

**Combined Scrutinizer's Report on Remote E-voting & electronic Voting conducted at the  
56<sup>th</sup> AGM of HINDALCO INDUSTRIES LIMITED held at MUMBAI on September 16, 2015**

To,  
Chairman,  
Hindalco Industries Limited  
Century Bhawan,  
3<sup>rd</sup> Floor, Dr. Annie Besant Road  
Worli, Mumbai 400030

56<sup>th</sup> Annual General Meeting (AGM) of the Equity Shareholders of Hindalco Industries Limited held on Wednesday, September 16, 2015 at Birla Matushri Sabhagar, 19 Sir Vithaldas Thackersey Marg, New Marine Lines, Mumbai - 400020

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 clause 35B of the Listing Agreement.

The Board of Directors of Hindalco Industries Limited (hereinafter referred to as the "HINDALCO" or the "Company") at its meeting held on May 28, 2015 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 the Listing Agreement. I say, I am familiar and well versed with the concept of electronic voting system as prescribed under the said Rules and the SEBI circular No. CIR/CFD/POLICY CELL/2/2014 dated April 17, 2014 issued in this regard.

**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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sought to be transacted in the 56<sup>th</sup> Annual General Meeting of HINDALCO, which was held on Wednesday September 16, 2015.

- 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](http://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 August 7, 2015 and as on that date, there were 349893 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 197713 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 152180 folios, Members, who's Email Ids are not available, the Notices were sent by Courier/ Speed Post.
- In respect of 2718 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 9, 2015**.
- As prescribed in the aforesaid Rules, the Remote E-Voting facility was kept open for four days from **Saturday, September 12, 2015 9.00 A.M. till Tuesday, September 15, 2015 till 5.00 P.M.**
- HINDALCO completed the dispatch of the notices to the members by August 22, 2015.
- 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 25, 2015 and in Marathi in Navsakthi newspaper dated August 25, 2015. 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 15, 2015 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 56<sup>th</sup> AGM of the HINDALCO held on September 16, 2015, 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 16, 2015, 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 Mr. Rahul Patel and Mr. Sameer Sheikh 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	918	73	991
Total number of Shares held by them	1440895455	346003	1441241458
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 meeting.

**ORDINARY BUSINESS**

**I) 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, 2015, the reports of the Directors and Auditors thereon.



Manner of Voting	Votes in favour of the resolution		Votes against the resolution		Abstained / Invalid / Less voted Nos.
	Nos.	%age	Nos.	%age	
Remote E-voting	1431634635	99.999	3254	0.001	9257566
Electronic Voting at AGM	345826	99.949	177	0.051	0
<b>TOTAL</b>	<b>1431980461</b>	<b>99.999</b>	<b>3431</b>	<b>0.001</b>	<b>9257566</b>

**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		Abstained / Invalid / Less voted Nos.
	Nos.	%age	Nos.	%age	
Remote E-voting	1433669658	99.996	52950	0.004	7172847
Electronic Voting at AGM	346001	99.999	2	0.001	0
<b>TOTAL</b>	<b>1434015659</b>	<b>99.996</b>	<b>5292</b>	<b>0.004</b>	<b>7172847</b>

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

**Re-appointment of Mr. Kumar Mangalam Birla, (DIN: 00012813) Director retiring by rotation.**

Manner of Voting	Votes in favour of the resolution		Votes against the resolution		Abstained / Invalid / Less voted Nos.
	Nos.	%age	Nos.	%age	
Remote E-voting	1202036212	83.926	230229022	16.074	8630221
Electronic Voting at AGM	345916	99.975	87	0.025	0
<b>TOTAL</b>	<b>1202382128</b>	<b>83.929</b>	<b>230229109</b>	<b>16.071</b>	<b>8630221</b>

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

**Re-appointment of Mr. Satish Pai, (DIN 06646758) Whole time Director, retiring by rotation**



Manner of Voting	Votes in favour of the resolution		Votes against the resolution		Abstained / Invalid / Less voted Nos.
	Nos.	%age	Nos.	%age	
Remote E-voting	1429460918	99.703	4260246	0.297	7174291
Electronic Voting at AGM	321873	99.960	130	0.040	24000
<b>TOTAL</b>	<b>1429782791</b>	<b>99.703</b>	<b>4260376</b>	<b>0.297</b>	<b>7198291</b>

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

**Ratification of appointment of Statutory Auditors viz. M/s Singhi & Co (Registration no 302049E)**

Manner of Voting	Votes in favour of the resolution		Votes against the resolution		Abstained / Invalid / Less voted Nos.
	Nos.	%age	Nos.	%age	
Remote E-voting	1420288927	99.111	12739738	0.889	7866790
Electronic Voting at AGM	345975	99.992	28	0.008	0
<b>TOTAL</b>	<b>1420634902</b>	<b>99.111</b>	<b>12739766</b>	<b>0.889</b>	<b>7866790</b>

**SPECIAL BUSINESS**

**VI) Item No. 6 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 31<sup>st</sup> March, 2016.**

Manner of Voting	Votes in favour of the resolution		Votes against the resolution		Abstained / Invalid / Less voted Nos.
	Nos.	%age	Nos.	%age	
Remote E-voting	1433712223	99.999	9298	0.001	7173934
Electronic Voting at AGM	345915	99.975	88	0.025	0
<b>TOTAL</b>	<b>1434058138</b>	<b>99.999</b>	<b>9386</b>	<b>0.001</b>	<b>7173934</b>



**VII) Item No. 7 of the Notice (As an Ordinary Resolution):**

**Approval of the appointment of Mr. Yazdi Dandiwala (DIN 01055000) as an Independent Director**

Manner of Voting	Votes in favour of the resolution		Votes against the resolution		Abstained / Invalid / Less voted Nos.
	Nos.	%age	Nos.	%age	
Remote E-voting	1433645047	99.995	75700	0.005	7174708
Electronic Voting at AGM	345873	99.962	130	0.038	0
<b>TOTAL</b>	<b>1433990920</b>	<b>99.995</b>	<b>75830</b>	<b>0.005</b>	<b>7174708</b>

**VIII) Item No. 8 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		Abstained / Invalid / Less voted Nos.
	Nos.	%age	Nos.	%age	
Remote E-voting	1374403552	96.246	53610688	3.754	12881215
Electronic Voting at AGM	346000	99.999	2	0.001	1
<b>TOTAL</b>	<b>1374749552</b>	<b>96.247</b>	<b>53610690</b>	<b>3.753</b>	<b>12881216</b>

**IX) Item No. 9 of the Notice (As a Special Resolution):**

**Modification / Amendment of the Special Resolution passed at the 54<sup>th</sup> and 55<sup>th</sup> Annual General Meeting for appointment and terms & conditions of Mr. Satish Pai as Whole time Director**

Manner of Voting	Votes in favour of the resolution		Votes against the resolution		Abstained / Invalid / Less voted Nos.
	Nos.	%age	Nos.	%age	
Remote E-voting	1249919793	87.625	176517745	12.375	14457917
Electronic Voting at AGM	321898	99.968	104	0.032	24001
<b>TOTAL</b>	<b>1250241691</b>	<b>87.628</b>	<b>176517849</b>	<b>12.372</b>	<b>14481918</b>



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 ballots at the meeting by the Members of the HINDALCO. The Ballot papers and all other relevant records relating to e-voting and physical voting 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 18, 2015

**Witnesses:**

1. Mr. Rahul Patel

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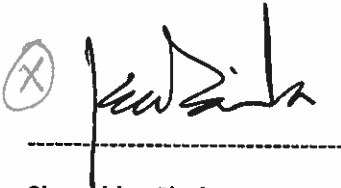


2. Mr. Sameer Shaikh

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**Countersigned and received the report:**



Signed by Chairman

Place: Mumbai

Date: September 18, 2015