



**AM/STOEX-GN/18**

**Date : 10<sup>th</sup> April, 2018**

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

**Dear Sir,**

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

Please find enclosed herewith Quarterly Compliance Report on Corporate Governance, for the quarter ended 31<sup>st</sup> March, 2018.

Please find the above in order and acknowledge.

Thanking you,

Yours faithfully

**For Hindalco Industries Limited**

**Anil Malik**  
**Company Secretary**

**Hindalco Industries Limited**

6th & 7th Floor, Birla Centurion, Pandurang Budhkar Marg, Worli, Mumbai 400030, India.

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

Corporate ID No.: L27020MH1958PLC011238

Name of the Listed Entity: Hindalco Industries Limited  
Quarter ending: March, 2018

I. Composition of Board of Directors								
Title (Mr/Ms)	Name of the Director	PANs & DIN	Category (Chairperson / Executive/Non-Executive/independent/Nominee)&	Date of Appointment in the current term/ Cessation	Tenure*	No of Direct orship in listed entities	Number of members in Audit/Stakeholder Committees(s) including this listed entity	No of post of Chairpers on in Audit/ Stakeholder Committees held in listed entities including this listed entity
Mr.	Kumar Mangalam Birla	AFFPB5926H 00012813	Non Executive -- Chairman	16/11/1992	N.A	7	0	0
Mrs.	Rajashree Birla	AAFPA1583L 00022995	Non Executive	15/03/1996	N.A	6	0	0
Mr.	A.K. Agarwala	ABJPA1296L 00023684	Non Executive	11/09/1998	N.A	2	1	0

Title (Mr/Ms)	Name of the Director	PANs & DIN	Category (Chairperson / Executive/Non-Executive/independent/Nominee)&	Date of Appointment in the current term/ Cessation	Tenure*	No of Direct orship in listed entities including this listed entity's	Number of members in Audit/Stakeholder Committee(s) including this listed entity	No of post of Chairpers on in Audit/ Stakeholder Committee held in listed entities including this listed entity (Refer Regulation 26(1) of Listing Regulations)
Mr.	M.M Bhagat	AEZPB88884N 00006245	Non Executive-Independent Director	24/09/2014 #	5 yrs (upto the date of AGM to be held in the calendar year 2019)	3 (Refer Regulation 25(1) of Listing Regulations)	2 (Refer Regulation 26(1) of Listing Regulations)	1 (Refer Regulation 26(1) of Listing Regulations)
Mr.	Jagdish Khattar	AASPK0659F 00013496	Non Executive-Independent Director	24/09/2014 #	5 yrs (upto the date of AGM to be held in the calendar year 2019)	1	0	0
Mr.	K.N Bhandari	AELPB5635F 00026078	Non Executive-Independent Director	24/09/2014 #	5 yrs (upto the date of AGM to be held in the calendar year 2019)	7	4	2

Title (Mr/Ms)	Name of the Director	PANS & DIN	Category (Chairperson / Executive/Non-Executive/Independent/Nominee)&	Date of Appointment in the current term/ Cessation	Tenure*	No of Direct orship in listed entities	Number of members in Audit/Stakeholder Committees including this listed entity	No of post of Chairpers on in Audit) Stakeholder Committee held in listed entities including this listed entity
Mr.	Y.P Dandiwala	AACPD0318G 01055000	Non Executive-Independent Director	14/08/2015 #	5 yrs (upto 13 <sup>th</sup> August, 2020)	3	5	2
Mr.	Ram Charan	AUNPC6398N 03464530	Non Executive-Independent Director	24/09/2014 #	5 yrs (upto the date of AGM to be held in the calendar year 2019)	1	0	0

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

@ Mr. Satish Pai is appointed as Managing Director of the Company w.e.f. 01/08/2016.

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

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

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

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

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

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

\*\* Mr. R.K.Kasliwal retired on 31<sup>st</sup> December, 2017 consequently the Risk Management Committee was reconstituted at the Board Meeting held on 02<sup>nd</sup> February, 2018 and Mr. Vikram Sondhi was inducted to the Committee.

<b>III. Meeting of Board of Directors</b>			
<b>Date(s) of Meeting (if any) in the previous quarter</b>	<b>Date(s) of Meeting (if any) in the relevant quarter</b>	<b>Maximum gap between any two consecutive (in number of days)</b>	
03 <sup>rd</sup> November, 2017	02 <sup>nd</sup> February, 2018	89 days (from 03 <sup>th</sup> November, 2017)	
<b>IV. Meeting of Committees</b>			
<b>Date(s) of meeting of the committee in the relevant quarter</b>	<b>Whether requirement of Quorum met(details)</b>	<b>Date(s) of meeting of the Committee in the previous quarter</b>	<b>Maximum gap between any two consecutive meetings in number of days*</b>
<b><u>Audit Committee</u></b> 02 <sup>nd</sup> February, 2018	Yes	03 <sup>rd</sup> November, 2017	89 days (03 <sup>rd</sup> November, 2017)
<b><u>Stakeholder Relationship Committee</u></b> 02 <sup>nd</sup> February, 2018	Yes	03 <sup>rd</sup> November, 2017	89 days (from 03 <sup>rd</sup> November, 2017)
<b><u>Nomination &amp; Remuneration Committee</u></b> 02 <sup>nd</sup> February, 2018	Yes	N.A.	N.A.
<b><u>Risk Management Committee</u></b> 05 <sup>th</sup> January, 2018	Yes	09 <sup>th</sup> October, 2017	N.A.

*This information has to be mandatorily be given for audit committee, for rest of the committees giving this information is optional.		
<b>V. Related Party Transactions</b>		
<b>Subject</b>	<b>Compliance status (Yes/No/NA)refer note below</b>	
<b>Whether prior approval of audit committee obtained</b>	<b>Yes</b>	
<b>Whether shareholder approval obtained for material RPT</b>	<b>N.A</b>	
<b>Whether details of RPT entered into pursuant to omnibus approval have been reviewed by Audit Committee</b>	<b>Yes</b>	
<b>Note</b>		
<b>1</b>	In the column "Compliance Status" compliance or non-compliance may be indicated by Yes/No/N.A, For example, if the Board has been composed in accordance with the requirements of Listing Regulations. "Yes" may be indicated. Similarly, in case the Listed Entity has no related party transactions, the words, "N.A." may be indicated.	
<b>2</b>	If status is "No" details of non-compliance may be given here.	
<b>VI. Affirmations</b>		
<b>1.</b>	The composition of Board of Directors is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015.	
<b>2.</b>	The composition of the following committees is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015	
<b>a.</b>	Audit Committee	
<b>b.</b>	Nomination & remuneration committee	
<b>c.</b>	Stakeholders relationship committee	
<b>d.</b>	Risk management committee (applicable to the top 100 listed entities)	
<b>3.</b>	The committee members have been made aware of their powers, role and responsibilities as specified in SEBI (Listing obligations	



and disclosure requirements) Regulations, 2015.

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

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

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

here: The Quarterly Compliance Report on Corporate Governance for the quarter ended 31<sup>st</sup> December, 2017 was placed in the Board Meeting held on 02<sup>nd</sup> February, 2018.

Date: 10<sup>th</sup> April, 2018

Place : Mumbai

**Name of the Listed Entity: Hindalco Industries Limited**  
**Financial Year Ending: 31<sup>st</sup> March, 2018**

<b>1. Disclosure on website in terms of Listing Regulations</b>		<b>Compliance status</b> (Yes/No/N.A.) refer note below
<b>Item</b>		
<b>Details of business</b>		Yes
<b>Terms and conditions of appointment of independent directors</b>		Yes
<b>Composition of various committees of board of directors</b>		Yes
<b>Code of conduct of board of directors and senior management personnel</b>		Yes
<b>Details of establishment of vigil mechanism/Whistle Blower policy</b>		Yes
<b>Criteria of making payments to non-executive directors</b>		N.A
<b>Policy on dealing with related party transactions</b>		Yes
<b>Policy for determining 'material' subsidiaries</b>		Yes
<b>Details of familiarization programs imparted to independent directors</b>		Yes
<b>Contact information of the designated officials of the listed entity who are responsible for assisting and handling investor grievances</b>		Yes
<b>email address for grievance redressal and other relevant details</b>		Yes
<b>Financial results</b>		Yes
<b>Shareholding pattern</b>		Yes
<b>Details of agreements entered into with the media companies and/or their associates</b>		N.A
<b>New name and the old name of the listed entity</b>		N.A
<b>II. Annual Affirmations</b>		
<b>Particulars</b>	<b>Regulations Number</b>	<b>Compliance status</b> (Yes/No/NA)refer note below
Independent director(s) have been appointed in terms of specified criteria of independence and/or eligibility	16(1) (b) & 25(6)	Yes
Board composition	17(1)	Yes

Meeting of Board of directors	17(2)	Yes
Review of Compliance Reports	17(3)	Yes
Plans for orderly succession for appointments	17(4)	Yes
Code of Conduct	17(5)	Yes
Fees/compensation	17(6)	Yes
Minimum Information	17(7)	Yes
Compliance Certificate	17(8)	Yes
Risk Assessments Management	17(9)	Yes
Performance Evaluation of Independent Directors	17(10)	Yes
Composition of Audit Committee	18(1)	Yes
Meeting of Audit Committee	18(2)	Yes
Composition of Nomination & Remuneration Committee	19 (1) & (2)	Yes
Composition of Stakeholder Relationship Committee	20(1) & (2)	Yes
Composition and role of risk management committee	21(1),(2),(3),(4)	Yes
Vigil Mechanism	22	Yes
Policy for related party Transaction	23(1),(5),(6),(7) & (8)	Yes
Prior or Omnibus approval of Audit Committee for all related party transactions	23(2), (3)	Yes
Approval for material related party transactions	23(4)	N.A
Composition of Board of Directors of unlisted material Subsidiary	24(1)	N.A
Other Corporate Governance requirement with respect to subsidiary of listed entity	24(2),(3),(4),(5) & (6)	Yes
Maximum Directorship & Tenure	25(1) & (2)	Yes
Meeting of Independent directors	25(3) & (4)	Yes
Familiarization of Independent directors	25(7)	Yes
Memberships in Committees	26(1)	Yes
Affirmation with compliance to code of conduct from members of Board of	26(3)	Yes

Directors and Senior management personnel		
Disclosure of Shareholding by Non-Executive Directors	26(4)	Yes
Policy with respect to Obligations of directors and senior management	26(2) & 26(5)	Yes

**Note**

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

**III Affirmations:**

The Listed Entity has approved Material Subsidiary Policy and the Corporate Governance requirements with respect to subsidiary of Listed Entity have been complied.

Date: 10<sup>th</sup> April, 2018

For Hindalco Industries Limited

Place: Mumbai

  
Arni Malik

President & Company Secretary