



AM/STOEX-GN/17

Date :10<sup>th</sup> October, 2017

<b>BSE Limited</b> Phiroze Jeejeebhoy Towers, 25 <sup>th</sup> Floor Dalal Street, <b>MUMBAI 400 001</b> (Stock Code -500440)	<b>The National Stock Exchange of India Ltd</b> Exchange Plaza Bandra-Kurla Complex Bandra East <b>Mumbai- 400051</b>
<b>BanqueInternationale A Luxembourg</b> SocieteAnonyme 69, Route Esch L-2953 Luxembourg <b>Fax No. 00352 4590 2010</b> <b>Tel. 00 352 4590-1</b>	

Dear Sir,

**Sub : Regulation 27 (2) (a) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015**

Please find enclosed herewith Quarterly Compliance Report on Corporate Governance, for the quarter ended 30<sup>th</sup> September, 2017.

Thanking you,

Yours faithfully,  
**For HINDALCO INDUSTRIES LTD**

**ANIL MALIK**  
President & Company Secretary

Encl : as above

**Hindalco Industries Limited.**

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T: +91 22 66626666/62610555 | F: +912262610400/62610500 | W: [www.hindalco.com](http://www.hindalco.com)  
Registered Office : Ahura Centre, 1<sup>st</sup> Floor, B wing, Mahakali Caves Road, Andheri (East), Mumbai – 400093, India  
Corporate ID No: L27020MH1958PLC011238

Name of the Listed Entity: Hindalco Industries Limited  
Quarter ending: September, 2017



I. Composition of Board of Directors										
Title (Mr/Ms)	Name of the Director	PANs & DIN	Category (Chairperson / Executive/Non-Executive/independent/Nominee)&	Date of Appointment in the current term/ Cessation	Tenure*	No of Directorship in listed entities including this listed entity <sup>\$</sup>	(Refer Regulation 25(1) of Listing Regulations)	Number of members in Audit/Stakeholder Committee(s) including this listed entity	(Refer Regulation 26(1) of Listing Regulations)	No of post of Chairperson in Audit) Stakeholder Committee held in listed entities including this listed entity
Mr.	Kumar Mangalam Birla	AFFPB5926H 00012813	Non Executive – Chairman	16/11/1992	N.A	7		0		0
Mrs.	Rajashree Birla	AFFPB1583L 00022995	Non Executive	15/03/1996	N.A	7		0		0
Mr.	A.K. Agarwala	ABJPA1296L 00023684	Non Executive	11/09/1998	N.A	2		1		0



Title (Mr/Ms)	Name of the Director	PANs & DIN	Category (Chairperson / Executive/Non-Executive/Independent/Nominee)&	Date of Appointment in the current term/ Cessation	Tenure*	No of Directorship in listed entities including this listed entity (Refer Regulation 25(1) of Listing Regulations)	Number of members in Audit/Stakeholder Committee(s) including this listed entity (Refer Regulation 26(1) of Listing Regulations)	No of post of Chairperson in Audit) Stakeholder Committee held in listed entities including this listed entity (Refer Regulation 26(1) of Listing Regulations)
Mr.	M.M Bhagat	AEZPB8884N 00006245	Non Executive-Independent Director	24/09/2014 #	5 yrs (upto the date of AGM to be held in the calendar year 2019)	3	2	1
Mr.	Jagdish Khattar	AASPK0659F 00013496	Non Executive-Independent Director	24/09/2014 #	5 yrs (upto the date of AGM to be held in the calendar year 2019)	1	0	0
Mr.	K.N Bhandari	AELPB5635F 00026078	Non Executive-Independent Director	24/09/2014 #	5 yrs (upto the date of AGM to be held in the calendar year 2019)	7	4	2



Title (Mr/ Ms)	Name of the Director	PANS & DIN	Category (Chairperson / Executive/N on- Executive/in dependent/ Nominee)&	Date of Appointment in the current term/ Cessation	Tenure*	No of Direct orship in listed entitie s includi ng this listed entity (Refer Regula tion 25(1) of Listing Regula tions) §	Number of members hip in Audit/Sta keholder Committe e(s) including this listed entity (Refer Regulatio n 26(1) of Listing Regulatio ns)	No of post of Chairpers on in Audit/ Stakehold er Committe e held in listed entities including this listed entity (Refer Regulatio n 26(1) of Listing Regulatio ns)
Mr.	Y.P Dandiwala	AACPD0318G 01055000	Non Executive- Independent Director	14/08/2015 #	5 yrs (upto 13 <sup>th</sup> August, 2020)	3	5	2
Mr.	Ram Charan	AUNPC6398N 03464530	Non Executive- Independent Director	24/09/2014 #	5 yrs (upto the date of AGM to be held in the calendar year 2019)	1	0	0



Title (Mr/Ms)	Name of the Director	PANs & DIN	Category (Chairperson / Executive/Non-Executive/Independent/Nominee)&	Date of Appointment in the current term/ Cessation	Tenure*	No of Directorship in listed entities including this listed entities (Refer Regulation 25(1) of Listing Regulations)	Number of members in Audit/Stakeholder Committee(s) including this listed entity (Refer Regulation 26(1) of Listing Regulations)	No of post of Chairperson in Audit) Stakeholder Committee held in listed entities including this listed entity (Refer Regulation 26(1) of Listing Regulations)
Mr.	Girish Dave	AABPD1235F 00036455	Independent Director #	28/05/2016	5 yrs (upto the 27 <sup>th</sup> May 2021)	4	4	0
Mr.	Satish Pai	CISPP8002M 06646758	Executive- Managing Director	01/08/2016	N.A	1	0	0
Mr.	D. Bhattacharya	AAGPB8699E 00033553	Non Executive Director	01/08/2016	N.A	1	0	0
Mr.	Praveen Kumar Maheshwari	AAJPM4103D 00174361	Executive- Whole Time Director	28/05/2016	N.A	1	0	0

\$PAN number of any director would not be displayed on the website of Stock Exchange & Category of directors means executive/non-executive/Independent/Nominee. If a director fits into more than one category write all categories separating them with hyphen

\*to be filed only for independent Director. Tenure would mean total period from which Independent director is serving on Board of directors of the listed entity in continuity without any cooling off period.

# Appointed as independent directors pursuant to Companies Act, 2013.

\$ No of directorships of those companies whose equity shares are listed are considered.

II. Composition of Committees		
Name of Committee	Name of Committee members	Category (Chairperson/Executive/Non-Executive/Independent/Nominee)\$
1. Audit Committee	1. Mr. M.M Bhagat 2. Mr. K.N Bhandari 3. Mr. Y.P. Dandiwala	1. Chairman-Independent- Non Executive 2. Member-Independent- Non Executive 3. Member-Independent- Non Executive
2. Nomination & Remuneration Committee	1. Mr. M.M Bhagat 2. Mr. Kumar Mangalam Birla 3. Mr. K.N Bhandari	1. Chairman-Independent- Non Executive 2. Member- Non Executive 3. Member-Independent-Non Executive
3. Risk Management Committee (if applicable)	1. Mr. A.K Agarwala 2. Mr. Satish Pai 3. Mr. D. Bhattacharya 4. Mr. Praveen Kumar Maheshwari 5. Mr. J.C Laddha 6. Mr. R.K Kasliwal 7. Mr. Anil Mathew	1. Chairman-Non Executive 2. Member-Executive 3. Member- Non Executive 4. Member-Executive 5. Member 6. Member 7. Member
4. Stakeholders' Relationship Committee	1. Mr. K.N Bhandari 2. Mr. M.M Bhagat 3. Mr. A.K Agarwala	1. Chairman-Independent-Non Executive 2. Member-Independent – Non Executive 3. Member- Non Executive

& Category of directors means executive/non-executive/independent/Nominee. If a director fits into more than one category write all categories separating them with hyphen





III. Meeting of Board of Directors		Date(s) of Meeting (if any) in the relevant quarter	Maximum gap between any two consecutive (in number of days)
Date(s) of Meeting (if any) in the previous quarter			
30 <sup>th</sup> May, 2017	11 <sup>th</sup> August, 2017		73 Days (from 30 <sup>th</sup> May, 2017)
30 <sup>th</sup> May, 2017	13 <sup>th</sup> September, 2017		106 Days (from 30 <sup>th</sup> May, 2017)
IV. Meeting of Committees			
Date(s) of meeting of the committee in the relevant quarter	Whether requirement of Quorum met(details)	Date(s) of meeting of the Committee in the previous quarter	Maximum gap between any two consecutive meetings in number of days*
<u>Audit Committee</u>			
11 <sup>th</sup> August, 2017	Yes	30 <sup>th</sup> May, 2017	73days (from 30 <sup>th</sup> May, 2017)
<u>Stakeholder Relationship Committee</u>			
11 <sup>th</sup> August, 2017	Yes	30 <sup>th</sup> May, 2017	73days (from 30 <sup>th</sup> May, 2017)
<u>Nomination &amp; Remuneration Committee</u>			
11 <sup>th</sup> August, 2017	Yes	30 <sup>th</sup> May, 2017	N.A
<u>Risk Management Committee</u>			
13 <sup>th</sup> July, 2017	Yes	10 <sup>th</sup> April, 2017	N.A

\*This information has to be mandatorily be given for audit committee, for rest of the committees giving this information is optional.

V. Related Party Transactions	
Subject	Compliance status (Yes/No/NA) <sup>refer note below</sup>
Whether prior approval of audit committee obtained	Yes
Whether shareholder approval obtained for material RPT	N.A
Whether details of RPT entered into pursuant to omnibus approval have been reviewed by Audit Committee	Yes

**Note**

- 1 In the column "Compliance Status" compliance or non-compliance may be indicated by Yes/No/N.A. For example, if the Board has been composed in accordance with the requirements of Listing Regulations. "Yes" may be indicated. Similarly, in case the Listed Entity has no related party transactions, the words, "N.A." may be indicated.
- 2 If status is "No" details of non-compliance may be given here.

**VI. Affirmations**

1. The composition of Board of Directors is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015.
2. The composition of the following committees is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015
  - a. Audit Committee
  - b. Nomination & remuneration committee
  - c. Stakeholders relationship committee
  - d. Risk management committee (applicable to the top 100 listed entities)





3. The committee members have been made aware of their powers, role and responsibilities as specified in SEBI (Listing obligations and disclosure requirements) Regulations, 2015.

4. The meetings of the board of directors and the above committees have been conducted in the manner as specified in SEBI (Listing obligations and disclosure requirements) Regulations, 2015.

5. This report will be placed before Board of Directors in the next meeting.


Any comments/observations/advice of Board of Directors may be mentioned

here: The Quarterly Compliance Report on Corporate Governance for the quarter ended 30<sup>th</sup> June, 2017 was placed in the Board Meeting held on 11<sup>th</sup> August, 2017

Date: 10<sup>th</sup> October, 2017

Place : Mumbai

For HINDALCO INDUSTRIES LIMITED

  
ANIL MALIK  
PRESIDENT &  
COMPANY SECRETARY



**ANNEXURE III**

<b>1 Affirmations</b>	<b>Regulation Number</b>	<b>Compliance Status (Yes/No/NA)</b> refer note below
<b>Broad heading</b> Copy of the annual report including balance sheet, profit and loss account, directors report, corporate governance report, business responsibility report displayed on website	46 (2)	Yes
Presence of Chairperson of Audit Committee at the Annual General Meeting	18 (1) (d)	Yes
Presence of Chairperson of the nomination and remuneration committee at the annual general meeting	19 (3)	Yes
Whether "Corporate Governance Report" Disclosed in Annual Report	34(3) read with para C of Schedule V	Yes



**Note**

1. In the column "Compliance Status" compliance or non-compliance may be indicated by Yes/No/N.A for example, if the Board has been composed in accordance with the requirements of Listing Regulations, "Yes" may be indicated. Similarly, in case the Listed Entity has no related party transactions, the words N.A. may be indicated.
2. If status is "No" details of non compliance may be given here.
3. If the Listed Entity would like to provide any other information the same may be indicated here.

**For Hindalco Industries Limited**

  
**Anil Malik**

**Company Secretary**

