



May 29, 2023

**BSE Limited**  
**Scrip Code:** 500440

**National Stock Exchange of India  
Limited**  
**Scrip Code:** HINDALCO

**Luxembourg Stock Exchange**  
**Scrip Code:** US4330641022

**Sub:** Annual Secretarial Compliance Audit Report obtained by Hindalco Industries Limited ('the Company') from Practising Company Secretary for the year ended March 31, 2023

**Ref:** Regulation 24A of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('SEBI Listing Regulations')

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Pursuant to SEBI Listing Regulations, enclosed herewith is the Annual Secretarial Compliance Report of the Company for the Financial Year 2021-22, issued by M/s BNP & Associates, Company Secretaries.

The above is for your information and record.

Sincerely,

for **Hindalco Industries Limited**

**Geetika Anand**  
**Company Secretary & Compliance Officer**

Encl.: a/a

**Hindalco Industries Limited**

6<sup>th</sup> & 7<sup>th</sup> Floor, Birla Centurion, Pandurang Budhkar Marg, Worli, Mumbai – 400030, India  
T: +91 22 66626666/62610555 | F: +91 22 62610400/62610500 | W: [www.hindalco.com](http://www.hindalco.com)  
Registered Office : Ahura Centre, 1<sup>st</sup> Floor, B wing, Mahakali Caves Road, Andheri (East), Mumbai – 400093, India

Corporate ID No: L27020MH1958PLC011238

**SECRETARIAL COMPLIANCE REPORT OF HINDALCO INDUSTRIES LIMITED  
FOR THE YEAR ENDED 31<sup>ST</sup> MARCH 2023**

**To,  
The Board of Directors  
HINDALCO INDUSTRIES LIMITED**

We at BNP & Associates, Secretarial Auditors of the Company have conducted the review of the compliance of the applicable statutory provisions and the adherence to good corporate practices by Hindalco Industries Limited (hereinafter referred as 'the listed entity'), having its Registered Office at Ahura Centre, 1st Floor, B Wing Mahakali Caves Road, Mumbai 400093. Secretarial Review was conducted in a manner that provided us a reasonable basis for evaluating the corporate conducts/statutory compliances and to provide my/our observations thereon.

Based on our verification of the listed entity's books, papers, minutes, books, forms and returns filed and other records maintained by it and also the information provided by the listed entity, its officers, agents and authorized representatives during the conduct of Secretarial Review, we hereby report that the listed entity has, during the review period covering the financial year ended on 31st March 2023 complied with the statutory provisions listed hereunder in the manner and subject to the reporting made hereinafter :

We have examined all the relevant documents and records made available to us through virtual data room/physically and explanations provided by the listed Entity.

- (a) the filings/ submissions made by the listed entity to the stock exchange(s),
- (b) website of the listed entity,
- (c) any other documents/ filings, as may be relevant, which have been relied upon to make this certification,

The foregoing information for the year ended 31<sup>st</sup> March 2023 ("Review Period") in respect of the compliance with the provisions of:

- (a) the Securities and Exchange Board of India Act, 1992 ("SEBI Act") and the Regulations, circulars, guidelines issued thereunder; and
- (b) the Securities Contracts (Regulation) Act, 1956 ("SCRA"), rules made thereunder and the Regulations, circulars, guidelines issued thereunder by the Securities and Exchange Board of India ("SEBI");



The specific Regulations, whose provisions and the circulars / guidelines issued thereunder, have been examined, include:

- (a) Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (Listing Regulations);
- (b) Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
- (c) Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021;
- (d) Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008 and Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations, 2021 w.e.f. 9<sup>th</sup> August, 2021;
- (e) Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agent) Regulations, 1993 pertaining to the Companies Act, 2013 and dealing with client;
- (f) Securities and Exchange Board of India (Prohibition of Insider Trading\*) Regulations, 2015, and
- (g) Securities and Exchange Board of India (Depositories and Participants) Regulations, 2018

and the circulars/ guidelines issued thereunder; and based on the above examination, we hereby report that, during the review period:

- a) The listed entity has complied with the provisions of the above Regulations and circulars / guidelines issued thereunder;
- b) The listed entity has maintained proper records under the provisions of the above Regulations and circulars/ guidelines issued thereunder in so far as it appears from our examination of those records.
- c) The following are the details of actions taken against the listed entity/ its promoters/ directors/ material subsidiaries either by SEBI or by Stock Exchanges (including under the Standard Operating Procedures issued by SEBI through various circulars) under the aforesaid Acts/ Regulations and circulars/ guidelines issued thereunder:

S r. N o.	Compliance Requirement (Regulations/ circulars / guidelines	Regulation / Circular No.	Dev ia ti on s	Action taken by	Type of Action	Det ails of Viol atio n	Fine Amo unt	Observati ons/ Remarks of the Practicing Company Secretary	Manage ment Respons e	R e m a r k s
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	<b>including specific clause)</b>								
NIL									

- d) In view of the fact there has been no change in the Statutory Auditor(s) of the Listed Entity and material subsidiaries during the review period, the compliance with the requirement of SEBI Circular No. CIR/CFD/CMD1/114/2019 dated 18<sup>th</sup> October, 2019 was not necessary during the year ended 31<sup>st</sup> March, 2023.
- e) As per NSE Circulars NSE/CML/2023/21 dated 16<sup>th</sup> March, 2023 & NSE/CML/2023/30 dated 10<sup>th</sup> April, 2023 and BSE Circulars 20230316-14 dated 16<sup>th</sup> March, 2023 & 20230410-41 dated 10<sup>th</sup> April, 2023, we confirm the following -

Sr. No.	Particulars	Compliance Status (Yes/No/NA)	Observations/Remarks by Practising Company Secretary
1.	<p><u>Secretarial Standards:</u> The compliances of the listed entity are in accordance with the applicable Secretarial Standards (SS) issued by the Institute of Company Secretaries India (ICSI).</p>	Yes	The listed entity has complied with the requirements of Secretarial Standard 1 and Secretarial Standard 2 respectively in respect of Meetings of the Board of Directors and its Committees and General Meetings of Members as notified by the Central Government under Section 118(10) of the Companies Act, 2013.
2.	<p><u>Adoption and timely updation of the Policies:</u></p> <ul style="list-style-type: none"> <li>• All applicable policies under SEBI Regulations are adopted with the due approval of Board of Directors of the listed entities.</li> <li>• All the policies are in conformity with SEBI Regulations and has been reviewed and timely updated as per the regulations/circulars/guidelines.</li> </ul>	Yes	None

3.	<p><u>Maintenance and disclosure on website:</u></p> <ul style="list-style-type: none"> <li>• The Listed Entity is maintaining a functional website.</li> <li>• Timely dissemination of the documents/ information under a separate section on the website.</li> <li>• Web-links provide in annual corporate governance reports under Regulation 27(2) are accurate and specific which re-directs to the relevant document(s)/ section of the website.</li> </ul>	Yes	None
4.	<p><u>Disqualification of Directors:</u> None of the Directors of the Company are disqualified under Section 164 of the Companies Act, 2013.</p>	Yes	The Listed Entity has provided the required confirmation on the same and reliance has been placed on the same.
5.	<p><u>To examine details related to Subsidiaries of listed entities</u></p> <p>(a) Identification of material subsidiary companies</p> <p>(b) Requirements with respect to disclosure of material as well as other subsidiaries.</p>	Yes	None
6.	<p><u>Preservation of Documents:</u> The Listed Entity is preserving and maintaining records as prescribed under the SEBI Regulations and disposal of records as per Policy of Preservation of Documents and Archival policy prescribed under SEBI LODR Regulations, 2015.</p>	Yes	None
7.	<p><u>Performance Evaluation:</u> The Listed Entity has conducted performance evaluation of the Board, Independent Directors and the Committees at the start of every financial year as prescribed in SEBI Regulations.</p>	Yes	None

8.	<p><u>Related Party Transactions:</u> (a) The Listed Entity has obtained prior approval of Audit Committee for all Related Party Transactions. (b) In case no prior approval obtained, the listed entity shall provide detailed reasons along with confirmation whether the transactions were subsequently approved/ratified/rejected by the Audit Committee.</p>	Yes	None
9.	<p><u>Disclosure of events or information:</u> The Listed Entity has provided all the required disclosure(s) under Regulation 30 along with Schedule III of SEBI LODR Regulations, 2015 within the time limits prescribed thereunder.</p>	Yes	None
10.	<p><u>Prohibition of Insider Trading</u> The Listed Entity is in compliance with Regulation 3(5) &amp; 3(6) SEBI (Prohibition of Insider Trading) Regulations, 2015.</p>	Yes	None (*)
11.	<p><u>Actions taken by SEBI or Stock Exchange(s), if any:</u></p>	Yes	No Actions were taken against the listed entity, its promoters/ Directors/ subsidiaries either by SEBI or by Stock Exchanges under SEBI Regulations and circulars/ guidelines issued thereunder.
12.	<p><u>Additional Non-compliances, if any:</u> No any additional non-compliance observed for all SEBI Regulations / Circulars / Guidance Note etc.</p>	NA	No non-compliance has been observed during the Review Period .

(\*) The Listed entity has submitted the Compliance Certificate to Stock Exchange with respect to maintenance of Structured Digital Database pursuant to Regulations 3(5) and 3(6) of SEBI (Prohibition of Insider Trading) Regulations, 2015 for the Quarters ended on 30<sup>th</sup> September, 2022, 31<sup>st</sup> December, 2022 and 31<sup>st</sup> March, 2023. Further, we confirm that the listed entity was required to capture 1 (one) event during the Quarter ended 31<sup>st</sup> March, 2023 and it has accordingly captured 1 (one) said required event.

- f) The Listed Entity has taken the following action to comply with the observations made in previous reports:

S r . N o .	Compliance Requirement (Regulations/ circulars / guidelines including specific clause)	Regulation / Circular No.	Deviations	Action taken by	Type of Action	Details of Violation	Fine Amount	Observations/ Remarks of the Practicing Company Secretary	Management Response	Remarks
NIL										

We have followed such practices and process as we considered appropriate to obtain reasonable assurance about the correctness of the contents of the records as maintained by the Listed Entity.

We have also examined the compliance procedures followed by the Listed Entity. We believe that the processes and practices we followed, provide a reasonable basis for our opinion.

We have obtained the management's representation about the compliance of laws, rules and regulations and happening of significant events, wherever required.

Our Report is neither an assurance as to the future viability of the Listed Entity nor of the efficacy or effectiveness with which the Management has conducted the affairs of the Listed Entity.

Date: 29.05.2023  
Place: Mumbai

For BNP & Associate  
Company Secretaries  
Firm Registration. No: P2014MH037400  
PR. No: 637/2019



A handwritten signature in blue ink, appearing to read "Kalidas Ramaswami".

Kalidas Ramaswami  
Partner  
FCS No: 2440 / C P No: 22856  
UDIN: F002440E000390608