

**Combined Scrutinizer's Report on Remote E-voting & electronic Voting conducted at the
EXTRAORDINARY GENERAL MEETING of HINDALCO INDUSTRIES LIMITED held at MUMBAI on
December 9, 2016**

To,
Chairman,
Hindalco Industries Limited
Century Bhawan,
3rd Floor, Dr. Annie Besant Road
Worli, Mumbai 400030

Extraordinary General Meeting (EOGM) of the Equity Shareholders of Hindalco Industries Limited held on Friday, December 9, 2016 at –Century Bhavan Sabhagrah, Century Bhavan, Dr. Annie Besant Road, Worli, Mumbai – 400030.

Sub: Passing of Resolution through remote electronic voting and electronic voting at the venue of the EOGM, pursuant to section 108 of the Companies Act 2013, read with Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

The Board of Directors of Hindalco Industries Limited (hereinafter referred to as the "HINDALCO" or the "Company") at its meeting held on November 12, 2016 has appointed me as the Scrutinizer for the Remote E-voting process, and electronic voting by the members at the venue of the EOGM pursuant to Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 and in accordance with Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. I say, I am familiar and well versed with the concept of electronic voting system as prescribed under the said Rules

Report on Scrutiny:

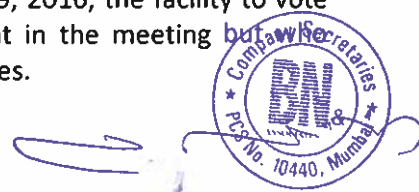
- The Company had appointed Karvy Computershare Pvt. Ltd., ('KCPL' or 'Karvy') as the Service provider, for the purpose of extending the facility of Remote E-Voting to the Members of the Company. The Company has its own share department for handling the Registrar and share transfer agency services herein after referred to as "RTA"



C/O. Karvy Computershare Pvt. Ltd. 24-B Raja Bahadur Mansion, Ground Floor, Ambabal Doshi Marg, B/H BSE, Fort, Mumbai - 400 023.
T :91 22 6623 5454 D:91 22 6623 5411 Fax:91 22 6633 1135 Cell :9820142331/9004089490
E-mail :narasimhan.b8@gmail.com // bn@karvy.com

Resi : 601/602, B-wing, Cosmic Heights, Bhakti Park, Imax Theater Compound, Wadala (E), Mumbai - 400 037.
(T) : 91 22 2403 6596

- The Service Provider had provided a system for recording the votes of the Members electronically on the only item of the business sought to be transacted in the EOGM of the Company which was held on Friday, December 9, 2016.
- The Service Provider had set up electronic voting facility on their website, <https://evoting.karvy.com>. HINDALCO had uploaded the only item of the business to be transacted at the EOGM on the website of HINDALCO namely www.hindalco.com and also its Service Provider Karvy to facilitate their Members to cast their vote through Remote E-Voting.
- The cut-off date for the dispatch of the Notice of the EOGM was November 15, 2016 and as on that date, there were 328451 Members of the HINDALCO. The service provider had sent the Notices of the EOGM and E-voting details by email to 199505 Members whose email Id was made available by the two Depositories for the electronic shares and for those members, holding in physical form, who had registered their email Id with the RTA. In respect of 128946 folios, Members, whose Email Ids are not available, the Notices were sent by Courier/ Post and Airmail.
- In respect of 4223 cases, where the transmissions through email had failed, the Company had sent the Notice of the EOGM along with E-voting details through physical form by Courier/Post.
- The Notices sent (both through email and physical form) contained the detailed procedure to be followed by the Members who were desirous of casting their votes electronically as provided in the Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended.
- The **Cut-off date** for the purposes of identifying the Members who will be entitled to vote on the resolutions placed for approval of the Members was **Saturday December 3, 2016**.
- As prescribed in the aforesaid Rules, the Remote E-Voting facility was kept open for three days from **Tuesday, December 6, 2016 9.00 A.M. till Thursday, December 8, 2016 till 5.00 P.M.**
- HINDALCO completed the dispatch of the notices to the members by 15th November, 2016.
- As prescribed in clause (v) of sub rule 4 of the Rule 20, HINDALCO also released an advertisement, which was published 21 days before the date of the EOGM in English in Business Standard newspaper having country-wide circulation dated November 17, 2016 and in Marathi in Navshakti newspaper dated November 17, 2016. The notices published in the newspapers carried the required information as specified in Sub Rule 4(v) (a) to (h) of the said Rule 20.
- At the end of the voting period on December 8, 2016 at 5.00 P.M., the voting portal of the Service Provider was blocked forthwith. The list of shareholders who had participated in the remote e-voting process was also obtained from the service provider Karvy
- At the venue of the EOGM of the HINDALCO held on December 9, 2016, the facility to vote electronically was provided to facilitate those members present in the meeting but they could not participate through Remote E-voting to record their votes.



On December 9, 2016, after counting of the votes conducted at the venue of the EOGM, through electronic voting process, the votes cast through Remote E-Voting facility was duly unblocked by me as a Scrutinizer in the presence of Ravi Narayan and Reena Rapheal who acted as the witnesses, as prescribed in Sub Rule 4(xii) of the said Rule 20.

- The remote e-voting and the electronic voting done at the meeting were reconciled with the records maintained by the In-House RTA and the authorizations / proxies lodged with the Company.
- Thereafter, I as a Scrutinizer duly compiled the details of the Remote E-Voting carried out by the Members together with the electronic voting done at the venue of the EOGM

The results of the Remote E-voting together with that of the electronic voting carried out at venue of the EOGM are as under:

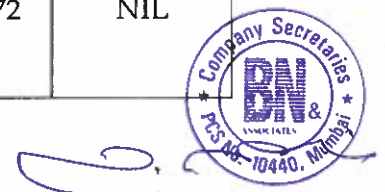
Details	Remote E-voting	Electronic voting at the EOGM	Total voting
Number of members who cast their votes	678	88	766
Total number of Shares held by them	144,58,12,655	4,51,618	144,62,64,273
Valid Votes cast (Members)	660	88	748
Abstained/ Invalid/Less voted	143,32,95,768	4,51,618	143,37,47,386

Note:

1. Percentage of votes cast in favour or against the resolutions are calculated based on the Valid Votes cast through Remote E-voting and voting by electronic means at the venue of the EOGM.
2. Break up votes cast through remote e-voting and through voting at the meeting through electronic means for and against the item mentioned in the Notice is given below

ITEM NO 1 OF THE NOTICE (AS A SPECIAL RESOLUTION):

Manner of voting	Votes in favour of the resolution		Votes against the resolution		Invalid votes
	Nos.	%age	Nos.	%age	Nos.
Total valid votes through Remote e-voting	140,10,07,177	97.747	3,22,88,591	2.253	1,25,16,887
Total valid votes through voting at the EOGM	4,51,295	99.928	323	0.072	NIL





Item 1 of Notice stands passed with the requisite majority

The Resolution mentioned in the EOGM Notice as per the details above stand passed under Remote E-voting and electronic voting conducted at EOGM with the requisite majority and deemed to be passed as on the date of the EOGM.

A Compact Disc (CD) containing a list of equity shareholders who voted "FOR" or "AGAINST" and those who "ABSTAINED" together with those whose votes were declared invalid for the resolution under consideration at the EOGM is being delivered to the Company Secretary Separately.

I hereby confirm that I am maintaining the Registers received from the RTA and electronic voting data received from the Service Provider, in respect of the votes cast through Remote e-voting and by way of voting electronically at the meeting by the Members of the HINDALCO. All the relevant records relating to e-voting and voting electronically at the EOGM is under my safe custody and will be handed over to the Company Secretary for safe keeping, after the Chairman signs the Minutes.

Thanking you,
Yours Faithfully
For B.N. & Associates




CS B Narasimhan
(Proprietor)
(FCS no 1303 COP no 10440)

Place: Mumbai
Date: December 9, 2016

Witnesses:

Name: 1) Ravi Narayan

2) Reena Rapheal



Signature:



Signature:

Countersigned and received the report:



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Signed by ~~Chairman~~ authorized person in this regard

Place: Mumbai

Date: December 9, 2016