



**Hind Aluminium Industries Limited**

CIN:L28920MH1987PLC043472

Registered Office: B-1, Tulsi Vihar Dr. A.B. Road, Worli Naka, Mumbai-400018

Telephone: 022-40457100 Fax: 022-24936888; e-mail:hind@associatedgroup.com

website: www.associatedgroup-investors.com

**NOTICE OF THE 37th ANNUAL GENERAL MEETING**

Notice is hereby given that the 37th Annual General Meeting of Hind Aluminium Industries Limited will be held on Thursday, 22nd August, 2024 at 12.30 pm. IST through Video Conferencing ("VC") / Other Audio-Visual Means ("OAVM") to transact the following business:

**ORDINARY BUSINESS:**

1. To consider and adopt (a) the Audited Standalone Financial Statements of the Company for the financial year ended March 31, 2024, together with the Reports of the Board of Directors and Auditors thereon; and (b) the Audited Consolidated Financial Statements of the Company for the financial year ended March 31, 2024, together with the Reports of the Auditors thereon and, in this regard, to consider and if thought fit, to pass, the following resolutions as Ordinary Resolutions:
  - a) **"RESOLVED THAT** the audited standalone financial statements of the Company for the financial year ended March 31, 2024 and the reports of the Board of Directors and Auditors thereon, as circulated to the Members, be and are hereby considered and adopted."
  - b) **"RESOLVED THAT** the audited consolidated financial statements of the Company for the financial year ended March 31, 2024 and the report of Auditors thereon, as circulated to the Members, be and are hereby considered and adopted."
2. To appoint Shri Lalit Kumar Daga (DIN: 00089905) who retires by rotation as a Director and in this regard to consider and if thought fit, to pass, the following resolution as an Ordinary Resolution:

**"RESOLVED THAT** in accordance with the provisions of Section 152 and other applicable provisions of the Companies Act, 2013, Shri Lalit Kumar Daga (DIN: 00089905), who retires by rotation at this meeting, be and is hereby appointed as a Director of the Company."

**SPECIAL BUSINESS:**

3. To re-appoint Shri Shailesh Daga (DIN: 00074225), as the Managing Director of the Company, and in this regard, to consider and if thought fit, to pass, with or without modification(s) the following resolution as a Special Resolution:

**"RESOLVED THAT** pursuant to the decision of the Board of Directors of the Company upon recommendation of the Nomination & Remuneration Committee and in accordance with the provisions of sections 197, 198 & 203 read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modifications or re-enactment(s) thereof for the time being in force) the members of the Company hereby approves the appointment of Shri Shailesh Daga as the Managing Director of the Company for the tenure of 3 years with effect from 01st June, 2024 on the following remuneration and terms and conditions:

- A) Tenure: From 1st June, 2024 to 31st May, 2027
- B) Remuneration: Up to Rs. 10,00,000/- per month
- C) Perquisites & Allowances:

- a. In addition to the salary & commission payable if any, the Managing Director shall also be entitled to perquisites and allowances like accommodation (furnished or otherwise) or house rent allowance in lieu thereof; house maintenance allowance, together with reimbursement of expenses or allowance for utilities such as gas, electricity, water, furnishings and repairs, medical reimbursement, club fees and leave travel concession, for himself and his family, medical insurance or and such other perquisites and allowances in accordance with the Rules of the Company or as may be agreed to by the Board of Directors.
- b. Provision for use of the Company's car for official duties and telephone(s) including cellular phone(s) & internet at residence (including payment for local calls and long distance official calls) shall not be included in the computation of perquisites.

## HIND ALUMINIUM INDUSTRIES LTD.

- c. Company's contribution to Provident Fund and Superannuation or Annuity Fund, to the extent these either singly or together are not taxable under the Income-tax Act, gratuity payable at a rate not exceeding half a month salary for each completed year of service and encashment of leave at the end of the tenure, shall not be included in the computation of ceiling on remuneration specified paragraph 1 Section IV of Part II of Schedule V of the Companies Act.

**RESOLVED FURTHER THAT** in the event of inadequacy or absence of profits during the term of his appointment, Shri Shailesh Daga shall be entitled to such remuneration, which shall be governed by the limits prescribed under Section II of Part II of Schedule V of the Companies Act, 2013.

**RESOLVED FURTHER THAT** the approval of the Members to the re-appointment of Shri Shailesh Daga in terms of this resolution shall be deemed to be their approval in terms of Regulation 17(1D) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 for his continuation as a director of the Company.

**RESOLVED FURTHER THAT** the Board be and is hereby authorised to do all such acts and take all such steps as may be deemed necessary, proper or expedient to give effect to this resolution."

4. To consider and, if thought fit, approve with or without modification(s), the following resolution as an Ordinary Resolution:

**"RESOLVED THAT** in accordance with the provisions of Sections 152, 196, 203 and any other applicable provisions of the Companies Act, 2013 and the applicable Rules made thereunder, including any amendment(s), statutory modification(s) and / or re-enactment thereof, approval of the Members of the Company be and is hereby granted to Shri Shailesh Daga (DIN: 00074225), Managing Director to categorize him as a Director liable to retire by rotation.

**RESOLVED FURTHER THAT** the Board of Directors of the Company be and is hereby severally authorised to do all such acts, deeds, matters or things and take such steps as may be deemed necessary, expedient or desirable in this regard."

5. To re-appoint Smt. Kiran Mundhra as an Independent Director and in this regard, to consider and if thought fit, to pass with or without modification(s) the following resolution as a Special Resolution:

**"RESOLVED THAT** pursuant to the provisions of Section 149 and 152 read with Schedule IV and other applicable provisions, if any of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 and the applicable provisions of the Securities and Exchange of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), and based on the recommendation of the Nomination and Remuneration Committee and the Board of Directors, Smt. Kiran Mundhra (DIN: 07059160), who was appointed as an Independent Director and who has completed First term of 5 years as an Independent Director of the Company and being eligible, be and is hereby re-appointed as an Independent Director of the Company, not liable to retire by rotation and to hold office for a second term of 5(five) consecutive years i.e up to May 31, 2029.

**RESOLVED FURTHER THAT** the Board of Directors of the Company be and are hereby severally authorised to do all acts, deeds, matters or things and take such steps as may be necessary, expedient or desirable in this regard."

6. To appoint Shri Ambarish Daga as an Independent Director and in this regard, to consider and if thought fit, to pass with or without modification(s) the following resolution as a Special Resolution:

**"RESOLVED THAT** pursuant to the provisions of Section 149 and 152 read with Schedule IV and other applicable provisions, if any of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 and the applicable provisions of the Securities and Exchange of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), Shri Ambarish Daga (DIN : 00897867), who was appointed as an Additional Independent Director of the company with effect from May 30, 2024 by Board of Directors and who holds the office upto the date of this Annual General Meeting of the Company, be and is hereby appointed as an Independent Director of the Company, not liable to retire by rotation and to hold office for a term of 5(five) consecutive years i.e up to 29th May, 2029.

**RESOLVED FURTHER** that the Board of Directors of the Company be and are hereby severally authorised to do all acts, deeds, matters or things and take such steps as may be necessary, expedient or desirable in this regard."

By order of the Board of Directors

**Ankita Vishwakarma**  
Company Secretary

Place: Mumbai  
Date: 04.07.2024

**NOTES FOR MEMBERS' ATTENTION**

1. An Explanatory Statement pursuant to Section 102 (1) of the Companies Act, 2013("the Act"), relating to the Special Business to be transacted at the Annual General Meeting ("Meeting") is annexed hereto.
2. Pursuant to the Ministry of Corporate Affairs ("MCA") has vide its General Circular Nos. 14/2020 dated April 8, 2020 and 17/2020 dated April 13, 2020, in relation to "Clarification on passing of ordinary and special resolutions by companies under the Act and the Rules made thereunder on account of the threat posed by Covid-19", General Circular Nos. 20/2020 dated May 5, 2020, General Circular Nos. 10/2022 dated December 28, 2022 and subsequent circulars issued in this regard, the latest being 09/2023 dated September 25, 2023 in relation to "Clarification on holding of annual general meeting (AGM) through Video Conferencing (VC) or Other Audio Visual Means (OAVM)", (collectively referred to as "MCA Circulars") permitted the holding of the Annual General Meeting ("AGM") through VC/OAVM, without the physical presence of the Members at a common venue. In compliance with the MCA Circulars, the AGM of the Company is being held through VC /OAVM.
3. Regulations 36(3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations") and Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India, in respect of Director seeking appointment/re-appointment at this AGM is annexed.
4. Pursuant to the provisions of the Act, a member entitled to attend and vote at the AGM is entitled to appoint a proxy to attend and vote on his/her behalf and the proxy need not be a member of the company. Since this AGM is being held pursuant to the MCA circulars and SEBI circulars through VC/OAVM, physical attendance of members has been dispensed with. Accordingly, the facility for appointment of proxies by the members will not be available for this AGM and hence the proxy form, attendance slip and route map of AGM are not annexed to this notice.
5. Institutional/Corporate Shareholders (i.e. other than individuals/HUF, NRI, etc.) are required to send a scanned copy (PDF/ JPG Format) of its Board or governing body Resolution/Authorization etc., authorizing its representative to attend the AGM through VC / OAVM on its behalf and to vote through remote e-voting. The said Resolution/Authorization shall be sent to the Scrutinizer by email through its registered email address to [csindelin@yahoo.com](mailto:csindelin@yahoo.com) with a copy marked to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).
6. The Register of Members and Share Transfer Books of the Company will be closed from 21st day of August, 2024 to 22nd day of August, 2024 (both days inclusive).
7. Members seeking any information with regard to the accounts or any matter to be placed at the AGM, are requested to write to the Company on or before 15th August, 2024 through email; [ankita@associatedgroup.com](mailto:ankita@associatedgroup.com) The same will be replied by the Company suitably.
8. Members may please note that SEBI vide its Circular No. SEBI/HO/MIRSD/MIRSD\_RTAMB/P/CIR/2022/8 dated January 25, 2022 has mandated the listed companies to issue securities in dematerialized form only while processing service requests viz. issue of duplicate securities certificate; claim from unclaimed suspense account; renewal/ exchange of securities certificate; endorsement; sub-division/splitting of securities certificate; consolidation of securities certificates/folios; transmission and transposition. Accordingly, Members are requested to make service requests by submitting a duly filled and signed Form ISR – 4, the format of which is available on the Company's website at [www.associatedgroup-investors.com](http://www.associatedgroup-investors.com) and on the website of the Company's Registrar and Transfer Agents, Bigshare Services Private Limited (BSPL) at <https://www.bigshareonline.com>. It may be noted that any service request can be processed only after the folio is KYC Compliant.
9. SEBI vide its notification dated January 24, 2022 has mandated that all requests for transfer of securities including transmission and transposition requests shall be processed only in dematerialized form. In view of the same and to eliminate all risks associated with physical shares and avail various benefits of dematerialisation, Members are advised to dematerialise the shares held by them in physical form. Members can contact the Company or BSPL, for assistance in this regard.
10. Members holding shares in physical form, in identical order of names, in more than one folio are requested to send to the Company or BSPL, the details of such folios together with the share certificates along with the requisite KYC Documents for consolidating their holdings in one folio. Requests for consolidation of share certificates shall be processed in dematerialized form.
11. As per the provisions of Section 72 of the Act, the facility for making nomination is available for the Members in respect of the shares held by them. Members who have not yet registered their nomination are requested to register the same by submitting Form No. SH-13. The said form can be downloaded from the Company's website. Members holding shares in physical form may submit the same to BSPL or to the Company. Members holding shares in electronic form may submit the same to their respective depository participant.
12. In case of joint holders, the Member whose name appears as the first holder in the order of names as per the Register of Members of the Company will be entitled to vote at the AGM.
13. In compliance with the aforesaid MCA Circulars and SEBI Circulars, Notice of the AGM along with the Annual Report 2023-24 is being sent only through electronic mode to those Members whose email addresses are registered with the Company/ Depositories. Members may note that the Notice and Annual Report 2023-24 will also be available on the Company's website [www.associatedgroup-investors.com](http://www.associatedgroup-investors.com), websites of the Stock Exchanges i.e. BSE Limited at [www.bseindia.com](http://www.bseindia.com) and on the website of CDSL at [www.evotingindia.com](http://www.evotingindia.com).

## HIND ALUMINIUM INDUSTRIES LTD.

### 14. Transfer of Unclaimed Dividend Amounts to the Investor Education and Protection Fund (IEPF):

Pursuant to applicable provisions of the Act read with the Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016 (hereinafter referred to as "IEPF Rules"), (including any statutory modification(s) and or re-enactment(s) thereof for the time being in force), all unpaid or unclaimed dividends are required to be transferred by the Company to the IEPF established by the Central Government, after completion of 7 (seven) years. Further, according to the said IEPF Rules, shares in respect of which dividend has not been claimed by the shareholders for 7 (seven) consecutive years or more shall also be transferred to the demat account of the IEPF Authority.

During the financial year 2023 – 24, the Company has transferred to the IEPF, the following unclaimed dividends and shares of the shareholders whose dividend had remained outstanding for a period of 7 years:

<b>Dividend declared in the financial year</b>	<b>Unclaimed Dividend amount transferred (in Rs.)</b>	<b>Unclaimed Dividend shares transferred</b>
2015-2016	₹ 148,301	6510

15. In compliance with the aforesaid MCA Circulars and SEBI Circulars, Notice of the AGM along with the Annual Report 2023-24 is being sent only through electronic mode to those Members whose email addresses are registered with the Company/ Depositories. Members may note that the Notice and Annual Report 2023-24 will also be available on the Company's website [www.associatedgroup-investors.com](http://www.associatedgroup-investors.com), websites of the Stock Exchanges i.e. BSE Limited at [www.bseindia.com](http://www.bseindia.com) and on the website of CDSL at [www.evotingindia.com](http://www.evotingindia.com).
16. Members attending the AGM through VC / OAVM shall be counted for the purpose of reckoning the quorum under Section 103 of the Act.
17. The board of directors has appointed CS Arun Dash of M/s. Arun Dash & Associates, Practicing Company Secretaries (Membership No. F9765) as the Scrutinizer to scrutinize the voting at the meeting and remote e-voting process in a fair and transparent manner.
18. To support the 'Green Initiative', Members who have not yet registered their email addresses are requested to register the same with their DPs in case the shares are held by them in electronic form and with Company in case the shares are held by them in physical form.
19. The Register of Directors and Key Managerial Personnel and their shareholding maintained under Section 170 of the Act, the Register of Contracts or arrangements on which the directors are interested under Section 189 of the Act will be available electronically for inspection during the AGM. For inspection, the Shareholders may contact the Company Secretary at [ankita@associatedgroup.com](mailto:ankita@associatedgroup.com) at least 5 days before the date of the AGM.

### 20. Bigshare I-Vote E-Voting System and intructions of shareholders for Remote E-Voting are as under:

- i. The voting period begins on <19.08.2024 at 10:00 A.M.> and ends on <21.08.2024 at 05:00 P.M.>. During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of <15.08.2024> may cast their vote electronically. The e-voting module shall be disabled by Bigshare for voting thereafter.
- ii. Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.
- iii. Pursuant to SEBI Circular No. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 09.12.2020, under Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, listed entities are required to provide remote e-voting facility to its shareholders, in respect of all shareholders' resolutions. However, it has been observed that the participation by the public non-institutional shareholders/retail shareholders is at a negligible level.

Currently, there are multiple e-voting service providers (ESPs) providing e-voting facility to listed entities in India. This necessitates registration on various ESPs and maintenance of multiple user IDs and passwords by the shareholders.

In order to increase the efficiency of the voting process, pursuant to a public consultation, it has been decided to enable e-voting to all the demat account holders, by way of a single login credential, through their demat accounts/ websites of Depositories/ Depository Participants. Demat account holders would be able to cast their vote without having to register again with the ESPs, thereby, not only facilitating seamless authentication but also enhancing ease and convenience of participating in e-voting process.

- iv. In terms of SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

**1. Pursuant to above said SEBI Circular, Login method for e-Voting and joining virtual meetings for Individual shareholders holding securities in Demat mode is given below:**

Type of shareholders	Login Method
Individual Shareholders holding securities in Demat mode with CDSL	<ol style="list-style-type: none"> <li>1) Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi/Easiest is <a href="https://web.cdslindia.com/myeasitoken/home/login">https://web.cdslindia.com/myeasitoken/home/login</a> or visit CDSL website <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login icon &amp; New System Myeasi Tab and then use your existing my easi username &amp; password.</li> <li>2) After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of BIGSHARE the e-Voting service provider and you will be re-directed to i-Vote website for casting your vote during the remote e-Voting period. Additionally, there is also links provided to access the system of all e-Voting Service Providers i.e. BIGSHARE, so that the user can visit the e-Voting service providers' website directly.</li> <li>3) If the user is not registered for Easi/Easiest, option to register is available at <a href="https://web.cdslindia.com/myeasitoken/Registration/EasiRegistration">https://web.cdslindia.com/myeasitoken/Registration/EasiRegistration</a></li> <li>4) Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a link <a href="https://evoting.cdslindia.com/Evoting/EvotingLogin">https://evoting.cdslindia.com/Evoting/EvotingLogin</a> The system will authenticate the user by sending OTP on registered Mobile &amp; Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress, and also able to directly access the system of all e-Voting Service Providers. Click on BIGSHARE and you will be re-directed to i-Vote website for casting your vote during the remote e-voting period.</li> </ol>
Individual Shareholders holding securities in demat mode with NSDL	<ol style="list-style-type: none"> <li>1) If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: <a href="https://eservices.nsd.com">https://eservices.nsd.com</a> either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services. Click on "Access to e-Voting" under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider name BIGSHARE and you will be re-directed to i-Vote website for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting.</li> <li>2) If the user is not registered for IDeAS e-Services, option to register is available at <a href="https://eservices.nsd.com">https://eservices.nsd.com</a>. Select "Register Online for IDeAS" Portal or click at <a href="https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp</a></li> <li>3) Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <a href="https://www.evoting.nsd.com/">https://www.evoting.nsd.com/</a> either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider name BIGSHARE and you will be redirected to i-Vote website for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting</li> </ol>
Individual Shareholders (holding securities in demat mode) login through their Depository Participants	<p>You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. After Successful login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting.</p>

## HIND ALUMINIUM INDUSTRIES LTD.

Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website

Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. CDSL and NSDL

Login type	Helpdesk details
Individual Shareholders holding securities in Demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or contact at toll free No. 1800 22 55 33.
Individual Shareholders holding securities in Demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at <a href="mailto:evoting@nsdl.com">evoting@nsdl.com</a> or call at 022- 48867000.

### 2. Login method for e-Voting for shareholder other than individual shareholders holding shares in Demat mode & physical mode is given below:

- ✓ You are requested to launch the URL on internet browser: <https://ivote.bigshareonline.com>
  - ✓ Click on “LOGIN” button under the ‘INVESTOR LOGIN’ section to Login on E-Voting Platform.
  - ✓ Please enter you ‘USER ID’ (User id description is given below) and ‘PASSWORD’ which is shared separately on your registered email id.
    - Shareholders holding shares in CDSL demat account should enter 16 Digit Beneficiary ID as user id.
    - Shareholders holding shares in NSDL demat account should enter 8 Character DP ID followed by 8 Digit Client ID as user id.
    - Shareholders holding shares in physical form should enter Event No + Folio Number registered with the Company as user id.
- Note If you have not received any user id or password please email from your registered email id or contact i-vote helpdesk team. (Email id and contact number are mentioned in helpdesk section).
- ✓ Click on I AM NOT A ROBOT (CAPTCHA) option and login.

NOTE: If Shareholders are holding shares in demat form and have registered on to e-Voting system of <https://ivote.bigshareonline.com> and/or voted on an earlier event of any company then they can use their existing user id and password to login.
  - ✓ If you have forgotten the password: Click on ‘LOGIN’ under ‘INVESTOR LOGIN’ tab and then Click on ‘Forgot your password?’
  - ✓ Enter “User ID” and “Registered email ID” Click on I AM NOT A ROBOT (CAPTCHA) option and click on ‘Reset’.

(In case a shareholder is having valid email address, Password will be sent to his / her registered e-mail address).

### Voting method for shareholders on i-Vote E-voting portal:

- After successful login, Bigshare E-voting system page will appear.
- Click on “VIEW EVENT DETAILS (CURRENT)” under ‘EVENTS’ option on investor portal.
- Select event for which you are desire to vote under the dropdown option.
- Click on “VOTE NOW” option which is appearing on the right hand side top corner of the page.
- Cast your vote by selecting an appropriate option “IN FAVOUR”, “NOT IN FAVOUR” or “ABSTAIN” and click on “SUBMIT VOTE”. A confirmation box will be displayed. Click “OK” to confirm, else “CANCEL” to modify. Once you confirm, you will not be allowed to modify your vote.
- Once you confirm the vote you will receive confirmation message on display screen and also you will receive an email on your registered email id. During the voting period, members can login any number of times till they have voted on the resolution(s). Once vote on a resolution is casted, it cannot be changed subsequently.
- Shareholder can “CHANGE PASSWORD” or “VIEW/UPDATE PROFILE” under “PROFILE” option on investor portal.

### 3. Custodian registration process for i-Vote E-Voting Website:

- You are requested to launch the URL on internet browser: <https://ivote.bigshareonline.com>
- Click on “REGISTER” under “CUSTODIAN LOGIN”, to register yourself on Bigshare i-Vote e-Voting Platform.



- Enter all required details and submit.
- After Successful registration, message will be displayed with “User id and password will be sent via email on your registered email id”.

NOTE: If Custodian have registered on to e-Voting system of <https://ivote.bigshareonline.com> and/or voted on an earlier event of any company then they can use their existing user id and password to login.

- If you have forgotten the password: Click on ‘LOGIN’ under ‘CUSTODIAN LOGIN’ tab and further Click on ‘Forgot your password?’
- Enter “User ID” and “Registered email ID” Click on I AM NOT A ROBOT (CAPTCHA) option and click on ‘RESET.  
(In case a custodian is having valid email address, Password will be sent to his / her registered e-mail address).

#### **Voting method for Custodian on i-Vote E-voting portal:**

- After successful login, Bigshare E-voting system page will appear.

#### **Investor Mapping:**

- First you need to map the investor with your user ID under “DOCUMENTS” option on custodian portal.
  - Click on “DOCUMENT TYPE” dropdown option and select document type power of attorney (POA).
  - Click on upload document “CHOOSE FILE” and upload power of attorney (POA) or board resolution for respective investor and click on “UPLOAD”.

Note: The power of attorney (POA) or board resolution has to be named as the “InvestorID.pdf” (Mention Demat account number as Investor ID.)

  - Your investor is now mapped and you can check the file status on display.

#### **Investor vote File Upload:**

- To cast your vote select “VOTE FILE UPLOAD” option from left hand side menu on custodian portal.
- Select the Event under dropdown option.
- Download sample voting file and enter relevant details as required and upload the same file under upload document option by clicking on “UPLOAD”. Confirmation message will be displayed on the screen and also you can check the file status on display (Once vote on a resolution is casted, it cannot be changed subsequently).
- Custodian can “CHANGE PASSWORD” or “VIEW/UPDATE PROFILE” under “PROFILE” option on custodian portal.

#### **Helpdesk for queries regarding e-voting:**

Login type	Helpdesk details
Shareholder’s other than individual shareholders holding shares in Demat mode & Physical mode.	In case shareholders/ investor have any queries regarding E-voting, you may refer the Frequently Asked Questions (‘FAQs’) and i-Vote e-Voting module available at <a href="https://ivote.bigshareonline.com">https://ivote.bigshareonline.com</a> , under download section or you can email us to <a href="mailto:ivote@bigshareonline.com">ivote@bigshareonline.com</a> or call us at: 1800 22 54 22, 022-62638338

#### **4. Procedure for joining the AGM/EGM through VC/ OAVM:**

##### **For shareholder other than individual shareholders holding shares in Demat mode & physical mode is given below:**

- The Members may attend the AGM through VC/ OAVM at <https://ivote.bigshareonline.com> under Investor login by using the e-voting credentials (i.e., User ID and Password).
- After successful login, Bigshare E-voting system page will appear.
- Click on “VIEW EVENT DETAILS (CURRENT)” under ‘EVENTS’ option on investor portal.
- Select event for which you are desire to attend the AGM/EGM under the dropdown option.
- For joining virtual meeting, you need to click on “VC/OAVM” link placed beside of “VIDEO CONFERENCE LINK” option.
- Members attending the AGM/EGM through VC/ OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Act.

## HIND ALUMINIUM INDUSTRIES LTD.

### **The instructions for Members for e-voting on the day of the AGM/EGM are as under: -**

- The Members can join the AGM/EGM in the VC/ OAVM mode 15 minutes before the scheduled time of the commencement of the meeting. The procedure for e-voting on the day of the AGM/EGM is same as the instructions mentioned above for remote e-voting.
- Only those members/shareholders, who will be present in the AGM/EGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system in the AGM/EGM.
- Members who have voted through Remote e-Voting will be eligible to attend the AGM/EGM. However, they will not be eligible to vote at the AGM/EGM.

### **Helpdesk for queries regarding virtual meeting:**

In case shareholders/ investor have any queries regarding virtual meeting, you may refer the Frequently Asked Questions ('FAQs') available at <https://ivote.bigshareonline.com>, under download section or you can email us to [ivote@bigshareonline.com](mailto:ivote@bigshareonline.com) or call us at: 1800 22 54 22, 022-62638338

By order of the Board of Directors

**Ankita Vishwakarma**  
**Company Secretary**

Place: Mumbai  
Date: 04.07.2024



**Statement / Explanatory Statement pursuant to Section 102(1) of the Companies Act, 2013 and additional information as required under the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Circulars issued thereunder**

The following statement sets out all material facts relating to the Special Business mentioned in the accompanying Notice.

**Item No. 3**

The Board of Directors of the Company ("Board"), at its meeting held on May 30, 2024 has, subject to the approval of Members, re-appointed Shri Shailesh Daga as the Managing Director of the Company for a period of Three (3) years i.e., from June 01, 2024 to May 31, 2027.

Shri Shailesh Daga is a Commerce Graduate from Mumbai University and Master in Business Administration from Bond University, Australia. He has over 35 years of experience in the Aluminium Industries and under his leadership the Company has handled the challenges successfully. He is the son of Shri Lalit Kumar Daga, Chairman/Director of the Company. The additional disclosures as required under Clause B (iv) of part II of Schedule V of the Act is given in the annexure to the notice.

The Board commends the Resolution at item No. 3 for approval by the Members.

None of the Directors or Key Managerial Person (KMP) of the Company or relative of directors and KMP except Shri Lalit Kumar Daga & Shri Shailesh Daga is/are, in any way, financially or otherwise concerned or interested in the resolution set out at Item No. 3 of the notice.

**Item No. 4**

Shri Shailesh Daga designated as the Managing Director of the Company by the Board w.e.f. 01.06.2024. To fulfil the requirement of Section 152 and other applicable provisions of Companies Act, 2013, he is categorized as a Director liable to retire by rotation.

None of the Directors or Key Managerial Person (KMP) of the Company or relative of directors and KMP except Shri Lalit Kumar Daga & Shri Shailesh Daga is/are, in any way, financially or otherwise concerned or interested in the resolution set out at Item No. 4 of the notice.

**Item No. 5**

The Nomination and Remuneration Committee of the Board of Directors, on the basis of the report of performance evaluation, has recommended re-appointment of Smt. Kiran Mundhra as an Independent Directors for a second term of 5 (five) consecutive years on the Board of the Company. The Board, based on the performance evaluation and as per the recommendation of the Nomination and Remuneration Committee, considers that, given her background and experience and contributions made by her during her tenure, the continued association of Smt. Kiran Mundhra would be beneficial to the Company and it is desirable to continue to avail her services as an Independent Director. Accordingly, it is proposed to re-appoint Smt. Kiran Mundhra as an Independent Director.

The Company has received declaration from Smt. Kiran Mundhra to the effect that she meets the criteria of independence as provided in Section 149(6) of the Act read with the Rules framed thereunder and Regulation 16(1)(b) of the Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulation, 2015("SEBI Listing Regulation").

Smt. Kiran Mundhra has expertise and business experience in electrical sector, finance and administration.

None of the Directors and Key Managerial Personnel of the Company or their relatives except Smt. Kiran Mundhra is, in any way, concerned or interested, financially or otherwise, in the resolution set out at Item No. 5 of the Notice. The Directors recommend the aforesaid Resolution for the approval by the Members as a Special Resolution.

**Item No. 6**

The Board of Directors at its meeting held on 30.05.2024 and based on the recommendations of the Nomination & Remuneration Committee, appointed Shri Ambarish Daga (DIN: 00897867), as an Additional Independent Director in terms of Section 149, 152, 161 Schedule IV and other applicable provisions, if any, of the Act read with Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactments(s) thereof for the time being force), to hold office for a period of 5 (five) consecutive years, not liable to retire by rotation, subject to the approval of the shareholders at the ensuing Annual General Meeting. The Company has received a declaration from Shri Ambarish Daga confirming that he meets the criteria of independency as prescribed under Companies Act, 2013 and Listing Regulations. He also confirmed that he is not disqualified from being appointed as a Director in terms of Section 164 of the Act and also given his consent to act as a Director.

Shri Ambarish Daga is a Chartered Accountant and have rich business experience and expertise in Taxation, Finance and accounts for more than 35 Years.

None of the Directors and Key Managerial Personnel of the Company or their relatives except Shri Ambarish Daga is, in any way, concerned or interested, financially or otherwise, in the resolution set out at Item No. 6 of the Notice. The Directors recommend the aforesaid Resolution for the approval by the Members as a Special Resolution.

# HIND ALUMINIUM INDUSTRIES LTD.

## Annexure to the Notice dated 4th July, 2024

### Disclosures regarding retiring by Rotation / Seeking Appointment / Re-Appointment of Directors as required under Regulation 26 and Regulation 36 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015:

<b>Name of Director</b>	<b>Shri Shailesh Daga</b>
Brief Resume and Expertise in specific Functional area	Shri Shailesh Daga is a Commerce Graduate from Mumbai University and Master in Business Administration from Bond University, Australia. He has over 35 years of experience in the Aluminium Industries and under his leadership the Company has handled the challenges successfully.
Date of Birth and age	19.03.1968 (56 years)
Designation and Category of Director	Managing Director (Executive)
Date of appointment	01/06/2021
Qualifications	Commerce Graduate from Mumbai University and Master in Business Administration from Bond University, Australia
Number of meetings of the Board attended during the FY 2023-24	4
Terms and conditions of re-appointment	As per the resolution at Item No. 3 of the Notice convening this Meeting read with explanatory statement thereto, he is proposed to be re-appointed as the Managing Director
Listed Entities from which he has resigned as Director in past 3 years	NIL
Remuneration last drawn	Rs. 45.00 Lakh
No. of shares held as on 31st March, 2024 in the Company (either by himself or on a beneficial basis):	2,50,982
Relationship with other directors and Key Managerial Personnel	Shri Shailesh Daga is son of Shri Lalit Kumar Daga, Non-Executive - Non Independent Director, Chairperson of the Company
Listed entities (other than the Hind Aluminium Industries Limited) in which he holds directorship and committee membership	NIL

#### Additional Details as required under Clause B (iv) of part II of Schedule V of the Act

I. General information:	<ol style="list-style-type: none"> <li>(1) Nature of industry: Aluminium (Manufacture and sale of conductors)</li> <li>(2) Date or expected date of commencement of commercial production- 12/05/1987</li> <li>(3) In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus-NA</li> <li>(4) Financial performance based on given indicators-NA</li> <li>(5) Foreign investments or collaborations, if any-NA</li> </ol>
II. Information about the appointee:	<ol style="list-style-type: none"> <li>(1) Background details: Shri Shailesh Daga is a Commerce Graduate from Mumbai University and Master in Business Administration from Bond University, Australia. He has over 35 years of experience in the Aluminium Industries</li> <li>(2) Past remuneration - Upto Rs. 3,75,000 p.m.</li> <li>(3) Job profile and his suitability / Recognition or awards- He has over 35 years of experience in the Aluminium Industries and under his leadership the Company has handled the challenges successfully.</li> <li>(4) Remuneration proposed - Upto Rs. 10,00,000 p.m.</li> <li>(5) Comparative remuneration profile with respect to industry size of the company, profile of the position and person (in case of expatriates the relevant details would be with respect to the country of his origin)- Taking into consideration the size of the Company, the profile of Shri Shailesh Daga, the responsibilities shouldered by him and the industry benchmarks, the revised remuneration proposed to be paid is commensurate with the remuneration packages paid to similar senior level counterpart(s) in other companies</li> <li>(6) Pecuniary relationship directly or indirectly with the company, or relationship with the managerial personnel or other director, if any.- No other Pecuniary relationship apart from receiving Managerial Remuneration as Managing Director.</li> </ol>

III. Other information:	<p>(1) Reasons of loss or inadequate profits- Company is in process to recover from the post Covid consequences.</p> <p>(2) Steps taken or proposed to be taken for improvement- Company is in process to come to its position back.</p> <p>(3) Expected increase in productivity and profits in measurable terms- Returns are expected better than previous years'</p>
-------------------------	---

<b>Name of Director</b>	<b>Smt. Kiran Mundhra</b>
Brief Resume and Expertise in specific Functional area	Smt. Kiran Mundhra has expertise and business experience in electrical sector, finance and administration.
Date of Birth and age	29.08.1956 (67 Years)
Designation and Category of Director	Non-Executive - Independent Director
Date of appointment	29/11/2018
Qualifications	Diploma
Number of meetings of the Board attended during the FY 2023-24	4
Terms and conditions of re-appointment	As per the resolution at Item No. 5 of the Notice convening this Meeting read with explanatory statement thereto, she is proposed to be re-appointed as the Independent Director
Listed Entities from which he has resigned as Director in past 3 years	NIL
Remuneration last drawn	NIL
No. of shares held as on 31st March, 2024 in the Company (either by himself or on a beneficial basis):	NIL
Listed entities (other than the Hind Aluminium Industries Limited) in which he holds directorship and committee membership	NIL
The skills and capabilities required for the role and the manner in which the proposed person meets such requirements	Rich experience in electrical sector, finance and administration

<b>Name of Director</b>	<b>Shri. Ambarish Daga</b>
Brief Resume and Expertise in specific Functional area	Shri Ambarish Daga is a Chartered Accountant and have rich business experience and expertise in Taxation, Finance and accounts for more than 35 Years.
Date of Birth and age	04.01.1966 (58 Years)
Designation and Category of Director	Non-Executive - Independent Director
Date of appointment	30/05/2024
Qualifications	Graduate and Chartered Accountant
Number of meetings of the Board attended during the FY 2023-24	-
Terms and conditions of Appointment	As per the resolution at Item No.6 of the Notice convening this Meeting read with explanatory statement thereto, he is proposed to be re-appointed as the Independent Director
Listed Entities from which he has resigned as Director in past 3 years	NIL
Remuneration last drawn	NIL
No. of shares held as on 31st March, 2024 in the Company (either by himself or on a beneficial basis):	NIL
Relationship with other directors and Key Managerial Personnel	NIL
Listed entities (other than the Hind Aluminium Industries Limited) in which he holds directorship and committee membership	NIL
The skills and capabilities required for the role and the manner in which the proposed person meets such requirements	Expertise in Taxation, Finance and accounts for more than 35 Years.

By order of the Board of Directors

**Ankita Vishwakarma**  
Company Secretary

Place: Mumbai  
Date: 04.07.2024