



HINDALCO INDUSTRIES LIMITED

66TH ANNUAL GENERAL MEETING NOTICE

Sr. No.	Contents	Type of Resolution	Page No(s)
I.	Resolution(s):		
1.	Adoption of the Audited Standalone Financial Statements of the Company for the financial year ended March 31, 2025, and Report of the Board of Directors and Auditors thereon.	Ordinary	2
2.	Adoption of the Audited Consolidated Financial Statements of the Company for the financial year ended March 31, 2025, and Report of the Auditors thereon.		
3.	Declaration of Dividend for FY 2024-25.		
4.	Appoint a Director in place of Mrs. Rajashree Birla [DIN: 00022995], Non-Executive Director, who retires by rotation and being eligible, seeks re-appointment.	Special	2-6
5.	Appoint a Director in place of Mr. Sushil Agarwal [DIN: 00060017], Non-Executive Director, who retires by rotation and being eligible, seeks re-appointment.		6-10
6.	Appointment of M/s. Dilip Bharadiya & Associates, Practicing Company Secretaries, as the Secretarial Auditors of the Company.	Ordinary	10-12
7.	Ratification of remuneration of the Cost Auditors for FY 2025-26.		12-13
II.	Notes for Members' Attention		13

AGENDA

NOTICE is hereby given that the 66th Annual General Meeting ["AGM"] of the Members of Hindalco Industries Limited ["HIL" / "Company"] will be held on Thursday, August 21, 2025, at 3:00 p.m. (IST) through Video Conferencing ["VC"] to transact the following business(es):

ORDINARY BUSINESS:

1. Adoption of the Audited Standalone Financial Statements of the Company for the financial year ended March 31, 2025, and Report of the Board of Directors and the Auditors thereon

Type of Business:	Ordinary	Type of Resolution:	Ordinary
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To consider and adopt the Audited Standalone Financial Statements for the financial year ended March 31, 2025, together with Report of the Board of Directors and the Auditors thereon.

2. Adoption of the Audited Consolidated Financial Statements of the Company for the financial year ended March 31, 2025, and Report of the Auditors thereon

Type of Business:	Ordinary	Type of Resolution:	Ordinary
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To consider and adopt the Audited Consolidated Financial Statements for the financial year ended March 31, 2025, together with Report of the Auditors thereon.

3. Declaration of Dividend for FY 2024-25

Type of Business:	Ordinary	Type of Resolution:	Ordinary
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To declare Dividend of ₹ 5/- [*Rupees Five only*] per equity share of the Company having face value ₹ 1/- [*Rupee One only*] each for FY 2024-25.

4. Appoint a Director in place of Mrs. Rajashree Birla [DIN: 00022995], Non-Executive Director, who retires by rotation and being eligible, seeks re-appointment

Type of Business:	Ordinary	Type of Resolution:	Special
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To consider and if thought fit, to pass the following resolution:

“RESOLVED THAT pursuant to the provisions of Section 152 of the Companies Act, 2013 [*“Act”*], the Rules made thereunder and other applicable provisions of the Act [*including the rules, notifications, circulars, guidelines etc. issued thereunder*], Regulation 17(1A) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 [*“SEBI Listing Regulations”*], and other applicable provisions, if any, [*including any statutory amendment(s) or modification(s) or re-enactment(s) thereof, for the time being in force*], in line with the Memorandum & Articles of Association of the Company and on the recommendation of the Board of Directors of the Company [*hereinafter referred to as the “Board”, which term shall be deemed to include any Committee constituted / empowered / to be constituted by the Board from time to time to exercise its powers conferred by this resolution*], approval of the Members of the Company be and is hereby accorded to re-appoint Mrs. Rajashree Birla [DIN: 00022995], Non-Executive Director, who retires from office by rotation and being eligible, seeks re-appointment as a Non-Executive Director of the Company, liable to retire by rotation.

RESOLVED FURTHER THAT the Board and Key Managerial Personnel except for Mrs. Rajashree Birla be and are hereby severally authorized to do all such acts, deeds, matters and things as may be deemed necessary, desirable, proper or expedient for the purpose of giving effect to the resolution.”

EXPLANATORY STATEMENT

4.	Appoint a Director in place of Mrs. Rajashree Birla [DIN: 00022995], Non-Executive Director, who retires by rotation and being eligible, seeks re-appointment			
	Type of Business:	Ordinary	Type of Resolution:	Special

Sr. No.	Brief on Mrs. Rajashree Birla's re-appointment			
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Brief Profile:

1.	Date of Birth/ Age	September 15, 1945 / 79 years		
2.	Qualification	Bachelor of Arts		
3.	Experience ¹	<ul style="list-style-type: none"> Mrs. Rajashree Birla is an exemplar in the area of community initiatives and rural development. She chairs the Aditya Birla Centre for Community Initiatives and Rural Development, the Aditya Birla Group's apex body responsible for development projects. She oversees the social and welfare driven work across all the Group's major companies. The footprint of the Centre's work straddles over 7,000 villages, reaching out to 9 million people. The Group runs 20 hospitals. The Group reaches out to well over 100,000 students through its network of 52 formal schools and non-formal educational institutes. Of these, girls constitute 50%. Both its hospitals as well as schools are 'Not for Profit' institutions. 		
4.	Areas of experience	<ul style="list-style-type: none"> Corporate Social Responsibility [CSR] Corporate Governance, Legal and Compliance; Environmental and Social Sustainability and General Management; Industry Knowledge 		
5.	External/ Honorary Engagements	<ul style="list-style-type: none"> Member of the Advisory Board, Columbia Global Centers, Mumbai; Chairperson of Xynteo's Vikaasa Advisory Board; Chairperson FICCI – Aditya Birla CSR Centre for Excellence; Chairperson on the Habitat for Humanity's (India) Indiabuilds Committee; Board of the Asia Pacific Committee as well as Habitat's Global Committee; Chairperson of FICCI's first ever Expert Committee on CSR; Board of BAIF Development Research Foundation, Pune; Trustee of the Gujarat Vidyapith; President of the "Sangit Kala Kendra", a Centre for performing arts and President of the INT-ABCPA [Indian National Theatre-Aditya Birla Centre for Performing Arts]. 		
6.	Accolades/ Awards	<ul style="list-style-type: none"> Recipient of the 'Lal Bahadur Shastri Award for Excellence 2024'; Government of India which bestowed the "Padma Bhushan" Award in 2011 on Mrs. Rajashree Birla in the area of "Social Work"; G20 EMPOWER Award for 'Lifetime Achievement'; BRICS 'Living Legend and Icon for Community Excellence and Lifetime Achievement Award'; Polio Eradication Champion Award by the Government of India; Global Golden Peacock Award for CSR was conferred upon her by Dr. Ola Ullsten, the Former Prime Minister of Sweden in Portugal; Economic Times' prestigious Award: Corporate Citizen of the Year, twice in a decade, first in 2003 and again in 2012; All-India Management Association's "Corporate Citizen of the Year Award"; The IOD's "Distinguished Fellowship Award" and FICCI FLO Golden Laurel Award. 		

¹ For the updated Director profile please visit: www.hindalco.com

Sr. No.	Brief on Mrs. Rajashree Birla's re-appointment				
Directorships & Shareholding:					
7.	Date of First Appointment on the Board of the Company	March 15, 1996			
8.	Shareholding in the Company	6,12,470 equity shares			
9.	Number of Meetings attended from the previous re-appointment	Financial Year	Attendance at		
			Board Meeting	CSR Committee	AGM
		2023-24	6 out of 6	1 out of 1	1 out of 1
		2024-25	6 out of 7	1 out of 1	1 out of 1
10.	Directorship ² in other Companies as on date of Notice	Listed Company(ies): 1. Aditya Birla Real Estate Limited 2. Century Enka Limited 3. Grasim Industries Limited 4. Pilani Investment and Industries Corporation Limited 5. UltraTech Cement Limited Unlisted Company(ies): 1. Aditya Birla Health Services Private Limited 2. Birla Brothers Private Limited 3. Birla Group Holdings Private Limited 4. Breach Candy Hospital Trust 5. G.D. Birla Medical Research and Education Foundation 6. IGH Holdings Private Limited 7. Mananam Foundation 8. Rajratna Holdings Private Limited 9. Saatvik India Foundation 10. Sahityaayan Foundation 11. Vaibhav Holdings Private Limited 12. Vaibhav Medical and Education Foundation 13. Vikram Holdings Private Limited			
11.	Membership/ Chairpersonship of Statutory Committees ³ on various Boards as on the date of Notice	Chairperson of Committee(s): Corporate Social Responsibility [CSR] Committee: 1. Aditya Birla Real Estate Limited 2. Grasim Industries Limited 3. Hindalco Industries Limited 4. Pilani Investment and Industries Corporation Limited 5. UltraTech Cement Limited Membership of the Committee(s): Nil			

² Total number of directorships:

- consist of directorships in all public/private limited companies (including deemed public company), whether listed or not;
- consist of directorships in all companies formed under Section 25 of the erstwhile Companies Act, 1956 and under Section 8 of the Companies Act, 2013;
- excludes this company and other foreign companies/entities.

³ Statutory Committees includes the Committees mandated under Companies Act, 2013, and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

Sr. No.	Brief on Mrs. Rajashree Birla's re-appointment	
Remuneration and Terms & Conditions of re-appointment:		
12.	Current and Proposed Term	<p><i>Current:</i> Was re-appointed as a Non-Executive Director, liable to retire by rotation, at the AGM held on August 22, 2023.</p> <p><i>Proposed:</i> Re-appointment as a Non-Executive Director, liable to retire by rotation.</p>
13.	Justification for re-appointment of Director	<p>As per Regulation 17(1A) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, no listed entity shall appoint a person or continue the Directorship of a Non-Executive Director who has attained the age of seventy-five years unless a special resolution is passed to that effect. Considering this, the re-appointment of Mrs. Rajashree Birla would require a Special Resolution from the Members.</p> <p>The Company's social projects are carried out under the aegis of the Aditya Birla Centre for Community Initiatives and Rural Development chaired by Mrs. Rajashree Birla. With her leadership role for CSR initiatives and monitoring its implementation for the Company. She is deeply involved in identifying and planning the areas of social impact and then closely monitors the progress of such CSR activities. For her exemplary contributions, she has won many awards and accolades, the most outstanding one has been that of the Government of India which bestowed the 'Padma Bhushan' Award in 2011 on Mrs. Rajashree Birla in the area of 'Social Work'.</p> <p>She is an exemplar in the area of community initiatives and rural development. In recognition of her work, leading national and international organisations have showered accolades upon her. Her initiatives in education, healthcare, sustainable livelihood, infrastructure and social reform, make a positive difference in the lives of at least 1.8 million people and the communities they live in.</p> <p>Mrs. Rajashree Birla is the Chairperson of Aditya Birla Centre for Community Initiatives and Rural Development, and her vision is to actively contribute to the social and economic development of the communities we serve—both where we operate and beyond. In alignment with the United Nations Sustainable Development Goals, our endeavor is to lift the burden of poverty that weighs heavily on the underserved and to foster inclusive growth.</p> <p>Mrs. Rajashree Birla's initiatives have always aligned with the Company's values and long-term goals. Her continued guidance will ensure stability and sustained progress in the Company's CSR efforts.</p>
14.	Remuneration: FY 24-25	<p>Sitting Fees: ₹ 3.20 Lakhs Only <i>[Rupees Three Lakh Twenty Thousand Only]</i></p> <p>Commission: ₹ 3.92 Crores Only <i>[Rupees Three Crore Ninety-Two Lakh Only]</i></p>

Sr. No.	Brief on Mrs. Rajashree Birla's re-appointment	
15.	Remuneration proposed to be paid	<ul style="list-style-type: none"> Sitting fees for attending Board or Committee Meetings of the Company or for any other purpose as may be decided by the Board; Reimbursement of expenses for participating in the Board and/or Committee meetings of the Company, if any and Other remuneration u/s 197 of the Act.
16.	Confirmations	Mrs. Rajashree Birla: <ul style="list-style-type: none"> has consented and is eligible to be re-appointed as a Non-Executive Director; is not disqualified to be appointed as a Director in terms of provisions of Section 164 of the Act and is not debarred from holding the office of Director by virtue of any order of Securities and Exchange Board of India and any other competent regulatory authority.
17.	Listed Entities from which the Director has re-signed in the past three years.	None
18.	Disclosure of Interest	Except Mrs. Rajashree Birla [to whom the resolution relates], Mr. Kumar Mangalam Birla [Chairman, Non-Executive Director, and son of Mrs. Rajashree Birla], Ms. Ananyashree Birla [Non-Executive Director and grand-daughter of Mrs. Rajashree Birla] & Mr. Aryaman Vikram Birla [Non-Executive Director and grand-son of Mrs. Rajashree Birla] and their relatives, none of the Director(s) or Key Managerial Personnel of the Company or their relatives, are concerned, or interested in the foregoing Resolution.
19.	Company's Proposal	The Board recommends the re-appointment of Mrs. Rajashree Birla as a Non-Executive Director, liable to retire by rotation and strongly believes that the same shall be in the best interest of the Company.

5.	Appoint a Director in place of Mr. Sushil Agarwal [DIN: 00060017], Non-Executive Director, who retires by rotation and being eligible, seeks re-appointment		
	Type of Business:	Ordinary	Type of Resolution: Ordinary

To consider and if thought fit, to pass the following resolution:

“RESOLVED THAT pursuant to the provisions of Section 152 of the Companies Act, 2013 [“Act”], the Rules made thereunder and other applicable provisions of the Act [including the rules, notifications, circulars, guidelines etc. issued thereunder], the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 [“SEBI Listing Regulations”] and other applicable provisions, if any, [including any statutory amendment(s) or modification(s) or re-enactment(s) thereof, for the time being in force], in line with the Memorandum & Articles of Association of the Company and on the recommendation of the Board of Directors of the Company [hereinafter referred to as the “Board”, which term shall be deemed to include any Committee constituted / empowered / to be constituted by the Board from time to time to exercise its powers conferred by this resolution], approval of the Members of the Company be and is hereby accorded to re-appoint Mr. Sushil Agarwal [DIN: 00060017], Non-Executive Director, who retires from office by rotation and being eligible, seeks re-appointment as a Non-Executive Director of the Company, liable to retire by rotation.

RESOLVED FURTHER THAT the Board and Key Managerial Personnel except for Mr. Sushil Agarwal be and are hereby severally authorized to do all such acts, deeds, matters and things as may be deemed necessary, desirable, proper or expedient for the purpose of giving effect to the resolution.”

EXPLANATORY STATEMENT

5.	Appoint a Director in place of Mr. Sushil Agarwal [DIN: 00060017], Non-Executive Director, who retires by rotation and being eligible, seeks re-appointment			
	Type of Business:	Ordinary	Type of Resolution:	Ordinary
Sr. No.	Brief on Mr. Sushil Agarwal's re-appointment			
Brief Profile:				
1.	Date of Birth/ Age	June 13, 1963 / 62 years		
2.	Qualification	i. Chartered Accountant; ii. Master's in Commerce		
3.	Experience ¹	i. Associated with the Aditya Birla Group for over 36 years and has unique distinction of working closely with the former Chairman Late Mr. Aditya Vikram Birla and current Chairman Mr. Kumar Mangalam Birla. ii. He has led various strategic initiatives, including M&A and restructurings. iii. A strong advocate of corporate governance and trusteeship, he is widely acknowledged for his financial acumen and analytical skills.		
4.	Areas of experience	<ul style="list-style-type: none">Corporate Governance, Legal and Compliance;Environmental and Social Sustainability;Financial Literacy;General Management;Human Resource;Industry Knowledge;Innovation, Technology and Digitization;Marketing;Risk Management; andStrategic Expertise.		
5.	External/ Honorary Engagements	i. Group Chief Financial Officer; ii. Director - Aditya Birla Management Corporation Private Limited; and iii. Nominee Director in Zand Bank PJSC [a Dubai based first of its kind Digital Bank]		
6.	Accolades/ Awards	i. India's Greatest CFO - Asia One India's Greatest Brands and Leaders Awards [2018]; ii. Business Leader Corporate CFO - 11 th ICAI Awards [2018]; iii. Exceptional Contributor Award - Aditya Birla Group [2000]; iv. Outstanding Leadership Award - Aditya Birla Group [2014].		
Directorships & Shareholding:				
7.	Date of First Appointment on the Board of the Company	May 1, 2024		

¹For the updated Director profile please visit: www.hindalco.com

Sr. No.	Brief on Mr. Sushil Agarwal's re-appointment																			
8.	Shareholding in the Company	3,301 equity shares																		
9.	Number of Meetings attended from his appointment	<table><tr><th colspan="5">Attendance at</th></tr><tr><th>Board Meeting</th><th>Audit Meetings</th><th>SRC Meeting</th><th>Risk Management & ESG Committee</th><th>AGM</th></tr><tr><td>5 out of 6</td><td>4 out of 6</td><td>0 out of 1</td><td>2 out of 3</td><td>1 out of 1</td></tr></table>				Attendance at					Board Meeting	Audit Meetings	SRC Meeting	Risk Management & ESG Committee	AGM	5 out of 6	4 out of 6	0 out of 1	2 out of 3	1 out of 1
Attendance at																				
Board Meeting	Audit Meetings	SRC Meeting	Risk Management & ESG Committee	AGM																
5 out of 6	4 out of 6	0 out of 1	2 out of 3	1 out of 1																
10.	Directorship ² in other Companies as on date of Notice	<p>Listed Company(ies):</p> <p>1. Aditya Birla Capital Limited</p> <p>2. Grasim Industries Limited</p> <p>3. Vodafone Idea Limited</p> <p>Unlisted Company(ies):</p> <p>1. Aditya Birla Health Insurance Co. Limited</p> <p>2. Aditya Birla Wellness Private Limited</p> <p>3. Aditya Birla Management Corporation Private Limited</p> <p>4. Applause Entertainment Private Limited</p> <p>5. Azure Jouel Private Limited</p> <p>6. Essel Mining & Industries Ltd.</p> <p>7. IGH Holdings Private Limited</p> <p>8. Infocyber India Private Limited</p> <p>9. Novel Jewels Limited</p>																		
11.	Membership/ Chairmanship of Statutory Committees ³ of the Board as on the date of Notice	<p>Chairperson of Committee(s):</p> <p>Nomination and Remuneration Committee (Novel Jewels Limited)</p> <p>Membership of the Committee(s):</p> <p>a. Hindalco Industries Limited</p> <p>1. Audit Committee</p> <p>2. Stakeholders' Relationship Committee</p> <p>3. Risk Management & ESG Committee</p> <p>b. Aditya Birla Capital Limited</p> <p>1. Audit Committee</p> <p>2. Stakeholders' Relationship Committee</p> <p>c. Essel Mining & Industries Limited</p> <p>1. Nomination and Remuneration Committee</p> <p>d. IGH Holdings Private Limited</p> <p>1. Audit Committee</p> <p>2. Nomination and Remuneration Committee</p> <p>3. Corporate Social Responsibility Committee</p> <p>4. Risk Management Committee</p>																		

²Total number of directorships:

- consist of directorships in all public/private limited companies (including deemed public company), whether listed or not;
- consist of directorships in all companies formed under Section 25 of the erstwhile Companies Act, 1956 and under Section 8 of the Companies Act, 2013;
- excludes this company and other foreign companies/entities.

³Statutory Committees includes the Committees mandated under Companies Act, 2013, and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

Sr. No.	Brief on Mr. Sushil Agarwal's re-appointment	
		<p>e. Novel Jewels Limited</p> <p>1. Risk Management Committee</p> <p>f. Vodafone Idea Limited</p> <p>1. Stakeholders Relationship Committee</p>
Remuneration and Terms & Conditions of re-appointment:		
12.	Current and Proposed Term	<p><i>Current:</i> Was appointed as a Non-Executive Director w.e.f. May 1, 2024, liable to retire by rotation, through the Postal Ballot dated March 20, 2024.</p> <p><i>Proposed:</i> Re-appointment as a Non-Executive Director, liable to retire by rotation.</p>
13.	Justification for Re-appointment of Director	<p>As per Section 152 of the Companies Act, 2013, Mr. Sushil Agarwal seeks re-appointment as Non-Executive Director of the Company. This proposal is required to be approved by an Ordinary Resolution from the Members.</p> <p>Mr. Sushil Agarwal has worked with the Aditya Birla Group for over 36 years and has the unique distinction of working closely with the former Chairman Late Mr. Aditya Vikram Birla and current Chairman Mr. Kumar Mangalam Birla. He has led various strategic initiatives, including M&A and restructurings.</p> <p>Thus, considering his experience it is proposed to be re-appointed as a Non-Executive Director of the Company.</p>
14.	Remuneration: FY 24-25	<p>Sitting Fees: ₹ 3.90 Lakhs Only <i>[Rupees Three Lakh Ninety Thousand Only]</i></p> <p>Commission: ₹ 32 Lakhs Only <i>[Rupees Thirty-Two Lakh Only]</i></p>
15.	Remuneration proposed to be paid	<ul style="list-style-type: none"> Sitting fees for attending Board or Committee Meetings of the Company or for any other purpose as may be decided by the Board; Reimbursement of expenses for participating in the Board and/or Committee meetings of the Company, if any and Other remuneration u/s 197 of the Act.
16.	Confirmations	<p>Mr. Sushil Agarwal:</p> <ul style="list-style-type: none"> has consented and is eligible to be re-appointed as a Non-Executive Directors; is not disqualified to be appointed as a Director in terms of provisions of Section 164 of the Act and is not debarred from holding the office of Director by virtue of any order of Securities and Exchange Board of India and any other competent regulatory authority.
17.	Listed Entities from which the Director has resigned in the past three years.	None

Sr. No.	Brief on Mr. Sushil Agarwal's re-appointment	
18.	Disclosure of Interest	None of the Director(s) or Key Managerial Personnel of the Company or their respective relatives, except Mr. Sushil Agarwal, to whom the resolution relates, are concerned, or interested in the aforesaid Resolution.
19.	Company's Proposal	The Board recommends the re-appointment of Mr. Sushil Agarwal as a Non-Executive Director, liable to retire by rotation and strongly believes that the same shall be in the best interest of the Company.

6.	Appointment of M/s. Dilip Bharadiya & Associates, Practicing Company Secretaries, as the Secretarial Auditors of the Company		
	Type of Business:	Special	Type of Resolution: Ordinary

To consider and if thought fit, to pass the following resolution:

“RESOLVED THAT pursuant to the provisions of Regulation 24A of SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015, *[herein after referred as “SEBI Listing Regulations”]*, Section 204 and other applicable provisions, if any, of the Companies Act, 2013, read with rules framed thereunder, and all other applicable statutes, laws, rules, guidelines, circulars etc. issued by other appropriate authority (ies), if any *[including any statutory amendment or modification or re-enactment thereof, for the time being in force]* and pursuant to the approval and recommendation of the Audit Committee and Board of Directors of the Company, approval of the Members of the Company be and is hereby accorded to appoint M/s. Dilip Bharadiya & Associates, Practicing Company Secretaries *[Firm Registration Number: P2005MH091600]*, as the Secretarial Auditors of the Company to hold the office for a term of five consecutive years from the conclusion of this 66th Annual General Meeting *[“AGM”]* till the conclusion of 70th AGM of the Company to be held in the year 2030, covering the period from the FY 2025-26 till FY 2029-30, at such remuneration as may be mutually agreed upon between the Board of Directors *[hereinafter referred to as the “Board”, which term shall be deemed to include any Committee constituted/empowered/to be constituted by the Board from time to time]* and the Secretarial Auditors of the Committee but not exceeding ₹ 7,50,000/- *[Rupees Seven Lakhs and Fifty Thousand only]* per annum plus taxes, as applicable and reimbursement of actual travel and out-of-pocket expenses.

RESOLVED FURTHER THAT the Board and Key Managerial Personnel be and are hereby severally authorized to do all such acts, deeds, matters and things as may be deemed necessary, desirable, proper or expedient for the purpose of giving effect to the resolution.”

EXPLANATORY STATEMENT

6.	Appointment of M/s. Dilip Bharadiya & Associates, Practicing Company Secretaries, as the Secretarial Auditors of the Company		
	Type of Business:	Special	Type of Resolution: Ordinary

Pursuant to the amendment in Regulation 24A of SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 *[SEBI Listing Regulations]* the appointment of Secretarial Auditors is required to be approved by the Members of the Company at the Annual General Meeting *[“AGM”]* of the Company. Further, the SEBI Listing Regulations requires the Secretarial Auditor so appointed to be a Peer Reviewed Company Secretary; who has not incurred any of the disqualifications as specified by SEBI.

Based on the recommendation of the Audit Committee, the Board of Directors of the Company at its meeting held on May 20, 2025, approved the appointment of M/s. Dilip Bharadiya & Associates, Practicing Company Secretaries

[Firm Registration Number: P2005MH091600] [proposed Auditors], as the Secretarial Auditors of the Company to hold the office for a term of five consecutive years from the conclusion of this 66th AGM till the conclusion of 70th AGM of the Company to be held in the year 2030, covering the period from the FY2025-26 till FY2029-30, at such remuneration as may be mutually agreed upon between the Board of Directors [hereinafter referred to as the "Board", which term shall be deemed to include any Committee constituted/empowered/to be constituted by the Board from time to time] and the Secretarial Auditors of the Company but not exceeding ₹ 7,50,000/- [Rupees Seven Lakhs and Fifty Thousand only] per annum plus taxes, as applicable and reimbursement of actual travel and out-of-pocket expenses, subject to approval of the Members of the Company. The Company will further seek Members' approval in case there is any material change in the remuneration of the proposed Auditors owing to significant enhancement in scope of work.

The proposed Auditors have been in practice since July 2005 and have gained enormous experience in providing various report and certificates required under various statutes as laid down by the Constitution of India. Their core expertise is though in providing consultancy services on Companies Act. In the course of providing such services they have also provided certificates and audit reports as required by the SEBI Regulations and Stock Exchange compliances for listed and unlisted public companies. The proposed Auditors have provided their consent letter to act as the Secretarial Auditors of the Company. They have also confirmed that their firm:

- is a Peer Reviewed Firm;
- has not incurred any of the disqualifications as specified by the SEBI and
- will not provide any services other than in compliance with Regulation 24A 1(B) of the SEBI Listing Regulations.

The proposed Auditors have been associated with the Company from FY 2023-24. Based on the recommendation of the Audit Committee, the Board of Directors approved and recommended the aforesaid proposal for approval of Members taking into account the Firm's eligibility, experience, independent assessment and expertise of the partners in providing secretarial audit related services, competency of the staff and Company's previous experience based on the evaluation of the quality of audit work done by them in the past.

The Board may alter and vary the terms and conditions of appointment, including remuneration, in such manner and to such extent as may be mutually agreed with the proposed Auditor.

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

The Board of Directors of the Company recommends passing of this resolution.

The Company may also avail such other services, certificates, reports, or opinions from time to time which the Secretarial Auditors may be eligible to provide or issue under the applicable Regulations, at a remuneration as may be mutually agreed upon between the Board and the Secretarial Auditors of the Company.

7. Ratification of Remuneration of the Cost Auditors for FY 2025-26

Type of Business:	Special	Type of Resolution:	Ordinary
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To consider and if thought fit, to pass the following resolution:

“RESOLVED THAT pursuant to the provisions of Section 148 of the Companies Act, 2013 [“Act”] and the Companies (Audit and Auditors) Rules, 2014 and all other applicable provisions, if any, [including any statutory modification(s) or re-enactment(s) thereof, for the time being in force], the remuneration of ₹ 20,00,000/- [Rupees Twenty Lakh only] per annum plus taxes, as applicable and reimbursement of actual travel and out-of-pocket expenses, to

the Cost Auditors viz. M/s. R. Nanabhoy & Co., Cost Accountants [Firm Registration No. 000010], appointed by the Board of Directors on recommendation of the Audit Committee to conduct the audit of the cost records of the Company for FY 2025-26, be and is hereby ratified and confirmed.

RESOLVED FURTHER THAT the Board and Key Managerial Personnel of the Company be and are hereby authorized to:

- a. negotiate and/or recommend modification to the approved remuneration for any change in the scope of work or additional efforts incurred by the Cost Auditors during their tenure of the appointment.
- b. to do all such acts, deeds and things and take all such steps as may be necessary or expedient to give effect to this resolution”.

EXPLANATORY STATEMENT

7. Ratification of Remuneration of the Cost Auditors for FY 2025-26

Type of Business:	Special	Type of Resolution:	Ordinary
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Based on the recommendation of the Audit Committee, the Board of Directors of the Company at its meeting held on May 20, 2025, had approved the appointment of M/s. R. Nanabhoy & Co., Cost Accountants [Firm Registration No. 000010], Mumbai, to conduct the audit of the cost records of the Company for FY 2025-26, at a remuneration of ₹ 20,00,000/- [Rupees Twenty Lakhs only] per annum plus taxes, as applicable and reimbursement of actual travel and out-of-pocket expenses.

The firm was established in 1948 by Late Shri Ruttonshaw Nanabhoy. They offer wide spectrum of services in the areas of Cost and Management Accounting. The firm is steered by a dedicated and motivated team of professionals, led by committed partners backed by sound knowledge of international best practice. Their team comprise of 30 young and professional members including 5 Partners, 8 Key Team Members and 17 Associates.

In accordance with the provisions of Section 148 of Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014, [including any statutory modification(s) and/or re-enactment(s) thereof, for the time being in force] maintenance of cost records and audit thereof, is applicable in respect of Inorganic Chemicals, Alumina, Hydrate, Carbon Electrode Paste, Copper and Copper Products, Sow and CG Ingot, Hot Metal, Aluminium CG Ingot, Billets, Rolling Ingot, Extrusion, Rolled, Coal, Vanadium, Mineral or Chemical Fertilizers, Eternia and other applicable products, which contributes to around 99% of the overall operating income of the Company. As per the said Rules, the remuneration payable to the Cost Auditors is required to be ratified by the Members of the Company.

[₹ in lakhs]			
Remuneration	FY 25	FY 24	FY 23
The remuneration of the Cost Auditors for the past 3 financial years is as per the agreement basis existing scope of work commensurate with the operations and capacities of the Company.	20	18	18

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

The Board of Directors of the Company recommends passing of this resolution.

NOTES FOR MEMBERS' ATTENTION

1. Explanatory Statements

Pursuant to Section 102 of the Companies Act, 2013; Clause 1.2.5 of Secretarial Standard – 2 on General Meetings; read with Regulation 36 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015; the Company has provided Explanatory Statements wherever applicable.

2. Virtual Meeting

In accordance with the provisions of the Act, read with the Rules made thereunder and General Circular No. 09/2024 dated September 19, 2024, other Circulars issued by the Ministry of Corporate Affairs ["MCA"] from time to time, and Circular No. SEBI/HO/CFD/CFD-PoD-2/P/CIR/2024/133 dated October 3, 2024, issued by the Securities and Exchange Board of India ["SEBI"] ["the MCA Circulars and SEBI Circulars"], Companies are allowed to hold Annual General Meeting ["AGM"] through Video Conference ["VC"] until September 30, 2025, without the physical presence of the Members at a common venue. Hence, in compliance with these Circulars, the 66th AGM of the Company is being held through VC. The deemed venue for this meeting will be the Registered Office of the Company. Since the AGM will be held through VC, the route map of the venue of the Meeting is not annexed hereto.

3. Electronic copy of the Integrated Annual Report and Notice of the 66th Annual General Meeting

- a) In compliance with the provisions and Circulars prescribed by MCA and SEBI, Notice of the AGM along with the Integrated Annual Report 2024-25 are being sent only through electronic mode to those Members whose e-mail addresses are registered with the Company / MUFG Intime India Private Limited [*erstwhile known as Link Intime India Private Limited*] ["MIPL / RTA"]/ Depositories.
 - b) Members may note that the Notice and Integrated Annual Report 2024-25 will be available on website of the Company at www.hindalco.com, 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 website of MIPL i.e. <https://instavote.linkintime.co.in/>.
 - c) Additionally, in accordance with Regulation 36(1)(b) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company is also sending a letter to Members whose e-mail IDs are not registered with Company/RTA/Depositories providing the weblink of Company's website from where the Integrated Annual Report and AGM Notice of the Company for FY 2024-25 along with previous years can be accessed.
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4. Register to receive communications electronically

Members are encouraged to register / update their e-mail addresses or mobile numbers with their relevant Depository Participant.

Members who have not registered / updated their e-mail address or mobile numbers with the Company but wish to receive all communication [*including Integrated Annual Report*] from the Company electronically may register/ update their e-mail addresses and mobile numbers with MIPL or the Company. We urge Members to support this Green Initiative effort of the Company and get their email addresses registered.

5. Proxy

The AGM is being held pursuant to the MCA Circulars and SEBI Circulars through VC, physical attendance of Members has been dispensed with. Accordingly, the facility for appointment of proxies by the Members will not be available for the AGM. Hence, the Proxy Form and Attendance Slip are not annexed to this Notice.

6. E-voting

Pursuant to Section 108 of the Act, Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended, Regulation 44 of SEBI Listing Regulations and the MCA Circulars, the Company is pleased to provide the facility to the Members to exercise their right to vote, on the Resolutions proposed to be passed at the AGM, by electronic means.

The Company has engaged the services of MIIPL to provide the remote e-voting facility on *InstaVote* and the e-voting system on the date of the AGM on *InstaMeet*.

The Company has appointed Ms. Shailashri Bhaskar [FCS 5778 & C.P. No. 5092], as the Scrutinizer for conducting the entire e-voting process [i.e. remote e-voting and e-voting at the AGM] in a fair and transparent manner.

Remote e-voting: Important Dates

Cut-off date	: Thursday, August 14, 2025
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[for determining the Members entitled to vote on the resolutions set forth in this notice]

Remote e-voting period	Commences from	: 9:00 a.m. IST, Monday, August 18, 2025
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[During this period, members of the Company as on the cut-off date may cast their vote by remote e-voting]

Ends on	: 5:00 p.m. IST, Wednesday, August 20, 2025
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[The remote e-voting module shall be disabled for voting thereafter by MIIPL]

7. Document(s) open for inspection

Documents required to be kept open for inspection by the Members at the AGM in terms of the applicable laws, shall be made available on <https://instameet.in.mprms.mufig.com/>

8. Authorised Representative

Institutional / Corporate Members [i.e. other than individuals, HUF, NRI, etc.] are required to send a scanned copy [PDF/JPG Format] of its Board or governing body Resolution / Authorization etc., authorizing its representative to attend the AGM through VC on its behalf and to vote through remote e-voting.

The said Resolution / Authorization shall be sent to the Scrutinizer by e-mail through its registered e-mail address to Ms. Shailashri Bhaskar at shailashrib@gmail.com with a copy marked to the Company Secretary at hilinvestors@adityabirla.com

Remote e-voting: Procedure

URL for remote e-voting

Type of shareholder	E-voting link
Individual Shareholders holding securities in Demat mode with National Securities Depository Limited.	: https://eservices.nsdl.com/ or directly through your depository participant
Individual Shareholders holding securities in Demat mode with Central Depository Services (India) Limited.	: https://web.cdslindia.com/myeasitoken/home/login or https://evoting.cdslindia.com/Evoting/EvotingLogin or directly through your depository participant
Individual shareholders holding securities in physical form/ Non-Individual Shareholders holding securities in Demat mode.	: https://instavote.linkintime.co.in/

(1) Depository: For Individual Members holding securities in demat mode

Step no.	For Members holding securities with NSDL	For Members holding securities with CDSL
Registered User		
1.	The URL for users to login for NSDL IDeAS facility eservices.nsdl.com either on a personal computer or on a mobile.	The URL for users to login to Easi / Easiest are https://web.cdslindia.com/myeasitoken/home/login or www.cdslindia.com and click on New System Myeasi.
2.	Once the home page of e-Services is launched, click on the “Beneficial Owner” icon under “Login” which is available under ‘IDeAS’ section. A new screen will open. You will have to enter your User ID and Password.	Login through their User ID and Password.
3.	After successful authentication, you will be able to see e-voting services. Click on “Access to e-Voting” under e-voting services and you will be able to see e-voting page.	After successful login of Easi / Easiest the user will be also able to see the e-voting Menu. The Menu will have links of e-voting service provider i.e. NSDL, KARVY, MIPL.
4.	Click on company name or e-voting service provider name and you will be re-directed to e-voting service provider website for casting your vote during the remote e-voting period.	Click on e-voting service provider name i.e. MIPL to cast your vote.
First time user		
5.	Option to register is available at https://eservices.nsdl.com . Select “Register Online for IDeAS Portal” or click at eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp	Option to register is available at https://web.cdslindia.com/myeasitoken/Registration/EasiRegistration

Step no.	For Members holding securities with NSDL	For Members holding securities with CDSL
6.	Visit the e-voting website of NSDL. Open web browser by typing the following URL: www.evoting.nsdl.com either on a personal computer or on a mobile.	The user can directly access e-voting page by providing Demat Account Number and PAN from a link in www.cdslindia.com home page.
7.	Once the home page of e-voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section.	<i>[Skip step]</i>
8.	A new screen will open. You will have to enter your User ID <i>[i.e. your sixteen-digit demat account number held with NSDL]</i> , Password/OTP and a Verification Code as shown on the screen.	<i>[Skip step]</i>
9.	After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-voting page.	<i>[Skip step]</i>
10.	Click on company name or e-voting service provider name and you will be redirected to e-voting service provider website for casting your vote during the remote e-voting period.	The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the demat account. After successful authentication, user will be provided links for the respective ESP where the e-voting is in progress.

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. Once login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on Company name or e-Voting service provider name i.e. MIPL and you will be redirected to “InstaVOTE” for casting your vote during the remote e-Voting period.

In case Shareholders/ Members holding securities in demat mode have any technical issues related to login through Depository i.e. NSDL/ CDSL, they may contact the respective helpdesk given below:

Login type	Helpdesk Details
Individual 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: 022 - 4886 7000 or 022 - 2499 7000.
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 toll free no. 1800 22 55 33.

(2) **InstaVOTE: For Individual Members holding securities in physical mode and Institutional Members.**

Step no.	For first time users of InstaVOTE OR Members holding shares in physical mode	For Members holding shares in demat form and existing user of InstaVote
1.	Open the internet browser and launch the URL: https://instavote.linkintime.co.in/	
2.	Click on “Sign Up” under ‘SHARE HOLDER’ tab and register with your following details: -	
	A. User ID: Enter your User ID	
	(i) For members holding : 16 digits beneficiary ID, shares in demat account held with CDSL	
	(ii) For members holding : 8 Character DP ID followed shares in demat account by 8 digit client ID, held with NSDL	
	(iii) For members holding : Provide Event Number - shares in physical form 250337 and Folio number registered with the Company	
	B. Permanent Account Number [PAN]: Enter your 10-digit PAN [Members who have not updated their PAN with the Depository Participant [DP]/ Company shall use the sequence number provided to you, if applicable].	
	C. Date of Birth [DOB] / Date of Incorporation [DOI]: Enter the DOB / DOI [As recorded with your DP / Company - in DD/MM/YYYY format]	[Skip step]
	D. Bank Account Number: Enter your Bank Account Number [last four digits], as recorded with your DP/Company.	
	(i) For members holding : Shall provide either ‘C’ or shares in demat account ‘D’, above held with CDSL	
	(ii) For members holding : Shall provide ‘D’ above shares in demat account held with NSDL	
	(iii) For members holding : Shall provide their folio shares in physical form but number in ‘D’ above have not recorded ‘C’ and ‘D’ above	
3.	Set the password of your choice <i>[The password should contain minimum 8 characters, at least one special Character [!@#\$\$%&*, at least one numeral, at least one alphabet and at least one capital letter].</i>	
4.	Click on ‘confirm’ and your password will be generated.	[Skip step] [Use your existing password]

Step no.	For first time users of InstaVOTE OR Members holding shares in physical mode	For Members holding shares in demat form and existing user of InstaVote
5.	click on 'Login' under the 'SHARE HOLDER' tab.	
6.	Enter your User ID, Password and Image Verification [CAPTCHA] Code and click on 'Submit'.	
7.	After successful login, you will be able to see the notification for e-voting.	
8.	Select 'View' icon and the e-voting page will appear.	
9.	Refer the Resolution description and cast your vote by selecting your desired option 'Favour / Against'. [If you wish to view the entire Resolution details, click on the 'View Resolution' file link].	
10.	After selecting the desired option i.e. Favour / Against, click on 'Submit'. A confirmation box will be displayed. If you wish to confirm your vote, click on 'Yes', else to change your vote, click on 'No' and accordingly modify your vote.	
11.	Once the vote on a resolution is cast by the member, such Member shall not be allowed to change it subsequently.	

Remote e-voting: Points to remember

1. Institutional shareholders [i.e. other than Individuals, HUF, NRI etc.] and Custodians are required to log on the e-voting system of MIPL at <https://instavote.linkintime.co.in/> and register themselves as 'Custodian / Mutual Fund / Corporate Body'. They are also required to upload a scanned certified true copy of the board resolution / authority letter/power of attorney, etc. together with attested specimen signature of the duly authorised representative(s) in PDF format in the 'Custodian / Mutual Fund / Corporate Body' login for the Scrutinizer to verify the same.
2. If you have forgotten the password:
 - Click on '**Login**' under '**SHAREHOLDER**' tab and further Click '**forgot password?**'
 - Enter User ID, select Mode and Enter Image Verification [CAPTCHA] Code and Click on 'Submit'.
3. In case of Shareholders / Members having valid e-mail address, Password will be sent to his/ her registered e-mail address.
4. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
5. During the voting period, Shareholders / Members can login any number of time till they have voted on the resolution(s) for a particular "Event".
6. Shareholders/ Members holding multiple folios/demat account shall choose the voting process separately for each of the folios/demat account.

In case Shareholders/ Members holding securities in physical mode/ Institutional shareholders have any queries regarding e-voting, they may refer the Frequently Asked Questions ["FAQs"] and InstaVOTE e-voting manual available at <https://instavote.linkintime.co.in/>, under Help section or send an e-mail to enotices@in.mpms.mufg.com or contact on: - Tel: 022 - 4918 6000.

9. Attending the AGM through InstaMeet

Members will be provided with a facility to attend the AGM through VC through InstaMeet. The meeting shall be opened 30 [Thirty] minutes before the scheduled time of the AGM and shall be kept open throughout the proceedings of the AGM.

Please note that the attendance of the Members attending the AGM through VC will be counted for the purpose of ascertaining the quorum under section 103 of the Act.

Members desiring to attend the AGM through VC are requested to refer to the detailed procedure given below.

Attend the AGM through VC: Procedure

Step no.	For all shareholders
1.	Open the internet browser and launch the URL: https://instameet.in.mpms.mufg.com/
2.	Select the “Company” and ‘Event Date’ and register with your following details: -
3.	Select Check Box - Demat Account No. / Folio No. / PAN
	A. Demat Account No. -: Enter your 16-digit Demat Account No. -
	(i) For members holding shares in demat account : 16 digits beneficiary ID held with CDSL
	(ii) For members holding shares in demat account : 8 Character DP ID followed by 8 digit Client ID held with NSDL
	B. Folio No.: Enter your Folio number registered with the Company <i>(For members holding shares in physical form)</i>
	C. PAN: Enter your 10-digit PAN <i>[Members who have not updated their PAN with the DP/ Company shall use the sequence number provided to you, if applicable].</i>
	D. Mobile No.: Enter your mobile number, if not registered with your DP/Company.
	E. E-mail ID: Enter your e-mail ID, if not registered with your DP/Company.
4.	Click “Go to Meeting” <i>[You are now registered for InstaMeet and your attendance is marked for the meeting].</i>
5.	Shareholders will be required to allow camera and use internet with a good speed to avoid any disturbance during the meeting.

In case Shareholders/ Members have any queries regarding login, they may send an e-mail to instameet@in.mpms.mufg.com or contact on: - Tel: 022-49186175.

10. Speaker registration for the AGM

- Members who would like to express their views/ask questions during the meeting may register themselves as a speaker by sending their request in advance at least 7 [seven] days prior to meeting i.e. Thursday, August 14, 2025, mentioning their name, demat account number/folio number, e-mail ID, mobile number at hilinvestors@adityabirla.com.
- Only those shareholders who have registered themselves as a speaker will be allowed to express their views/ask questions during the meeting.
- Members will get confirmation on first cum first basis depending upon the provision made by the Company.

4. Members/ Members who are registered as speakers for the event are requested to download and install the Webex application by clicking on the link www.webex.com/downloads.html/ Members may also refer a tutorial video available on www.youtube.com/watch?v=U2C9BVtGVrk].
5. Members are requested to speak only when moderator of the meeting/ management will announce the name and serial number for speaking.
6. Please note that the Company reserves the right to restrict the number of questions and number of speakers, depending upon availability of time as appropriate for smooth conduct of the AGM.
7. Other Members may ask questions to the panellist, *via* active chat-board during the meeting.
8. The Shareholders who do not wish to speak during the AGM but have queries may send their queries in advance 7 *[seven]* days prior to the meeting i.e. Thursday, August 14, 2025, mentioning their name, demat account number/ folio number, e-mail ID, mobile number at hilinvestors@adityabirla.com. These queries will be replied to by the Company suitably by e-mail.

11. E-voting during the AGM through *InstaMeet*

1. Only those Members, who are present in the AGM through VC facility and have not cast their vote on the Resolutions through remote e-voting and are otherwise not barred from doing so, shall be eligible to vote through e-voting system available during the AGM.
2. Shareholders who have voted through remote e-voting will be eligible to attend the AGM. However, they will not be eligible to vote at the AGM.

Once the electronic voting is activated by the scrutinizer/ moderator during the meeting, Shareholders/ Members who have not exercised their vote through the remote e-voting can cast the vote as under:

E-voting during the AGM: Procedure

Step no.	For all the Shareholders
1.	On the Shareholders VC page, click on the link for e-voting “Cast your vote”.
2.	Enter your 16-digit Demat Account No. / Folio No. and OTP <i>[received on the registered mobile number/ registered e-mail ID]</i> received during registration for InstaMEET and click on 'Submit'.
3.	After successful login, you will see “Resolution Description” and against the same the option “Favour/ Against” for voting.
4.	Cast your vote by selecting appropriate option i.e. “Favour/Against” as desired. Enter the number of shares <i>[which represents no. of votes]</i> as on the cut-off date under ‘Favour/Against’.
5.	After selecting the appropriate option i.e. Favour/Against, click on “Save”. Then a confirmation box will be displayed. If you wish to confirm your vote, click on “Confirm”, else to change your vote, click on “Back” and accordingly modify your vote.
6.	Once you confirm your vote on the resolution, you will not be allowed to modify or change your vote subsequently.

In case Shareholders/ Members have any queries regarding login/ e-voting, they may send an e-mail to instameet@in.mpms.mufg.com or contact on: - Tel: 022-49186175.

12. Other information related to e-voting

- a. A person, whose name is recorded in the register of members or in the register of beneficial owners of the Company, as on the cut-off date i.e. Thursday, August 14, 2025, only shall be entitled to avail the facility of e-voting, either through remote e-voting and voting at the AGM. A person who is not a Member as on the cut-off date should treat this Notice for information purposes only.
- b. Members who have cast their vote by remote e-voting prior to the AGM will be entitled to attend the AGM and their presence shall be counted for the purpose of quorum. However, they shall not be entitled to cast their vote again. In case a Member casts his vote by more than one mode of voting including remote e-voting, then voting done through remote e-voting shall prevail and other shall be treated as invalid.
- c. Any person, who acquires shares of the Company and becomes a Member of the Company after dispatch of the Notice and holds shares as of the cut-off date may follow the procedure for remote e-voting as enumerated in detail hereinabove. They may also refer to the FAQs and e-voting manual available at <https://instavote.linkintime.co.in> [under help section] or write an e-mail to enotices@in.mpms.mufig.com or hilinvestors@adityabirla.com.
- d. Every Client ID No./Folio No. will have one vote, irrespective of number of joint holders. However, in case the joint holders wish to attend the Meeting, the joint holder whose name is higher in the order of names among the joint holders, will be entitled to vote at the AGM.
- e. The Members may also update their mobile number and e-mail ID in the user profile details of their respective Client ID No./Folio No., which may be used for sending future communication(s).

13. General Instructions

- a. Shareholders/ Members are encouraged to join the Meeting through Tablets/ Laptops connected through broadband for better experience.
- b. Shareholders/ Members are required to use Internet with a good speed [preferably 2 MBPS download stream] to avoid any disturbance during the meeting.
- c. Please note that Shareholders/ Members connecting from Mobile Devices or Tablets or through Laptops connecting via Mobile Hotspot may experience Audio/Visual loss due to fluctuation in their network. It is therefore recommended to use stable Wi-Fi or LAN connection to mitigate any kind of aforesaid glitches.
- d. At the AGM, the Chairperson shall, at the end of discussion on the resolutions on which voting is to be held, allow e-voting at the AGM.
- e. The Scrutinizer shall submit a consolidated Scrutinizer's Report of the total votes cast in favour or against, not later than 48 [forty-eight] hours of the conclusion of the AGM, to the Chairperson or a person authorized by him in writing, who shall countersign the same and declare the result of the voting forthwith.
- f. The results along-with the consolidated Scrutinizer's Report shall be declared by means of:
 - (i) dissemination on the website of the Company i.e. www.hindalco.com and website of MIPL i.e. <https://instavote.linkintime.co.in/> and
 - (ii) communication to BSE Limited and National Stock Exchange of India Limited, thereby enabling them to disseminate the same on their respective websites.

14. Correspondence

Members are requested to make all correspondence in connection with shares held by them by addressing letters directly to the Company or RTA, quoting their Folio Number or DP ID - Client ID, as the case may be.

15. Book Closure

The Register of Members and Share Transfer Books of the Company will remain closed from Saturday, August 9, 2025, to Thursday, August 21, 2025, *[both days inclusive]* for the purpose of payment of dividend, if any, approved by the Members.

16. Payment of Dividend

The Board of Directors at its meeting held on May 20, 2025, had recommended a dividend of ₹ 5/- *[Rupees Five only]* per equity share on the face value of ₹ 1/- *[Rupee One only]*. The Record date fixed for determining entitlement of Members to dividend for FY 2024-25, if approved at the AGM, is Friday, August 8, 2025.

The dividend, as recommended by the Board of Directors, if approved at the AGM, subject to deduction of tax at source will be made on or after Tuesday, August 26, 2025, 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, August 8, 2025 and
- (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, August 8, 2025.

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 AGM.

The Company shall make the payment of dividend to those Members directly in their bank accounts, whose bank account details are available with the Company and those who have given their mandate for receiving dividends directly in their bank accounts through the National Automated Clearing House *[NACH]*/RTGS/NEFT/Direct Credit/Wire Transfer etc. 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 invalid / incomplete details of the bank account, the Company shall dispatch the dividend warrant to such Members by post *[except for Non-KYC cases of physical Shareholders]*.

Members holding shares in dematerialized form are requested to intimate all changes pertaining to their bank details, mandates, nominations, power of attorney, change of address, change of name, e-mail address, contact numbers, etc., to their Depository Participant *[DP]*. Changes intimated to the DP will then be automatically reflected in the Company's records which will help the Company to provide efficient and better services. Members holding shares in physical form are requested to intimate such changes to the Company by e-mail to hilinvestors@adityabirla.com.

To avoid the incidence of fraudulent encashment of dividend warrants, Members are requested to intimate the Company under the signature of the Sole / First Joint holder, the following information, so that the bank account number and name and address of the bank can be printed on the dividend warrants:

- Name of Sole / First Joint holder and Folio number,
- Particulars of bank account, viz.
 - i) Name of bank;
 - ii) Name of branch;
 - iii) Complete address of bank with PINCODE;
 - iv) Account type, whether Savings [SB] or Current Account [CA] and
 - 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 printed thereon. In case the cheque leaf does not contain the aforesaid details, please submit a copy of the first page of the bank account passbook showing the aforesaid details, duly attested and signed by the bank manager.

Deduction of Tax at Source on Dividend:

Pursuant to Finance Act 2020, dividend income will be taxable in the hands of Members w.e.f. April 1, 2020 and the Company is required to deduct tax at source from dividend paid to shareholders at the prescribed rates. For the prescribed rates for various categories, the shareholders are requested to refer to the Finance Act, 2020 and amendments thereof. The Members are requested to update their PAN with the Company (in case of shares held in physical mode) and depositories (in case of shares held in demat mode).

A Resident individual Shareholder with PAN and who is not liable to pay income tax can submit a yearly declaration in Form No. 15G (applicable to individual) / Form 15H (applicable to an individual above the age of 60 years), provided that the eligibility conditions as prescribed under the Act are met. To avail the benefit of non-deduction of tax at source, the documents are to be submitted through Form 15G and 15H can be downloaded from the link URL <https://www.hindalco.com/investors/tds-on-dividend>, or website of the RTA viz - <https://web.in.mpms.mufg.com/formsreg/submission-of-form-15g-15h.html> (You may access this link in browser Google chrome or Micro Soft Edge by entering Folio No./DP ID & Client ID) on or before July 31, 2025, up to 05:00 PM (IST). 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 links. The aforesaid declarations and documents need to be submitted by the Shareholders on or before July 31, 2025, up to 05:00 PM (IST).

17. Information related to Investor Education and Protection Fund [“IEPF”]

Members are requested to note that, dividends if not encashed for a consecutive period of 7 years from the date of transfer to Unpaid Dividend Account of the Company, are liable to be transferred to the IEPF. The shares in respect of such unclaimed dividends are also liable to be transferred to the demat account of the IEPF Authority. In view of this, Members/Claimants are requested to claim their unpaid/unclaimed dividends from the Company, within the stipulated timeline. The Members, whose unclaimed dividends/shares have been transferred to IEPF, may claim the same by making an application to the IEPF Authority, in Form No. IEPF-5 available on www.iepf.gov.in. The attention of Members is particularly drawn to the Shareholders’ Information forming part of the Integrated Report 2024-25 in respect of unclaimed dividends and transfer of dividends/shares to the IEPF.

The detailed dividend history with due dates for transfer to IEPF and shareholder wise details of the unpaid or unclaimed amounts lying with the Company as on March 31, 2025 are available on the website of the Company at <https://www.hindalco.com/investors/shareholder-centre/dividend/equity-shares-details> and on MCA’s website.

Members are requested to access the above link to check if any unpaid or unclaimed dividends are lying with the Company against their holdings. Members are then requested to contact the Investor Service Department of the Company / Company’s RTA for encashing their unclaimed dividends, if any.

18. Information for Non-Resident Indian Shareholders

Non-Resident Indian Shareholders are requested to immediately inform the Company/ RTA, if shares are held in physical mode or to their DP, if the holding is in electronic mode, regarding change in the residential status on return to India for permanent settlement and/or the particulars of the NRE account with a bank in India, if not furnished earlier.

19. Instructions for Members holding shares in Physical form

The Company has sent individual letters to all the Members holding shares of the Company in physical form for furnishing their PAN, KYC details and Nomination pursuant to SEBI Circular No. SEBI/HO/MIRSD/MIRSD_RTAMB/P/CIR/2021/655 dated November 3, 2021 & SEBI/HO/MIRSD/MIRSD/POD-1/P/CIR/2023/181 dated November 17, 2023. Reminders in this regard were sent to all shareholders holding shares in physical form on December 6, 2022, February 21, 2023, May 5, 2023, May 3, 2024, and June 20, 2025. The aforesaid communications are also intimated to the stock exchanges and available on the website of the Company. Members holding shares in physical form are requested to go through the said communications.

Members may please note that SEBI vide its Circular No. SEBI/HO/MIRSD/MIRSD_RTAMB/P/CIR/2022/8 dated January 25, 2022 has mandated the listed companies to issue securities in demat form only while processing service requests viz . Issue of Duplicate Securities Certificate, Claim from Unclaimed Suspense Account, Renewal/ Exchange of Securities Certificate, Endorsement, Sub-division/ Splitting of Securities Certificate, Consolidation of Securities Certificates/Folios, Transmission and Transposition. Accordingly, Members are requested to make service requests by submitting a duly filled and signed Form ISR - 4, the format of which is available on <https://www.hindalco.com/upload/pdf/form-isr-4-duplicate-other-services-demat.pdf>.

20. Depository System

The Company has entered into agreements with the Depositories. The Depository System envisages the elimination of several problems involved in the scrip-based system such as bad deliveries, fraudulent transfers, fake certificates, thefts in postal transit, delay in transfers, mutilation of share certificates, elimination of concept of market lot, elimination of bad deliveries, reduction in transaction costs, improved liquidity, etc. As per SEBI Circular with effect from April 1, 2019, the Company has stopped effecting transfer of securities in physical form. Members are therefore requested to demat their physical holding for any further transfer. Members can however continue to make request for transmission or transposition of securities held in physical form. However, as per SEBI circular no. SEBI/HO/MIRSD/MIRSD_RTAMB/P/CIR/2022/8 dated January 25, 2022, the Company / RTA will issue Letter of Confirmation [LOC] in lieu of Share Certificate, which should be dematerialised within 120 days from the date of issue of LOC.

21. Nomination

As per the provisions of Section 72 of the Act, facility for making nominations is now available to INDIVIDUALS holding shares in the Company. Members holding shares in physical form may obtain the Nomination Form from the Company's Secretarial Department at its Registered Office or MIPL or can download the form from website of the Company. Members holding shares in electronic form have to approach their DPs for completing the nomination formalities.

22. MEMBERS ARE REQUESTED TO PLEASE READ THE "COMPANY'S RECOMMENDATIONS TO THE SHAREHOLDERS" PROVIDED IN THE "GENERAL SHAREHOLDER INFORMATION" SECTION OF THE INTEGRATED ANNUAL REPORT FOR 2024-25.

By Order of the Board

Sd/-

Geetika Anand

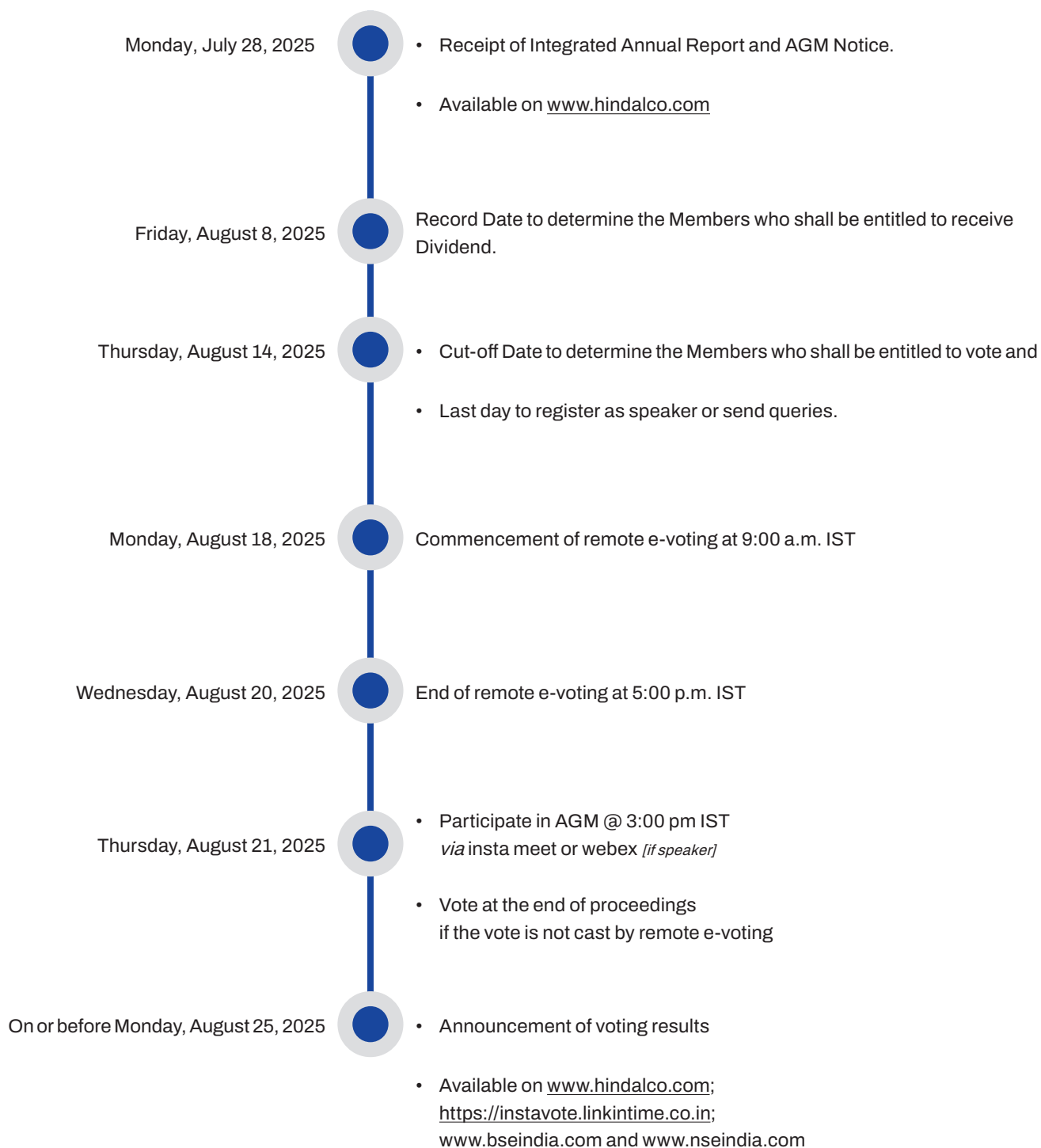
Company Secretary and Compliance Officer

Membership No.: A23228

Place: Mumbai

Date: July 11, 2025

IMPORTANT DATES



E-voting

