



Date: 29th September, 2014

The National Stock Exchange of India Ltd

Exchange Plaza, 5th Floor

Plot No. G/1, G Block

Bandra Kurla Complex

Bandra (East)

Mumbai – 400 051

Dear Sir,

Please note that the Annual General Meeting of the Company was held on 24th September, 2014 at Ravindra Natya Mandir, P. L. Deshpande Maharashtra Kala Academy, Prabhadevi, Mumbai: 400 025.

Please find enclosed herewith the proceeding of Annual General meeting as per Clause 31(d) of the Listing Agreement.

Thanking You.

Yours Faithfully

For Hindalco Industries Limited

A handwritten signature in black ink, appearing to read "Anil Malik".

ANIL MALIK

President &

Company Secretary

Encl: as above

Regd. Office :

Hindalco Industries Limited

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PROCEEDING OF ANNUAL GENERAL MEETING HELD ON 24TH SEPTEMBER, 2014.

The meeting commenced at 2.30 P.M. The Chairman declared that the requisite quorum was present and called the meeting to order. With the consent of the shareholders present, the notice convening the Meeting was taken as read by the Chairman.

He also announced the number of proxies and further informed the members the purpose of the Meeting.

Thereafter at the instance of Chairman, the Company Secretary read the Auditor's Report.

Further the Company Secretary informed that the Company had extended e-voting facility to all its members for voting on the resolutions. He further informed that Mr. B. Narasimhan, Proprietor, BN & Associates, a practising Company Secretary, was appointed as Scrutinizer to Scrutinize the e-voting process. The Scrutinizer had made a report of the votes cast "in favour of" or "against" the resolutions based on the reports generated from the e-voting system provided by NSDL, which he had duly submitted to the Chairman. He also informed that the Auditor representative is present at the Meeting as per the provisions of Companies Act, 2013.

Thereafter the Chairman's speech was read out and the Chairman invited Questions and Answers on the same.

The following resolutions were then put to vote through Ballot paper viz:

1. Adoption of the Audited Balance Sheet as at 31st March, 2014, the Statement of Profit & Loss for the financial year ended 31st March, 2014, the Report of Board of Directors and Auditors thereon.
2. Declaration of Dividend.
3. Re-appointment of Smt. Rajashree Birla retiring by rotation.
4. Re-appointment of Mr. A.K. Agarwala retiring by rotation.
5. To appoint M/S Singhi & Co. as Auditors of the Company to hold office from the conclusion of this Meeting until the conclusion of the Fifty Eighth Annual General Meeting of the Company.
6. Appointment of Mr. M.M. Bhagat as an Independent Director of the Company.
7. Appointment of Mr. Ram Charan as an Independent Director of the Company.
8. Appointment of Mr. K.N. Bhandari as an Independent Director of the Company.
9. Appointment of Mr. N.J. Jhaveri as an Independent Director of the Company.
10. Appointment of Mr. Jagdish Khattar as an Independent Director of the Company.

11. Ratification of the remuneration of the Cost Auditors viz . M/s Nanabhoy & Co. for the financial year ending 31st March, 2015.
12. Adoption of new Articles of Association of the Company.
13. Modification/Amendment of the Special Resolution passed at the 54th Annual General Meeting for re-appointment of Mr. D. Bhattacharya as Managing Director so as to make him a director liable to retire by rotation.
14. Modification/Amendment of the Special Resolution passed at the 54th Annual General Meeting for appointment of Mr. Satish Pai as Whole Time Director so as to make him a director liable to retire by rotation.
15. Approval of payment of commission to Non Executive directors.
16. Approval for offer or invitation to subscribe to Non Convertible Debentures on a private placement basis.
17. To approve transactions with Birla Nifty Pty Ltd and Birla Mt Gordon Pty Ltd. second tier subsidiaries of the Company for purchase of Copper Concentrate which are commercial transactions.
18. To approve the transaction with Utkal Alumina International Ltd. Wholly owned subsidiary of the Company for purchase of alumina which is a commercial transaction.
19. To approve the transaction with Utkal Alumina International Ltd. Wholly owned subsidiary of the Company for issuance of Corporate Guarantees.
20. To approve borrowing money(ies) for the business of the Company pursuant to Section 180(1)(c) of the Companies Act, 2013.
21. To approve creation of security on the properties of the Company both present and future pursuant to Section 180 (1)(a) of the Companies Act, 2013.

The Chairman then announced that the results of voting will be announced on Friday, 26th September, 2014 at 2.30 P.M. at the registered office of the Company.