic Expertise, Marketing, Environment and Social Sustainability, Risk Management, Human Resource Management and General Management.

**c) Confirmations:**

- consented and is eligible to be appointed as a Non-Executive Director,
- not disqualified to be appointed as a Director in terms of provisions of Section 164 of the Act and
- 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.

The Company has received a notice proposing the candidature for appointment of Ms. Ananyashree Birla for the office of Director under Section 160 of the Act.

**d) Disclosure of Interest:** Except Ms. Ananyashree Birla [to whom this Resolution relates], Mrs. Rajashree Birla [Non-Executive Director and grandmother of Ms. Ananyashree Birla], Mr. Kumar Mangalam Birla [Chairman, Non-Executive Director and father of Ms. Ananyashree Birla], Mr. Aryaman Vikram Birla [Additional Non-Executive Director and brother of Ms. Ananyashree Birla] and their relatives, none of the Directors and Key Managerial Personnel of the Company or their relatives, are concerned, or interested in this Resolution.

- e) **Date of First Appointment on the Board:** September 1, 2024
- f) **Terms and condition of appointment:** Liable to retire by rotation
- g) **Remuneration - FY 2024:** Not Applicable [Appointment effective from September 1, 2024]
- h) **Remuneration proposed to be paid:**
- 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.
- i) **Directorship in other Companies as on date of this Notice:**
- | <u>Listed Companies:</u>                       | <u>Unlisted Companies:</u>                               |
|--|--|
| 1) Aditya Birla Fashion and Retail Limited and | 1) Svatanttra Micro Housing Finance Corporation Limited; |
| 2) Grasim Industries Limited                   | 2) Chaitanya India Fin Credit Private Limited;           |
|  | 3) Aditya Birla Management Corporation Private Limited;  |
|  | 4) Birla Cosmetics Private Limited;                      |
|  | 5) Aditya Birla New Age Hospitality Private Limited;     |
|  | 6) Talk and Cheese Private Limited;                      |
|  | 7) Antimatter Media Private Limited;                     |
|  | 8) Svatanttra Online Services Private Limited and        |
|  | 9) Svatanttra Microfin Private Limited.                  |
- j) **Membership (M)/ Chairmanship (C) of Statutory Committees of the Board as on the date of this Notice:**
- Audit Committee**
- 1) Chaitanya India Fin Credit Private Limited (M)
  - 2) Svatanttra Micro Housing Finance Corporation Limited (M)
- Nomination and Remuneration Committee**
- 1) Chaitanya India Fin Credit Private Limited (M)
  - 2) Svatanttra Microfin Private Limited (M)
  - 3) Svatanttra Micro Housing Finance Corporation Limited (M)
- Risk Management Committee**
- 1) Svatanttra Microfin Private Limited (C)
- Corporate Social Responsibility Committee**
- 1) Svatanttra Microfin Private Limited (C)
  - 2) Svatanttra Micro Housing Finance Corporation Limited (M)
- Stakeholders Relationship Committee**
- 1) Chaitanya India Fin Credit Private Limited (C)
  - 2) Svatanttra Microfin Private Limited (C)
- k) **Listed Entities from which the Director has resigned in the past three years.:** Nil

Your Board recommends the said Resolution for approval by way of an Ordinary Resolution.

[\[Click here to go back to Resolution – Agenda 1\]](#)

To consider, and, if thought fit, to pass the following resolution as an **Ordinary Resolution**:

**“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 [including the rules, notifications, circulars, guidelines etc. issued thereunder] [“Act”], 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 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. Aryaman Vikram Birla [DIN: 08456879], be and is hereby appointed as a Non-Executive Director of the Company, with effect from September 1, 2024, whose office shall be liable to retire by rotation.

**RESOLVED FURTHER THAT** the Board and Key Managerial Personnel of the Company except for Mr. Aryaman Vikram Birla [to whom this Resolution relates] 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 this Resolution.”

**Explanatory Statement and Additional Disclosures<sup>2</sup>**

**Proposed Term**

Pursuant to the provisions of Section 161 of the Act, on the recommendation of the Nomination & Remuneration Committee, the Board of Directors at its meeting held on August 13, 2024, appointed Mr. Aryaman Vikram Birla [DIN: 08456879] as an Additional Non-Executive Director on the Board of the Company with effect from September 1, 2024, liable to retire by rotation, subject to the approval of the Members as per the provisions of the Act and SEBI Listing Regulations.

In accordance with Regulation 17 (1C) of the SEBI Listing Regulations, a listed company shall ensure that approval of shareholders for appointment of a person on the Board of Directors is taken at the next general meeting or within a time period of three months from the date of appointment, whichever is earlier. Accordingly, approval of the Members is being sought for the appointment of Mr. Aryaman Vikram Birla as a Non-Executive Director of the Company, liable to retire by rotation, by way of this Postal Ballot.

**Purpose and Rationale for appointment**

**a) Brief Profile**

**i) Qualification:**

- MSc. in Global Finance from Bayes Business School, London.
- Commerce graduate from the University of Mumbai


<p><b>Date of Birth/Age:</b> July 9, 1997 /27 years  <b>Shareholding:</b> Nil  <b>Number of Meetings attended during FY 2024:</b> Not applicable</p>

<sup>2</sup> Pursuant to Section 102, 110 Of the Companies Act, 2013 and Regulation 36(3) Of SEBI Listing Regulations And SS-2.

**ii) Experience & Background:**

Mr. Aryaman Vikram Birla, age 27, comes with diverse experiences including entrepreneurship, VC investing, and professional sport. He is closely involved with several businesses of the Aditya Birla Group (ABG) including Fashion & Retail, Real Estate, Paints, and the Group's fashion D2C platform TMRW.

In consultation with the Group Chairman, Mr. Kumar Mangalam Birla, he is actively championing the Group's expansion into new-age businesses. He played a pivotal role in the incubation and scaling of the paints business, Birla Opus, which stands as one of the Group's most significant ventures in recent years. This foray, marked by an unprecedented upfront investment of INR 10,000 Cr., will establish six state-of-the-art manufacturing plants, creating 40% of the industry's existing capacity. He was deeply involved in the early stage of incubation of Group's B2B e-commerce business, for building materials, Birla Pivot, where his strategic insights and contributions were key to shaping the business's direction and setting it on a path toward success.

He is the founder of Aditya Birla New Age Hospitality and is spearheading the Hospitality business, as well as the Venture Capital fund, Aditya Birla Ventures, that invests in high-growth start-ups. The Aditya Birla New Age Hospitality portfolio covers 8 ["eight"] restaurants in 3 ["three"] cities, and a private members luxury club, with further expansion plans to more locations. The Aditya Birla Ventures portfolio comprises of investments across multiple high growth tech and consumer companies. Both these businesses have been imagined, incubated, and scaled by him as the founding entrepreneur.

He led the successful acquisition of KA Hospitality in 2023, a deal that added four iconic brands—Hakkasan, Yauatcha, CinCin, and Nara Thai— and their 7 ["seven"] restaurants to the Group's Hospitality portfolio. This was the largest strategic acquisition in the premium restaurant industry in 2023. As a venture capitalist, he has experience of investing across multiple sectors including Fin-Tech, Agri-Tech, Space-Tech, Enterprise -Tech, Health-Tech and Consumer. On the back of his pioneering leadership, Aditya Birla Ventures was accorded with the 'New Fund Entry – Outstanding Achievement of the Year' in 2023, by the Indian Venture and Alternate Capital Association (IVCA), the apex industry body for alternative assets in India.

In addition, he also spearheaded the Aditya Birla Group's foray into D2C fashion, with the creation of TMRW, a house of brands. The TMRW portfolio includes 8 fast-growing digital fashion brands, including, *Bewakoof* and *Wrogn*.

He brings to the fore unique perspectives on team building, leadership, investing and ground-up entrepreneurship. His appointment would be in the best interest of the Company taking into consideration his knowledge, background and expertise in the areas of business building, private equity financing, etc., which shall be helpful in the Company's business expansion.

His sophisticated grasp of contemporary business models and changing consumer behaviors will inject new vitality into the Company's Board. The Board also anticipates that his appointment will bring added dynamism to the Company's long-standing entrepreneurial heritage and contribute to the ongoing stakeholder value creation journey.



**iii) Present Engagements:** Serves on the Board of Grasim Industries Limited, Aditya Birla Fashion and Retail Limited, Aditya Birla Management Corporation Private Limited, Aditya Birla New Age Hospitality Private Limited, Aditya Birla New Age Restaurants and Cafe Private Limited, KA Hospitality Private Limited, Aditya Birla Digital Fashion Ventures Limited and Aditya Birla Global Trading (Singapore) Pte. Limited.

**iv) Prior Engagements:**

- Prolific first-class cricketer and Founder of Aditya Birla Ventures. Aditya Birla New Age Hospitality Private Limited.
- Has exceptional individual achievements in the chosen fields and early success with his independent entrepreneurial ventures set up well for larger responsibilities.

**b) Expertise in specific functional areas:** Industry Knowledge, Innovation, Technology and Digitisation, Financial Literacy, Corporate Governance, Legal and Compliance, Strategic Expertise, Marketing, Environment and Social Sustainability, Risk Management, Human Resource Management and General Management.

**c) Confirmations:**

- consented and is eligible to be appointed as a Non-Executive Director,
- not disqualified to be appointed as a Director in terms of provisions of Section 164 of the Act and
- 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.

The Company has received a notice proposing the candidature for appointment of Mr. Aryaman Vikram Birla for the office of Director under Section 160 of the Act.

**d) Disclosure of Interest:** Except Mr. Aryaman Vikram Birla *[to whom this Resolution relates]*, Mrs. Rajashree Birla *[Non-Executive Director and grandmother of Mr. Aryaman Vikram Birla]*, Mr. Kumar Mangalam Birla *[Chairman, Non-Executive Director and father of Mr. Aryaman Vikram Birla]*, Ms. Ananyashree Birla *[Additional Non-Executive Director and sister of Mr. Aryaman Vikram Birla]* and their relatives, none of the Directors and Key Managerial Personnel of the Company or their relatives, are concerned, or interested in this Resolution.

**e) Date of First Appointment on the Board:** September 1, 2024

**f) Terms and condition of appointment:** Liable to retire by rotation

**g) Remuneration - FY 2024:** Not Applicable [Appointment effective from September 1, 2024]

**h) Remuneration proposed to be paid:**

- 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.

**i) Directorship in other Companies as on date of this Notice:**

**Listed Companies:**

- 1) Aditya Birla Fashion and Retail Limited and
- 2) Grasim Industries Limited.

**Unlisted Companies:**

- 1) KA Hospitality Private Limited;
- 2) Aditya Birla New Age Restaurants and Café Private Limited;
- 3) Aditya Birla Digital Fashion Ventures Limited;
- 4) K5 Restaurants & Entertainment Private Limited;
- 5) Aditya Birla Management Corporation Private Limited and
- 6) Aditya Birla New Age Hospitality Private Limited

**j) Membership (M)/ Chairmanship (C) of Statutory Committees of the Board as on the date of this Notice: Nil**

**k) Listed Entities from which the Director has resigned in the past three years.: Nil**

Your Board recommends the said Resolution for approval by way of an Ordinary Resolution.

*[Click here to go back to Resolution – Agenda 2]*

To consider, and, if thought fit, to pass the following Resolution as a **Special Resolution**:

**“RESOLVED THAT** pursuant to Sections 149, 150, 152 read with Schedule IV of the Companies Act, 2013, the Rules made thereunder and other applicable provisions of the Companies Act, 2013 [including the rules, notifications, circulars, guidelines etc. issued thereunder] [“Act”], the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 [“SEBI Listing Regulations”], Secretarial Standards on the Meetings of the Board [“SS”] 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 Nomination & 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. Anjani Kumar Agrawal [DIN: 08579812] be and is hereby appointed as an Independent Director of the Company, for a term of 5 [Five] consecutive years commencing from September 1, 2024 until August 31, 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. Anjani Kumar Agrawal [to whom this Resolution relates] 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 this Resolution.”

**Explanatory Statement and Additional Disclosures<sup>3</sup>**

**Proposed Term**

Pursuant to the provisions of Section 161 of the Act, recommended by the Nomination & Remuneration Committee, the Board of Directors at its meeting held on August 13, 2024, appointed Mr. Anjani Kumar Agrawal [DIN: 08579812] as an Additional Independent Director of the Company with effect from September 1, 2024 for a term of five consecutive years commencing from September 1, 2024 until August 31, 2029 [both days inclusive], not liable to retire by rotation, subject to the approval of the Members of the Company as per the provisions of the Act and SEBI Listing Regulations.


In accordance with Regulation 17 (1C) of the SEBI Listing Regulations, a listed company shall ensure that approval of shareholders for appointment of a person on the Board of Directors is taken at the next general meeting or within a time period of three months from the date of appointment, whichever is earlier. Accordingly, approval of the Members is being sought for the appointment of Mr. Anjani Kumar Agrawal as an Independent Director of the Company, not liable to retire by rotation, by way of this Postal Ballot.

**Purpose and Rationale for appointment**

**a) Brief Profile**

**i) Qualification:**

- Chartered Accountant;
- Certified Internal Auditor [Institute of Internal Auditors, USA];
- Advance Business Strategy [INSEAD];



**Date of Birth/Age:** July 18, 1958 / 66 years  
**Shareholding:** 2,400 equity shares  
**Number of Meetings attended during FY 2024:** Not applicable

<sup>3</sup> Pursuant to Section 102, 110 Of the Companies Act, 2013 and Regulation 36(3) Of SEBI Listing Regulations And SS-2.

**ii) Experience & Background:** Starting as Audit Partner with EY, Mr. Anjani Kumar Agrawal handled transactions and valuations, before setting up EY's Advisory practice in India. With more than 40 years' experience, of which 26 years as partner at EY, he has worked across most industry verticals.

He has been National Committee member and speaker at National Industry Associations like CII, FICCI, FIMI, ICC, IIA, IMC etc. and as Guest Faculty at ISB, SDA Bocconi and other business schools and Institute of Directors. He has worked with the Central Government Ministries, NITI Aayog on Policy making and strategy, PM Trophy etc.

He is also involved with the social entrepreneurship development space and Impact Investing in India. Mr. Agrawal is also currently on the advisory panel of social sector NGOs focused on tribal / rural area development, women upliftment, child education and culture.

**iii) Present Engagements:**

- Independent Director on several company Boards and holding Memberships on the Committees of the Company including UltraTech Cement Limited, Vodafone Idea Limited, Welspun Corp. Limited and Emami Limited.
- Involved with the social entrepreneurship development space and Impact Investing in India.
- Currently on the advisory panel of social sector NGOs focused on tribal / rural area development, women upliftment, child education and culture.

**iv) Prior Engagements:**

- Served on the Board of FirstSource Solutions Limited and Hindustan Zinc Limited.
- Partner at Ernst & Young LLP for 26 years. He was the firm's Metals & Mining sector leader and Risk Advisory Leader for several years.

**b) Expertise in specific functional areas:** Industry Knowledge (Metals & Mining), Corporate Governance, Strategy, Risk Management, Process Innovation, Technology and Digitisation, Cost and Performance Management, Legal and Compliance, ESG and General Management.

**c) The manner in which Director meets the requirement:**

The NRC has determined criteria to be considered while recommending the candidature of Independent Directors to the Board. Among others, it includes considering various skill sets that are insightful and would add value to the Company.

Basis the aforementioned parameters, the NRC deliberated the candidature of Mr. Anjani Kumar Agrawal and recommended the same to the Board.

Mr. Agrawal's rich experience and diverse expertise are well aligned to the role and capabilities for appointment as an Independent Director.

**d) Justification for choosing the appointee:**

The collective consensus of NRC and Board opined that Mr. Agrawal's appointment would be beneficial considering the following reasons:

- his experience of serving on diversified boards of various multinational companies.
- his significant value addition and strength in the areas of Metals & Mining and diverse large industries.

- his expertise among others, in Governance, Risk & Control, Finance, Enterprise Risk Management, ESG & Sustainability etc.
- his presence on other Aditya Birla Group Company Boards and his understanding of the Group's governance vision would significantly amplify thereby potentially aiding effective contribution to the Board's strategic direction whilst maintaining Independence.

**e) Confirmations:**

- consented and is eligible to be appointed as an Independent Director;
- meets the criteria of independence as mentioned in Section 149(6) of the Act and SEBI Listing Regulations;
- not disqualified to be appointed as a Director in terms of provisions of Section 164 of the Act;
- 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;
- not aware of any circumstance or situation which exists or may be reasonably anticipated that could impair or impact her ability to discharge his duties as an Independent Director of the Company and
- 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.

The Company has received a notice proposing the candidature for appointment of Mr. Agrawal for the office of Director under Section 160 of the Act.

- f) Disclosure of Interest:** Except Mr. Anjani Agrawal [to whom this Resolution relates], none of the Director(s) and Key Managerial Personnel of the Company or their respective relatives, are concerned, or interested in this Resolution.

A copy of the draft Letter of Appointment for Directors is available for inspection as per the procedure of inspection details provided in this Notice.

- g) Date of First Appointment on the Board:** September 1, 2024

- h) Terms and condition of appointment:** Not Liable to retire by rotation

- i) Remuneration - FY 2024:** Not Applicable [Appointment effective from September 1, 2024]

**j) Remuneration proposed to be paid:**

- 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

**k) Directorship in other Companies as on date of this Notice:**

**Listed Companies:**

- 1) Vodafone Idea Limited;
- 2) Ultratech Cement Limited;
- 3) Emami Limited;
- 4) Welspun Corp Limited.

**Unlisted Companies:**

- 1) Evonith Value Steel Limited;
- 2) Evonith Metallics Limited;
- 3) Aditya Birla Sun Life Trustee Private Limited.

**l) Membership (M)/ Chairmanship (C) of Statutory Committees of the Board as on the date of this Notice:**

**Audit Committee**

- 1) Emami Limited (M)
- 2) Vodafone Idea Limited (M)
- 3) Ultratech Cement Limited (C)
- 4) Welspun Corp Limited (C)
- 5) Aditya Birla Sun Life Trustee Private Limited (M)
- 6) Evonith Value Steel Limited (C)
- 7) Evonith Metallics Limited (C)

**Nomination and Remuneration Committee**

- 1) Emami Limited (M)
- 2) Vodafone Idea Limited (M)
- 3) Welspun Corp Limited (M)
- 4) Evonith Value Steel Limited (M)
- 5) Evonith Metallics Limited (M)

**Risk Management Committee**

- 1) Welspun Corp Limited (M)

**Corporate Social Responsibility Committee**

- 1) Evonith Value Steel Limited (M)
- 2) Evonith Metallics Limited (M)

**ESG Committee**

- 1) Welspun Corp Limited

**m) Listed Entities from which the Director has resigned in the past three years.:**

- 1) Hindustan Zinc Limited
- 2) FirstSource Solutions Limited

Your Board recommends the said Resolution for approval by way of a Special Resolution.

*[Click here to go back to Resolution – Agenda 3]*

To consider, and, if thought fit, to pass the following Resolution as a **Special Resolution**:

**“RESOLVED THAT** pursuant to Sections 149, 150, 152 read with Schedule IV of the Companies Act, 2013, the Rules made thereunder and other applicable provisions of the Companies Act, 2013 [including the rules, notifications, circulars, guidelines etc. issued thereunder] [“Act”], the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 [“SEBI Listing Regulations”], Secretarial Standards on the Meetings of the Board [“SS”] 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 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], Ms. Sukanya Kripalu [DIN: 06994202] be and is hereby appointed as an Independent Director of the Company, for a term of 5 [Five] consecutive years commencing from September 1, 2024 until August 31, 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 except for Ms. Sukanya Kripalu [to whom this Resolution relates] 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.”

#### Explanatory Statement and Additional Disclosures<sup>4</sup>

##### Proposed Term

Pursuant to the provisions of Section 161 of the Act, recommended by the Nomination & Remuneration Committee, the Board of Directors at its meeting held on August 13, 2024, appointed Ms. Sukanya Kripalu [DIN: 06994202] as an Additional Independent Director of the Company with effect from September 1, 2024 for a term of five consecutive years commencing from September 1, 2024 until August 31, 2029 [both days inclusive], not liable to retire by rotation, subject to the approval of the members of the Company as per the provisions of the Act and SEBI Listing Regulations.

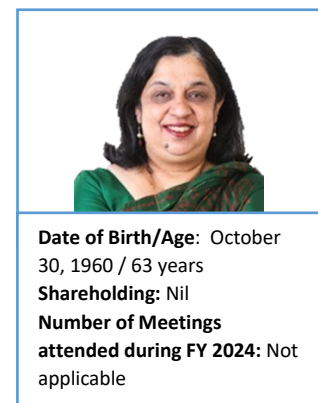
In accordance with Regulation 17 (1C) of the SEBI Listing Regulations, a listed company shall ensure that approval of shareholders for appointment of a person on the Board of Directors is taken at the next general meeting or within a time period of three months from the date of appointment, whichever is earlier. Accordingly, approval of the Members is being sought for the appointment of Ms. Sukanya Kripalu as an Independent Director of the Company, not liable to retire by rotation, by way of this Postal Ballot.

##### Purpose and Rationale for appointment

###### a) Brief Profile

###### i) Qualification:

- Post graduate from the Indian Institute of Management, Calcutta
- B.Sc Mathematics



<sup>4</sup> Pursuant to Section 102, 110 Of the Companies Act, 2013 and Regulation 36(3) Of SEBI Listing Regulations And SS-2.

**ii) Experience & Background:** Ms. Sukanya Kripalu, age 63, graduate in Mathematics from St. Xavier's College and a postgraduate from the Indian Institute of Management, Calcutta, is a marketing consultant and an independent director across several boards. Her experience includes working with leading corporates like Nestle India Limited, Cadbury India Limited and Kellogg's India. She also led the development of several memorable advertising campaigns like the Cadbury Dairy Milk dancing girl - which was awarded the advertisement of the century.

Her consulting at Quadra and thereafter, comprised business strategy, marketing, brand building and training for clients ranging from MNCs to Indian companies to PSUs.

**iii) Present Engagements:**

Independent Director on several company Boards and holding Memberships on the Committees of the Company including Aditya Birla Fashion and Retail Limited, CEAT Limited, Ultratech Cement Limited, Novel Jewels Limited.

**iv) Prior Engagements:**

- CEO of Quadra Advisory – a WPP group company
- Launched several new brands which included Maggi Ketchup, Cadbury Perk and Kellogg Frosties.

**b) Expertise in specific functional areas:** Industry Knowledge (Metals & Mining), Innovation, Technology and Digitisation, Financial Literacy, Corporate Governance, Legal and Compliance, Marketing, Environment and Social Sustainability, Risk Management, Human Resource Management and General Management.

**c) The manner in which Director meets the requirement:**

The NRC has determined criteria to be considered while recommending the candidature of Independent Directors to the Board. Among others, it includes considering various skill sets that are insightful and would add value to the Company.

Basis the aforementioned parameters, the NRC deliberated the candidature of Ms. Sukanya Kripalu and recommended the same to the Board.

Ms. Kripalu's rich experience and diverse expertise are well aligned to the role and capabilities for appointment as an Independent Director.

**d) Justification for choosing the appointee:**

The collective consensus of the NRC and Board opined that Ms. Kripalu's appointment would be beneficial considering the following reasons:

- her experience of serving on diversified boards of various multinational and local companies.
- her significant value addition and strength in the areas of sales, marketing, consumer research and general management.
- her knowledge among others, in Human Resource Management, Environment & Social Sustainability, Risk Management and Finance.
- Her presence on other Aditya Birla Group Company Boards and her understanding of the Group's governance vision would significantly amplify thereby potentially aiding effective contribution to the Board's strategic direction whilst maintaining Independence.



**e) Confirmations:**

- consented and is eligible to be appointed as an Independent Director;
- meets the criteria of independence as mentioned in Section 149(6) of the Act and SEBI Listing Regulations;
- not disqualified to be appointed as a Director in terms of provisions of Section 164 of the Act
- 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.
- not aware of any circumstance or situation which exists or may be reasonably anticipated that could impair or impact her ability to discharge her duties as an Independent Director of the Company and
- compliance with Rules 6(1) and 6(2) of the Companies (Appointment and Qualification of Directors) Rules, 2014, with respect to her registration with the data bank of independent directors maintained by the Indian Institute of Corporate Affairs.

The Company has received a notice proposing the candidature for appointment of Ms. Kripalu for the office of Director under Section 160 of the Act.

- f) Disclosure of Interest:** Except Ms. Sukanya Kripalu *[to whom the resolution relates]*, none of the Director(s) and Key Managerial Personnel of the Company or their respective relatives, are concerned, or interested in this Resolution.

A copy of the draft Letter of Appointment for Directors is available for inspection as per the procedure of inspection details provided in this Notice.

- g) Date of First Appointment on the Board:** September 1, 2024

- h) Terms and condition of appointment:** Not Liable to retire by rotation

- i) Remuneration - FY 2024:** Not Applicable [Appointment effective from September 1, 2024]

**j) Remuneration proposed to be paid:**

- 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

**k) Directorship in other Companies as on date of this Notice:****Listed Companies:**

- 1) Ultratech Cement Limited;
- 2) Aditya Birla Fashion and Retail Limited;
- 3) Colgate-Palmolive (India) Limited;
- 4) Entertainment Network (India) Limited;
- 5) CEAT Limited.

**Unlisted Companies:**

- 1) Aditya Birla Health Insurance Co. Limited;
- 2) Novel Jewels Limited;
- 3) Hexaware Technologies Limited
- 4) Indivinity Clothing Retail Private Limited;
- 5) Avanti Finance Private Limited;

**l) Membership (M)/ Chairmanship (C) of Statutory Committees of the Board as on the date of this Notice:**

**Audit Committee**

- 1) Aditya Birla Fashion and Retail Limited (M)
- 2) Colgate-Palmolive (India) Limited (M)
- 3) Entertainment Network (India) Limited (M)
- 4) Aditya Birla Health Insurance Co. Limited (M)
- 5) Indivinity Clothing Retail Private Limited (M)
- 6) Avanti Finance Private Limited (M)

**Nomination and Remuneration Committee**

- 1) Aditya Birla Fashion and Retail Limited (C)
- 2) CEAT Limited (C)
- 3) Colgate-Palmolive (India) Limited (C)
- 4) Entertainment Network (India) Limited (C)
- 5) Aditya Birla Health Insurance Co. Limited (C)
- 6) Hexaware Technologies Limited (M)
- 7) Indivinity Clothing Retail Private Limited (C)
- 8) Avanti Finance Private Limited (C)

**Risk Management Committee**

- 1) Ultratech Cement Limited (C)

**Corporate Social Responsibility Committee**

- 1) Ultratech Cement Limited (M)
- 2) CEAT Limited (M)

**Stakeholder's Relationship Committee**

- 1) Ultratech Cement Limited (M)
- 2) Aditya Birla Fashion and Retail Limited (M)
- 3) Colgate-Palmolive (India) Limited (M)
- 4) Hexaware Technologies Limited (C)

**m) Listed Entities from which the Director has resigned in the past three years.: Nil**

Your Board recommends the said Resolution for approval by way of a Special Resolution.

*[Click here to go back to Resolution – Agenda 4]*

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## 1. Electronic copy of the Notice of Postal Ballot dated August 13, 2024

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

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## 2. Register to receive communications electronically

Members are encouraged to register / update their e-mail address(es) or mobile number(s) with their relevant Depository Participant.

Members who have not registered / updated their e-mail address or mobile number with the Company but wish to receive all communication from the Company electronically may register / update their e-mail address and mobile numbers with LIPL or the Company.

We urge Members to support this Green Initiative effort of the Company and get their e-mail ID registered.

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## 3. Directors seeking appointment

Relevant details with respect of Directors seeking appointment *vide* this Postal Ballot, 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 forms part of this Notice.

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## 4. Scrutinizer

The Company has appointed Ms. Shivangini Gohel, [ACS 25740 & C.P. No. 9205] and failing her, Mr. Dilip Bharadiya [FCS 7956 & C.P. No. 6740] Partners of M/s. Dilip Bharadiya & Associates, Company Secretaries, as the Scrutinizer for conducting the Postal Ballot only through remote e-voting process, in a fair and transparent manner. The Scrutinizer's decision on the validity of remote e-voting will be final.

The Scrutinizer will submit his/her report to the Chairman, or any other person authorized by him, after scrutiny of the votes cast, on the results of the Postal Ballot which will be announced on or before Friday, November 8, 2024. The Scrutinizer's decision on the validity of votes cast will be final.

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## 5. Authorised Representative

Institutional / Corporate Shareholders [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/ Authorisation, etc., authorising its representative to vote through remote e-voting on its behalf.

The said Resolution/ Authorisation shall be sent to the Scrutinizer by e-mail through its registered e-mail ID to Ms. Shivangini Gohel / Mr. Dilip Bharadiya, at [dilipbcs@gmail.com](mailto:dilipbcs@gmail.com) with a copy marked to the Company Secretary at [hilinvestors@adityabirla.com](mailto:hilinvestors@adityabirla.com), not later than Wednesday, November 6, 2024, by 5.00 p.m.

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## 6. Document(s) open for inspection

All documents referred to in the Notice will be available for electronic inspection without any fees by the Members from the date of dispatch of this Notice up to Wednesday, November 6, 2024. Members seeking to inspect such documents can send an e-mail at [hilinvestors@adityabirla.com](mailto:hilinvestors@adityabirla.com).

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## 7. Register to receive communications electronically

- Shareholders holding shares in Physical Mode: Register / update their email ID, Mobile number and Bank Account details by sending a request letter duly signed by the Shareholder(s) mentioning the Name of the Company, Folio number, Bank Account Details, self-attested copy of PAN card and cancelled cheque leaf. In case the cancelled cheque leaf does not bear the Shareholders name, please attach a copy of the bank passbook statement, duly self-attested to the Company at [hilinvestors@adityabirla.com](mailto:hilinvestors@adityabirla.com) or LIPL at [rnt.helpdesk@linkintime.co.in](mailto:rnt.helpdesk@linkintime.co.in).
- Shareholders holding shares in Dematerialised Mode: Register / update their email ID, Mobile number and Bank Account details with their respective Depository Participant.

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## 8. Remote e-voting

Pursuant to Section 108 of the Act, Rule 20 of the Rules, as amended, Regulation 44 of the Listing Regulations and the 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 by Postal Ballot, by electronic means. As per the SEBI circular dated December 9, 2020, individual shareholders holding securities in demat mode can register directly with the depository or will have the option of accessing various ESP portals directly from their demat accounts.

## Remote e-voting: Important Dates

<b>Cut-off date</b> <i>[for determining the Members entitled to vote on the resolutions set forth in this notice]</i>	:	Friday, October 4, 2024
<b>Remote e-voting period</b> <i>[During this period, members of the Company as on the cut-off date may cast their vote by remote e-voting]</i>	<b>Commences from</b>	: 9:00 a.m. IST, Tuesday, October 8, 2024
	<b>Ends on</b>	: 5.00 p.m. IST, Wednesday, November 6, 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.	<a href="https://eservices.nsdl.com">eservices.nsdl.com</a> or directly through your depository participant
Individual Shareholders holding securities in Demat mode with Central Depository Services (India) Limited.	<a href="https://web.cdslindia.com/myeasitoken/home/login">web.cdslindia.com/myeasitoken/home/login</a> or <a href="https://evoting.cdslindia.com/Evoting/EvotingLogin">evoting.cdslindia.com/Evoting/EvotingLogin</a> or directly through your depository participant
Individual shareholders holding securities in physical form/ Non-Individual Shareholders holding securities in Demat mode.	<a href="https://instavote.linkintime.co.in">instavote.linkintime.co.in</a>

## 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
	<b>Registered User</b>	
1.	The URL for users to login for NSDL IDeAS facility: <a href="https://eservices.nsdl.com">eservices.nsdl.com</a> either on a personal computer or on a mobile.	The URL for users to login to Easi / Easiest are <a href="https://web.cdslindia.com/myeasitoken/home/login">web.cdslindia.com/myeasitoken/home/login</a> or <a href="https://www.cdslindia.com">www.cdslindia.com</a> 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.

<b>Step no.</b>	<b>For Members holding securities with NSDL</b>	<b>For Members holding securities with CDSL</b>
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.
<b>First time user</b>		
5.	Option to register is available at <a href="http://eservices.nsdl.com">eservices.nsdl.com</a> . Select “Register Online for IDeAS “Portal or click at <a href="http://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp">eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp</a>	Option to register is available at <a href="http://web.cdslindia.com/myeasitoken/Registration/EasiRegistration">web.cdslindia.com/myeasitoken/Registration/EasiRegistration</a>
<b>Alternative Method</b>		
6.	Visit the e-voting website of NSDL. Open web browser by typing the following URL: <a href="http://www.evoting.nsdl.com">www.evoting.nsdl.com</a> either on a personal computer or on a mobile.	The user can directly access e-voting page by providing demat Account Number and PAN No. from a link in <a href="http://www.cdslindia.com">www.cdslindia.com</a> 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.	[Skip step]
8.	A new screen will open. You will have to enter your User ID (i.e. your sixteen-digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen.	[Skip step]
9.	After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-voting page.	[Skip step]
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 <a href="mailto:evoting@nsdl.co.in">evoting@nsdl.co.in</a> 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 <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> 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: <a href="http://instavote.linkintime.co.in">instavote.linkintime.co.in</a>	
2.	<p>Click on “Sign Up” under ‘SHARE HOLDER’ tab and register with your following details: -</p> <p><b>A. User ID:</b> Enter your User ID</p> <p>(i) For members holding shares in demat account held with CDSL : 16 digits beneficiary ID,</p> <p>(ii) For members holding shares in demat account held with NSDL : 8 Character DP ID followed by 8 digit client ID,</p> <p>(iii) For members holding shares in physical form : Provide Event Number (240054) and Folio number registered with the Company</p> <p><b>B. Permanent Account Number (PAN):</b> Enter your 10-digit PAN (Members who have not updated</p>	[Skip step]

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
	<p>their PAN with the Depository Participant (DP)/ Company shall use the sequence number provided to you, if applicable.</p> <p>C. <b>Date of Birth (DOB) / Date of Incorporation (DOI):</b> Enter the DOB / DOI (As recorded with your DP / Company - in DD/MM/YYYY format)</p> <p>D. <b>Bank Account Number:</b> Enter your Bank Account Number (last four digits), as recorded with your DP/Company.</p> <p>(i) For members : Shall provide holding shares in either 'C' or 'D', demat account above held with CDSL</p> <p>(ii) For members : Shall provide 'D' holding shares in above demat account held with NSDL</p> <p>(iii) For members : Shall provide holding shares in their folio physical form but number in 'D' have not recorded above 'C' and 'D' above</p>	[Skip step]
3.	<p>Set the password of your choice</p> <p>[The password should contain minimum 8 characters, at least one special Character (@!#\$&amp;*), at least one numeral, at least one alphabet and at least one capital letter].</p>	[Skip step]
4.	Click on 'confirm' and your password will be generated.	[Skip step] [Use your existing password]
5.	Click on 'Login' under the 'SHAREHOLDER' 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>	



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
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/](http://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](http://instavote.linkintime.co.in), under Help section or send an e-mail to [enotices@linkintime.co.in](mailto:enotices@linkintime.co.in) or contact on: - Tel: 022 - 4918 6000.

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## 9. 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.

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## 10. 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

November 3, 2021 and SEBI/HO/MIRSD/MIRSD/POD-1/P/CIR/2023/37 dated March 16, 2023. Reminders were sent to all shareholders holding shares in physical form on December 6, 2022, February 21, 2023, and May 5, 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 January 25, 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 [www.hindalco.com/upload/pdf/form-isr-4-duplicate-other-serices-demat.pdf](http://www.hindalco.com/upload/pdf/form-isr-4-duplicate-other-serices-demat.pdf).

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## 11. 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 April 1, 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 January 25, 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.

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## 12. 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.

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### 13. Voting Results

The Scrutinizer, will submit the report to the Chairman after completion of scrutiny of the remote e-voting. The results shall be declared on or before Friday, November 8, 2024, and will be displayed along with the Scrutinizer's Report:

- i. at the Registered as well as Corporate Office of the Company;
- ii. on the website of the Company i.e. [www.hindalco.com](http://www.hindalco.com);
- iii. on the website of LIPL i.e. [instavote.linkintime.co.in](http://instavote.linkintime.co.in) and
- iv. communicated to BSE Limited and National Stock Exchange of India Limited and on their respective websites at [www.bseindia.com](http://www.bseindia.com) and [www.nseindia.com](http://www.nseindia.com).

By Order of the Board

Sd/-

**Geetika Anand**

**Company Secretary and Compliance Officer**

Membership No.: A23228

**Place** : Mumbai

**Date** : August 13, 2024

## Important Dates

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# Virtual Guide

