



HINDALCO INDUSTRIES LIMITED

CIN No: L27020MH1958PLC011238

Registered Office: Ahura Centre, 1st Floor, B Wing, Mahakali Caves Road, Andheri (East), Mumbai- 400 093.

Tel: (91-22) 6691 7000, Fax: (91-22) 6691 7001, Email: hilinvestors@adityabirla.com, website: www.hindalco.com

NOTICE is hereby given that, the **Sixty-third** Annual General Meeting ('AGM') of the Shareholders of Hindalco Industries Limited ("the Company") will be held on Tuesday, 23rd August, 2022 at 03:00 p.m. (IST) through Video Conferencing (VC) or Other Audio Visual Means (OAVM), to transact the following business:

ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Financial Statements (including Audited Consolidated Financial Statements) for the year ended 31st March, 2022 together with Report of the Directors and the Auditors thereon.
2. To declare Dividend on equity shares of the Company for the year ended 31st March, 2022.
3. **To appoint a Director in place of Mr. Kumar Mangalam Birla (DIN: 00012813) who retires by rotation and being eligible, offers himself for re-appointment.**

"**RESOLVED THAT** pursuant to the provisions of Section 152 and other applicable provisions of the Companies Act, 2013, Mr. Kumar Mangalam Birla (DIN:00012813), who retires by rotation and being eligible, offers himself for reappointment, be and is hereby appointed as a Non-Executive Director of the Company, with the consent of the members of the Company, accorded under Regulation 17(1A) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015."

4. **Appointment of Statutory Auditors of the Company**
To consider and if thought fit, to pass the following resolution as an Ordinary Resolution:

"**RESOLVED THAT** pursuant to the provisions of Sections 139, 142 and 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 thereof for the time

being in force), and pursuant to recommendation of Audit committee and Board of Directors, M/s. Price Waterhouse & Co. Chartered Accountants LLP (Registration No. 304026E/E-300009) be and is hereby re-appointed as Statutory Auditors of the Company to hold office from the conclusion of this Annual General Meeting ("AGM") till the conclusion of the Sixty Eighth AGM to be held in the year 2027, at such remuneration, as may be mutually agreed between the Company and the Statutory Auditors from time to time.

RESOLVED FURTHER THAT the Board of Directors be and is hereby authorised to do all such acts, deeds, matters and things as may be considered necessary, desirable and expedient to give effect to this Resolution."

SPECIAL BUSINESS:

- 5 **To ratify the remuneration of the Cost Auditors for the financial year ending 31st March, 2023 and in this regard to consider and if thought fit, to pass the following resolution, which will be proposed as an Ordinary Resolution:**

"**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 thereof, for the time being in force), the remuneration of ₹ 18,00,000/- per annum (Rupees Eighteen Lakhs only) plus taxes, as applicable and reimbursement of actual travel and out-of-pocket expenses for the financial year ending 31st March, 2023 to be paid to M/s R. Nanabhoy & Co., Cost Accountants, appointed by the Board of Directors of the Company to conduct audit of the cost records of the Company, 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 authorised to do all such acts, deeds and things and take all such steps as may be necessary, proper or expedient to give effect to this resolution."

6 Adoption of the Hindalco Industries Limited Employee Stock Option and Performance Stock Unit Scheme 2022

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

"RESOLVED THAT pursuant to applicable provisions of the Companies Act, 2013 ("Act") and Rules made thereunder; Regulation 6 and other applicable provisions, if any, of the Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 ("SEBI SBEB & SE Regulations"); the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015; any rules, guidelines and regulations issued by the Reserve Bank of India and such other laws, rules and regulations (including any statutory amendment(s) or modification(s) or re-enactment(s) thereof, for the time being in force) as may be applicable(collectively, the "Applicable Laws"), the relevant provisions of the Articles of Association of the Company and further subject to such other approvals, consent, permissions and sanctions as may be necessary from the appropriate authorities or bodies and subject to such conditions and modifications as may be prescribed or imposed by the above authorities and which may be agreed to and accepted by the Board of Directors (hereinafter referred to as the "Board" which term shall be deemed to include any duly constituted committee, including the Nomination, Remuneration and Compensation Committee to exercise its powers conferred by this Resolution), consent of the Members be and is hereby granted for adoption of the 'Hindalco Industries Limited Employee Stock Option and Performance Stock Unit Scheme 2022' ("the Scheme 2022"), the salient features of which are furnished in the explanatory statement to the Notice and the same be implemented through the Hindalco Employees Welfare Trust ("the Trust").

RESOLVED FURTHER THAT consent be and is hereby granted to the Board to create, grant, offer and issue in one or more tranches under the Scheme 2022, at any time to or for the benefit of the employees of the Company, whether working in India or outside India, including any

managing or whole-time directors of the Company, its Group Company(ies), as defined in the SEBI SBEB & SE Regulations, including holding / subsidiary or associate company (ies), such number of stock options (comprising of options and / or performance stock units, as the case may be) (the "Stock Options") exercisable into not more than 1,68,28,000 equity shares of ₹ 1/- each ("Equity Shares") being 0.75% of the paid-up equity share capital of the Company as on 31st March, 2022 (or such other number adjusted in terms of Scheme 2022 as per applicable law), at such price, in one or more tranches and on such terms and conditions as may be fixed or determined by the Board in accordance with the SEBI SBEB & SE Regulations or other provisions of law as may be prevailing at that time.

RESOLVED FURTHER THAT in case of any corporate action(s) such as rights issues, bonus issues, merger and sale of division or other reorganisation of capital structure of the Company, as applicable from time to time, the Board be and is hereby authorised to do all such acts, deeds, matters and things as it may deem fit in its absolute discretion and as permitted under applicable laws, so as to ensure a fair and reasonable adjustment to the Stock Options granted earlier. Further, the above ceiling of 0.75% i.e., 1,68,28,000 Equity Shares shall be deemed to be increased to the extent of such additional equity shares issued.

RESOLVED FURTHER THAT in case the equity shares are either sub-divided or consolidated, then the number of equity shares to be transferred on exercise of Stock Options and the exercise price of Stock Options shall automatically stand augmented or reduced, as the case may be, in the same proportion as the present face value of ₹ 1/- per equity share bears to the revised face value of the equity shares of the Company after such sub-division or consolidation, without affecting any other rights or obligations of the employees who have been granted Stock Options under the Scheme 2022.

RESOLVED FURTHER THAT the Board be and is hereby authorised to formulate, evolve, decide upon and implement the Scheme 2022 and determine the detailed terms and conditions of the aforementioned Scheme 2022 including but not limited to the quantum of the Stock Options to be granted per employee in each tranche, the exercise period, the vesting period, the vesting conditions, instances where such Stock Options shall lapse and to grant such number of Stock Options, to such employees and directors of the Company and its

group companies, including its holding / subsidiary and associate company (ies), at such time and on such terms and conditions as set out in the Scheme 2022 and as the Board may in its absolute discretion think fit, subject to applicable laws.

RESOLVED FURTHER THAT for the purpose of giving effect to the above resolution, the Board be and is hereby authorised to do all such acts, deeds, matters and things as it may, in its absolute discretion, deem necessary, expedient or proper and to settle all questions, difficulties or doubts that may arise in relation to formulation and implementation of the Scheme 2022 at any stage without requiring the Board to secure any further consent or approval of the Members of the Company to the end and intent that they shall be deemed to have given their approval thereto expressly by the authority of this resolution.

RESOLVED FURTHER THAT the Board be and is hereby authorised to make any modification(s), change(s), variation(s), alteration(s) or revision(s) in the Scheme 2022, as it may deem fit, from time to time or to suspend, withdraw or revive the Scheme 2022, from time to time in conformity with the provisions of the Act and rules made thereunder, the SEBI SBEB & SE Regulations and other applicable laws provided such variation(s), amendment(s), modification(s) or alteration(s) is not detrimental to the interest of the employees who have been granted Stock Options under the Scheme 2022.

7 To approve extending the benefits of the Hindalco Industries Limited Employee Stock Option and Performance Stock Unit Scheme 2022 to the employees of the group companies including holding, Subsidiary and associate Companies of Company.

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

“RESOLVED THAT pursuant to the applicable provisions of the Companies Act, 2013 (“Act”) and Rules made thereunder; Regulation 6 and other applicable provisions, of any, of the Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 (“SEBI SBEB & SE Regulations”); the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, any rules, guidelines and regulations issued by the Reserve Bank of India and such other laws, rules and regulations (including any statutory modification(s) or amendment(s) thereto or re-enactment(s) thereof, for the

time being in force) as may be applicable (collectively, the “Applicable Law”), the relevant provisions of the and Articles of Association of the Company and further subject to such other approvals, consent, permissions and sanctions as may be necessary from the appropriate authorities or bodies and subject to such conditions and modifications as may be prescribed or imposed by the above authorities, and which may be agreed to and accepted by the Board of Directors (hereinafter referred to as the “Board” which term shall be deemed to include any duly constituted committee, including the Nomination, Remuneration and Compensation Committee to exercise its powers conferred by this Resolution) consent of the Members be and is hereby accorded to the Board to extend the benefits and coverage of the Scheme 2022 (referred to in the Resolution under Item No. 6 of this Notice) to such persons who are in employment of any present and future group company of the Company including holding, associate and subsidiary company(ies) of the Company who is working in India or outside India, including any managing or whole-time director(s) (selected on the basis of criteria decided by the Board) under the Scheme 2022 in the manner mentioned in the Resolution under Item No. 6 of this Notice on such terms and conditions as may be fixed or determined by the Board in accordance with the SEBI SBEB & SE Regulations or other provisions of law as may be prevailing at that time.

RESOLVED FURTHER THAT for the purpose of giving effect to the resolution, the Board be and is hereby authorised to do all such acts, deeds, matters and things as it may, in its absolute discretion, deem necessary, expedient or proper to settle any questions, difficulties or doubts that may arise in this regard.”

8 To approve (a) the use of the trust route for the implementation of the Hindalco Industries Limited Employee Stock Option and Performance Stock Unit Scheme 2022 (“Scheme 2022”); (b) secondary acquisition of the equity shares of the Company by the trust; and (c) grant of financial assistance / provision of money by the Company to the trust to fund the acquisition of its equity shares, in terms of the Scheme 2022

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

“RESOLVED THAT pursuant to the provisions of Section 67 and other applicable provisions, if any, of

the Companies Act, 2013 ("the Act") and Rules made thereunder; and other applicable provisions, if any, of the Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 ("SEBI SBEB & SE Regulations"); the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, and any rules, guidelines and regulations issued by the Reserve Bank of India and such other laws, rules and regulations (including any statutory modification(s) or amendment(s) or re-enactment(s) thereof, for the time being in force) as may be applicable (collectively, the "Applicable Laws"), the relevant provisions of the Articles of Association of the Company and further subject to such other approvals, consent, permissions and sanctions as may be necessary from the appropriate authorities or bodies and subject to such conditions and modifications as may be prescribed or imposed by the above authorities and which may be agreed to and accepted by the Board of Directors (hereinafter referred to as the "Board" which term shall be deemed to include any duly constituted committee, including the Nomination, Remuneration and Compensation Committee to exercise its powers conferred by this Resolution) consent of the Members be and is hereby accorded to the Board to:

- (a) implement the Hindalco Industries Limited Employee Stock Option and Performance Stock Unit Scheme 2022 (the "Scheme 2022") through the Hindalco Employee Welfare Trust ("the Trust") in accordance with the SEBI SBEB & SE Regulations.
- (b) acquire, hold and deal in such number of equity shares of the Company, from the secondary market through the Trust, not exceeding 1,68,28,000 fully paid-up equity shares of the Company of face value of ₹1/- each (the "Equity Shares"), being below the ceiling of 5% of the paid-up equity share capital of the Company as on 31st March, 2022, as prescribed under the Applicable Laws.
- (c) extend an interest free financial assistance / provision of money to the Trust not exceeding ₹ 740 crores (rupees seven hundred and Forty crores only) in accordance with the Applicable Laws in one or more tranches, for acquisition of up to 1,68,28,000 Equity Shares of the Company from the secondary market through the stock exchanges, representing 0.75% of the paid-up equity share capital of the Company as on 31st March, 2022, for the

purpose of implementation of the Scheme 2022, in accordance with the provisions of the Act and Rules made thereunder and the SEBI SBEB & SE Regulations.

RESOLVED FURTHER THAT the Equity Shares that can be acquired from the secondary market in any financial year by the Trust shall not exceed 2% of the paid-up equity share capital (or such other limit as may be prescribed under the SEBI SBEB & SE Regulations from time to time) as at the end of the financial year preceding the date of the intended acquisition.

RESOLVED FURTHER THAT in case of any corporate action(s) such as rights issues, bonus issues, merger and sale of division or other reorganisation of capital structure of the Company, the number of Equity Shares of the Company to be acquired from the secondary market by the Trust shall be appropriately adjusted and to give effect to this resolution, the Board be and is hereby authorised to do all such acts, deeds, matters and things as it may deem fit in its absolute discretion and as permitted under applicable laws, so as to ensure a fair and reasonable adjustment to the Stock Options granted earlier. Further, the above ceiling of 0.75% equity shares shall be deemed to be increased to the extent of such additional Equity Shares issued

RESOLVED FURTHER THAT the financial assistance / money provided by the Company to the Trust shall be repayable to and recoverable by the Company from time to time during the term of the Scheme 2022 subject to exercise price being paid by the employees on exercise of stock options and performance stock units under the Scheme 2022.

RESOLVED FURTHER THAT the trustees of the Trust shall ensure compliance of the provisions of the SEBI SBEB & SE Regulations, the Act and all other applicable laws at all times in connection with dealing with the equity shares of the Company including but not limited to maintenance of proper books of account, records and documents as prescribed.

RESOLVED FURTHER THAT the Board be and is hereby authorised to delegate all or any powers conferred herein, to any committee of directors, with power to further delegate such powers to any executives/ officers of the Company to do all such acts, deeds, matters and things as also to execute such documents, writings, etc. as may be necessary in this regard."

9 To re-appoint Mr. Praveen Kumar Maheshwari (DIN:00174361) as Whole-time Director.

To consider and if thought fit, to pass the following resolution, which will be proposed as an Ordinary Resolution:

“RESOLVED THAT pursuant to the relevant provisions of the Articles of Association of the Company (hereinafter referred to as the “Articles”) and the Companies Act, 2013 (hereinafter referred to as the “Act”) including Section 160, Mr. Praveen Kumar Maheshwari (DIN No. 00174361) be and is hereby re-appointed as a Director of the Company, not liable to retire by rotation.

RESOLVED FURTHER THAT Mr. Praveen Kumar Maheshwari shall cease to be a director of the Company if he ceases to be a Whole-time Director of the Company.

RESOLVED FURTHER THAT pursuant to Sections 196, 197, 198 and all other applicable provisions of the Companies Act, 2013, read with Schedule V thereto and the Rules made thereunder, including the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification or re-enactment thereof, for the time being in force), and subject to the approval of the Central Government, if required, the re-appointment of Mr. Praveen Kumar Maheshwari as the Whole-time Director of the Company with effect from 28th May, 2022, be and is hereby approved, on the terms as to remuneration and 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 said Act or otherwise as may be permissible at law

Terms and Conditions of appointment:

A. Period:

One Year w.e.f. 28th May, 2022 with the liberty to either party to terminate the appointment on three months’ notice in writing to the other.

B. Remuneration:

(a) Basic Salary ₹ 1,35,30,588/- (Rupees One Crore Thirty Five Lac Thirty Thousand and Five Hundred Eighty 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 Eighty Lacs only) per annum as Basic Salary.

- (b) Special Allowance ₹ 1,49,81,016/- (Rupees One Crore Forty Nine Lac Eighty one Thousand and Sixteen 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 Four Lacs only) per annum. This allowance however, will not be taken into account for calculation of benefits such as Provident Fund, Gratuity, Superannuation and Leave encashment.
- (c) Annual Incentive Pay: Performance Bonus 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, 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, 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 actual 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: 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 Company policy.
- (e) Accidental Insurance: Accidental insurance cover as per Company policy.

- (f) Leave Travel Expenses: Leave Travel Expenses for self and family in accordance with policy of the Company.
- (g) Car: Up to Two cars for use of the Company's Business, as per the Company's policy.
- (h) Other Expenses: Entertainment, travelling and all other expenses incurred for the business of the Company as per policy of the company.
- (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 Membership: 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.
- D. Subject as aforesaid, the 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, 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 from time to time under Sections 197, 198 and other applicable provisions of Companies Act, 2013 read with Schedule V thereto or otherwise as may be permissible at law.
- G. Though considering the provisions of Section 188 of the Companies Act 2013, and the applicable Rules thereunder, 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. So long as Mr. Praveen Kumar Maheshwari functions as the Whole Time Director of the Company he shall not be subject to retirement by rotation.

RESOLVED FURTHER THAT if 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 Companies Act,2013.

By Order of the Board of Directors
For Hindalco Industries Limited

Place: Mumbai
Date: 22nd July, 2022

Anil Malik
Company Secretary
Membership No.: A11197

ANNEXURE TO NOTICE

Explanatory Statement pursuant to the provisions of Section 102 of the Companies Act, 2013

Item No.4:

This explanatory statement is in terms of Regulation 36(5) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations"), however, the same is not required as per Section 102 of the Act.

The Members at the Fifty-Eighth Annual General Meeting ("AGM") of the Company held on 13th September, 2017, had approved the appointment of M/s Price Waterhouse & Co. Chartered Accountants LLP with Firm (Registration No. 304026E/ E300009) (PWC), as Statutory Auditors of the Company, to hold office till the conclusion of the Sixty Third Annual General Meeting of the Company .

After evaluating and considering various factors such as industry experience, competency of the audit team, efficiency in conduct of audit, independence etc., the Board of Directors of the Company has, based on the recommendation of the Audit Committee, at its meeting held on 22nd July, 2022, proposed the re-appointment of M/s Price Waterhouse & Co. Chartered Accountants LLP (Registration No. 304026E/ E300009), as the Statutory Auditors of the Company, for a term of five consecutive years from the conclusion of Sixty-Third AGM till the conclusion of Sixty-Eighth AGM of the Company to be held in the year 2027, at a remuneration as may be mutually agreed between the Company and Statutory Auditors.

PWC have consented to their appointment as Statutory Auditors and have confirmed that if appointed, their appointment will be in accordance with Section 139 read with Section 141 of the Act.

The Board recommends the Ordinary Resolution set out at Item No. 4 of the Notice for approval by the Members.

None of the Directors and Key Managerial Personnel of the Company or their relatives is, in any way, concerned or interested in the Resolution set out at Item No. 4 of the Notice.

Item No. 5:

The Board, on the recommendation of the Audit Committee, has approved the appointment and remuneration of M/s R. Nanabhoy & Co, Cost Accountants, Mumbai, to conduct the audit of the cost records of the Company for the financial year ending 31st March 2023.

In accordance with the provisions of Section 148 of the Companies Act, 2013, read with the Companies (Audit and Auditors) Rules, 2014, the remuneration payable to the Cost

Auditors has to be ratified by the shareholders of the Company.

Accordingly, consent of the members is sought for passing an Ordinary Resolution as set out at Item No. 5 of the accompanying Notice, for ratification of the remuneration payable to the Cost Auditors for the financial year ending 31st March, 2023.

The Board recommends the Ordinary Resolution set out at Item No. 5 of the Notice for approval by the shareholders.

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

Item nos. 6,7 and 8:

Adoption of the Hindalco Industries Limited Employee Stock Option and Performance Stock Unit Scheme 2022 ("the Scheme 2022"); extending the benefits of the Scheme 2022 to employees of the group companies including holding, associate and subsidiary companies of the Company; approval for implementing the Scheme 2022 through the trust route, secondary acquisition of the equity shares of Company by the Trust and extending financial assistance /provision of money by the Company to the trust to fund the acquisition of its equity shares, in terms of the scheme 2022.

The Board of Directors ("Board") of the Company at its meeting held on 22nd July, 2022, based upon the recommendation of the Nomination and Remuneration Committee ("NRC Committee") approved adoption of the 'Hindalco Industries Limited Employee Stock Option and performance Stock Unit Scheme 2022' ("the Scheme-2022") for the benefit of the eligible employees of the Company, and its group Company(ies) including Subsidiary Company(ies), Associate Company(ies) and Holding Company (as defined under the Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 ("SEBI SBEB & SE Regulations").

The Company aims to provide competitive remuneration opportunities to its employees, including through annual incentive plans and long-term incentive plans. The Company believes that the presence of a long-term incentive plan and the resulting employee ownership can facilitate a performance driven culture and contribute to the success of the Company. The Company views stock options and units as long-term incentive instruments to enable the employees to share

the value they create for the Company in the years to come. Accordingly, the main objectives of the Scheme 2022 are:

- (i) to achieve sustained growth of the Company and create stakeholder value by aligning the interests of the employees with the long term interests of the Company;
- (ii) to attract and retain talent and as well as to motivate the employees to contribute to its growth and profitability;
- (iii) to recognise and reward the efforts of employees and their continued association with the Company and its Group Companies including associate company(ies) and Subsidiary Company(ies) and Holding Company; and
- (iv) to promote the culture of employee ownership, to enable the employees to have greater involvement in the existing plans of the Company and provide them an opportunity to share in the future growth and profitability of the Company, which should lead to improved employee engagement, motivation and retention.

The Board has nominated the NRC Committee to be designated as the Compensation Committee for the administration and superintendence of the Scheme 2022 in accordance with the SEBI SBEB & SE Regulations. Approval of the Members is being sought for grant of employee stock options ("Options") and / or performance stock units ("PSUs") (collectively "Stock Options") to the eligible employees as may be determined by the NRC Committee.

The Scheme 2022 shall be implemented through the Hindalco Employees Welfare Trust ("The Trust") The Trust will acquire Equity Shares of the Company through secondary acquisition such that the secondary acquisition in a financial year shall not exceed 2% of the paid-up equity share capital of the Company

as at the end of the previous financial year. Further, in terms of the SEBI SBEB & SE Regulations, the total Equity Shares to be held by the trust shall not exceed 5% of the paid-up equity share capital as at the end of the financial year immediately prior to the year in which the shareholder approval is obtained. As at 31st March, 2022, 5% of the paid-up equity share capital of the Company comprises of 11,23,58,636 Equity Shares.

In accordance with the SEBI SBEB & SE Regulations, approval of Members by way of special resolution is required to be passed, for adoption of the Scheme 2022 which is being implemented through a trust, extending the benefits of the Scheme 2022 to eligible employees of the group company(ies) including subsidiary company(ies), associate company(ies) and holding company and for provision of financial assistance / provision of money for secondary acquisition of equity shares of the company by the Trust. Accordingly, separate resolutions are being passed for the above.

Upon approval of the Members and after complying with the procedural and statutory formalities, the Trust is empowered to acquire in one or more tranches, upto 1,68,28,000 Equity Shares of the Company from the secondary market through the stock exchanges, representing 0.75% of the paid-up equity share capital of the Company as on 31st March, 2022, for the implementation of the Scheme 2022.

The Company will provide financial assistance / provision of money to the Trust up to ₹ 740,00,00,000 (Rupees Seven Hundred and Forty Crores only) in one or more tranches. The financial assistance / provision of money shall be interest free and will be utilised for implementation of the Scheme 2022. As and when the exercise price is recovered from the employees upon exercise of options, the Trust shall repay the money to the Company.

The relevant disclosures, as required, under Section 67 read with Rule 16 of the Companies (Share Capital and Debentures) Rules, 2014 and under the SBEB & SE Regulations and other applicable laws are as follows.

No.	Particular	Detail
(a)	A brief description of the scheme	The Company aims to provide competitive remuneration opportunities to its employees, including through annual incentive plans and long-term incentive plans. The Company believes that the presence of a long-term incentive plan and the resulting employee ownership can facilitate a performance driven culture and contribute to the success of the Company. The Scheme 2022 is being implemented through the Hindalco Employees Welfare Trust ("the Trust").
(b)	The total number of Stock Options to be granted	The aggregate number of Stock Options proposed to be granted under the Scheme 2022, shall not be exercisable into more than 1,68,28,000 equity shares equivalent to 0.75% of the overall ceiling of Equity Shares to be issued under the Scheme 2022 (which number shall be adjusted in lieu of adjustments/ re-organisation of capital structure of the Company from time to time). Upon exercise, each Stock Option entitles the relevant grantee to one Equity Share (i.e. one Option will entitle the grantee to one Equity Share and one PSU will entitle the grantee to one Equity Share).

		In case of any corporate action(s) such as rights issues, bonus issues, merger and sale of division, split or consolidation and others, a fair and reasonable adjustment needs to be made to the Stock Options granted. Accordingly, if any additional Equity Shares are issued by the Company to the grantees for making such fair and reasonable adjustment, the ceiling of 1,68,28,000 Equity Shares shall be deemed to be increased to the extent of such additional Equity Shares issued. Stock Options not vested due to non-fulfilment of the vesting conditions, vested Stock Options which the grantees expressly refuse to exercise, Stock Options (vested and not exercised and unvested) which have been surrendered and any Stock Options granted but not vested or exercised within the stipulated time due to any reasons, shall lapse and these Stock Options or the underlying Equity Shares will be available for grant under the present Scheme 2022 or under a new scheme, subject to compliance with applicable laws.
(c)	Identification of classes of employees entitled to participate and be beneficiaries in the Scheme -2022 and money is being provided for Purchase of shares.	<p>(a) An employee as designated by the company, who is exclusively working in India or outside India; or</p> <p>(b) A director of the Company, whether a whole time director or not, including a non-executive director who is not a promoter or member of the promoter group, but excluding an independent director; or</p> <p>(c) An employee as defined in sub-clauses (a) or (b) above, of a group company including subsidiary company or its associate company, in India or outside India, or of a holding company of the Company,</p> <p>but does not include—</p> <p>(1) an employee who is a promoter or belongs to the promoter group;</p> <p>(2) a director who either by himself or through his relatives or through any body corporate, directly or indirectly holds more than 10% (ten percent) of the outstanding equity shares of the Company.</p>
(d)	Requirements of vesting and period of vesting	<p>The Board or the NRC Committee may, at its discretion, lay down certain criteria including, but not limited to, the performance metrics which would include profitability, revenue, ESG metric or any other strategic metric as may be decided, on the achievement of which the granted Options would vest and which may be specified in the respective grant letters or the vesting letters to be issued in this regard.</p> <p>The Board or the NRC Committee shall lay down certain criteria including, but not limited to, the performance metrics which would include profitability, revenue, ESG metric or any other strategic metric as may be decided, on the achievement of which the granted PSUs would vest and which may be specified in the respective grant letters or the vesting letters to be issued in this regard.</p> <p>Vesting of Stock Options shall be subject to, amongst other things:</p> <p>(A) the condition that a minimum of one year has completed from grant date, except in case of death or permanent incapacity of the grantee, in which case the Stock Options, as the case may be, shall vest immediately, and</p> <p>(B) the condition that the grantee is:</p> <p>(i) in continuous employment with the Company or group company(ies) including subsidiary company (ies) or associate company(ies) or holding company;</p> <p>(ii) is not serving any notice of resignation / termination on the date of such vesting (except in case of (a) death of employee (b) permanent incapacity suffered by the grantee; (c) retirement; or (d) transfer or deputation to a group company, including holding company, subsidiary company, or an associate company); and</p>

		<p>(iii) is not subject to any pending disciplinary proceeding.</p> <p>In case of cessation of employment due to retirement or superannuation, Stock Options granted to such employees would continue to vest in accordance with the respective Vesting Schedules even after retirement or superannuation, subject to the discretion of NRC Committee, and in accordance with the Company's policies, and Applicable Laws.</p> <p>Vesting Period for Stock Options: The Stock Options granted shall vest not earlier than one year in one or more tranche and not later than four years from the date of grant for Stock Options or such other period as may be determined by the NRC Committee. The vesting schedule (i.e. exact proportion in which and the exact period over which the Options would vest) would be determined by the NRC Committee, subject to the minimum vesting period of one year from the date of grant of Stock Options (except in case of death and permanent incapacity).</p>
(e)	The maximum period within which the Stock Options shall be vested.	4 (four) years
(f)	Exercise price	<p>Exercise price for Options: The Equity Shares to be transferred pursuant to the exercise of the Options would be transferred at the market price of the equity shares at the time of grant of Options or at such other price as may be decided by the NRC Committee from time to time in compliance with the SEBI SBEB & SE Regulations. Provided that the exercise price per Option shall not be less than the face value of the equity share of the Company</p> <p>Exercise price for PSUs: Upon exercise of the PSUs the Equity Shares may be transferred at face value of the equity share of the Company or at such price as may be determined by the Board or NRC Committee provided that the exercise price per PSU shall not be less than the face value of the equity share of the Company.</p>
(g)	Exercise period and process of exercise	<p>The exercise period shall not be more than a period of five years from the date of vesting of Stock Options or such other period as may be determined by the NRC Committee, subject to applicable law.</p> <p>The Stock Options will be exercisable by the employees through a written application to the Company / Trust accompanied by payment of the exercise price in such manner and on execution of such documents, as may be prescribed by the NRC Committee from time to time. The Stock Options will lapse if not exercised within the specified exercise period.</p>
(h)	The appraisal process for determining the eligibility of employees for the scheme	The appraisal process for determining the eligibility criteria of the employees will be specified by the NRC Committee, and will be based on criteria such as role/level of the employee, past performance record, future potential of the employee, and/or such other criteria that may be determined by the NRC Committee at its sole discretion.
(i)	The maximum number of Stock Options to be issued per employee and in aggregate.	<p>The maximum number of Stock Options and PSUs that can be granted to single employee under the Scheme 2022 shall not exceed 1 % of the paid – up equity share capital of the Company at the time of grant.</p> <p>The maximum number of Stock Options and PSUs that can be granted in aggregate is 1,68,28,000 equity shares, being 0.75 % of the paid- up equity share capital of the Company as on 31st March 2022.</p>
(j)	The maximum quantum of benefits to be provided per employee under a scheme.	Apart from grant of Stock Options and PSUs as stated above in item (i), no monetary benefits are contemplated under the Scheme 2022.

(k)	Whether the scheme(s) is to be implemented and administered directly by the company or through a trust.	The Scheme 2022 will be implemented through the Hindalco Employees Welfare Trust.																									
(l)	The particulars of the trustee in whose favour such shares are to be registered	Same as (m) below																									
(m)	The particulars of name, address of the trust, trustees, occupation and nationality of trustees and their relationship with the promoters, directors and key managerial personnel	<p>(1) Name : Hindalco Employees Welfare Trust</p> <p>(2) Address of the Trust: 1st Floor, Ahura Centre, B Wing, Mahakali Caves Road, Andheri (East), Mumbai : 400093.</p> <p>(3) Trustees:</p> <table border="1" data-bbox="457 610 1391 949"> <thead> <tr> <th>Sr. No.</th> <th>Name</th> <th>Occupation</th> <th>Address</th> <th>Nationality</th> </tr> </thead> <tbody> <tr> <td>1</td> <td>Mr. SK Chatterjee</td> <td>Service</td> <td>2nd Floor, B Wing, Mahakali Caves Road, Andheri: 400093</td> <td>Indian</td> </tr> <tr> <td>2</td> <td>Mr. Mukesh Agarwal</td> <td>Service</td> <td>2nd Floor, B Wing, Mahakali Caves Road, Andheri: 400093</td> <td>Indian</td> </tr> <tr> <td>3</td> <td>Ms. Anupama Mohan</td> <td>Service</td> <td>Aditya Birla Centre, 3rd Floor, A Wing, S K Ahire Marg, Worli: 400 030.</td> <td>Indian</td> </tr> <tr> <td>4</td> <td>Mr. Jayant Jain</td> <td>Service</td> <td>Aditya Birla Capital Limited , One India Bulls Centre, Tower-1, Senapati Bapat Marg, Mumbai: 400013.</td> <td>Indian</td> </tr> </tbody> </table> <p>None of the above Trustees and their respective relatives are related to Promoters, Directors and Key Managerial Personnel of the Company. Subject to the compliance of the provisions of applicable law, the aforesaid Trustees may be changed at any time. In accordance with the SEBI SBEB & SE Regulations, none of the Trustees hold 10% or more beneficial interest in the Company.</p>	Sr. No.	Name	Occupation	Address	Nationality	1	Mr. SK Chatterjee	Service	2 nd Floor, B Wing, Mahakali Caves Road, Andheri: 400093	Indian	2	Mr. Mukesh Agarwal	Service	2 nd Floor, B Wing, Mahakali Caves Road, Andheri: 400093	Indian	3	Ms. Anupama Mohan	Service	Aditya Birla Centre, 3 rd Floor, A Wing, S K Ahire Marg, Worli: 400 030.	Indian	4	Mr. Jayant Jain	Service	Aditya Birla Capital Limited , One India Bulls Centre, Tower-1, Senapati Bapat Marg, Mumbai: 400013.	Indian
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(n)	Whether the scheme(s) involves new issue of shares by the company or secondary acquisition by the trust or both.	The Scheme 2022 will only involve secondary acquisition of equity shares by the Trust through the recognised stock exchanges. The secondary acquisition of equity shares will be undertaken in compliance with the SEBI SBEB & SE Regulations and other applicable laws.																									
(o)	The amount of loan to be provided for implementation of the scheme(s) by the company to the trust, its tenure, utilization, repayment terms, etc.	The Company shall make interest free financial assistance /provision of money for an amount upto ₹ 740,00,00,000 (Rupees Seven Hundred and Forty Crores only) in one or more tranches to fund the acquisition of Equity Shares by the Trust from the stock exchanges through secondary acquisition, in terms of the Scheme 2022. The Exercise price received from the employees upon exercise of Stock Options shall be used for the purposes of repayment to the Company.																									
(p)	The maximum percentage of secondary acquisition (subject to limits specified under the regulations) that can be made by the trust for the purposes of the scheme(s).	The Trust may acquire equity shares through secondary acquisition such that secondary acquisition in a financial year shall not exceed 2% of the paid-up equity share capital of the Company as at the end of the previous financial year.																									

(q)	A statement to the effect that the company shall conform to the accounting policies specified in Regulation 15 of the SEBI SBEB & SE Regulations.	The Company shall follow the accounting policies specified in Regulation 15 of the SEBI SBEB & SE Regulations. In addition, the Company shall disclose such details as required under the Applicable Laws.
(r)	The method which the company shall use to value its options.	To calculate the employee compensation cost, the Company shall use the Fair Value Method for valuation of the Stock Options granted or such valuation method as may be prescribed from time to time in accordance with Applicable Laws.
(s)	Transferability of Stock Options	The Stock Options granted to an employee will not be transferable to any person and shall not be pledged, hypothecated, mortgaged or otherwise alienated in any manner.
(t)	Any interest of the key managerial personnel, directors or promoters in the Scheme 2022 or Trust and effect thereof	The Promoters and Promoter Group are not interested in the Scheme 2022 or the Trust. Directors and Key Managerial Personnel may be deemed to be interested to the extent of Stock Options as may be offered to them under the Scheme 2022.
(u)	The detailed particulars of benefits which will accrue to the employees from the implementation of the Scheme 2022	The employees can exercise Stock Options granted to them to get equity shares.
(v)	Details about who would exercise and how the voting rights in respect of the shares to be acquired under the Scheme 2022 would be exercised	The Trustees shall not exercise voting rights in respect of the Equity Shares held by the Trust pursuant to the Scheme 2022. The SEBI SBEB & SE Regulations provides that the Trustees of the Trust, which is governed under the SEBI SBEB & SE Regulations, shall not vote in respect of the shares held by such Trust, so as to avoid any misuse arising out of exercising such voting rights.

Pursuant to Section 102 of the Companies Act, 2013, the Board of Directors of the Company do hereby confirm that none of its Directors or Key Managerial Personnel (as defined under the Act) and their immediate relatives is concerned or interested, financially or otherwise, except to the extent that the stock options may be granted to them pursuant to the Scheme 2022.

The Board accordingly recommends the resolutions set out at item no. 6,7 and 8 of this Notice for your approval.

Item No.9

Mr. Praveen Kumar Maheshwari (DIN: 00174361) joined the Company as its Chief Financial Officer in December 2011. In this role, he is responsible for providing strategic leadership on financial matters across all operations of Hindalco with a focus on enhancing shareholder value. He plays a key role in various strategic decisions of the Company and its subsidiaries. At Hindalco he oversees various functions including Treasury, Accounts, Secretarial, Taxation, Risk Management, Investor Relations and Information Technology. He also worked as the

CEO of Copper business of the Company from 1st July 2019 to 30th April 2021.

Mr. Maheshwari was appointed as a Whole Time Director for a term of 5 years w.e.f. 28th May, 2016. Considering the contributions made by Mr. Maheshwari and based on the recommendation of the Nomination and Remuneration Committee, the Board of Directors in the meeting held on 21st May, 2021. Further subject to shareholders' approval and Central Government approval, if required, re-appointed Mr. Maheshwari as a Whole-time Director of the Company for a second term of one year with effect from 28th May, 2022 for which the resolution as in this item of the Notice is proposed for your approval.

Mr. Maheshwari satisfies all conditions as per the Companies Act, 2013 for being eligible for his reappointment and is not disqualified for being appointed as the Whole time Director.

The remuneration of the Whole-time Director as set out in the resolution is in line with the trend prevailing in the corporate

sector in the Country. The details of the last remuneration drawn by Mr. Maheshwari are provided in the Corporate Governance section and Annexure III to Directors' Report of the Integrated Annual Report.

The terms and conditions of the appointment of Mr. Maheshwari including the aforesaid documents, shall be electronically available for inspection by the Members, without payment of any fees, from the date of circulation of this Notice up to the date of AGM, i.e. Tuesday, 23rd August, 2022. Members seeking inspection of the aforementioned documents can send an email to hilinvestors@adityabirla.com.

Save and except Mr. Praveen Kumar Maheshwari and his relatives, to the extent of their shareholding interest, if any, in the Company, none of the other Directors/Key Managerial Personnel of the Company or their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution set out at Item No. 9 of the Notice.

The brief resume in relation to the experience, functional expertise, memberships on other Companies' Boards and Committees in respect of Mr. Praveen Kumar Maheshwari, as required under Regulation 36 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 are set out in this Notice as an Annexure.

The Board of Directors accordingly recommends the resolution as set out in Item No. 9 of the Notice for your approval.

By Order of the Board of Directors
For Hindalco Industries Limited

Place: Mumbai
Date: 22nd July, 2022

Anil Malik
Company Secretary
Membership No.: A11197

Annexure

Details of Directors seeking appointment and re-appointment in Annual General Meeting to be held on 23rd August, 2022

A. Brief Resume including qualification, experience and expertise in specific functional area:

a. Mr. Kumar Mangalam Birla:

Kumar Mangalam Birla was appointed as a Non-Executive Chairman of our Company with effect from 19th October, 1995. He is the Chairman of the Board of Directors of your Company and the Chairman of Aditya Birla Group ("Group"), which operates in 36 countries across six continents. He is a Chartered Accountant and holds an MBA degree from the London Business School. Mr. Birla chairs the Boards of all major Group companies in India and globally. In the 27 years that he has been at the helm of the Group, he has accelerated growth, built meritocracy, and enhanced stakeholder value. In the process he has raised the Group's turnover by over 25 times. He has been the architect of over 40 acquisitions in India and globally, among the highest by any Indian multinational. Under his stewardship, the Group enjoys a position of leadership in all the major sectors in which it operates, from cement to chemicals, metals to textiles, and apparels to financial services. Over the years, Mr. Birla has built a highly successful meritocratic organization, anchored by an extraordinary force of 140,000 employees belonging to 100 different nationalities. Outside the Group, Mr. Birla has held several key positions on various regulatory and professional Boards. He was a Director on the Central Board of Directors of the Reserve Bank of India. He was Chairman of the Advisory Committee constituted by the Ministry of Company Affairs and also served on the Prime Minister of India's Advisory Council on Trade and Industry. As the Chairman of the Securities Exchange Board of India Committee on Corporate Governance, he framed the first-ever governance code for Corporate India.

Over the years, Mr. Birla has been conferred several

prestigious awards. In 2021, he received the TiE Global Entrepreneurship Award for Business Transformation, the first Indian business leader to receive this honour. He is also the first Indian Industrialist to be conferred an Honorary degree by the Institute of Company Secretaries of India. Mr. Birla is deeply engaged with Educational Institutions. He is the Chancellor of the Birla Institute of Technology & Science ("BITS") with campuses in Pilani, Goa, Hyderabad and Dubai. He is also the Chairman of India's premier management institute - Indian Institute of Management, Ahmedabad. On the global arena, Mr. Birla is an Honorary Fellow of the London Business School. In 2019, Mr. Birla constituted a £15mn scholarship programme at the London Business School in memory of his grandfather, Mr. B. K. Birla, marking the largest ever endowed scholarship gift to a European Business School. A firm practitioner of the trusteeship concept, Mr. Birla has institutionalized the concept of caring and giving at the Group. With his mandate, the Group is involved in meaningful welfare driven activities that distinctively enrich the lives of millions.

b. Mr. Praveen Kumar Maheshwari

Praveen Kumar 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 1st July 2019 to 30th April 2021. Mr. Maheshwari, a Chartered Accountant with an MBA from IIM - Ahmedabad, has over 39 years of work experience in areas of General Management and Finance, including mergers & acquisitions, fundraising, 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. He is reappointed for a period of one year w.e.f 28th May 2022 by the Board of Directors subject to necessary approval by shareholders.

B. Other Details (as on 22nd July,2022)

Name of Director	Mr. Kumar Mangalam Birla	Mr. Praveen Kumar Maheshwari
Date of Birth; Age	14/06/1967, 55 years	18/02/1961, 61 years
Date of Appointment	16/11/1992	28/05/2021
Expertise in specific functional areas	Industrialist	Finance
Qualifications	C.A., MBA	C.A., MBA (IIM-A)
Relationship with other Directors, Managers and Key Managerial Personnel of the Company	Son of Mrs. Rajashree Birla	Nil
No. of Board meetings attended during FY 22	7	7
@List of outside Directorships held-Listed (L) and Unlisted (UL)	<ol style="list-style-type: none"> 1. UltraTech Cement Ltd (L) 2. Aditya Birla Capital Ltd (L) 3. Aditya Birla Sunlife AMC Ltd (L) 4. Century Textiles and Industries Ltd (L) 5. Grasim Industries Ltd (L) 6. Aditya Birla Fashion and Retail Limited (L) 7. Aditya Birla Sunlife Insurance Co. Ltd (UL) 	<ol style="list-style-type: none"> 1. Utkal Alumina International Ltd. (UL)
Listed Entities from which he has resigned as Director in past 3 years	<ol style="list-style-type: none"> 1. Vodafone Idea Limited 2. Air India Limited 	<ol style="list-style-type: none"> 1. Hindalco Almix- Aerospace Limited
Pursuant to SEBI (Listing Regulations and Disclosures Requirement) Regulations, 2015 only two Committees viz. Audit Committee and Stakeholders' Relationship Committee are considered.	Nil	Nil
*Chairman/ Member of the Committee of the Board of Directors of other companies in which he/ she is a Director.		
a. Audit Committee	Nil	Nil
b. Stakeholders' Relationship Committee	Nil	Nil
#Including Shareholding as a Beneficial Owner.	**901635	Nil

Note:

** Including Shares held as Father and Natural Guardian of Ms. Ananyashree Birla. Additionally, he holds 6,48,632 equity shares as Karta of Aditya Vikram Kumar Mangalam Birla HUF.

@ In terms of the applicable provisions of the Act and SEBI Listing Regulations, total number of directorships:

- a. consist of directorships in all public limited companies (including deemed public company), whether listed or not;
- b. excludes this company, foreign companies, private limited companies and companies formed under section 25 of the erstwhile Companies Act, 1956 and under section 8 of the Act.

NOTES:

GENERAL:

1. In Pursuant to the General Circulars 2/2022 and 19/2021, other circulars issued by the Ministry of Corporate Affairs (MCA) and Circular SEBI/HO/CFD/CMD2/CIR/P/2022/62 dated May 13, 2022 issued by SEBI (hereinafter collectively referred to as "the Circulars"), companies are allowed to hold Annual General Meeting ('AGM') through video-conferencing ('VC')/ other audio-visual means (OAVM'), without the physical presence of members at a common venue. Hence, in compliance with the Circulars, the AGM of the Company is being held through VC.
2. Pursuant to the provisions of the Companies Act, 2013, a member entitled to attend and vote at the AGM is entitled to appoint a proxy to attend and vote on his / her behalf and the proxy need not be a member of the Company. Since the AGM is being held in pursuant to the Circulars through VC/OAVM, physical attendance of the Members has been dispensed with. Accordingly, the facility for appointment of proxies by the Members will not be available for the AGM and hence the Proxy Form and Attendance Slip are not annexed to this Notice.
3. An Explanatory Statement pursuant to Section 102 of the Act, in respect of Item nos. 4 to 9 of the Notice set out above, is annexed hereto. The Board of Directors have considered and decided to include item nos. 5 to 9 as Special Business. The relevant details, pursuant to Regulation 36(3) of the Listing Regulation and Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India ('ICSI') in respect of Director seeking re-appointment at this AGM is annexed to this Notice.
4. In accordance with the Secretarial Standard – 2 on General Meetings issued by the ICSI read with Clarification / Guidance on applicability of Secretarial Standards - 1 and 2 dated 15th April, 2020 issued by the ICSI, the proceedings of the AGM shall be deemed to be conducted at the Registered office of the Company i.e. Ahura Centre, 1st Floor, 'B' Wing, Mahakali Caves Road, Andheri (East), Mumbai 400 093 which shall be the venue of the AGM. Since the AGM will be held through VC / OAVM, the Route Map is not annexed in this Notice.
5. Members attending the AGM through VC / OAVM shall be counted for the purpose of reckoning the quorum under Section 103 of the Act.
 - i. The Register of Directors and Key Managerial Personnel and their shareholding, maintained under Section 170 of the Act, the Register of Contracts or Arrangements in which the Directors are interested, maintained under Section 189 of the Act, the certificate from the statutory auditors of the Company certifying that the ESOS Schemes of the Company are being implemented in accordance with the SEBI (Share Based Employee Benefits) Regulations, 2014 will be available for inspection by the Members through electronic mode during the AGM. The aforesaid documents along with documents referred to in the Notice will also be available electronically for inspection by the Members, without payment of any fees, from the date of circulation of this Notice up to the date of AGM, i.e. Tuesday, 23rd August, 2022. Members seeking inspection of the aforementioned documents can send an email to hilinvestors@adityabirla.com.
6.
 - I. The Company has listed its shares at:
 - a) BSE Limited,
Phiroze Jeejeebhoy Towers,
Dalal Street, Mumbai – 400 001.
 - b) The National Stock Exchange of India Limited,
5th Floor, Exchange Plaza,
Plot No. C/1, G Block,
Bandra-Kurla Complex,
Bandra (E), Mumbai- 400 051.
 - II. The Company has listed its Debentures at:
The National Stock Exchange of India Limited,
5th Floor, Exchange Plaza,
Plot No. C/1, G Block,
Bandra-Kurla Complex,
Bandra (E), Mumbai – 400 051.

The listing fees of these Exchanges have been paid in time.
- 6 A The Members can join the AGM in VC/OAVM mode 30 minutes before and after the time scheduled for the AGM and shall be kept open throughout the AGM. The facility of participation at the AGM through VC/OAVM will be made available for minimum 1,000 members on 'first come first serve' basis. This will not include large Shareholders (Shareholders holding 2% or more equity shares), Promoters, Institutional Investors, Directors, key managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee

and Stakeholders' Relationship Committee, Auditors etc. who are allowed to attend AGM without restriction on account of 'first come first serve' basis.

DISPATCH OF ANNUAL REPORT:

7. In compliance with the aforesaid MCA Circulars and SEBI Circulars, Notice of the AGM along with the Integrated Annual Report 2021-22 is being sent only through electronic mode to those Members whose email addresses are registered with the Company/ Depositories. Members may note that the Notice and Integrated Annual Report 2021-22 will also be available on the Company's website www.hindalco.com and websites of the Stock Exchanges i.e. BSE Limited and National Stock Exchange of India Limited at www.bseindia.com and www.nseindia.com respectively, and AGM notice is also available on NSDL website i.e. www.evoting.nsdl.com.

DECLARATION OF RESULT:

8. The Board of Directors has appointed Mr. B. Narasimhan, Proprietor, BN & Associates, Company Secretaries as a Scrutinizer to scrutinize the remote e-voting process and e-voting at the AGM in a fair and transparent manner.
9. The Scrutinizer shall, immediately after the conclusion of voting at the AGM, first count the votes cast during the AGM, thereafter unblock the votes cast through remote e-voting and make, not later than 48 hours of conclusion of the AGM, a consolidated Scrutinizer's Report of the total votes cast in favour or against, if any, to the Chairman or a person authorised by him in writing, who shall countersign the same.
10. The result declared along with the Scrutinizer's Report shall be placed on the Company's website www.hindalco.com and on the website of NSDL <https://www.evoting.nsdl.com> immediately. The Company shall simultaneously forward the results to National Stock Exchange of India Limited and BSE Limited, where the shares of the Company are listed.

BOOK CLOSURE:

11. The Register of Members and Transfer Books in respect of Equity Shares of the Company will remain closed from Tuesday, 16th August, 2022 to Monday, 22nd August, 2022 (both days inclusive) for the purpose of payment of dividend.
12. SEBI has mandated the submission of PAN, KYC and nomination details by Members holding shares in

physical form by 31st March, 2023. Shareholders are requested to submit their PAN, KYC and nomination details at the registered office of the Company or e-mail at hilinvestors@adityabirla.com with e-signed documents. The forms for updating the same are available at Company's website i.e. www.hindalco.com

In case a holder of physical securities fails to furnish these details before the due date, the Company shall freeze such folios. The securities in the frozen folios shall be eligible to receive payments (including dividend) and lodge grievances only after furnishing the complete documents. If the securities continue to remain frozen as on 31st December, 2025, the Company shall refer such securities to the administering authority under the Benami Transactions (Prohibitions) Act, 1988, and / or the Prevention of Money Laundering Act, 2002. Members holding shares in electronic form are requested to submit their PAN to their Depository Participant(s).

PAYMENT OF DIVIDEND:

14. 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, 23rd August, 2022 as under:
 - (i) To all Beneficial Owners in respect of shares held in dematerialized form as per the data as may be made available by the National Securities Depository Limited ("NSDL") and the Central Depository Services (India) Limited ("CDSL"), as of the close of business hours on Friday, 12th August, 2022;
 - (ii) To all Members in respect of shares held in physical form after giving effect to transmission or transposition requests, change of name lodged with the Company as of the close of business hours on Friday, 12th August, 2022 .

Equity shares that may be allotted upon the exercise of stock options granted under the Employee Stock Option Scheme before the book closure date shall rank pari passu with the existing equity shares and shall be entitled to receive the dividend, if approved at the 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 Electronic Clearing Service ("ECS") / National Electronic Clearing Service ("NECS").

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.

15. Members holding shares in dematerialized form are requested to intimate all changes pertaining to their bank details, National Electronic Clearing Service (NECS), Electronic Clearing Service (ECS), 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.
16. 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:

17. Pursuant to Finance Act 2020, dividend income will be taxable in the hands of shareholders w.e.f. 01st April, 2020 and the Company is required to deduct tax at source from dividend paid to shareholders at the prescribed

rates. For the prescribed rates for various categories, the shareholders are requested to refer to the Finance Act, 2020 and amendments thereof. The shareholders are requested to update their PAN with the Company (in case of shares held in physical mode) and depositories (in case of shares held in demat mode).

A Resident individual shareholder with PAN and who is not liable to pay income tax can submit a yearly declaration in Form No. 15G/15H. To avail the benefit of non-deduction of tax at source, the documents are to be submitted through URL <https://onehindalco.adityabirla.com/hilapex/shareholder> (You may access this link in browser Google chrome or Micro Soft Edge by entering Folio No./DP ID & Client ID) or email to hiltlds@adityabirla.com by 05th August, 2022. 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 hiltlds@adityabirla.com. The aforesaid declarations and documents need to be submitted by the shareholders by 5th August, 2022

UNPAID DIVIDEND AND SHARES & TRANSFER TO IEPF ACCOUNT:

18. Pursuant to the provisions of Section 124 of the Companies Act, 2013 the unpaid/unclaimed dividend and Equity Shares related to unclaimed dividend for the financial year 2013-2014 has been transferred by the company to the Investor Education Protection Fund ("IEPF") established by the Central Government.

In terms of the provisions of Section 125(5) of the Act, dividend which remains unpaid/unclaimed for a period of seven years from the date of declaration will be transferred to the IEPF.

Further, in terms of the provisions of the Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016 ("IEPF Rules"), and amendment thereof the equity shares in respect of which dividend has not been paid or claimed for seven consecutive years of more from the date of declaration will also be transferred to an account viz. "Investor Education and Protection Fund Authority Ministry

of Corporate Affairs”, which is operated by the IEPF Authority pursuant to the IEPF Rules.

The unclaimed dividend amount for the financial year 2013-2014 and 3,87,767 Equity Shares related to unclaimed dividend for the financial year have been credited to Investor Education and Protection Fund (IEPF).

Shareholder can claim the unclaimed dividend amounts and shares credited to IEPF with a separate application made to the IEPF Authority, in Form IEPF-5, as prescribed under the Rules and are available at IEPF website i.e www.iepf.gov.in.

Shareholders, who have so far not encashed their dividend relating to the financial year 2014-15 are requested to do so by 15th September, 2022 by writing to the Secretarial Department at the Registered Office of the Company, failing which the dividend and the equity shares relating thereto will be transferred to the “Investor Education and Protection Fund Authority Ministry of Corporate Affairs”.

In compliance with the aforesaid Rules, the Company has already transferred equity shares for which dividend remained unpaid/unclaimed for a period of seven years from the date of declaration to the Investor Education and Protection Fund Authority Ministry of Corporate Affairs, after providing necessary intimations to the relevant shareholders. Details of unpaid/unclaimed dividend and such equity shares are uploaded on the website of the Company as well as that of the Ministry of Corporate Affairs, Government of India (“MCA”). No claim shall lie against the Company in respect of unclaimed dividend amount and equity shares transferred to the Investor Education and Protection Fund Authority and Ministry of Corporate Affairs, respectively, pursuant to the IEPF Rules. Members can however claim both the unclaimed dividend amount and equity shares from the IEPF Authority by making applications in the manner provided in the IEPF Rules.

Pursuant to Rule 5(8) of Investor Education and Protection Fund Authority (Accounts, Audit, Transfer and Refund) Rules, 2016, (‘IEPF Rules’) the Company has uploaded details of unpaid and unclaimed amounts lying with the Company on the website of the Company www.hindalco.com.

DEPOSITORY SYSTEM:

19. As per Regulation 40 of SEBI Listing Regulations, as amended, securities of listed companies can be

transferred only in dematerialized form with effect from, 01st April, 2019, except in case of request received for transmission or transposition of securities. In view of this and to eliminate all risks associated with physical shares and for ease of portfolio management, members holding shares in physical form are requested to consider converting their holdings to dematerialized form. Members can contact the Company in case of any queries by sending email to hilinvestors@adityabirla.com.

In terms of the Listing Regulations, it is mandatory to furnish a copy of PAN card to the Company in the following cases viz. deletion of name, transmission of shares and transposition of shares.

20. 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. Members holding shares in electronic form have to approach their DPs for completing the nomination formalities.
21. Members are requested to make all correspondence in connection with the shares held by them by addressing letters directly to the Company quoting their Folio number or their Client ID number with DP ID number, as the case may be.
22. Shareholders are requested to read the “Shareholders’ Information” Section of the Integrated Annual Report for useful information.
23. In compliance with the provisions of Section 108 of the Act, read with the Companies (Management and Administration) Rules, 2014 as amended by the Companies (Management and Administration) Amendment Rules, 2015 and Regulation 44 of SEBI Listing Regulations and MCA circulars, the Company is pleased to provide its members the facility to cast their vote by electronic means on all resolutions set forth in this Notice. The Company has appointed National Securities Depository Limited (‘NSDL’) for facilitating voting through electronic means, as the authorized agency. The Members may cast their votes using an electronic voting system from a place other than the venue of the AGM (‘remote e-voting’). The instructions for e-voting are enclosed with this Notice.
24. In line with the Ministry of Corporate Affairs (MCA) Circular No. 17/2020 dated April 13, 2020, the Notice

calling the AGM has been uploaded on the website of the Company at www.hindalco.com. The Notice can also be accessed from the websites of the Stock Exchanges i.e. BSE Limited and National Stock Exchange of India Limited at www.bseindia.com and www.nseindia.com respectively and the AGM Notice is also available on the website of NSDL (agency for providing the Remote e-Voting facility) i.e. www.evoting.nsdl.com.

25. AGM has been convened through VC/OAVM in compliance with applicable provisions of the Companies Act, 2013 read with MCA Circular No. 14/2020 dated April 08, 2020 and MCA Circular No. 17/2020 dated April 13, 2020, MCA Circular No. 20/2020 dated May 05, 2020 and MCA Circular No. 2/2021 dated January 13, 2021.

PROCEDURE FOR REMOTE E-VOTING AND VOTING DURING AGM:

26. Members are requested to attend and participate in the ensuing AGM through VC / OAVM and cast their vote either through remote e-voting facility or through e-voting facility to be provided during the AGM.
27. The facility of e-voting during the AGM will be available to those Members who have not cast their vote by remote e-voting. Members, who have cast their vote by remote e-voting, may attend the AGM through VC / OAVM but will not be entitled to cast their vote once again on resolutions.
28. The remote e-voting period commences on Saturday, 20th August, 2022 at 09:00 A.M. and ends on Monday, 22nd August, 2022, at 05:00 P.M. The remote e-voting module shall be disabled by NSDL for voting thereafter. The Members, whose names appear in the Register of Members / Beneficial Owners as on the record date (cut-off date) i.e. 16th August, 2022, may cast their vote electronically. The voting right of shareholders shall be in proportion to their share in the paid-up equity share capital of the Company as on the cut-off date, being 16th August, 2022.
29. Members are encouraged to join the Meeting through Laptops for better experience.
30. Further Members will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
31. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via

Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.

32. Shareholders who would like to express their views/ask questions during the meeting may register themselves as a speaker and may send their request mentioning their name, demat account number/folio number, email id, mobile number at hilinvestors@adityabirla.com during the period Tuesday, 16th August, 2022 at 09:00 A.M. to Thursday, 18th August, 2022 at 05:00 P.M.
33. Shareholders who would like to express their views/ have questions may send their questions in advance mentioning their name demat account number/folio number, email id, mobile number at hilinvestors@adityabirla.com during the period Tuesday, 16th August, 2022 at 09:00 A.M. to Thursday, 18th August, 2022 at 05:00 P.M. The same will be replied by the company.
34. Those shareholders who have registered themselves as a speaker will only be allowed to express their views/ ask questions during the meeting.
35. Members are requested to make all correspondence in connection with the shares held by them by addressing letters directly to the Company quoting their Folio number or their Client ID number with DP ID number, as the case may be.

PROCEDURE FOR CASTING VOTE ELECTRONICALLY USING NSDL E-VOTING SYSTEM AND JOINING THE AGM THROUGH VC/OAVM:

How do I vote electronically using NSDL e-Voting system?




The way to vote electronically on NSDL e-Voting system consists of "Two Steps" which are mentioned below:

Step 1: Access to NSDL e-Voting system

A) Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode

In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

Login method for Individual shareholders holding securities in demat mode is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL.	<ol style="list-style-type: none"> <li data-bbox="357 284 1387 556">1. Existing IDeAS user can visit the e-Services website of NSDL Viz https://eservices.nsdl.com either on a Personal Computer or on a mobile. On the e-Services home page click on the “Beneficial Owner” icon under “Login” which is available under ‘IDeAS’ section , this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on “Access to e-Voting” under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. <li data-bbox="357 556 1387 661">2. If you are not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select “Register Online for IDeAS Portal” or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp <li data-bbox="357 661 1387 979">3. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section. 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. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. <li data-bbox="357 979 1387 1322">4. Shareholders/Members can also download NSDL Mobile App “NSDL Speede” facility by scanning the QR code mentioned below for seamless voting experience. <div data-bbox="645 1064 1069 1322" style="text-align: center;"> <p>NSDL Mobile App is available on</p>    </div>
Individual Shareholders holding securities in demat mode with CDSL	<ol style="list-style-type: none"> <li data-bbox="357 1342 1387 1477">1. Existing users who have opted for Easi / Easiest, they can login through their user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi / Easiest are https://web.cdslindia.com/myeasi/home/login or www.cdslindia.com and click on New System Myeasi. <li data-bbox="357 1477 1387 1548">2. 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. Click on NSDL to cast your vote. <li data-bbox="357 1548 1387 1618">3. If the user is not registered for Easi/Easiest, option to register is available at https://web.cdslindia.com/myeasi/Registration/EasiRegistration <li data-bbox="357 1618 1387 1800">4. Alternatively, the user can directly access e-Voting page by providing demat Account Number and PAN No. from a link in www.cdslindia.com home page. 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 i.e. NSDL 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. upon logging in, you will be able to see e-Voting option. 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 i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.
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Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. NSDL and CDSL.

Login type	Helpdesk details
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at toll free no.: 1800 1020 990 and 1800 22 44 30
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cDSLindia.com or contact at 022- 23058738 or 022-23058542-43

B) Login Method for e-Voting and joining virtual meeting for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode. How to Log-in to NSDL e-Voting website?

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.
2. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/ Member' section.
3. A new screen will open. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen.

Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.

4. Your User ID details are given below :

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****.
b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID For example if your Beneficiary ID is 12***** then your user ID is 12*****
c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the company For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001***

5. Password details for shareholders other than Individual shareholders are given below:
 - a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
 - b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.
 - c) How to retrieve your 'initial password'?
 - (i) If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.
 - (ii) If your email ID is not registered, please follow steps mentioned below in **process for those shareholders whose email ids are not registered**.
6. If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:
 - a) Click on "**Forgot User Details/Password?**" (If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com.
 - b) **Physical User Reset Password?** (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.
 - c) If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.co.in mentioning your demat account number/folio number, your PAN, your name and your registered address etc.
 - d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.
7. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.
8. Now, you will have to click on "Login" button.
9. After you click on the "Login" button, Home page of e-Voting will open.

Step 2: Cast your vote electronically and join AGM on NSDL e-Voting system.

How to cast your vote electronically and join AGM on NSDL e-Voting system?

1. After successful login at Step 1, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle and General Meeting is in active status.
2. Select "EVEN" of company for which you wish to cast your vote during the remote e-Voting period and casting your vote during the General Meeting. For joining virtual meeting, you need to click on "VC/OAVM" link placed under "Join Meeting".
3. Now you are ready for e-Voting as the Voting page opens.
4. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on "Submit" and also "Confirm" when prompted.
5. Upon confirmation, the message "Vote cast successfully" will be displayed.
6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
7. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

General Guidelines for shareholders

1. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to narasimhan.b8@gmail.com with a copy marked to evoting@nsdl.co.in. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) can also upload their Board Resolution / Power of Attorney / Authority Letter etc. by clicking on "**Upload Board Resolution / Authority Letter**" displayed under "**e-Voting**" tab in their login.
2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the "Forgot User Details/Password?" or "Physical User Reset Password?" option available on www.evoting.nsdl.com to reset the password.
3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of www.evoting.nsdl.com or call on toll free no.: 1800 1020 990 and 1800 22 44 30 or send a request to Ms. Soni Singh at evoting@nsdl.co.in

Process for those shareholders whose email ids are not registered with the depositories for procuring User id and password and registration of email ids for e-voting for the resolutions set out in this notice:

1. In case shares are held in physical mode please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) by email to hilinvestors@adityabirla.com.
2. In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) to hilinvestors@adityabirla.com. If you are an Individual shareholders holding securities in demat mode, you are requested to refer to the login method explained at **step 1 (A)** i.e. **Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode.**
3. Alternatively shareholder/members may send a request to evoting@nsdl.co.in for procuring user id and password for e-voting by providing above mentioned documents.
4. In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.

THE INSTRUCTIONS FOR MEMBERS FOR e-VOTING ON THE DAY OF THE AGM ARE AS UNDER:-

1. The procedure for e-Voting on the day of the AGM is same as the instructions mentioned above for remote e-voting.
2. Only those Members/ shareholders, who will be 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 in the AGM.
3. Members 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.
4. The details of the person who may be contacted for any grievances connected with the facility for e-Voting on the day of the AGM shall be the same person mentioned for Remote e-voting.

INSTRUCTIONS FOR MEMBERS FOR ATTENDING THE AGM THROUGH VC/OAVM ARE AS UNDER:

1. Member will be provided with a facility to attend the AGM through VC/OAVM through the NSDL e-Voting system. Members may access by following the steps mentioned above for **Access to NSDL e-Voting system**. After successful login, you can see link of "VC/OAVM link" placed under "**Join meeting**" menu against company name. You are requested to click on VC/OAVM link placed under Join Meeting menu. The link for VC/OAVM will be available in Shareholder/Member login where the EVEN of Company will be displayed. Please note that the members who do not have the User ID and Password for e-Voting or have forgotten the User ID and Password may retrieve the same by following the remote e-Voting instructions mentioned in the notice to avoid last minute rush.
2. Members are encouraged to join the Meeting through Laptops for better experience.
3. Further Members will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
4. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
5. Shareholders who would like to express their views/have questions may send their questions in advance mentioning their name demat account number/folio number, email id, mobile number at hilinvestors@adityabirla.com. The same will be replied by the company suitably.

For ease of participation by Members, provided below are key details regarding the AGM for reference:

Sr. No.	Particulars	Details of access
1.	Link for live webcast of the AGM and for participation through VC / OAVM	https://www.evoting.nSDL.com/ by using e-voting credentials and clicking on video conference
2.	AGM queries and speaker registration and period of registration	By email to hilinvestors@adityabirla.com . Period of registration: Tuesday, 16 th August, 2022 at 09:00 A.M. to Thursday, 18 th August, 2022 at 05:00 P.M.
3.	Link for remote e-voting	https://www.evoting.nSDL.com
4.	Username and password for VC	Members may attend the AGM through VC by accessing the link https://www.evoting.nSDL.com by using the remote e-voting credentials. Please refer the instructions provided in the Notice.
5.	Helpline number for VC participation and e-voting	Contact NSDL at 1800-1020-990 or write them on evoting@nSDL.co.in or visit website: www.evoting.nSDL.com
6.	Cut-off date for e-voting	Tuesday, 16 th August, 2022
7.	Time period for remote e-voting	From 20 th August, 2022 - 09.00 A.M. to 22 nd August, 2022 - 05.00 P.M.
8.	Book closure dates	Tuesday, 16 th August 2022 to Monday, 22 nd August, 2022 (both days inclusive)
9.	Last date for publishing results of the e-voting	Wednesday, 25 th August, 2022
10.	Registrar and Transfer Agent - contact details	Hindalco Industries Limited, In- House Investor Service Department Ahura Centre, B Wing, 1 st Floor, Mahakali Caves Road, Andheri (East), Mumbai-400 093. Email id: hilinvestors@adityabirla.com
11.	Hindalco Industries Limited– contact details	Registered Office Address: Ahura Centre, B wing, 1 st Floor, Mahakali Caves Road, Andheri (East). Mumbai- 400 093. Email id: hilinvestors@adityabirla.com