

**Combined Scrutinizer's Report on Remote E-voting & electronic Voting conducted at the
58th AGM of HINDALCO INDUSTRIES LIMITED held at MUMBAI on September 13, 2017**

To,

**Chairman,
Hindalco Industries Limited
Ahura Centre, 1st Floor,
B Wing,
Mahakali Caves Road,
Andheri (East),
Mumbai 400 093**

58th Annual General Meeting (AGM) of the Equity Shareholders of Hindalco Industries Limited held on Wednesday, September 13, 2017 at 3 pm at –Ravindra Natya Mandir, P.L. Deshpande Maharashtra Kala Academy, Prabhadevi, Mumbai - 400025

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

The Board of Directors of Hindalco Industries Limited (hereinafter referred to as the "HINDALCO" or the "Company") at its meeting held on May 30, 2017 has appointed me as the Scrutinizer for the Remote E-voting process, and electronic voting by the members at the venue of the AGM pursuant to Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 and in accordance with Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. I say, I am familiar and well versed with the concept of electronic voting system as prescribed under the said Rules

Report on Scrutiny:

- The Company had appointed National Securities Depository Limited ('NSDL') as the Service provider, for the purpose of extending the facility of Remote E-Voting to the Members of the Company and for voting electronically at the venue of the AGM. The Company has its own share department for handling the Registrar and share transfer agency services herein after referred to as "RTA"
- The Service Provider had provided a system for recording the votes of the Members electronically on all the items of the business (both Ordinary and Special businesses)



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which were to be transacted in the 58th Annual General Meeting of HINDALCO, held on Wednesday September 13, 2017.

- The Service Provider had set up electronic voting facility on their website, <https://evoting.nsdl.com>. HINDALCO had uploaded all the items of the business to be transacted at the AGM on the website of HINDALCO namely www.hindalco.com and also its Service Provider NSDL to facilitate their Members to cast their vote through Remote E-Voting.
- The cut-off date for the dispatch of the Notice of the Annual General Meeting (AGM) was July 28, 2017 and as on that date, there were 301480 Members of the HINDALCO. The service provider had sent the Notices of the AGM along with Annual Report and E-voting details by email to 193309 Members whose email Id was made available by the two Depositories for the electronic shares and for those members, holding in physical form, who had registered their email Id with the RTA. In respect of 104320 folios, Members, who's Email Ids are not available, the Notices were sent by Courier/ Speed Post and Airmail.
- In respect of 3851 cases, where the transmissions through email had failed, the Company had sent the Notice of the AGM along with Annual Report and E-voting details through physical form by Courier.
- The Notices sent (both through email and physical form) contained the detailed procedure to be followed by the Members who were desirous of casting their votes electronically as provided in the Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended.
- The **Cut-off date** for the purposes of identifying the Members who will be entitled to vote on the resolutions placed for approval of the Members was **Wednesday September 6, 2017**.
- As prescribed in the aforesaid Rules, the Remote E-Voting facility was kept open for three days from **Sunday, September 10, 2017 9.00 A.M. till Tuesday, September 12, 2017 till 5.00 P.M.**
- HINDALCO completed the dispatch of the notices to the members by August 17, 2017.
- As prescribed in clause (v) of sub rule 4 of the Rule 20, HINDALCO also released an advertisement, which was published 21 days before the date of the AGM in English in Business Standard newspaper having country-wide circulation dated August 22, 2017 and in Marathi in Navshakti newspaper dated August 22, 2017. The notices published in the newspapers carried the required information as specified in Sub Rule 4(v) (a) to (h) of the said Rule 20.
- At the end of the voting period on September 12, 2017 at 5.00 P.M., the voting portal of the Service Provider was blocked forthwith. The list of shareholders who had participated in the remote e-voting process was also obtained from NSDL




- At the venue of the 58th AGM of the HINDALCO held on September 13, 2017, the facility to vote electronically was provided to facilitate those members present in the meeting but who could not participate through Remote E-voting to record their votes.

On September 13, 2017, after counting of the votes conducted at the venue of the AGM, through electronic voting the votes cast through Remote E-Voting facility was duly unblocked by me as a Scrutinizer in the presence of Ms. Navneet Bathla and Mr. Dheeraj Patil who acted as the witnesses, as prescribed in Sub Rule 4(xii) of the said Rule 20.

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

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

Details	Remote E-voting	Electronic voting at the AGM	Total voting
Number of members who cast their votes	1284	95	1379
Total number of Shares held by them	1576287623	960225	1577247848
Valid votes	As per details provided under each one of the Resolution(s) mentioned hereunder		
Abstained / Invalid / less voted Votes	Various as mentioned under each of the Resolution		

Note:

- Percentage of votes cast in favour or against the resolutions are calculated based on the Valid Votes cast through Remote E-voting and voting by electronic means at the venue of the AGM.
- Break up votes cast through remote e-voting and through voting at the meeting through electronic means for each individual item of the Notice is given in a separate sheet attached.

ORDINARY BUSINESS

1) Item No. 1 of the Notice (As an Ordinary Resolution):

Adoption of the Audited financial statements (including Audited Consolidated Financial Statements) for the financial year ended March 31, 2017, the reports of the Directors and Auditors thereon.




Manner of voting	Votes in favour of the resolution		Votes against the resolution		Invalid votes
	Nos.	%age	Nos.	%age	Nos.
Total votes through Remote e-voting and voting at meeting	1523700511	99.999	3107	0.001	53544230

Item 1 of Notice stands passed with the requisite majority

II) Item No. 2 of the Notice (As an Ordinary Resolution) :

Declaration of dividend.

Manner of voting	Votes in favour of the resolution		Votes against the resolution		Invalid votes
	Nos.	%age	Nos.	%age	Nos.
Total votes through Remote e-voting and voting at meeting	1577242761	99.999	4925	0.001	162

Item 2 of Notice stands passed with the requisite majority

III) Item No. 3 of the Notice (As an Ordinary Resolution):

Re-appointment of Mr. A K Agarwala, (DIN: 00023684) Director retiring by rotation.

Manner of voting	Votes in favour of the resolution		Votes against the resolution		Invalid votes
	Nos.	%age	Nos.	%age	Nos.
Total votes through Remote e-voting and voting at meeting	1566102865	99.346	10309337	0.654	835646

Item 3 of Notice stands passed with the requisite majority

IV) Item No. 4 of the Notice (As an Ordinary Resolution):

Appointment of Statutory Auditors VIZ., M/s Price Waterhouse & Co. Chartered Accountants LLP.



Manner of voting	Votes in favour of the resolution		Votes against the resolution		Invalid votes
	Nos.	%age	Nos.	%age	Nos.
Total votes through Remote e-voting and voting at meeting	1574669332	99.837	2576500	0.163	2016

Item 4 of Notice stands passed with the requisite majority

SPECIAL BUSINESS

V) Item No. 5 of the Notice (As an Ordinary Resolution):

Ratification of the remuneration of the Cost Auditors viz. M/s Nanabhoy & Co. for the financial year ending 31st March, 2018.

Manner of voting	Votes in favour of the resolution		Votes against the resolution		Invalid votes
	Nos.	%age	Nos.	%age	Nos.
Total votes through Remote e-voting and voting at meeting	1577241143	99.999	4213	0.001	2492

Item 5 of Notice stands passed with the requisite majority

VI) Item No. 6 of the Notice (As a Special Resolution):

Approval for offer or invitation to subscribe to Non-Convertible Debentures on a private placement basis

Manner of voting	Votes in favour of the resolution		Votes against the resolution		Invalid votes
	Nos.	%age	Nos.	%age	Nos.
Total votes through Remote e-voting and voting at meeting	1549588498	98.320	26479069	1.680	1180281

Item 6 of Notice stands passed with the requisite majority

The break-up of voting for each item of the resolution is given in a sheet attached



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

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

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

Thanking you,

Yours Faithfully

For B.N. & Associates




CS B Narasimhan

(Proprietor)

(FCS no 1303 COP no 10440)

Place: Mumbai

Date: September 14, 2017

Witnesses:

1. Ms. Navneet Bathla



2. Mr. Dheeraj Patil



Countersigned and received the report:



Signed by Chairman / Authorized person in this regard

Place: Mumbai

Date: September 14, 2017

Hindalco Industries Ltd 58th AGM held on 13th September 2017
Final tally of the votes cast for the matters placed for consideration of the shareholders

Details	Ordinary/ Special	Res No	Mode of voting	FAVOUR		AGAINST		VALID VOTES POLLED		Invalid / Abstained/ less voted Shares			
				No of Share holders	Share holder Shares	% age	No of Share holders	Share holders Shares	% age		No of Share holders	Share holders Shares	
Adoption of the audited financial statements (including Audited Consolidated Financial Statements) for the FY ended 31st March, 2017, the Reports of the Directors' and Auditors' thereon			E-Voting	1284	1576287623	1224	1522741899	15	1494	0.001	1239	1522743393	33544330
	Ordinary	1	Voting at AGM	95	960225	80	958612	15	1613	0.168	95	960225	0
	TOTAL			1379	1577247848	1304	1523700511	30	3107	0.001	1334	1523703618	53544230
Declaration of Dividends for the financial year ended March 31, 2017			E-Voting	1284	1576287623	1266	1576285164	14	2297	0.001	1280	1576287461	162
	Ordinary	2	Voting at AGM	95	960225	76	957597	19	2628	0.274	95	960225	0
	TOTAL			1379	1577247848	1342	1577242761	33	4925	0.001	1375	1577247686	162
Re-appointment of Mr. A K Agarwala, Director Retiring by rotation.			E-Voting	1284	1576287623	1204	1565148133	66	10303844	0.654	1270	1575451977	835566
	Ordinary	3	Voting at AGM	95	960225	77	954732	18	5493	0.572	95	960225	0
	TOTAL			1379	1577247848	1281	1566102865	84	10309337	0.654	1365	1576412202	835646
Appointment of Statutory Auditors viz., Price Waterhouse & Co. Chartered Accountants LLP			E-Voting	1284	1576287623	1247	1573710720	22	2574887	0.163	1269	1576285607	2016
	Ordinary	4	Voting at AGM	95	960225	80	958612	15	1613	0.168	95	960225	0
	TOTAL			1379	1577247848	1327	1574669332	37	2576500	0.163	1364	1577245832	2016
Ratification of the remuneration of Cost auditors viz., M/s Nanabhai & Co for the financial year ending 31st March 2018			E-Voting	1284	1576287623	1233	1576282551	33	2580	0.001	1266	1576285131	2492
	Ordinary	5	Voting at AGM	95	960225	79	958592	16	1633	0.170	95	960225	0
	TOTAL			1379	1577247848	1312	1577241143	49	4213	0.001	1361	1577245356	2492
Approval for offer or invitation to subscribe to Non-Convertible Debentures on a private placement basis			E-Voting	1284	1576287623	1166	1548629886	98.319	26477456	1.681	1271	1575107342	1180281
	Special	6	Voting at AGM	95	960225	80	958612	15	1613	0.168	95	960225	0
	TOTAL			1379	1577247848	1246	1549588498	98.320	26479069	1.680	1366	1576067567	1180281

