



HINDALCO INDUSTRIES LIMITED

CIN No: L27020MH1958PLC011238

Registered Office: Century Bhavan, 3rd Floor, Dr. Annie Besant Road, Worli, Mumbai- 400030
Email: hil.investors@adityabirla.com website:www.hindalco.com Tel: (022)66626666 Fax: (022)24227586/24362516

NOTICE OF ANNUAL GENERAL MEETING

NOTICE is hereby given that the **Fifty-Seventh** Annual General Meeting of the Shareholders of Hindalco Industries Limited will be held at Ravindra Natya Mandir, P. L. Deshpande Maharashtra Kala Academy, Prabhadevi, Mumbai-400025 on **Wednesday, the 14th September, 2016 at 3.00 P.M.** 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, 2016 and the Report of the Directors' and the Auditors' thereon.
2. To declare and sanction the payment of Dividend on equity shares of the Company for the financial year 2015-2016.
3. To appoint a Director in place of Smt. Rajashree Birla (DIN: 00022995), who retires from office by rotation and being eligible, offers herself for reappointment.
4. To appoint a Director in place of Mr. D. Bhattacharya (DIN: 00033553), who retires from office by rotation and being eligible, offers himself for reappointment.
5. To ratify the appointment of the Auditors of the Company holding office from the conclusion of the fifty-fifth Annual General Meeting until the conclusion of the fifty eighth Annual General Meeting of the Company and for the purpose, to pass the following resolution, which will be proposed as an Ordinary Resolution:

"RESOLVED THAT pursuant to the provisions of Section 139 and other applicable provisions, if any, of the Companies Act, 2013, and the Companies (Audit and Auditors) Rules, 2014, the appointment of Messrs Singhi & Company (Registration No. 302049E), Chartered Accountants, Kolkata, holding office from the conclusion of the fifty-fifth Annual General Meeting until the conclusion of the fifty eighth Annual General Meeting of the Company to be held in the calendar year 2017 and that the Board of Directors of the Company and the audit committee of the Company being authorized to fix their remuneration for the said period and reimbursement of actual out of pocket expenses, as may be incurred in the performance of their duties, as previously approved by the shareholders at the Fifty-Fifth Annual General Meeting, be and is hereby ratified and confirmed."

SPECIAL BUSINESS:

6. To ratify the remuneration of the Cost Auditors for the financial year ending 31st March, 2017 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 not exceeding ₹ 10 Lakhs (Rupees Ten Lakhs only) plus service tax, including cess, as applicable and reimbursement of actual travel and out-of-pocket expenses for the financial year ending 31st March, 2017 to be paid to M/s Nanabhoy & Co., Cost Accountants, appointed by the Board of Directors of the Company to conduct the 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 fix the remuneration and 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."

7. To approve the appointment of Mr. Girish Dave (DIN: 00036455) who was appointed as an Independent Director on the Board of the Company, under Section 149, read with rules made thereunder and Schedule IV of the Companies Act, 2013 and Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and in that behalf, 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 149 read with Schedule IV and all other applicable provisions of the Companies Act, 2013 ("the Act") and the Rules thereunder and pursuant to the provisions of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any modification(s) or re-enactment thereof), the appointment of Mr. Girish Dave (DIN: 00036455), as an Independent Director of the Company to hold office for a term of 5 (five) consecutive years, from 28th May, 2016 to 27th May, 2021 be and is hereby approved."

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

"RESOLVED THAT pursuant to provisions of Section 20 and other applicable provisions, if any, of the Companies Act, 2013 and the relevant Rules prescribed thereunder, a member who requests for delivery of any document through a particular mode, may be charged a fee of ₹ 50/- (Rupees Fifty Only) per such document, over and above reimbursement of actual expenses incurred by the Company, provided such request along with the requisite fee has been duly received by the Company at least one week in advance of the dispatch of the document by the Company.

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Key Managerial Personnel of the Company be and are hereby severally authorized to do all acts, deeds, matters and things as they may in their absolute discretion deem necessary, proper or desirable and to settle any question, difficulty, doubt that may arise in respect of the matter aforesaid, including determination of the estimated fees for delivery of the document to give effect to the above resolution."

9. To approve the offer or invitation to subscribe to Non-Convertible Debentures on a private placement basis and in this regard to consider and if thought fit, to pass the following resolution which will be proposed as a Special Resolution:

"RESOLVED THAT pursuant to the provisions of Sections 42 and 71 and all other applicable provisions of the Companies Act, 2013 read with the Companies (Prospectus and Allotment of Securities) Rules, 2014, the Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008, the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, (including any statutory modification(s) or re-enactment thereof, for the time being in force) and subject to the provisions of the Articles of Association of the Company, the consent of the members be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as "the Board" which term shall be deemed to include any Committee of the Board) to offer, invite subscription for or issue Non-Convertible

Debentures (“NCDs”), secured or unsecured, during a period of one year from the date of this Annual General Meeting until 13th September, 2017, in one or more series/tranches, aggregating upto an amount not exceeding ₹ 6,000 crore (Rupees Six Thousand Crore only), on a private placement basis, on such terms and conditions as the Board may, from time to time, determine and consider proper and most beneficial to the Company including as to when the said NCDs be issued, the consideration for the issue, utilization of the issue proceeds and all matters connected with or incidental thereto.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorised to finalise and execute all deeds, documents and writings as may be necessary, desirable or expedient, and to do all acts and take all such steps as may be necessary and to delegate all or any of these powers to any Director(s) or officer(s) to give effect to this resolution.”

10. To consider and if thought fit, pass the following resolution which will be proposed as a Special Resolution:

“RESOLVED THAT pursuant to Section 196, 197 and 198, read with Schedule V and all other applicable provisions of the Companies Act, 2013, (“the Act”) 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), the Articles of Association of the Company and subject to the approval of the Central Government, if required, the appointment of Mr. Satish Pai (DIN: 06646758) as the Managing Director of the Company with effect from 1st August 2016, 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. Satish Pai 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:

5 Years w.e.f. 1st August, 2016 with the liberty to either party to terminate the appointment on three months’ notice in writing to the other.

B. Remuneration:

- (a) Basic Salary ₹ 41,04,000/- (Rupees Forty One Lakhs Four Thousand only) per month with such increments as the Board may decide from time to time, subject however to a ceiling of ₹ 70,00,000/- (Rupees Seventy Lacs only) per month as Basic Salary.
- (b) Special Allowance ₹ 16,88,000/- (Rupees Sixteen Lakhs Eighty Eight Thousand only) per month with such increments as the Board may decide from time to time, subject however to a ceiling of ₹ 40,00,000/- (Rupees Forty Lacs only) per month. This allowance however, will not be taken into account for the calculation of benefits such as Provident Fund, Gratuity, Superannuation and Leave encashment.
- (c) Annual Incentive Pay: Linked to the achievement of targets, as may be decided by the Board from time to time, subject to a maximum of ₹ 10,00,00,000/- (Rupees Ten 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 policy of the Company.
- (b) Reimbursement of expenses: At actuals pertaining to electricity, gas, water, telephone and other reasonable expenses for the upkeep and maintenance in respect of such accommodation as per Company policy.
- (c) Medical Expenses Reimbursement: Reimbursement of all expenses incurred for self and family at actuals (including domiciliary and medical expenses and insurance premium for medical and hospitalization policy as applicable), as per Company policy.
- (d) Leave Travel Expenses: Leave Travel Expenses for self and family in accordance with the policy of the Company.
- (e) Club fees: Fees of One Corporate Club in India (including admission and annual membership fee).
- (f) Car: Two cars for use on Company’s Business.
- (g) Reimbursement of entertainment, travelling and all other expenses incurred for the business of the Company as per policy of the Company. Travelling expenses of Spouse accompanying on any official overseas or inland trip will be governed as per the rules of the Company.
- (h) Leave and encashment of leave: As per the policy of the Company.
- (i) Personal accident Insurance Premium: As per the policy of the Company.
- (j) Contribution towards Provident Fund and Superannuation Fund or Annuity Fund, National Pension Scheme: As per the policy of the Company.
- (k) Gratuity and/or contribution to the Gratuity Fund of Company: As per the policy of the Company.
- (l) 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.
- (m) Any other one time/ periodic retirement allowances/benefits: As may be decided by the Board at the time of retirement.

In case the executive is elevated to the next higher level of the Company during the tenure of appointment, the allowances, perquisites and benefits applicable to the level, will also apply to the executive.

Annual remuneration review is effective July 1st each year, as per policy of the Company.

- D. Subject as aforesaid, the Managing 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. Satish Pai, Managing Director will be considered as continuous service with the Company from the date of his joining the Aditya Birla Group.
- F. The aggregate of the remuneration and perquisites as aforesaid in any financial year shall not exceed the limit from time to time under Sections 197, 198 and other applicable provisions of the Act 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. Satish Pai would not be holding any office or place of profit by his being a mere director of the Company's subsidiaries/ Joint Ventures, approval be and is hereby granted by way of abundant caution for him to accept the sitting fees/commission paid/payable to other directors for attending meetings of Board(s) of Directors/Committee(s) of subsidiaries/Joint Ventures of the Company or companies promoted by the Aditya Birla Group.
- H. Mr. Satish Pai shall not be subject to retirement by rotation during his tenure as the Managing Director of the Company. So long as Mr. Satish Pai functions as the Managing Director, he shall not be paid any fees for attending the meetings of the Board or any Committees(s) thereof of the Company.

RESOLVED FURTHER THAT 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. Satish Pai in accordance with the applicable provisions of the Act, and subject to the approval of the Central Government, if required.

RESOLVED FURTHER THAT the Board of Directors (which term shall be deemed to include any Committee constituted/to be constituted by the Board) be and are hereby authorized to revise the remuneration and perquisites payable to Mr. Satish Pai from time to time, subject to the limits approved by the shareholders.

RESOLVED FURTHER THAT the Board be and is hereby authorised to do all such acts, deeds, matters as may be deemed necessary to give effect to the above resolution.”

11. To consider and if thought fit, pass the following resolution, which will be proposed as a Special 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, Sections 160 and 161, Mr. Praveen Kumar Maheshwari (DIN No. 00174361) be and is hereby elected and appointed as a Whole-time Director of the Company, not liable to retire by rotation.

RESOLVED FURTHER THAT pursuant to Section 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 appointment of Mr. Praveen Kumar Maheshwari (DIN No. 00174361) as the Whole time Director of the Company with effect from 28th May, 2016, 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:
5 Years w.e.f. 28th May, 2016 with the liberty to either party to terminate the appointment on three months' notice in writing to the other.
- B. Remuneration:
- Basic Salary ₹ 7,14,000/- (Rupees Seven Lacs Fourteen Thousand only) per month with such increments as the Board may decide from time to time, subject however to a ceiling of ₹ 15,00,000/- (Rupees Fifteen Lacs only) per month as Basic Salary.
 - Special Allowance ₹ 8,12,750/- (Rupees Eight Lacs Twelve Thousand Seven Hundred and Fifty only) per month with such increments as the Board may decide from time to time, subject however to a ceiling of ₹ 17,00,000/- (Rupees Seventeen Lacs only) per month. This allowance however, will not be taken into account for calculation of benefits such as Provident Fund, Gratuity, Superannuation and Leave encashment.
 - 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 ₹ 2,00,00,000/- (Rupees Two Crores only) per annum.
 - 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:
- Housing: Free furnished accommodation and/or HRA in lieu of Company provided accommodation.
 - 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 Company policy.
 - Leave Travel Expenses: Leave Travel Expenses for self and family in accordance with the policy of the Company.
 - Two cars for use on Company's Business as per Company Car policy.
 - Reimbursement of entertainment, travelling and all other expenses incurred for the business of the Company as per policy of the company.
 - Leave and encashment of leave: As per the policy of the Company
 - Personal accident Insurance Premium: As per the policy of the Company.
 - Contribution towards provident Fund and Superannuation Fund or Annuity Fund: As per the policy of the Company.
 - Gratuity and/or contribution to the Gratuity Fund of Company: As per the policy of the Company.
 - 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 may from time to time decide.

- (k) Any other one time/ periodic retirement allowances/ benefits: As may be decided by the Board at the time of retirement.

Annual remuneration review is effective July 1st each year, as per policy of the Company.

- 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 the Act 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 in any financial year, the Company has no profits or its profits are inadequate, the remuneration, including the perquisites as aforesaid, will be paid to Mr. Praveen Kumar Maheshwari in accordance with the applicable provisions of the Act, and subject to the approval of the Central Government if required.

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

RESOLVED FURTHER THAT the Board be and is hereby authorised to do all such acts, deeds, matters as may be deemed necessary to give effect to the above resolution."

By Order of the Board of Directors
For Hindalco Industries Limited

Place : Mumbai
Date : 21st July, 2016

Anil Malik
Company Secretary

1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF/ HERSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY.

A person can act as proxy on behalf of members not exceeding 50 and holding in the aggregate not more than 10% of the total share capital of the Company carrying voting rights. However, a

member holding more than 10% of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as proxy for any other shareholder. The instrument of proxy in order to be effective, should be deposited at the Registered Office of the Company, duly completed and signed, not less than 48 hours before the commencement of the meeting. A proxy form is enclosed.

2. Corporate Members intending to send their authorised representatives to attend and vote at the Meeting pursuant to Section 113 of the Companies Act, 2013 are requested to send to the Company, a certified copy of the Board Resolution authorizing their representative to attend and vote on their behalf at the Meeting.
3. An Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 in respect of item Nos. 6 to 11 of the Notice set out above, is annexed hereto.
4. The Register of Members and Transfer Books in respect of Equity Shares of the Company will remain closed from Thursday, the 8th September, 2016 to Wednesday, the 14th September, 2016 (both days inclusive) for the purpose of payment of dividend.
5. The dividend as recommended by the Board, if approved at the meeting, will be paid on or after 14th September, 2016 to the members or their mandates whose names are registered in the Company's Register of Members, as under:
- a) To all Beneficial Owners in respect of shares held in dematerialized form, as per the data 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 7th September, 2016;
- b) To all Members in respect of shares held in physical form, after giving effect to valid transfers in respect of transfer requests lodged with the Company on or before the close of business hours on 7th September, 2016.

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.

6. 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.
7. 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 on time.

8. As per the requirement of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standards, for appointment/re-appointment of the Directors, a statement containing details of the concerned Directors is provided herewith as an Annexure. The Directors have furnished the requisite declarations for their appointment/re-appointment.
9. All the documents referred to in the accompanying Notice and Explanatory Statement are available for inspection at the Registered office of the Company on all working days (except Saturdays, Sundays and Public Holidays) between 11.00 a.m. and 1.00 p.m. up to the date of Annual General Meeting.
10. The Notice of the Annual General Meeting along with the Annual Report 2015-16 is being sent by electronic mode to those members whose e-mail addresses are registered with the Depositories viz. NSDL/CDSL and the Company, unless any member has requested for a physical copy of the same. For members who have not registered their e-mail addresses, physical copies are being sent by the permitted mode. Such members holding shares in physical mode are requested to register their e-mail IDs with the Company and members holding shares in demat mode are requested to register their e-mail IDs with their respective Depository Participants (DPs).
11. In terms of the provisions of Section 136(1) of the Companies Act, 2013, Rule 10 of Companies (Accounts of Companies) Rules, 2014 and Regulation 36 of the Securities and Exchange Board of India (Listing Obligation and Disclosure Requirements) Regulations, 2015 "Listing Regulations", the Board of Directors has decided to circulate the Abridged Annual Report containing salient features of the balance sheet and statement of profit and loss and other documents to the shareholders for the Financial Year 2015-16 under the relevant laws.
The Abridged Annual Report is being circulated to the members excluding the 'Annual Report on CSR Activities', 'Remuneration Philosophy/Policy', 'Secretarial Audit Report', 'Extract of Annual Return', Full Report on Corporate Governance and Shareholders' Information'.
Members who desire to obtain the full version of the Annual Report may write to the Company Secretary at the registered office. Full version of the Annual Report is also be available on the Company's website www.hindalco.com.
12. In compliance with the provisions of Section 108 of the Companies Act, 2013, read with the Companies (Management and Administration) Rules, 2014, as amended, 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 instructions for remote e-voting is enclosed.
13. 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 the DP ID number, as the case may be.
14. The Ministry of Corporate Affairs (MCA), Government of India, through its circular No. 17/2012 dated 23rd July, 2012 has directed companies to upload on the Company's website information regarding unpaid/unclaimed dividend. In terms of the circular, the Company has uploaded the details of unpaid and unclaimed dividend and the same can be viewed on www.hindalco.com.
15. Shareholders are requested to read the "Shareholders' Information" Section of the full and Abridged Annual Report for useful information.
16. The route map of the venue of the meeting is given in the Notice. The prominent landmark near the venue is Siddhivinayak Temple.

ANNEXURE TO NOTICE

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

Item No. 6

The Board, on the recommendation of the Audit Committee, has approved the appointment and remuneration of M/s Nanabhoy & Co, Cost Accountants, Mumbai, to conduct the audit of the cost records of the Company for the financial year ending 31st March, 2017.

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. 6 of the Notice, for ratification of the remuneration payable to the Cost Auditors for the financial year ending 31st March, 2017.

The Board commends the Ordinary Resolution set out at Item No. 6 of the Notice for approval by the shareholders.

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

Item No. 7

Mr. Girish Dave, a partner in M/s Dave & Girish & Co., was appointed as an Independent Director by the Board of Directors of the Company at its meeting held on 28th May, 2016, under Section 149 and Schedule IV of the Companies Act, 2013 for a term of five years till 27th May, 2021.

Mr. Girish Dave is a lawyer by profession. He has varied and extensive experience in Financial, Banking and Project Finance and has been an advisor to most Foreign Banks in India. Mr. Dave is a member of The Bombay Bar Association, The Bar Council of Maharashtra & Goa, The International Bar Association, American Bar Association, Alliance of Business Lawyers, and the International Business Law Consortium. He is also on the Board of various companies including UltraTech Cement Ltd.

Considering his vast experience, the Board is of the opinion that it will be beneficial to the Company to avail of his services as an Independent Director of the Company.

Mr. Dave, has given a separate declaration to the Board that he (i) meets the criteria of independence as provided under Section 149(6) of the Act and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015; and (ii) is not disqualified from becoming a director under the Companies Act, 2013. He has also consented to his appointment as an Independent Director of the Company. The Board has perused the declaration and, in the opinion of the Board, Mr. Dave fulfills the conditions specified in the Act and the Rules framed thereunder and also the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 for his appointment as an Independent Director and he is independent of the management.

The terms and conditions of the appointment of Mr. Dave including the aforesaid documents shall be open for inspection by the Members at the Registered Office of the Company (except Saturdays, Sundays and Public Holidays) between 11.00 a.m. and 1.00 p.m. up to the date of this Annual General Meeting. The terms and conditions of the appointment of Independent Directors is available on the Company's website.

The brief resume in relation to the experience, functional expertise, memberships on other Companies' Boards and Committees in respect of the appointment of Mr. Dave as the Independent Director,

as required under the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, is set out in this Notice.

The Board commends the Ordinary Resolution set out at Item No. 7 of the Notice for approval by the shareholders.

Save and except Mr. Girish Dave 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 is, in any way, concerned or interested, financially or otherwise, in the resolution. This Explanatory Statement may also be regarded as a disclosure under the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

Item No. 8

As per the provisions of Section 20 of the Companies Act, 2013, a document may be served on any member by sending it to him/her by post or by registered post or by speed post or by courier or by delivering to his office or address, or by such electronic or other mode as may be prescribed. Further, a member may request for delivery of any document through a particular mode, for which he shall pay such fees in advance as may be determined by the company in its annual general meeting. Therefore, to enable the members to avail of this facility, it is necessary for the Company to determine the fees to be charged for delivery of a document in a particular mode, as mentioned in the resolution. Since the Companies Act, 2013 requires the fees to be determined in the Annual General Meeting, the Board of Directors accordingly recommend the resolution for your approval.

The Board commends the Ordinary Resolution set out at Item No. 8 of the Notice for approval by the shareholders.

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

Item No. 9

Rule 14 of the Companies (Prospectus and Allotment of Securities) Rules, 2014 prescribed, inter alia, under Section 42 of the Companies Act, 2013, deals with private placement of securities by a company. Section 42 of the Companies Act, 2013 read with the aforesaid Rule 14 requires that any offer or invitation for subscription to redeemable Non-Convertible Debentures (NCDs) and issuance on a private placement basis, is to be approved by the members by way of a special resolution. Sub-rule(2) of the said Rule 14 states that in case of an offer or invitation to subscribe to NCDs on private placement basis, the company shall obtain previous approval of its shareholders by means of a special resolution only once in a year for all the offers or invitations for such debentures during the year. In order to augment resources for inter alia, the ongoing capital expenditure and/or refinancing/repayment/prepayment of existing loans/debentures and/or for general corporate purposes, the Company may offer or invite subscription for secured/unsecured redeemable NCDs, in one or more series/tranches on private placement, issuable/redeemable at par/discount/premium.

The Articles of Association of the Company is available for inspection at the Registered Office of the Company.

Accordingly, consent of the members is sought for passing a Special Resolution as set out at Item No.9 of the Notice. This resolution enables the Board of Directors of the Company (which term shall include any Committee of the Board) to offer or invite subscription to non-convertible debentures, on such terms and conditions, including the issue price of the NCDs, upto an amount not exceeding ₹ 6000 Crores (Rupees Six Thousand Crores only), from time to time until September 13, 2017. The Board commends the Special Resolution set out at Item No. 9 of the Notice for approval by the shareholders.

None of the Directors/Key Managerial Personnel of the Company or their relatives is, in any way, concerned or interested, in the said resolution, except to the extent of the NCDs that may be subscribed to by them or their relatives or companies/firms in which they are interested.

Item No. 10

Mr. Satish Pai was appointed as the Whole time Director for a term of five years by the Board in the meeting held on 13th August 2013 and was confirmed by the shareholders in the Annual General Meeting held on 10th September 2013.

Mr. Satish Pai, a Mechanical Engineer from IIT Madras, has a prior experience of 28 years with Schlumberger Limited. He has wide experience of working in many countries, including the Middle East, South East Asia, Africa, Russia, UK and USA. He has led many mergers and acquisitions, apart from holding global roles in Operations, Technology Services, IT Services, Human Resources and large manufacturing units. He was the Executive Vice President, Worldwide Operations, of Schlumberger Limited. He was appointed as the Deputy Managing Director w.e.f. 2nd February, 2015 and was responsible for the entire operations of both, the Aluminium and Copper businesses of the Company. During his tenure, the Company has done well despite very adverse domestic and international market conditions.

The Board of Directors in the meeting held on 28th May, 2016, has subject to shareholders approval, and Central Government approval, if required, appointed Mr. Satish Pai as the Managing Director of the Company for a period of five years with effect from 1st August, 2016 for which the resolution as in this item of the Notice is proposed for your approval.

Though the possibility of such a situation is not likely to arise during any of the years comprised by the period of his office, in view of the relevant provisions of Schedule V of the Companies Act, 2013 for payment of remuneration to the Managing Director in the event of loss or inadequacy of profits, this resolution is being proposed as a special resolution.

The remuneration of the Managing Director as set out in the resolution is in line with the trend prevailing in the Corporate Sector in the Country.

The last remuneration drawn by Mr. Satish Pai is provided in the Corporate Governance Section of the full Annual Report and Annexure II to Directors' Report of the full and Abridged Annual Report.

The terms and conditions of the appointment of Mr. Pai including the aforesaid documents, shall be open for inspection by the Members at the Registered Office of the Company (except Saturdays, Sundays and Public Holidays) between 11.00 a.m. and 1.00 p.m. up to the date of this Annual General Meeting.

Save and except Mr. Satish Pai 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. 10 of the Notice.

Item No. 11

Mr. Praveen Kumar Maheshwari 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 leads a 500+ strong workforce concentrating on finance functions and plays a key role in various strategic decisions of the Company and its subsidiaries. At Hindalco, in addition to all finance functions, viz., treasury, accounting, controllership and taxation, his responsibilities extend to the secretarial and information technology functions. Besides, he plays a critical role in handling investor relations and risk management.

Mr. Maheshwari, a Chartered Accountant and an MBA from IIM - Ahmedabad, has over 33 years of work experience in all areas of Finance, including mergers & acquisitions, fundraising, investor relations in India and in other global markets.

The Board of Directors in the meeting held on 28th May, 2016, has subject to shareholders, and Central Government approval, if required, appointed Mr. Praveen Kumar Maheshwari as the Whole time Director of the Company for a period of five years with effect from 28th May, 2016 for which the resolution as in this item of the Notice is proposed for your approval.

Though the possibility of such a situation is not likely to arise during any of the years comprised by the period of his office, in view of the relevant provisions of Schedule V of the Companies Act, 2013 for payment of remuneration to a Whole time Director in the event of loss or inadequacy of profits, this resolution is being proposed as a special resolution.

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 last remuneration drawn by Mr. Maheshwari

is provided in the Annexure II to Directors' Report of the full and Abridged Annual Report.

The terms and conditions of the appointment of Mr. Maheshwari including the aforesaid documents, shall be open for inspection by the Members at the Registered Office of the Company (except Saturdays, Sundays and Public Holidays) between 11.00 a.m. and 1.00 p.m. up to the date of this Annual General Meeting.

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. 11 of the Notice.

By Order of the Board of Directors
For Hindalco Industries Limited

Place : Mumbai
Date : 21st July, 2016

Anil Malik
Company Secretary

Annexure

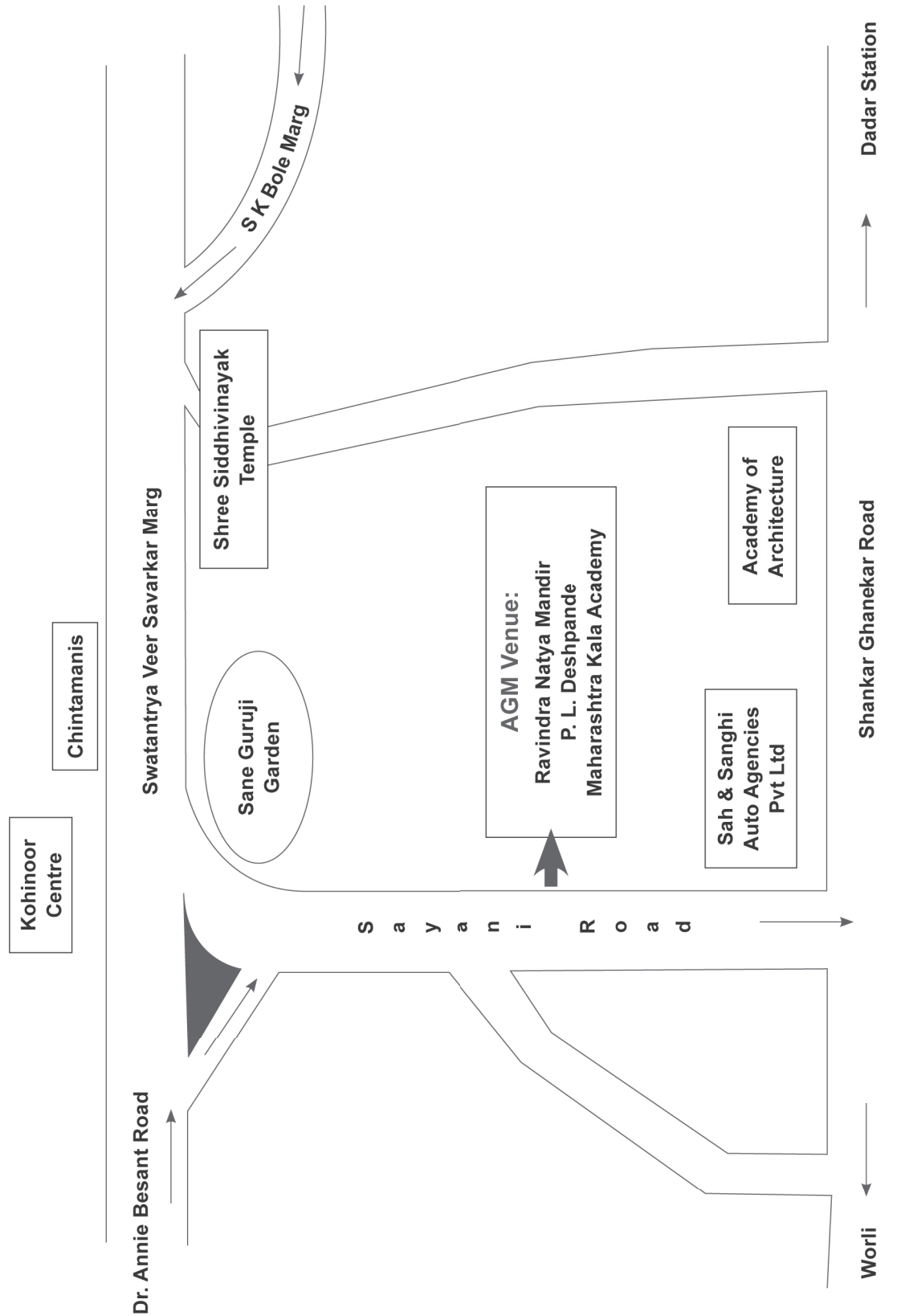
Disclosure relating to Directors pursuant to Regulation 26(4) of the Listing Regulations and Secretarial Standards on General Meeting.

Name of Director	Mrs. Rajashree Birla	Mr. D. Bhattacharya	Mr. Satish Pai	Mr. Praveen Kumar Maheshwari	Mr. Girish Dave
Date of Birth	15/09/1945	13/09/1948	29/12/1961	18/02/1961	12/07/1938
Age (in years)	70	67	54	55	78
Date of Appointment	15/03/1996	30/04/2003	13/08/2013	28/05/2016	28/05/2016
Expertise in specific functional areas	Industrialist	Industry and Management	Industry and Management	Finance	Advocate & Corporate Advisor
Qualifications	B.A.	B.E. (Chemicals), IIT	B.E (Mech) IIT	CA, MBA (IIM-A)	M.Com, LL.B CAIIB
No. of Board meetings attended during FY 16	3	5	5	*Not Applicable	*Not Applicable
List of outside Directorships held Excluding Alternate Directorship and Private Companies	1. Grasim Industries Ltd. 2. Aditya Birla Nuvo Ltd. 3. Century Enka Ltd. 4. UltraTech Cement Ltd. 5. Aditya Birla Health Services Ltd. 6. Idea Cellular Ltd. 7. Century Textiles and Industries Ltd.	Nil	1. Hindalco- Almex Aerospace Ltd.	1. Novelis (India) Infotech Limited 2. Hindalco- Almex Aerospace Ltd. 3. Mauda Energy Ltd.	1. PCS Technology Ltd. 2. Vinati Organics Ltd. 3. UltraTech Cement Ltd. 4. Grasim Bhiwani Textiles Ltd. 5. Aditya Birla Retail Ltd.
Chairman/Member of the Committee of the Board of Directors of the Company	Nil	Nil	Nil	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	Nil	Nil	1. Aditya Birla Retail Ltd. - Chairman 2. UltraTech Cement Ltd. - Member 3. Vinati Organics Ltd. - Member 4. Grasim Bhiwani Textiles Ltd. - Member 5. PCS Technology Ltd. - Member
b. Stakeholders' Relationship Committee	Nil	Nil	Nil	Nil	1. UltraTech Cement Ltd. - Member
No. of Shares held in the Company	6,12,470	1,38,265	30,000	Nil	Nil

Note: Pursuant to Regulation 26 of the Listing Regulations only two Committees viz. Audit Committee and Stakeholders' Relationship Committee are considered.

*Mr. Praveen Kumar Maheshwari and Mr. Girish Dave were appointed as Whole-time Director and Independent Director respectively w.e.f. 28th May, 2016.

Route Map for the venue of the Annual General Meeting.





HINDALCO INDUSTRIES LIMITED

CIN No: L27020MH1958PLC011238

Registered Office: "Century Bhavan", 3rd Floor, Dr. Annie Besant Road, Worli, Mumbai- 400030

Email: hil.investors@adityabirla.com website: www.hindalco.com Tel: (022)66626666 Fax: (022) 24227586/24362516

Form No. MGT-11

PROXY FORM

ANNUAL GENERAL MEETING TO BE HELD ON 14TH SEPTEMBER, 2016 AT 3.00 P.M.

Name of the Member(s)			
Registered Address:			
E Mail Id :			
Folio No. /Client Id:		DP ID	

I/ We, being the member(s) holding _____ shares of the company, hereby appoint:

- _____ of _____ having e-mail id _____ or failing him/her
- _____ of _____ having e-mail id _____ or failing him/her
- _____ of _____ having e-mail id _____ or failing him/her

As my/our proxy to attend and vote(on a poll) for me/us and on our/my behalf at the 57th Annual General Meeting of the Company to be held on Wednesday, the 14th September, 2016 at 3.00 P.M. at Ravindra Natya Mandir, P.L. Deshpande Maharashtra Kala Academy, Prabhadevi, Mumbai- 400025, and at any adjournment thereof in respect of such resolutions as are indicated below:

Resolution No.	Resolutions	For*	Against*
1	Adoption of the Audited financial statements(including Audited Consolidated Financial Statements) for the financial year ended 31 st March, 2016, the Reports of Directors' and Auditors' thereon.		
2	Declaration of Dividend for the year ended 31 st March, 2016.		
3	Re-appointment of Smt. Rajashree Birla, Director retiring by rotation.		
4	Re-appointment of Mr. D. Bhattacharya, Director, retiring by rotation.		
5	Ratification of appointment of Statutory Auditors viz. M/s Singhi & Co.		
6	Ratification of the remuneration of the Cost Auditors viz. M/s Nanabhoy & Co. for the financial year ending 31 st March, 2017.		
7	Approval for appointment of Mr. Girish Dave as an Independent Director.		
8	Approval for charging fees for delivery of documents through a particular mode to members.		
9	Approval for offer or invitation to subscribe to Non-Convertible Debentures on a private placement basis.		
10	Approval for appointment of Mr. Satish Pai as the Managing Director.		
11	Approval for appointment of Mr. Praveen Kumar Maheshwari as the Whole time Director.		

Signed this _____ day of _____ 2016

Signature of shareholder: _____

Signature of Proxy holder(s): (1) _____ (2) _____ (3) _____

Affix
Revenue
Stamp

* Please put "X" in the appropriate column against the Resolution indicated in the Box. If you leave the 'For' or 'against' column blank against the Resolutions, your Proxy will be entitled to vote in the manner as he/she thinks appropriate.

Notes:

1. This form of proxy in order to be effective should be duly completed and deposited at the registered office of the Company, not less than 48 hours before the commencement of the Meeting.
2. A proxy need not be a member of the Company.
3. In case the Member appointing proxy is a body corporate, the proxy form should be signed under its seal or be signed by an officer or an attorney duly authorised by it and an authenticated copy of such authorisation should be attached to the proxy form.
4. A person can act as proxy on behalf of such number of Members not exceeding fifty and holding in the aggregate not more than ten percent of the total share capital of the Company carrying voting rights. Further, a Member holding more than ten percent of the total share capital of the Company carrying voting rights, may appoint a single person as proxy and such person shall not act as proxy for any other person or Member.
5. For the Resolutions, Explanatory Statement and notes please refer to the Notice of the Annual General Meeting.
6. Appointing a proxy does not prevent a Member from attending the meeting in person if he/she so wishes.
7. In case of joint holders, the signature of any one holder will be sufficient, but names of all the joint holders should be stated.
8. Please complete all details including details of member(s) in the above box before submission.

