



## HINDALCO INDUSTRIES LIMITED

### 64<sup>TH</sup> ANNUAL GENERAL MEETING

#### NOTICE

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**CIN:** L27020MH1958PLC011238

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## AGENDA

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**NOTICE** is hereby given that the 64<sup>th</sup> Annual General Meeting (“AGM”) of the Members of Hindalco Industries Limited (“the Company”) will be held on Tuesday, August 22, 2023 at 3:00 p.m. (IST) through Video Conferencing (“VC”) / Other Audio- Visual Means (“OAVM”) to transact the following business(es):

### ORDINARY BUSINESS:

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#### **1) Adoption of Audited Financial Statements:**

To consider and adopt the Audited Standalone and Consolidated Financial Statements for the Financial year ended March 31, 2023 together with Report of the Directors and the Auditors thereon.

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#### **2) Declaration of Dividend:**

To declare Dividend on Equity Shares of the Company for the Financial year ended March 31, 2023.

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#### **3) Revision of Remuneration of the Statutory Auditors of the Company:**

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

“**RESOLVED THAT** in furtherance to the resolution passed by the Members at the Annual General Meeting held on August 23, 2022, with respect to re-appointment and remuneration payable to M/s. Price Waterhouse & Co. Chartered Accountants LLP [Registration No. 304026E/E-300009], the Statutory Auditors of the Company and pursuant to the recommendation of the Audit Committee and Board of Directors, the remuneration payable to the Statutory Auditors be and is hereby modified, as per the details set out in the Explanatory Statement annexed to this Notice, with the authority to the Board of Directors (including its committee) to alter and vary the terms of their remuneration towards any change in the scope of work or additional efforts incurred by them during the remaining tenure of their appointment.”

### SPECIAL BUSINESS:

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#### **4) Appoint a Director in place of Mrs. Rajashree Birla who retires from office by rotation, and being eligible, offers herself for re-appointment and continuation in office:**

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

“**RESOLVED THAT** pursuant to the provisions of Section 152 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Appointment and Qualification of Directors) Rules, 2014, the Articles of Association of the Company and Regulation 17(1A) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), approval of the Members of the Company be and is hereby accorded to the re-appointment of Mrs. Rajashree Birla (DIN: 00022995), Non-Executive Director who has attained the age of 75 (seventy five) years and retires from office by rotation and being eligible, offers herself for re-appointment and continuation as a Director of the Company, liable to retire by rotation.

**RESOLVED FURTHER THAT** the Board of Directors of the Company (including any Committee thereof) be and is hereby authorised to do all such acts, deeds or things and take all such steps as may be necessary, proper or expedient to give effect to this resolution.”

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**5) Ratification of Remuneration of the Cost Auditors for the Financial Year ending March 31, 2024:**

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 all other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification/(s) or re-enactment/(s) thereof, for the time being in force) the remuneration of ₹ 18,00,000/- (Rupees Eighteen Lakhs 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), to conduct the audit of the cost records of the Company for the Financial Year ending March 31, 2024, be and is hereby ratified and confirmed.

**RESOLVED FURTHER THAT** the Board of Directors of the Company (including any Committee thereof) be and is hereby authorized to:

- a. negotiate and 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.”

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**6) Re-appointment of Mr. Praveen Kumar Maheshwari as the Whole-time Director of the Company:**

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 Sections 2(51), 179, 196, 197, 198 and 203 read with Schedule V of the Companies Act, 2013, Rule 8 of the Companies (Meetings of Board and its Powers) Rules, 2014 and other applicable provisions of the Companies Act, 2013 (including the rules, notifications, circulars, guidelines etc. issued thereunder) (“Act”) read with applicable guidelines issued by the Central Government, from time to time, the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and all other applicable statutes, laws, rules, regulations, guidelines, circulars etc. issued by other appropriate authority(ies), if any (including any statutory amendment or modification or re-enactment thereof, for the time being in force) and in line with the Memorandum & Articles of Association, and Executive Remuneration Philosophy/ Policy of the Company, approval of the Members of the Company is hereby accorded, for re-appointment of Mr. Praveen Kumar Maheshwari, Whole-time Director of the Company (DIN: 00174361), for the period and on the following terms as to the remuneration or otherwise, as set out hereunder and with liberty to the Board (which term shall be deemed to include the Committee, if any, constituted by the Board from time to time) to alter the said terms and conditions in such manner as may be agreed to between the Board and Mr. Praveen Kumar Maheshwari in the best interests of the Company but subject to the restrictions, if any, contained in the Act or otherwise as may be permissible at law:

**A. Period of appointment:**

From May 28, 2023, until March 31, 2024, with the liberty to either party to terminate the appointment on three months’ notice in writing to the other.

## **B. Remuneration:**

- a) Basic Salary: ₹ 1,46,13,038/- (Rupees One Crore Forty-Six Lakhs Thirteen Thousand and Thirty-Eight Only) per annum with such increments as the Board may decide from time to time, subject however to a ceiling of ₹ 1,80,00,000/- (Rupees One Crore and Eighty Lakhs Only) per annum.
- b) Special Allowance: ₹ 1,63,12,579/- (Rupees One Crore Sixty-Three Lakhs Twelve Thousand Five Hundred and Seventy-Nine Only) per annum with such increments as the Board may decide from time to time, subject however to a ceiling of ₹ 2,04,00,000/- (Rupees Two Crore and Four Lakhs Only) per annum. This allowance, however, will not be taken into account for the calculation of benefits such as Provident Fund, Gratuity, Superannuation and Leave encashment.
- c) Annual Incentive Pay: Linked to the achievement of targets, as may be decided by the Board from time to time, subject to a maximum of ₹ 4,00,00,000/- (Rupees Four Crore only) per annum.
- d) Long-term Incentive Compensation (LTIC) including Employee Stock Option, Restricted Stock Units, Performance Stock Units, Stock Appreciation Rights, Phantom Restricted Stock Units as per the Scheme applicable to the Executive Directors and/or Senior Executives of the Company and/or its Subsidiaries and/or any other Incentives applicable to Senior Executives of the Company/ Aditya Birla Group, in such manner and with such provisions as may be decided by the Board of the Company and/or its Subsidiaries considering the above.

## **C. Perquisites:**

- a) Housing: Company provided (furnished /unfurnished) accommodation and /or HRA in lieu of Company provided accommodation as per the Company's Policy.
- b) House Maintenance: Reimbursement of expenses at actuals pertaining to electricity, gas, water, telephone and other reasonable expenses for the upkeep and maintenance in respect of such accommodation as per the Company's Policy.
- c) Medical Expenses: Reimbursement of all expenses incurred for self and family (including domiciliary and medical expenses and insurance premium for medical and hospitalization policy as applicable), as per the Company's Policy.
- d) Life Insurance: Life Insurance cover as per the Company's Policy.
- e) Accidental Insurance: Accidental insurance cover as per the Company's Policy.
- f) Leave Travel Expenses: Leave Travel Expenses for self and family in accordance with the Company's Policy.
- g) Car: Up to Two cars for use of the Company's Business, as per the Company's Policy.
- h) Other expenses: Entertainment, traveling and all other expenses incurred for the business of the Company as per the Company's Policy.
- i) Contribution towards Provident Fund and/or Superannuation Fund and/or National Pension Scheme or Annuity Fund as per the Company's Policy.
- j) Gratuity and/or contribution to the Gratuity Fund of the Company as per the Company's Policy.
- k) Club fees: Fees of Two Clubs in India (including admission and annual membership fee).
- l) Other Benefits: Leave and related benefits as per the Company's Policy.

- m) Other Allowances/benefits, perquisites: Any other allowances, benefits and perquisites as per the Rules applicable to the Senior Executives of the Company and/or which may become applicable in the future and/ or any other allowance, perquisites as the Board from time to time decide.
- n) In case Mr. Praveen Kumar Maheshwari is elevated to the next higher level of the Company, the allowances, perquisites and benefits applicable to that level, will also apply to the individual.
- o) Annual remuneration review is effective July 1<sup>st</sup> each year, as per the Company's Policy.

Any revision/change in allowance/perquisite relating to Company provided (furnished/unfurnished) accommodation and/or HRA in lieu of Company provided accommodation / Car or other allowances/perquisites, will be adjusted from the existing Special Allowance, subject to the ceiling as approved by the Members and as per the Company's Policy.

- D. Subject as aforesaid, Mr. Praveen Kumar Maheshwari, Whole-time Director, shall be governed by such other Rules as are applicable to the Senior Executives of the Company, from time to time.
- E. For the purposes of Gratuity, Provident Fund, Superannuation, and other like benefits, if any, the service of Mr. Praveen Kumar Maheshwari, Whole-time Director will be considered as continuous service with the Company from the date of his joining the Aditya Birla Group.
- F. The aggregate of the remuneration and perquisites as aforesaid in any financial year shall not exceed the limit specified under applicable provisions of the Act or otherwise as may be permissible at law, from time to time.
- G. Though considering the provisions of Section 188 of the Act, Mr. Praveen Kumar Maheshwari would not be holding any office or place of profit by his being a mere Director of the Company's Subsidiaries/ Joint Ventures, approval be and is hereby granted by way of abundant caution for him to accept the sitting fees/ commission paid/ payable to other Directors for attending meetings of Board(s) of Directors/Committee(s) of Subsidiaries/Joint Ventures of the Company or companies promoted by the Aditya Birla Group.
- H. Mr. Praveen Kumar Maheshwari shall not be subject to retirement by rotation during his continuing tenure as the Whole-time Director of the Company. So long as Mr. Praveen Kumar Maheshwari functions as the Whole-time Director, he shall not be paid any fees for attending the meetings of the Board or any Committee(s) thereof.
- I. When in any financial year, the Company has no profits or its profits are inadequate, the remuneration including the perquisites as aforesaid will be paid to Mr. Praveen Kumar Maheshwari in accordance with the applicable provisions of the Act and subject to such approvals as may be required.
- J. The Board shall review and recommend the remuneration payable to the Whole-time Director during the tenure of his appointment, from time to time.

**RESOLVED FURTHER THAT** the Board of Directors (which term shall be deemed to include any Committee constituted/to be constituted by the Board) be and is hereby authorized to revise the remuneration and perquisites payable to Mr. Praveen Kumar Maheshwari from time to time, subject to the limits approved by the Members."

## **7) Change in place of keeping and inspection of Register and Index of Members, etc.:**

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

**"RESOLVED THAT** pursuant to the provisions of Section 88, 94 and other applicable provisions of the Companies Act, 2013 read with Companies (Management and Administration) Rules, 2014, and in accordance with the Articles

of Association of the Company (including any statutory modification/s or re-enactment/s thereof for the time being in force) consent of Members of the Company be and is hereby accorded for shifting and maintenance of the Registers and Index of Members of the Company at the Registered office of Link Intime India Private Limited, Registrar and Share Transfer Agent of the Company ("Registrar and Share Transfer Agent" or "RTA"), i.e. 1<sup>st</sup> Floor, C 101, 247 Park, LBS Marg, Vikhroli (West), Mumbai - 400083, or at such other place within Mumbai, where the Registrar and Share Transfer Agent may shift its registered office, from time to time.

**RESOLVED FURTHER THAT** the Board of Directors of the Company (including any Committee thereof) be and is hereby authorized to settle any question, difficulty or doubt, that may arise in giving effect to this resolution and to do all such acts, deeds and things as may be necessary, proper or expedient for the purpose of giving effect to this resolution."

## EXPLANATORY STATEMENT

[Pursuant to Section 102 of the Companies Act, 2013 ("Act")]

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

### Item No 3: Revision of Remuneration of the Statutory Auditors of the Company.

At the 63<sup>rd</sup> Annual General Meeting of the Company held on August 23, 2022, the Members of the Company had approved re-appointment (including remuneration) of M/s. Price Waterhouse & Co. Chartered Accountants LLP (Registration No. 304026E/E-300009), for a tenure of five years from the conclusion of 63<sup>rd</sup> Annual General Meeting till the conclusion of 68<sup>th</sup> Annual General Meeting to be held in the year 2027.

The Company is implementing a new Enterprise Resource Planning (ERP) system i.e. Oracle EBS ERP System across the units of the Company. This involves additional one-time and recurring efforts to audit the IT General Controls. The Audit Committee and the Board of Directors at their respective meetings held on May 24, 2023, recommended an additional one-time fee of upto ₹ 1.98 crores and a recurring increase of ₹ 8 lakhs per annum, excluding applicable taxes and out-of-pocket expenses and certification fees, if any. Any other modification(s) in the remuneration for the remaining tenure of the appointment shall be approved by the Board of Directors (including any Committee thereof) in this behalf.

Save and except as aforesaid, all other terms and conditions of their appointment shall continue to remain in full force and effect until the completion of their tenure.

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 the proposed resolution stated in Item No. 3 as an Ordinary Resolution.

### Item No 4: Appoint a Director in place of Mrs. Rajashree Birla who retires from office by rotation, and being eligible, offers herself for re-appointment and continuation in office.

#### Current Term :

The Members of the Company had approved the following with respect to the directorship of Mrs. Rajashree Birla:

AGM	Held on	Approved
60 <sup>th</sup>	August 30, 2019	Re-appointment as a Non-Executive Director, in terms of Section 152 of the Act.
61 <sup>st</sup>	September 10, 2020	Continuation of directorship on attaining 75 years of age, in terms of Regulation 17(1A) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations").

#### Proposal and Rationale for re-appointment:

Mrs. Rajashree Birla, is liable to retire by rotation at the ensuing AGM and being eligible, offers herself for re-appointment. Approval of the Members is accordingly sought for her re-appointment as well as continuation as a Director, in terms of the aforementioned regulations.

a) **Brief profile:** Annexed as Annexure A to this Notice.

**b) Her Attendance at Company's Meeting:**

Her commitment to her role and responsibility as a Non-Executive Director is showcased through the time committed in participation and deliberations at Company meetings. Mrs. Rajashree Birla's attendance at Board and General meetings of the Company held during her tenure:

Financial Year	Attendance at		
	Board meetings	CSR Committee	AGM
2020-21	6/6	1/1	Y
2021-22	5/7	1/1	Y
2022-23	4/5	1/1	Y

**c) Confirmations: Mrs. Rajashree Birla has confirmed that:**

- She is qualified to be appointed as a Director in terms of provisions of Section 164 of the Act.
- She 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.

**d) Disclosure of Interest:**

None of the Director(s) and Key Managerial Personnel of the Company or their respective relatives, except Mrs. Rajashree Birla and Mr. Kumar Mangalam Birla and their relatives are concerned, or interested in the said resolution.

The Board of Directors of the Company recommends passing of the proposed resolution stated in Item No. 4 as a Special Resolution.

**Item No 5: Ratification of Remuneration of the Cost Auditors for the Financial Year ending March 31, 2024.**

The Board on the recommendation of the Audit Committee has approved the appointment of and payment of remuneration to M/s. R. Nanabhoy & Co., Cost Accountants (Firm Registration no.000010), Mumbai, to conduct the audit of the cost records of the Company for the Financial Year ending on March 31, 2024.

In accordance with the provisions of Section 148 of the Act 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.

The remuneration of the Cost Auditors is as per the agreement basis, existing scope of work commensurate with the operations and capacities of the Company. The remuneration paid for past three financial years are as follows:

₹ in Lakhs		
FY 23	FY 22	FY 21
18	15	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 the proposed resolution stated in Item No. 5 as an Ordinary Resolution.



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**Item No 6: Re-appointment of Mr. Praveen Kumar Maheshwari as the Whole-time Director of the Company.**

Pursuant to the recommendation of the Nomination and Remuneration Committee ("NRC"), the Board, approved the re-appointment of Mr. Praveen Kumar Maheshwari as the Whole-time Director of the Company with effect from May 28, 2023 until March 31, 2024, subject however to the approval of Members of the Company at the 64<sup>th</sup> Annual General Meeting. Members' approval is sought for the re-appointment of and remuneration payable to Mr. Praveen Kumar Maheshwari in terms of the applicable provisions of the Act, more particularly as mentioned in the Resolution.

Brief profile of Mr. Praveen Kumar Maheshwari is provided separately in **Annexure A** to this Notice. The Company has received a notice proposing the candidature of Mr. Praveen Kumar Maheshwari for the office of Director under Section 160 of the Act.

None of the Directors and/or Key Managerial Personnel of the Company and/or their relatives, except Mr. Praveen Kumar Maheshwari and his relatives, are in any way concerned or interested (financially or otherwise), in the proposed Ordinary Resolution, except to the extent of their shareholding in the Company, if any.

The Board of Directors of the Company recommends passing of the proposed resolution stated in Item No. 6 as an Ordinary Resolution.

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**Item No 7: Change in place of keeping and inspection of Register and Index of Members, etc.**

In accordance with the provisions of Section 94 and other applicable provisions of the Act, the Register and Index of Members are required to be kept and maintained at the Registered Office of the Company, unless a Special Resolution is passed in the General Meeting, authorizing keeping of the Register at any other place within the city, town or village in which the Registered Office of Company is situated.

The Company has appointed M/s. Link Intime India Private Limited as its Registrar and Share Transfer Agent ("RTA") with effect from July 7, 2023, having its registered office situated at 1<sup>st</sup> Floor, C 101, 247 Park, L.B.S Marg, Vikhroli (West), Mumbai – 400083.

In view of the above, the Company proposes to shift its Register and Index of Members to the Registered office of the RTA.

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

The Board of Directors of the Company recommends passing of the proposed resolution stated in Item No. 7 as a Special Resolution.

In compliance with the requirements of SS-2, all documents, contracts, agreement as mentioned in this Notice, including the Memorandum and Articles of Association are available for inspection of the Members during business hours from July 31, 2023 till conclusion of Annual General Meeting at the Registered and Corporate offices of the Company.

## ANNEXURE A

### Details<sup>(1)</sup> of the Directors seeking appointment / re-appointment (as set out in item nos. 4 and 6 of this Notice)

In terms of Regulations 36 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with Clause 1.2.5 of Secretarial Standards 2 on General Meetings ("SS-2")

Name of Director	Mrs. Rajashree Birla	Mr. Praveen Kumar Maheshwari
DIN	00022995	00174361
Date of Birth / Age	September 15, 1945/ 77 Years	February 18, 1961/ 62 Years

#### Brief Resume

Mrs. Rajashree Birla is an exemplar in the area of community initiatives and rural development. Mrs. Birla spearheads the Aditya Birla Centre for Community Initiatives and Rural Development, the Group apex body responsible for development projects.

She oversees the social and welfare driven work across all the Group's major companies. The footprint of the Centre's work straddles over 7,000 villages, reaching out to 9 million people. The Group runs 20 hospitals. The Group reaches out to well over 100,000 students through its network of 52 formal schools and non-formal educational institutes. Of these girls constitute 50%. Both its hospitals as well as schools are 'Not For Profit' institutions. Mrs. Birla is the Chairperson of the FICCI – Aditya Birla CSR Centre for Excellence, Habitat for Humanity (India) and is on the Board of the Asia Pacific Committee as well as Habitat's Global Committee.

She is the Chairperson of FICCI's first ever Expert Committee on CSR. She is on the Board of BAIF Development Research Foundation, Pune and also served on the Board of Directors of the CSR Committee of the SBI Foundation and is a Trustee of the Gujarat Vidyapith. As a patron of arts and culture, she is the President of the "Sangit Kala Kendra", a Centre for performing arts, as well as the INT-

Mr. Maheshwari is a Whole Time Director and Chief Financial Officer of the Company. He joined the Company as its Chief Financial Officer in December 2011. He was inducted in the Board as the Whole-time Director in May 2016. He also worked as the CEO of Copper business of the Company for the period from July 1, 2019 to April 30, 2021.

Mr. Maheshwari, a Chartered Accountant with an MBA from IIM - Ahmedabad, has over 40 years of work experience in areas of General Management and Finance, including mergers & acquisitions, fund raising investor relations in India and global financial markets. Prior to joining Hindalco, he has worked with a number of business houses engaged in different industries. His last assignment before joining the Company was as Group CFO & Executive Director – Finance of Bharat Forge Limited.

Name of Director	Mrs. Rajashree Birla	Mr. Praveen Kumar Maheshwari
	<p>ABCPA (Indian National Theatre-Aditya Birla Centre for Performing Arts).</p> <p>In recognition of the exemplary work done by Mrs. Rajashree Birla, leading national and international organisations have showered accolades upon her. Among these the most outstanding one has been that of the Government of India which bestowed the "Padma Bhushan" Award in 2011 on Mrs. Rajashree Birla in the area of "Social Work".</p> <p>In recognition of Mrs. Birla's unrelenting endeavours towards polio eradication, she was honoured with the much coveted "Polio Eradication Champion" Award by the Government of India. Likewise, the "Global Golden Peacock Award for CSR" was conferred upon her by Dr. Ola Ullsten, the Former Prime Minister of Sweden in Portugal. Among other distinctive awards received by Mrs. Birla, feature the Economic Times' prestigious Award: Corporate Citizen of the Year, twice in a decade, first in 2003 and again in 2012; the All India Management Association's "Corporate Citizen of the Year Award", the IOD's "Distinguished Fellowship Award" and the "FICCI FLO Golden Laurel Award".</p>	
<b>Date of First Appointment</b>	March 15, 1996	May 28, 2016
<b>Expertise in specific functional areas</b>	CSR	Finance, Strategic Expertise, General Management, Risk Management
<b>Qualification</b>	B.A.	C.A., MBA (IIM-A)
<b>Terms and conditions of appointment / re-appointment</b>	Non-Executive Director, liable to retire by rotation.	Whole-time Director to be re-appointed from May 28, 2023 till March 31, 2024.
<b>Past Remuneration drawn from the Company [FY 22-23]</b>	₹ 2.90 Crores (Sitting fees and Commission)	₹ 7.75 Crores (Remuneration).
<b>Remuneration sought to be paid</b>	Sitting fees and Commission, as may be approved	As per the terms of appointment detailed in the Resolution.

<b>Name of Director</b>	<b>Mrs. Rajashree Birla</b>	<b>Mr. Praveen Kumar Maheshwari</b>
<b>Shareholding in the Company</b> (including as a beneficial Owner)	6,12,470 equity shares	Nil
<b>Relationship with the other Directors, Manager and Other Key Managerial Personnel of the Company</b>	Mother of Mr. Kumar Mangalam Birla (Chairman of the Company)	Nil
<b>No. of Board Meetings attended during the FY23</b>	4 out of 5	5 out of 5
<b>List of other listed Companies in which Directorship is held</b>	1) Century Enka Limited; 2) Century Textiles and Industries Limited; 3) Grasim Industries Limited; 4) Pilani Investment and Industries Corporation Limited; 5) UltraTech Cement Limited.	Nil
<b>Listed entities from which resigned as a Director in the past three years</b>	Nil	Nil
<b>Chairperson/ Member of Committee(s) of Board of Directors of the Company <sup>(2)</sup></b>	Nil	Nil
<b>Chairperson/ Member of the Committee(s) of Board of Directors of other Companies<sup>(2)</sup></b>	Nil	Nil

(1) Details stated in Annexure A are as on the date of the AGM Notice i.e. July 12, 2023.

(2) In terms of the applicable provisions of the SEBI Listing Regulations, memberships and chairpersonship in committee only includes the Audit Committee and Stakeholders Relationship Committee.

## NOTES FOR MEMBERS' ATTENTION

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### 1. Virtual Meeting

In accordance with the provisions of the Act, read with the Rules made thereunder and General Circular No. 10/2022 dated December 28, 2022, 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 January 5, 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") upto September 30, 2023, without the physical presence of the Members at a common venue. Hence, in compliance with the Circulars, the 64<sup>th</sup> 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.

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### 2. Electronic copy of the Integrated Annual Report and Notice of the 64<sup>th</sup> 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 2022-23 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 <https://hindalco.com/upload/pdf/notice-of-the-64th-annual-general-meeting.pdf> and the Integrated Annual Report 2022-23 will be available on <https://hindalco.com/upload/pdf/hindalco-annual-report-2022-23.pdf>, 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. <https://instavote.linkintime.co.in/>.

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### 3. Register to receive communications electronically

Members are encouraged to register / update their e-mail addresses or mobile number 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 (including Integrated Annual Report) from the Company electronically may register / update their e-mail and mobile numbers with LIPL or the Company.

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

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### 4. Directors seeking appointment / re-appointment

Relevant details with respect of Directors seeking appointment/re-appointment 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 **Annexure A**, which also form part of this Notice.

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### 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.

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### 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](mailto:dilipbcs@gmail.com) with a copy marked to the Company Secretary at [hilinvestors@adityabirla.com](mailto: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 Members to exercise their right to vote, on the Resolutions proposed to be passed at 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

<b>Cut-off date</b>	: Wednesday, August 16, 2023
[for determining the Members entitled to vote on the resolutions set forth in this notice]	

<b>Remote e-voting period</b>	<b>Commences from</b>	: 9:00 a.m. IST, Saturday, August 19, 2023
[During this period, members of the Company as on the cut-off date may cast their vote by remote e-voting]		<b>Ends on</b>
		: 5.00 p.m. IST, Monday, August 21, 2023
		[The remote e-voting module shall be disabled for voting thereafter by LIPL]

### 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">https://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/myeasiness/Home/Login">https://web.cdslindia.com/myeasiness/Home/Login</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">https://instavote.linkintime.co.in</a>

## Remote e-voting: Procedure

### (I) 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.nsd.com">https://eservices.nsd.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/myeasinew/Home/Login">https://web.cdslindia.com/myeasinew/Home/Login</a> or <a href="http://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.
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="https://eservices.nsd.com">https://eservices.nsd.com</a> . Select "Register Online for IDeAS "Portal or click at <a href="https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp</a>	Option to register is available at <a href="https://web.cdslindia.com/myeasinew/Registration/EasiRegistration">https://web.cdslindia.com/myeasinew/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="https://www.evoting.nsd.com/">https://www.evoting.nsd.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)

Step no.	For Members holding securities with NSDL	For Members holding securities with CDSL
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.

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 and you will be redirected to e-Voting website of InstaVote for casting your vote during the remote e-Voting period to cast your vote without any further authentication.

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 Members 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 toll free no.: 1800 1020 990 and 1800 22 44 30
Individual Members 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 022-23058738 or 22-23058542-43

## (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="https://instavote.linkintime.co.in">https://instavote.linkintime.co.in</a>	
2.	Click on "Sign Up" under 'SHARE HOLDER' tab and register with your following details: -	
	A. <b>User ID:</b> Enter your User ID	
	(i) For members holding shares in demat account held with CDSL : 16 digits beneficiary ID,	(Skip step)
	(ii) For members holding shares in demat account held with NSDL : 8 Character DP ID followed by 8 digit client ID,	



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
2.	(iii) For members holding shares in physical form : Provide Event Number (230264) and Folio number registered with the Company	
	B. <b>Permanent Account Number (PAN):</b> 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. <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)	
	D. <b>Bank Account Number:</b> Enter your Bank Account Number (last four digits), as recorded with your DP/Company.	(Skip step)
	(i) For members holding shares in demat account held with CDSL : Shall provide either 'C' or 'D', above	
	(ii) For members holding shares in demat account held with NSDL : Shall provide 'D' above	
	(iii) For members holding shares in physical form but have not recorded 'C' and 'D' above : Shall provide their folio number in 'D' above	
3.	Set the password of your choice [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].	(Skip step)
4.	Click on 'confirm' and your password will be generated.	(Skip step)
	[Use your existing password]	
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'. (If you wish to view the entire Resolution details, click on the 'View Resolution' file link).	
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 <https://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 'SHARE HOLDER' tab and further Click 'forgot password?'
  - Enter User ID, select Mode and Enter Image Verification (CAPTCHA) Code and Click on 'Submit'.
3. In case shareholders/ members is 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 addition, shareholder will also be provided with a facility to attend the AGM through VC/OAVM through the LIPL e-Voting system. The members who have cast their vote by remote e-voting prior to the AGM will be entitled to and may attend the AGM but shall not be entitled to cast their vote again.

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 <https://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 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
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- |    |   |
|----|---|
| 1. | Open the internet browser and launch the URL: <a href="https://instameet.linkintime.co.in">https://instameet.linkintime.co.in</a> |
| 2. | Select the "Company" and 'Event Date' and register with your following details: -   |

**Step For all shareholders  
no.**

2. **A. Demat Account No. or Folio No:** Enter your 16 digit Demat Account No. or Folio No:
    - (i) For members holding shares in demat account : 16 digits beneficiary ID held with CDSL
    - (ii) For members holding shares in demat account : 8 Character DP ID followed by 8 digit client ID held with NSDL
    - (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](mailto:instameet@linkintime.co.in) or contact on: - Tel: 022-49186175.

## 10. Speaker registration for the AGM

1. 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 atleast 7 (seven) days prior to meeting i.e. Wednesday, August 16, 2023 mentioning their name, demat account number/folio number, e-mail ID, mobile number at [hilinvestors@adityabirla.com](mailto:hilinvestors@adityabirla.com).
2. 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/](http://www.webex.com/downloads.html/) (Members may also refer a tutorial video available on [www.youtube.com/watch?v=U2C9BVtGVRk](https://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. Wednesday, August 16, 2023 mentioning their name, demat account number/folio number, e-mail ID, mobile number at [hilinvestors@adityabirla.com](mailto:hilinvestors@adityabirla.com). These queries will be replied to by the Company suitably by e-mail.

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## 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 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'.
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](mailto:instameet@linkintime.co.in) or contact 022 4918 6175.

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## 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. Wednesday, August 16, 2023 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. Voting rights of the members shall be in proportion to their shares of the paid-up equity share capital of the Company as on the cut-off date i.e. Wednesday, August 16, 2023.
- d. 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](mailto:enotices@linkintime.co.in) or [hilinvestors@adityabirla.com](mailto:hilinvestors@adityabirla.com).
- e. 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.
- f. 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).

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### 13. 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 Chairman 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](http://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.

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### 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.

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### 15. Book Closure

The Register of Members and Share Transfer Books of the Company will remain closed from Wednesday, August 16, 2023, to Tuesday, August 22, 2023, (both days inclusive) for the purpose of payment of dividend, if any, approved by the Members.

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## 16. Payment of Dividend

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 Tuesday, August 22, 2023 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 Monday, August 14, 2023;
- (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 Monday, August 14, 2023.

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 paripassu with the existing equity shares and shall be entitled to receive the dividend, if approved at the meeting.

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 email to [hilinvestors@adityabirla.com](mailto: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)
  - 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 code 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 with effect from April 1, 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 the Act 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 [hilttds@adityabirla.com](mailto:hilttds@adityabirla.com) by Friday, August 11, 2023. 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, 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 [hilttds@adityabirla.com](mailto:hilttds@adityabirla.com).

The aforesaid declarations and documents need to be submitted by the shareholders by Friday, August 11, 2023.

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### **17. Information related to Investor Education and Protection Fund ("IEPF")**

Pursuant to the provisions of Section 124 of the Act, the unpaid / unclaimed dividend for the financial year 2014-15 has been transferred by the Company to the Investor Education and Protection Fund ("IEPF") established by the Central Government. In compliance with the Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016 ("IEPF Rules"), the Company has already transferred equity shares pertaining to the financial year 2014-15 to the IEPF Suspense Account, after providing necessary intimations to the relevant Members. Details of unpaid / unclaimed dividend and equity shares for the financial year 2014-15 are uploaded on the website of the Company as well as that of the MCA. No claim shall lie against the Company in respect of unclaimed dividend amount and equity shares transferred to the IEPF Account, pursuant to the IEPF Rules. Members can however claim both the unclaimed dividend amount and the equity shares from the IEPF Authority by making applications in the manner provided in the IEPF Rules.

In terms of the provisions of Section 124(5) of the Act, dividend for the Financial Year 2015-16 and the dividends for the subsequent years, which remain unpaid or unclaimed for a period of seven consecutive years will be transferred to IEPF. Further, in terms of the provisions of the IEPF Rules, equity shares in respect of which dividend has not been paid or claimed for seven consecutive years or more from the date of declaration will also be transferred to IEPF Account, which is operated by the IEPF Authority in terms of the IEPF Rules.

Members, who have so far not encashed their dividend relating to the financial year 2015-16 are requested to do so by October 21, 2023 by writing to the Secretarial Department at the Registered Office of the Company or to LIPL, failing which the dividend and the equity shares relating thereto will be transferred to the IEPF.

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### **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.

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## 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 November 3, 2021 & 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 <https://www.hindalco.com/upload/pdf/form-isr-4-duplicate-other-serices-demat.pdf>.

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## 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 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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## 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.

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## 22. MEMBERS ARE REQUESTED TO PLEASE READ THE "COMPANY'S RECOMMENDATIONS TO THE SHAREHOLDERS" PROVIDED IN THE "SHAREHOLDER INFORMATION" SECTION OF THE INTEGRATED ANNUAL REPORT FOR 2022-23.

For Hindalco Industries Limited  
By Order of the Board

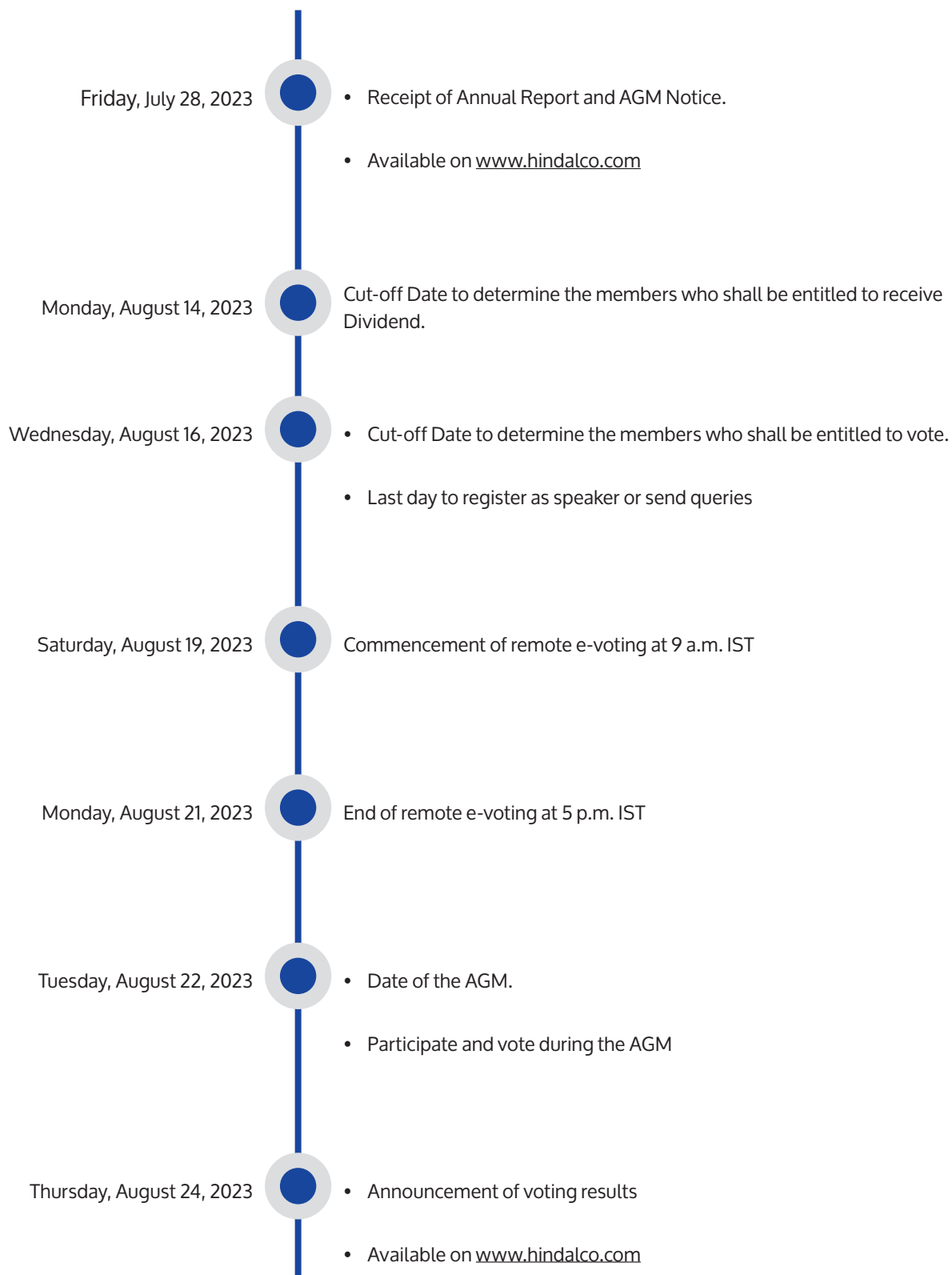
**Geetika Anand**  
Company Secretary and Compliance Officer  
Membership No.: A23228

Place: Mumbai  
Date: July 12, 2023



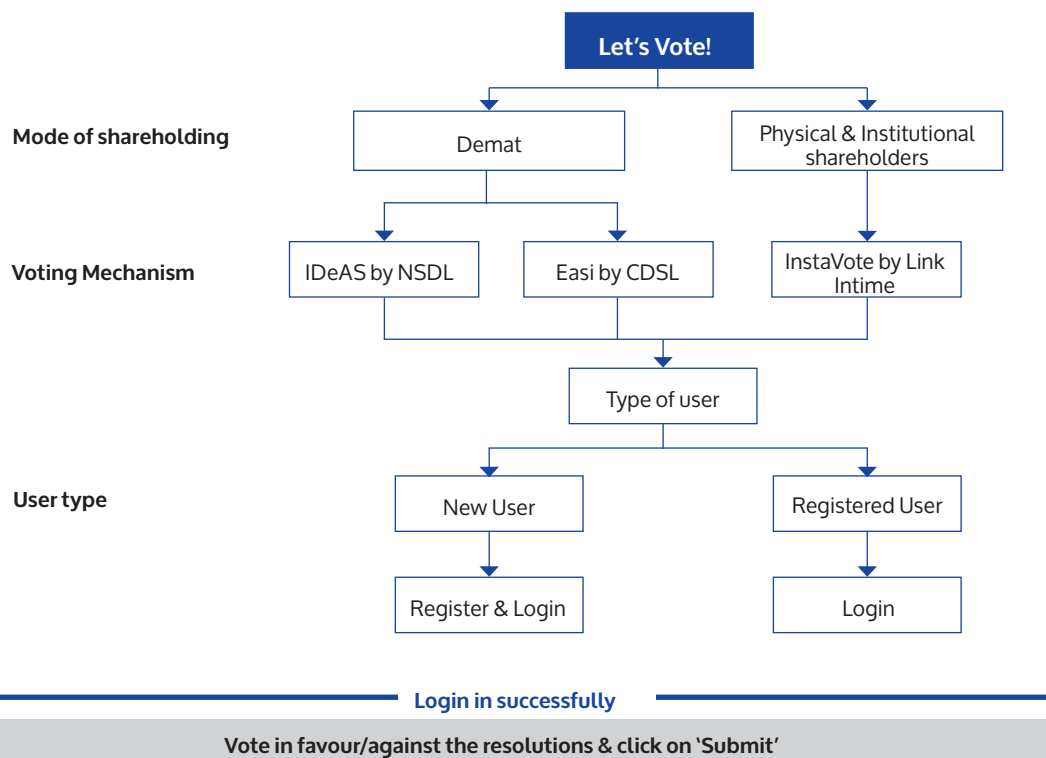
## IMPORTANT DATES

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## VIRTUAL GUIDE

**E-voting Commences from** : 9:00 a.m. IST, Saturday, August 19, 2023  
**Ends on** : 5.00 p.m. IST, Monday, August 21, 2023



**Attend AGM** Tuesday, August 22, 2023

1. Open <https://instameet.linkintime.co.in> Or Webex Application, if you are a speaker
2. Register for the event and log in  
[Please use Tablets/ Laptops connected through broadband for better experience]
3. Mark your attendance and attend the AGM Proceeds  
[Meeting shall begin at the 3 p.m.]
4. Vote at the AGM  
[Only if you have not cast your vote on the Resolutions through remote e-voting]
5. Meeting concludes

**Results** The results along with the consolidated Scrutinizer's Report shall be declared on the website of:

- a) the Company i.e. [www.hindalco.com](http://www.hindalco.com)
- b) Link Intime India Private Limited i.e. <https://instavote.linkintime.co.in/> ; and
- c) BSE Limited and National Stock Exchange of India Limited i.e. [www.bseindia.com](http://www.bseindia.com) and [www.nseindia.com](http://www.nseindia.com) respectively.