



30<sup>th</sup> August 2019

|                                                                                                                                                             |                                                                                                                                                                                                              |
|-------------------------------------------------------------------------------------------------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| <b>BSE Limited</b><br>Phiroze Jeejeebhoy Towers<br>Dalal Street<br>Mumbai: 400 001<br><b>Scrip code: 500440</b>                                             | <b>National Stock Exchange of India Limited</b><br>Exchange Plaza, 5 <sup>th</sup> Floor<br>Plot No. C/1, G Block<br>Bandra Kurla Complex<br>Bandra (East)<br>Mumbai :400 051<br><b>Scrip code: HINDALCO</b> |
| <b>Banque Internationale A Luxembourg</b><br>Societe Anonyme<br>69, Route d'Esch<br>L-2953 Luxembourg<br>Fax No. 00 352 4590 2010<br>Tel. No. 00 352 4590-1 |                                                                                                                                                                                                              |

Dear Sir/Madam,

**Sub: Proceedings of 60<sup>th</sup> Annual General Meeting (AGM) and Voting Results**

The 60<sup>th</sup> Annual General Meeting of the Company was held today and business as mentioned in the Notice dated of July 19, 2019 was transacted and passed with requisite majority.

In this regard, please find enclosed the following:

1. Proceedings as required under the Regulation 30, Part A of Schedule III of the Securities Exchange Board of India ( Listing Obligations and Disclosure Requirements) Regulations as **ANNEXURE I**
2. Voting results as required under Regulation 44 of Securities Exchange Board of India ( Listing Obligations and Disclosure Requirements) Regulations as **ANNEXURE II**
3. Report of the Scrutinizer dated August 30, 2019, pursuant to Section 108 of the Companies Act, 2013 and Rule 20 (4) (xii) of the Companies (Management and Administration), Rules 2014 as **ANNEXURE III**.

This is for your information and records.

The Company facilitated live webcast of proceedings of the meeting.

Thanking you

Yours faithfully,

**For HINDALCO INDUSTRIES LIMITED**

**ANIL MALIK**  
**President & Company Secretary**

**Encl: as above**

Hindalco Industries Limited

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

T: +91 22 6662 6666 / 62610555 | F: +91 22 62610400 / 62610500 | W: www.hindalco.com

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

Corporate ID No.: L27020MH1958PLC011238

## ANNEXURE I

**Summary of proceedings of the 60<sup>th</sup> Annual General Meeting of Hindalco Industries Limited**

The 60<sup>th</sup> Annual General Meeting (AGM) of the Members of Hindalco Industries Limited ("the Company") was held on Friday, August 30, 2019 at 03:00 P.M. (IST) at the Nehru Centre Auditorium, Dr. Annie Besant Road, Worli, Mumbai – 400 018. A live webcast of the proceedings was available on company's website.

**Directors in Attendance:**

| <b>Name of the Director</b>  | <b>Designation</b>              |
|------------------------------|---------------------------------|
| Mr. Kumar Mangalam Birla     | Chairman                        |
| Mrs. Rajashree Birla         | Non-Executive Director          |
| Mr. D. Bhattacharya          | Non-Executive Director          |
| Mr. Satish Pai               | Managing Director               |
| Mr. Praveen Kumar Maheshwari | Whole-time Director             |
| Mr. M.M. Bhagat              | Independent Director            |
| Mr. A.K. Agarwala            | Non-Executive Director          |
| Mr. K.N. Bhandari            | Independent Director            |
| Mr. Yazdi Dandiwal           | Independent Director            |
| Mr. Girish Dave              | Independent Director            |
| Mrs. Alka Marezban Bharucha  | Independent Director            |
| Mr. Vikas Balia              | Additional Independent Director |
| Mr. Anil Malik               | Company Secretary               |

**Other Representatives:**

|                                                 |                      |
|-------------------------------------------------|----------------------|
| Price Waterhouse & Co Chartered Accountants LLP | Statutory Auditors   |
| BNP & Associates                                | Secretarial Auditors |
| M/s R. Nanobhoy & Co.                           | Cost Auditors        |

The meeting commenced at 03:00 PM (IST) and concluded at around 25:00 p.m.

Mr. Kumar Mangalam Birla chaired the meeting and declared that the requisite quorum was present and called the meeting to order. All the directors of the Company attended the meeting except Mr. Ram Charan. The Chairman delivered his speech. The Company Secretary informed that the Company had provided members the facility to cast their vote electronically, on all resolutions set forth in the Notice and explained the process of e-voting.

Members who were present at the AGM and had not cast their votes electronically were provided an opportunity to cast their votes at the end of the meeting by way of "Instapoll", an electronic voting system. It was further informed that there would be no voting by show of hands.

The following items of business, as per the Notice of AGM, were transacted at the meeting and passed with requisite majority:

| No.                      | Resolutions                                                                                                                                                                                 | Type of resolution |
|--------------------------|---------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|--------------------|
| <b>Ordinary Business</b> |                                                                                                                                                                                             |                    |
| 1.                       | Adoption of the Audited Financial Statements (including Consolidated Financial Statements) for the year ended 31 <sup>st</sup> March, 2019 and the Report of Directors and Auditors thereon | Ordinary           |
| 2.                       | Declaration and sanction of payment of Dividend on Equity Shares of the Company for the Financial Year 2018-19                                                                              | Ordinary           |
| 3.                       | Re-appointment of Mrs. Rajashree Birla (DIN: 00022995) as a Director of the Company who retires from office by rotation                                                                     | Ordinary           |
| <b>Special Business</b>  |                                                                                                                                                                                             |                    |
| 4.                       | Ratification of remuneration of Cost Auditor for the Financial Year 2019-20                                                                                                                 | Ordinary           |
| 5.                       | Appointment of Mr. Vikas Balia (DIN: 00424524) as an Independent Director                                                                                                                   | Ordinary           |
| 6.                       | Approval for continuation of directorship of Mr. K.N. Bhandari (DIN: 00026078)                                                                                                              | Special            |
| 7.                       | Approval for continuation of directorship of Mr. Ram Charan (DIN: 03464530)                                                                                                                 | Special            |

Clarifications were provided to the queries raised by the members.

The Board of Directors had appointed Mr. B. Narasimhan, Proprietor of BN & Associates, a practicing Company Secretary, as a Scrutinizer to supervise the e-voting and Instapoll process. The Chairman authorized Anil Malik, the Company Secretary to declare the voting results, intimate the Stock Exchanges and place the same on the website of the Company.

For **HINDALCO INDUSTRIES LIMITED**

**ANIL MALIK**

**President & Company Secretary**

## ANNEXURE II.



ANNEXURE II.

HINDALCO INDUSTRIES LIMITED

30-08-2019

301011

Total number of shareholders on record date

No. of shareholders present in the meeting either in person or through

Promoters and Promoter Group:

Public:

No. of Shareholders attended the meeting through Video Conferencing

Promoters and Promoter Group:

Public:

Resolution No.

1

Resolution required: (Ordinary/  
Special)

Whether promoter/ promoter group

are interested in the

agenda/resolution?

No

Category

Mode of

Voting

No. of shares held

(1)

No. of votes polled (2)

(3)=[(2)/(1)]\*

% of Votes

Polled on

outstanding

shares

(3)=[(2)/(1)]\*

% of Votes

in

favour on

votes polled

(6)=[(4)/(2)]\*

% of Votes

against on

votes polled

(7)=[(5)/(2)]\*

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Votes Invalid

Votes Abstained

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| Category                    | Mode of Voting                | No. of shares held (1) | No. of votes polled (2) | % of Votes Polled on outstanding shares (3)=[(2)/(1)]* | No. of Votes - in favour (4) | No. of Votes - against (5) | % of Votes in favour on votes polled (6)=[(4)/(2)]* | % of Votes against on votes polled (7)=[(5)/(2)]* | Votes Invalid | Votes Abstained |
|-----------------------------|-------------------------------|------------------------|-------------------------|--------------------------------------------------------|------------------------------|----------------------------|-----------------------------------------------------|---------------------------------------------------|---------------|-----------------|
| Promoter and Promoter Group | E-Voting                      |                        | 76,37,97,188            | 100.0000                                               | 76,37,97,188                 |                            | 100.0000                                            | 0.0000                                            | 0             | 0               |
|                             | Poll                          | 76,37,97,188           |                         | 0.0000                                                 |                              | 0                          | 0.0000                                              | 0.0000                                            | 0             | 0               |
|                             | Postal Ballot (if applicable) |                        |                         | 0.0000                                                 |                              | 0                          | 0.0000                                              | 0.0000                                            | 0             | 0               |
|                             | Total                         |                        | 76,37,97,188            | 100.0000                                               | 76,37,97,188                 | 0                          | 100.0000                                            | 0.0000                                            | 0             | 0               |
| Public- Institutions        | E-Voting                      |                        | 89,44,63,205            | 85.3001                                                | 89,30,73,450                 | 13,89,755                  | 99.8446                                             | 0.1554                                            | 0             | 41,13,251       |
|                             | Poll                          | 1,04,86,07,612         |                         | 0.0000                                                 |                              | 0                          | 99.8446                                             | 0.1553                                            | 0             | 0               |
|                             | Postal Ballot (if applicable) |                        |                         | 0.0000                                                 |                              | 0                          | 0.0000                                              | 0.0000                                            | 0             | 0               |
|                             | Total                         |                        | 89,44,63,205            | 85.3001                                                | 89,30,73,450                 | 13,89,755                  | 99.8446                                             | 0.1554                                            | 0             | 41,13,251       |
| Public- Non Institutions    | E-Voting                      |                        | 18,62,92,442            | 42.9764                                                | 18,62,92,292                 | 150                        | 99.9999                                             | 0.0000                                            | 0             | 66,469          |
|                             | Poll                          | 43,34,76,116           |                         | 0.4468                                                 | 19,36,688                    | 150                        | 99.9922                                             | 0.0077                                            | 0             | 0               |
|                             | Postal Ballot (if applicable) |                        |                         | 0.0000                                                 |                              | 0                          | 0.0000                                              | 0.0000                                            | 0             | 0               |
|                             | Total                         |                        | 18,62,92,442            | 42.9764                                                | 18,62,92,292                 | 300                        | 99.9998                                             | 0.0002                                            | 0             | 66,469          |
|                             | Total                         | 2,24,58,80,916         | 1,04,86,07,612          | 82.2167                                                | 1,84,50,99,638               | 13,90,055                  | 99.9247                                             | 0.0753                                            | 0             | 41,75,720       |

|                                                                                 |                                  |                                                                                                                                                                          |                         |                                                                           |                                 |                               |                                                                     |                                                                   |               |                 |  |
|---------------------------------------------------------------------------------|----------------------------------|--------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-------------------------|---------------------------------------------------------------------------|---------------------------------|-------------------------------|---------------------------------------------------------------------|-------------------------------------------------------------------|---------------|-----------------|--|
| Resolution No.                                                                  | 3                                | ORDINARY - To appoint a Director in place of Smt. Rajashree Birla DIN 00022995, who retires from office by rotation and being eligible, offers herself for reappointment |                         |                                                                           |                                 |                               |                                                                     |                                                                   |               |                 |  |
| Resolution required: (Ordinary/<br>Special)                                     |                                  |                                                                                                                                                                          |                         |                                                                           |                                 |                               |                                                                     |                                                                   |               |                 |  |
| Whether promoter/ promoter group<br>are interested in the<br>agenda/resolution? | No                               |                                                                                                                                                                          |                         |                                                                           |                                 |                               |                                                                     |                                                                   |               |                 |  |
| Category                                                                        |                                  | No. of shares held<br>(1)                                                                                                                                                | No. of votes polled (2) | % of Votes<br>Polled on<br>outstanding<br>shares<br>(3)=[(2)/(1)]*<br>100 | No. of Votes - In<br>favour (4) | No. of Votes -<br>against (5) | % of Votes in<br>favour on<br>votes polled<br>(6)=[(4)/(2)]*<br>100 | % of Votes<br>against on<br>votes polled<br>(7)=[(5)/(2)]*<br>100 | Votes Invalid | Votes Abstained |  |
| Promoter and Promoter Group                                                     | E-Voting                         |                                                                                                                                                                          | 76,13,98,492            | 99.6860                                                                   | 76,13,98,492                    | 0                             | 100.0000                                                            | 0.0000                                                            | 0             | 23,98,696       |  |
|                                                                                 | Poll                             | 76,37,97,188                                                                                                                                                             | 0                       | 0.0000                                                                    |                                 | 0                             | 0.0000                                                              | 0.0000                                                            | 0             | 0               |  |
|                                                                                 | Postal Ballot<br>(if applicable) |                                                                                                                                                                          | 0                       | 0.0000                                                                    |                                 | 0                             | 0.0000                                                              | 0.0000                                                            | 0             | 0               |  |
|                                                                                 | Total                            |                                                                                                                                                                          | 76,13,98,492            | 99.6860                                                                   | 76,13,98,492                    | 0                             | 100.0000                                                            | 0.0000                                                            | 0             | 23,98,696       |  |
| Public- Institutions                                                            | E-Voting                         |                                                                                                                                                                          | 89,85,14,349            | 84.7328                                                                   | 52,77,72,973                    | 36,07,41,376                  | 59.3994                                                             | 40.6005                                                           | 0             | 1,00,62,107     |  |
|                                                                                 | Poll                             | 1,04,86,07,612                                                                                                                                                           | 0                       | 0.0000                                                                    | 0                               | 0                             | 0.0000                                                              | 0.0000                                                            | 0             | 0               |  |
|                                                                                 | Postal Ballot<br>(if applicable) |                                                                                                                                                                          | 0                       | 0.0000                                                                    |                                 | 0                             | 0.0000                                                              | 0.0000                                                            | 0             | 0               |  |
|                                                                                 | Total                            |                                                                                                                                                                          | 89,85,14,349            | 84.7328                                                                   | 52,77,72,973                    | 36,07,41,376                  | 59.3995                                                             | 40.6005                                                           | 0             | 1,00,62,107     |  |
| Public- Non Institutions                                                        | E-Voting                         |                                                                                                                                                                          | 18,50,47,616            | 42.6892                                                                   | 17,74,95,818                    | 75,51,798                     | 95.9189                                                             | 4.0810                                                            | 0             | 13,11,295       |  |
|                                                                                 | Poll                             | 43,34,76,116                                                                                                                                                             |                         | 0.4468                                                                    | 19,36,838                       | 0                             | 100.0000                                                            | 0.0000                                                            | 0             | 0               |  |
|                                                                                 | Postal Ballot<br>(if applicable) |                                                                                                                                                                          | 0                       | 0.0000                                                                    |                                 | 0                             | 0.0000                                                              | 0.0000                                                            | 0             | 0               |  |
|                                                                                 | Total                            |                                                                                                                                                                          | 18,50,47,616            | 42.6892                                                                   | 17,74,95,818                    | 75,51,798                     | 95.9189                                                             | 4.0810                                                            | 0             | 13,11,295       |  |
|                                                                                 | Total                            | 2,24,58,80,916                                                                                                                                                           | 1,04,86,07,612          | 81.7896                                                                   | 1,46,98,04,121                  | 96,22,83,174                  | 79.9503                                                             | 20.0497                                                           | 0             | 11,37,900       |  |

| Resolution No.                                                            | 4                                                                                                                                                                                                                                               |
|---------------------------------------------------------------------------|-------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| Resolution required: (Ordinary/<br>Special)                               | ORDINARY - To ratify the remuneration of the Cost Auditors for the financial year ending 31st March, 2020 and in this regard to consider and if thought fit, to pass the following resolution, which will be proposed as an Ordinary Resolution |
| Whether promoter/ promoter group are interested in the agenda/resolution? | No                                                                                                                                                                                                                                              |
| Category                                                                  | No                                                                                                                                                                                                                                              |
|                                                                           | No. of shares held (1)                                                                                                                                                                                                                          |
| Mode of Voting                                                            | No. of votes polled (2)                                                                                                                                                                                                                         |
| E-Voting                                                                  | 76,37,97,188                                                                                                                                                                                                                                    |
| Poll                                                                      | 0                                                                                                                                                                                                                                               |
| Postal Ballot (if applicable)                                             | 76,37,97,188                                                                                                                                                                                                                                    |
| Promoter and Promoter Group                                               |                                                                                                                                                                                                                                                 |
| Total                                                                     | 0                                                                                                                                                                                                                                               |
| E-Voting                                                                  | 76,37,97,188                                                                                                                                                                                                                                    |
| Poll                                                                      | 89,44,63,205                                                                                                                                                                                                                                    |
| Postal Ballot (if applicable)                                             | 85,3001                                                                                                                                                                                                                                         |
| Public- Institutions                                                      | 0                                                                                                                                                                                                                                               |
| Total                                                                     | 0                                                                                                                                                                                                                                               |
| E-Voting                                                                  | 1,04,86,07,612                                                                                                                                                                                                                                  |
| Poll                                                                      | 0                                                                                                                                                                                                                                               |
| Postal Ballot (if applicable)                                             | 0                                                                                                                                                                                                                                               |
| Public- Non Institutions                                                  | 0                                                                                                                                                                                                                                               |
| Total                                                                     | 0                                                                                                                                                                                                                                               |
| E-Voting                                                                  | 89,44,63,205                                                                                                                                                                                                                                    |
| Poll                                                                      | 18,62,92,339                                                                                                                                                                                                                                    |
| Postal Ballot (if applicable)                                             | 19,36,513                                                                                                                                                                                                                                       |
| Public- Non Institutions                                                  | 0                                                                                                                                                                                                                                               |
| Total                                                                     | 18,82,28,852                                                                                                                                                                                                                                    |
| E-Voting                                                                  | 43,42,31                                                                                                                                                                                                                                        |
| Poll                                                                      | 1,183                                                                                                                                                                                                                                           |
| Postal Ballot (if applicable)                                             | 99,99,94                                                                                                                                                                                                                                        |
| Public- Non Institutions                                                  | 0                                                                                                                                                                                                                                               |
| Total                                                                     | 66,897                                                                                                                                                                                                                                          |



| Resolution No.                                                            | 5                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                    |                        |                         |                                                            |                              |                            |                                                         |                                                       |               |                 |     |
|---------------------------------------------------------------------------|------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|------------------------|-------------------------|------------------------------------------------------------|------------------------------|----------------------------|---------------------------------------------------------|-------------------------------------------------------|---------------|-----------------|-----|
| Resolution required: (Ordinary/<br>Special)                               | ORDINARY - To approve the appointment of Dr. Vikas Balia DIN 00424524 who was appointed as an Independent Director on the Board of the Company, under Section 149, read with the Rules made thereunder and Schedule V of the Companies Act, 2013 and the Securities Exchange Board of India Listing Obligations and Disclosure Requirements Regulations, 2015 and in that behalf, to consider and if thought fit, to pass the following resolution, which will be proposed as an Ordinary Resolution |                        |                         |                                                            |                              |                            |                                                         |                                                       |               |                 |     |
| Whether promoter/ promoter group are interested in the agenda/resolution? | No                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                   |                        |                         |                                                            |                              |                            |                                                         |                                                       |               |                 |     |
| Category                                                                  | Mode of Voting                                                                                                                                                                                                                                                                                                                                                                                                                                                                                       | No. of shares held (1) | No. of votes polled (2) | % of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100 | No. of Votes – in favour (4) | No. of Votes – against (5) | % of Votes in favour on votes polled (6)=[(4)/(2)]* 100 | % of Votes against on votes polled (7)=[(5)/(2)]* 100 | Votes Invalid | Votes Abstained |     |
| Promoter and Promoter Group                                               | E-Voting                                                                                                                                                                                                                                                                                                                                                                                                                                                                                             |                        | 76,37,97,188            | 100.0000                                                   | 76,37,97,188                 | 0                          | 100.0000                                                | 0.0000                                                | 0             | 0               | 0   |
|                                                                           | Poll                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                 | 76,37,97,188           |                         | 0.0000                                                     |                              | 0                          | 0.0000                                                  | 0.0000                                                | 0             | 0               | 0   |
|                                                                           | Postal Ballot (if applicable)                                                                                                                                                                                                                                                                                                                                                                                                                                                                        |                        |                         |                                                            |                              |                            |                                                         |                                                       |               |                 |     |
|                                                                           | Total                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                |                        | 76,37,97,188            | 100.0000                                                   | 76,37,97,188                 | 0                          | 0.0000                                                  | 0.0000                                                | 0             | 0               | 0   |
| Public- Institutions                                                      | E-Voting                                                                                                                                                                                                                                                                                                                                                                                                                                                                                             |                        | 88,85,14,349            | 84.7328                                                    | 88,74,34,565                 | 10,79,784                  | 99.8784                                                 | 0.1215                                                | 0             | 1,00,62,107     | 0   |
|                                                                           | Poll                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                 |                        |                         | 0.0000                                                     |                              | 0                          | 0.0000                                                  | 0.0000                                                | 0             | 0               | 0   |
|                                                                           | Postal Ballot (if applicable)                                                                                                                                                                                                                                                                                                                                                                                                                                                                        | 1,04,86,07,612         |                         |                                                            |                              |                            |                                                         |                                                       |               |                 |     |
|                                                                           | Total                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                |                        | 88,85,14,349            | 84.7328                                                    | 88,74,34,565                 | 10,79,784                  | 99.8785                                                 | 0.1215                                                | 0             | 1,00,62,107     | 0   |
| Public- Non Institutions                                                  | E-Voting                                                                                                                                                                                                                                                                                                                                                                                                                                                                                             |                        | 18,62,92,417            | 42.9764                                                    | 18,62,90,789                 | 1,628                      | 99.9991                                                 | 0.0008                                                | 0             | 66,494          | 325 |
|                                                                           | Poll                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                 |                        | 19,36,513               | 0.4467                                                     | 19,36,363                    | 150                        | 99.9922                                                 | 0.0077                                                | 0             | 0               | 0   |
|                                                                           | Postal Ballot (if applicable)                                                                                                                                                                                                                                                                                                                                                                                                                                                                        | 43,34,76,116           |                         |                                                            |                              |                            |                                                         |                                                       |               |                 |     |
|                                                                           | Total                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                |                        | 18,82,28,930            | 43.4231                                                    | 18,82,27,152                 | 1,778                      | 99.9991                                                 | 0.0009                                                | 0             | 66,494          | 325 |
|                                                                           | Total                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                | 2,24,58,80,916         | 1,04,86,07,612          | 61.9138                                                    | 1,04,86,07,612               | 1,04,86,07,612             | 99.9412                                                 | 0.0588                                                | 0             | 1,00,62,107     | 0   |





| Resolution No.                                                                  | 7                                                                                                                                                                                                                  |                         |                                                                           |                                 |                               |                                                                     |                                                                   |               |                 |
|---------------------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-------------------------|---------------------------------------------------------------------------|---------------------------------|-------------------------------|---------------------------------------------------------------------|-------------------------------------------------------------------|---------------|-----------------|
| Resolution required: (Ordinary/<br>Special)                                     | SPECIAL - To re-appoint Mr. Ram Charan DIN 03464530 as an Independent Director and in this regard to consider and if thought fit, to pass the following resolution, which will be proposed as a Special Resolution |                         |                                                                           |                                 |                               |                                                                     |                                                                   |               |                 |
| Whether promoter/ promoter group<br>are interested in the<br>agenda/resolution? | No                                                                                                                                                                                                                 |                         |                                                                           |                                 |                               |                                                                     |                                                                   |               |                 |
| Category                                                                        | No. of shares held<br>(1)                                                                                                                                                                                          | No. of votes polled (2) | % of Votes<br>Polled on<br>outstanding<br>shares<br>(3)=[(2)/(1)]*<br>100 | No. of Votes - In<br>favour (4) | No. of Votes -<br>against (5) | % of Votes in<br>favour on<br>votes polled<br>(6)=[(4)/(2)]*<br>100 | % of Votes<br>against on<br>votes polled<br>(7)=[(5)/(2)]*<br>100 | Votes Invalid | Votes Abstained |
| Promoter and Promoter Group                                                     | Mode of<br>Voting                                                                                                                                                                                                  |                         |                                                                           |                                 |                               |                                                                     |                                                                   |               |                 |
|                                                                                 | E-Voting                                                                                                                                                                                                           | 76,37,97,188            | 100.0000                                                                  | 76,37,97,188                    | 0                             | 100.0000                                                            | 0.0000                                                            | 0             | 0               |
|                                                                                 | Poll                                                                                                                                                                                                               | 0                       | 0.0000                                                                    |                                 | 0                             | 0.0000                                                              | 0.0000                                                            | 0             | 0               |
|                                                                                 | Postal Ballot<br>(if applicable)                                                                                                                                                                                   | 76,37,97,188            | 0                                                                         |                                 |                               |                                                                     |                                                                   |               | 0               |
| Public- Institutions                                                            | Total                                                                                                                                                                                                              |                         | 0                                                                         | 0.0000                          |                               | 0                                                                   | 0.0000                                                            | 0.0000        | 0               |
|                                                                                 | E-Voting                                                                                                                                                                                                           | 76,37,97,188            | 100.0000                                                                  | 76,37,97,188                    | 0                             | 100.0000                                                            | 0.0000                                                            | 0             | 0               |
|                                                                                 | Poll                                                                                                                                                                                                               | 88,85,14,349            | 84.7328                                                                   | 52,84,54,416                    | 36,00,59,933                  | 59.4761                                                             | 40.5238                                                           | 0             | 1,00,62,107     |
|                                                                                 | Postal Ballot<br>(if applicable)                                                                                                                                                                                   | 1,04,86,07,612          | 0                                                                         | 0.0000                          | 0                             | 0                                                                   | 0.0000                                                            | 0.0000        | 0               |
| Public- Non Institutions                                                        | Total                                                                                                                                                                                                              |                         | 0                                                                         | 0.0000                          |                               | 0                                                                   | 0.0000                                                            | 0.0000        | 0               |
|                                                                                 | E-Voting                                                                                                                                                                                                           | 88,85,14,349            | 84.7328                                                                   | 52,84,54,416                    | 36,00,59,933                  | 59.4762                                                             | 40.5238                                                           | 0             | 10062107        |
|                                                                                 | Poll                                                                                                                                                                                                               | 18,50,47,616            | 42.6892                                                                   | 17,65,94,742                    | 84,52,874                     | 95.4320                                                             | 4.5679                                                            | 0             | 13,11,295       |
|                                                                                 | Postal Ballot<br>(if applicable)                                                                                                                                                                                   | 43,34,76,116            | 19,36,838                                                                 | 0.4468                          | 19,33,828                     | 3,010                                                               | 99.8445                                                           | 0.1554        | 0               |
| Total                                                                           |                                                                                                                                                                                                                    | 18,69,84,454            | 43.136                                                                    | 17,85,28,570                    | 84,55,884                     | 95.4778                                                             | 4.5222                                                            | 0             | 0               |
|                                                                                 |                                                                                                                                                                                                                    | 2,24,58,80,916          | 100.0000                                                                  | 1,47,07,00,174                  | 8,63,55,817                   | 79.9643                                                             | 20.0357                                                           | 0             | 1311295         |





**Combined Scrutinizer's Report on Remote E-voting & electronic Voting conducted at the  
60th AGM of HINDALCO INDUSTRIES LIMITED held at MUMBAI on August 30, 2019**

To,

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

60th Annual General Meeting (AGM) of the Equity Shareholders of Hindalco Industries Limited held on Friday, August 30, 2019 at 3 pm at -Nehru Centre Auditorium, Dr. Annie Besant Road, Worli Mumbai 400018.

**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 16, 2019 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 Karvy Fintech Private Limited ('KFPL') 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)



C/O. Karvy Computershare Pvt. Ltd. 24-B Raja Bahadur Mansion, Ground Floor, Ambabai Doshi Marg, B/H BSE, Fort, Mumbai - 400 023.  
T : 91 22 6623 5454 D: 91 22 6623 5411 Fax: 91 22 6633 1135 Cell : 9820142331/9004089490  
E-mail : narasimhan.b8@gmail.com // bn@karvy.com

Resi : 601/602, B-wing, Cosmic Heights, Bhakti Park, Imax Theater Compound, Wadala (E), Mumbai - 400 037.  
(T) : 91 22 2403 6596

which were to be transacted in the 60th Annual General Meeting of HINDALCO, held on Friday August 30, 2019.

- The Service Provider had set up electronic voting facility on their website, <https://evoting.karvy.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 KFPL 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 19, 2019 and as on that date, there were 2,99,856 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 2,23,948 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 75,908 folios, Members, who's Email Ids are not available, the Notices were sent by Courier/ Speed Post and Airmail.
- In respect of 10,435 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 **Friday August 23, 2019**.
- As prescribed in the aforesaid Rules, the Remote E-Voting facility was kept open for three days from **Tuesday, August 27, 2019 9.00 A.M. till Thursday, August 29, 2019 till 5.00 P.M.**
- HINDALCO completed the dispatch of the notices to the members by August 6, 2019.
- 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 7, 2019 and in Marathi in Navshakti newspaper dated August 7, 2019. 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 August 29, 2019 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 KFPL



- At the venue of the 60th AGM of the HINDALCO held on August 30 2019, 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 August 30 2019, 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. Devanshi Doshi and Ms. Monika Sharma 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 | 830                                                                             | 102                          | 932            |
| Total number of Shares held by them    | 185,68,92,586                                                                   | 19,36,838                    | 1,85,88,29,424 |
| 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                               |                              |                |

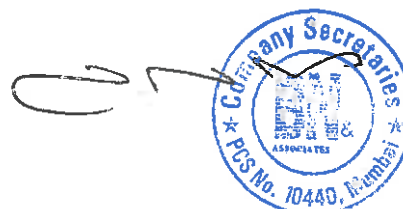
**Note:**

- 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, 2019, the reports of the Directors and Auditors thereon.**



| Manner of voting                                          | Votes<br>in favour of the resolution |        | Votes<br>against the resolution |       | Invalid votes |
|-----------------------------------------------------------|--------------------------------------|--------|---------------------------------|-------|---------------|
|                                                           | Nos.                                 | %age   | Nos.                            | %age  | Nos.          |
| Total votes through Remote e-voting and voting at meeting | 1,83,70,33,568                       | 99.991 | 1,64,884                        | 0.009 | 2,16,30,972   |

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<br>in favour of the resolution |        | Votes<br>against the resolution |       | Invalid votes |
|-----------------------------------------------------------|--------------------------------------|--------|---------------------------------|-------|---------------|
|                                                           | Nos.                                 | %age   | Nos.                            | %age  | Nos.          |
| Total votes through Remote e-voting and voting at meeting | 1,84,50,99,618                       | 99.925 | 13,90,055                       | 0.075 | 1,23,39,751   |

Item 2 of Notice stands passed with the requisite majority

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

**Re-appointment of Mrs. Rajashree Birla, (DIN: 00022995) Director retiring by rotation.**

| Manner of voting                                          | Votes<br>in favour of the resolution |        | Votes<br>against the resolution |        | Invalid votes |
|-----------------------------------------------------------|--------------------------------------|--------|---------------------------------|--------|---------------|
|                                                           | Nos.                                 | %age   | Nos.                            | %age   | Nos.          |
| Total votes through Remote e-voting and voting at meeting | 1,46,86,04,121                       | 79.950 | 36,82,93,174                    | 20.050 | 2,19,32,129   |

Item 3 of Notice stands passed with the requisite majority

**SPECIAL BUSINESS**

**IV) Item No. 4 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, 2020.

| Manner of voting                                          | Votes<br>in favour of the resolution |        | Votes<br>against the resolution |       | Invalid<br>votes |
|-----------------------------------------------------------|--------------------------------------|--------|---------------------------------|-------|------------------|
|                                                           | Nos.                                 | %age   | Nos.                            | %age  | Nos.             |
| Total votes through Remote e-voting and voting at meeting | 1,84,64,88,062                       | 99.999 | 1,183                           | 0.001 | 1,23,40,179      |

Item 4 of Notice stands passed with the requisite majority

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

Appointment of Dr. Vikas Balia (DIN 000424524) as an Independent Director

| Manner of voting                                          | Votes<br>in favour of the<br>resolution |        | Votes<br>against the resolution |       | Invalid<br>votes |
|-----------------------------------------------------------|-----------------------------------------|--------|---------------------------------|-------|------------------|
|                                                           | Nos.                                    | %age   | Nos.                            | %age  | Nos.             |
| Total votes through Remote e-voting and voting at meeting | 1,83,94,58,905                          | 99.941 | 10,81,562                       | 0.059 | 1,82,88,957      |

Item 5 of Notice stands passed with the requisite majority

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

Re-appointment of Mr. K N Bhandari (DIN 00026078) as an Independent Director

| Manner of voting                                          | Votes<br>in favour of the resolution |        | Votes<br>against the resolution |        | Invalid<br>votes |
|-----------------------------------------------------------|--------------------------------------|--------|---------------------------------|--------|------------------|
|                                                           | Nos.                                 | %age   | Nos.                            | %age   | Nos.             |
| Total votes through Remote e-voting and voting at meeting | 1,56,80,04,223                       | 85.251 | 27,12,86,697                    | 14.750 | 1,95,38,504      |

Item 6 of Notice stands passed with the requisite majority

VII) Item No. 7 of the Notice (As a Special Resolution):

Re-appointment of Mr. Ram Charan (DIN 03464530) as an Independent Director

| Manner of voting | Votes<br>in favour of the resolution |      | Votes<br>against the resolution |      | Invalid<br>votes |
|------------------|--------------------------------------|------|---------------------------------|------|------------------|
|                  | Nos.                                 | %age | Nos.                            | %age | Nos.             |



|                                                           | Nos.           | %age   | Nos.         | %age   | Nos.        |
|-----------------------------------------------------------|----------------|--------|--------------|--------|-------------|
| Total votes through Remote e-voting and voting at meeting | 1,47,07,80,174 | 79.964 | 36,85,15,817 | 20.036 | 1,95,33,433 |

Item 7 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 dated 19<sup>th</sup> July 2019, 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: August 30, 2019

Witnesses:

1. Ms. Devanshi Doshi



2. Ms. Monika Sharma




Countersigned and received the report:




Signed by Chairman / Authorized person in this regard

Place: Mumbai

Date: August 30, 2019

# Hindalco Industries Ltd 60th AGM held on 30th August 2019

## Final tally of the votes cast for the matters placed for consideration of the shareholders

| Details                                                                                                                                                                                            | Ordinary/<br>Special | Res No | Mode of voting            | No of<br>Share<br>holders | Total Shares          | No of<br>share<br>holders | FAVOUR<br>Shares      | % age             | No of<br>Share<br>holders | AGAINST<br>Shares | % age           | VALID VOTES POLLED<br>No of<br>share<br>holders | Invalid /<br>Abstained/<br>less voted<br>Shares |
|----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|----------------------|--------|---------------------------|---------------------------|-----------------------|---------------------------|-----------------------|-------------------|---------------------------|-------------------|-----------------|-------------------------------------------------|-------------------------------------------------|
| Adoption of the audited financial statements<br>(including audited Consolidated Financial Statements) for<br>the FY ended 31st March, 2019, the Reports of the<br>Directors' and Auditors' thereon |                      |        |                           |                           |                       |                           |                       |                   |                           |                   |                 |                                                 |                                                 |
|                                                                                                                                                                                                    | Ordinary             | 1      | E-Voting<br>Voting at AGM | 830<br>102                | 1856892586<br>1936838 | 789<br>101                | 1835096880<br>1936688 | 99.991<br>99.992  | 7<br>1                    | 164734<br>150     | 0.001<br>0.008  | 796<br>102                                      | 1835261614<br>1936838                           |
|                                                                                                                                                                                                    |                      |        | TOTAL                     | 932                       | 1858829424            | 890                       | 1837033568            | 99.991            | 8                         | 164884            | 0.009           | 898                                             | 1837198452                                      |
| Declaration of Dividends for the financial year ended<br>March 31, 2019                                                                                                                            |                      |        |                           |                           |                       |                           |                       |                   |                           |                   |                 |                                                 |                                                 |
|                                                                                                                                                                                                    | Ordinary             | 2      | E-Voting<br>Voting at AGM | 830<br>102                | 1856892586<br>1936838 | 805<br>101                | 1843162930<br>1936688 | 99.925<br>99.992  | 12<br>1                   | 1389905<br>150    | 0.075<br>0.008  | 817<br>102                                      | 1844527835<br>1936838                           |
|                                                                                                                                                                                                    |                      |        | TOTAL                     | 932                       | 1858829424            | 906                       | 1845099618            | 99.925            | 13                        | 1390055           | 0.075           | 919                                             | 1846409673                                      |
| Re-appointment of Mrs. Rajashree Birla, Director Retiring<br>by rotation.                                                                                                                          |                      |        |                           |                           |                       |                           |                       |                   |                           |                   |                 |                                                 |                                                 |
|                                                                                                                                                                                                    | Ordinary             | 3      | E-Voting<br>Voting at AGM | 830<br>102                | 1856892586<br>1936838 | 352<br>102                | 1466667283<br>1936838 | 79.929<br>100.000 | 453<br>0                  | 368293174<br>0    | 20.071<br>0.000 | 805<br>102                                      | 1834960457<br>1936838                           |
|                                                                                                                                                                                                    |                      |        | TOTAL                     | 932                       | 1858829424            | 454                       | 1468604121            | 79.950            | 453                       | 368293174         | 20.050          | 907                                             | 1836897295                                      |
| Ratification of the remuneration of Cost auditors viz., M/s<br>Nanabhoy & Co for the financial year ending 31st March<br>2020                                                                      |                      |        |                           |                           |                       |                           |                       |                   |                           |                   |                 |                                                 |                                                 |
|                                                                                                                                                                                                    | Ordinary             | 4      | E-Voting<br>Voting at AGM | 830<br>102                | 1856892586<br>1936838 | 805<br>100                | 1844551699<br>1936363 | 99.999<br>99.992  | 13<br>1                   | 1033<br>150       | 0.001<br>0.008  | 818<br>101                                      | 1844552732<br>1936513                           |
|                                                                                                                                                                                                    |                      |        | TOTAL                     | 932                       | 1858829424            | 905                       | 1846488062            | 99.999            | 14                        | 1183              | 0.001           | 919                                             | 1846489245                                      |
| Appointment of Mr. Vikas Balia (DIN 00424524) as an<br>Independent Director                                                                                                                        |                      |        |                           |                           |                       |                           |                       |                   |                           |                   |                 |                                                 |                                                 |
|                                                                                                                                                                                                    | Ordinary             | 5      | E-Voting<br>Voting at AGM | 830<br>102                | 1856892586<br>1936838 | 791<br>100                | 1837527542<br>1936363 | 99.941<br>99.992  | 22<br>1                   | 1081412<br>150    | 0.059<br>0.008  | 813<br>101                                      | 1838603954<br>1936513                           |
|                                                                                                                                                                                                    |                      |        | TOTAL                     | 932                       | 1858829424            | 891                       | 1839458905            | 99.941            | 23                        | 1081562           | 0.059           | 914                                             | 1840540467                                      |
| Re-appointment of Mr. K N Bhandari (DIN 00026078) as<br>an Independent Director                                                                                                                    |                      |        |                           |                           |                       |                           |                       |                   |                           |                   |                 |                                                 |                                                 |
|                                                                                                                                                                                                    | Special              | 6      | E-Voting<br>Voting at AGM | 830<br>102                | 1856892586<br>1936838 | 461<br>100                | 1566072606<br>1931617 | 85.235<br>99.992  | 355<br>1                  | 271286547<br>150  | 14.765<br>0.008 | 816<br>101                                      | 1837359153<br>1931767                           |
|                                                                                                                                                                                                    |                      |        | TOTAL                     | 932                       | 1858829424            | 561                       | 1568004223            | 85.250            | 356                       | 271286697         | 14.750          | 917                                             | 1839290920                                      |
| Re-appointment of Mr. Ram Charan (DIN 03466530) as an<br>Independent Director                                                                                                                      |                      |        |                           |                           |                       |                           |                       |                   |                           |                   |                 |                                                 |                                                 |
|                                                                                                                                                                                                    | Special              | 7      | E-Voting<br>Voting at AGM | 830<br>102                | 1856892586<br>1936838 | 377<br>99                 | 1468046346<br>1933828 | 79.943<br>99.845  | 436<br>3                  | 368512807<br>3010 | 20.057<br>0.155 | 813<br>102                                      | 1837359153<br>1936838                           |
|                                                                                                                                                                                                    |                      |        | TOTAL                     | 932                       | 1858829424            | 476                       | 1470780174            | 79.964            | 439                       | 368515817         | 20.036          | 915                                             | 1839290991                                      |

