



HINDALCO-ALMEX AEROSPACE LIMITED

CIN NO: U27203MH2007PLC166651

Registered Office: Ahura Centre, 1st floor, "B" Wing, Mahakali Caves Road, Mumbai 400 093
website:www.hindalcoalmex.com Tel: (022)66626666 Fax: (022)24227586/24362516

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT the Sixteenth Annual General Meeting of the members of Hindalco-Almex Aerospace Limited will be held on Wednesday, 28th September, 2022 at 12.30 p.m (IST) through Video Conferencing (VC) or Other Audio Visual Means (OAVM) to transact the business as mentioned below. The venue of the meeting shall be deemed to be the Registered Office of the Company:

Ordinary Business:

1. To receive, consider and adopt the Audited financial statements for the year ended 31st March, 2022 together with the Reports of the Directors and the Auditors thereon.
2. To re-appoint a Director in place of Mr. Samik Basu (DIN 07636225), who retires from office by rotation and being eligible, offers himself for reappointment.
3. To consider and if thought fit, to pass the following resolution as an Ordinary Resolution:

“RESOLVED THAT pursuant to the provisions of Sections 139, 142 and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), and pursuant to recommendation of Audit committee and Board of Directors M/s. Singhi & Co. (Registration No. 302049E) Chartered Accountants, be and are hereby re-appointed as Statutory Auditors of the Company to hold office from the conclusion of this Annual General Meeting (“AGM”) till the conclusion of the Twenty First Annual General Meeting to be held in the year 2027, at such remuneration mentioned in the explanatory statement.

RESOLVED FURTHER THAT the Board of Directors be and is hereby authorised to do all such acts, deeds, matters and things as may be considered necessary, desirable and expedient to give effect to this Resolution.”

Special Business:

4. To appoint Mr. Sandip Roy (DIN 09707676) who was appointed as an Additional Director, Director of the Company liable to retire by rotation, to consider and if thought fit to pass the following resolution, which will be proposed as an Ordinary resolution:

“RESOLVED THAT pursuant to the provisions of Articles of Association and all the other applicable provisions of Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), the appointment of Mr. Sandip Kumar Roy (DIN: 09707676),



who was appointed an Additional Director of the Company with effect from 26th July, 2022 by the Board of Directors and who holds office up to the date of this Annual General Meeting of the Company under Section 161(1) of the Companies Act, 2013 (the Act) but who is eligible for appointment and in respect of whom the Company has received a notice in writing under Section 160(1) of the Act from a Member proposing his candidature for the office of Director, be and is hereby appointed a Director of the Company .”

By order of the Board
For Hindalco-Almex Aerospace Limited

Place: Mumbai
Date: 26th July, 2022

Sd/-
Sayali Patkar
Company Secretary



ANNEXURE TO THE NOTICE:

Explanatory Statement pursuant to the provisions of Section 102 of the Companies Act, 2013.

Item No. 3:

The Members at the Eleventh Annual General Meeting (“AGM”) of the Company held on 29th August, 2017, had approved the appointment of M/s Singhi & Co., Chartered Accountants (Registration No. 302049E) as Statutory Auditors of the Company, to hold office till the conclusion of the Sixteenth Annual General Meeting of the Company. After evaluating and considering various factors such as industry experience, competency of the audit team, efficiency in conduct of audit, independence etc., the Board of Directors of the Company has, based on the recommendation of the Audit Committee, at its meeting held on 26th July, 2022, proposed the re-appointment of M/s Singhi & Co. Chartered Accountants (Registration No. 302049E), as the Statutory Auditors of the Company, for a term of five consecutive years from the conclusion of Sixteenth Annual General Meeting till the conclusion of Twenty First Annual General Meeting of the Company to be held in the year 2027, at a remuneration as may be mutually agreed between the Company and Statutory Auditors. The Board of Directors on the basis recommendation of the Audit Committee and subject to approval of the members of the Company, has approved annual remuneration of Rs.17 Lacs for Financial Year 2022-23 with a 10% increase in audit fees every two years. Certifications and other services, if any, will be paid extra, on the basis of the work performed by the said statutory auditor. M/s Singhi & Co have consented to their appointment as Statutory Auditors and have confirmed that if appointed, their appointment will be in accordance with Section 139 read with Section 141 of the Act.

The Board recommends the Ordinary Resolution set out at Item No. 3 of the Notice for approval by the Members.

None of the Directors and Key Managerial Personnel of the Company or their relatives is, in any way, concerned or interested in the Resolution set out at Item No. 3 of the Notice.

Item No.4:

Mr. Sandip Kumar Roy was appointed as an Additional Director of the Company with effect from 26th July, 2022, by the Board of Directors under Section 161 of the Act. In terms of Section 161(1) of the Act, Mr. Sandip Kumar Roy holds office only up to the date of the forthcoming Annual General Meeting but is eligible for appointment as a Director. A notice under Section 160(1) of the Act has been received from a Member signifying its intention to propose Mr. Roy’s appointment as a Director.

Mr. Sandip Kumar Roy joined the holding Company: Hindalco Industries Limited in 1991 at Belur Plant in Maintenance Department. He worked at Maintenance Department for 8 years and was then Head of Production Department for 4 years. He was then transferred to Taloja Unit as



Head of Production Planning and Logistics. Till 2008 he led Operation department of Taloja including Maintenance and planning and further was appointed as Taloja Plant Head.

In October, 2009, he was transferred to Hiralud FRP as head of Hiralud Green field project. In his guidance, Hindalco successfully commissioned Hiralud FRP plant and he worked as Plant head till 2018. From 2018 he is the head of strategic Projects of Downstream which includes a green field Extrusion Project at Silvassa, A Billet Casting machine at Renukoot, one Foil Mill at Mouda and 170 KTPA expansion at Hiralud. Since June 2022, he is leading as head of Manufacturing of FRP and Foils which includes plants of Belur , Mouda, Renukoot, Taloja and Hiralud FRP.

Considering the vast experience of Mr. Sandip Kumar Roy, the Board has proposed his appointment as a Director.

Save and except Mr. Sandip Kumar Roy and his relatives, none of the other Directors/Key Managerial Personnel of the Company or their relatives is, in any way, concerned or interested, financially or otherwise, in the resolution.



NOTES:

1. In view of the continuing Covid-19 pandemic, the Ministry of Corporate Affairs (“MCA”) has vide its circular dated 05th May, 2020 read with circulars dated 08th April, 2020, 13th April, 2020, 13th January, 2021 and 5th May, 2022 (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. In compliance with the provisions of the Companies Act, 2013 (“Act”), and MCA Circulars, the AGM of the Company is being held through VC / OAVM.
2. AGM is being held pursuant to the MCA 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 the AGM and hence the Proxy Form and Attendance Slip are not annexed to this Notice.
3. The Members can join the AGM in the VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the AGM through VC/OAVM will be made available to the members on ‘first come first serve’ basis. This will not include large Shareholders (Shareholders holding 2% or more equity shares), Promoters, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Auditors etc. who are allowed to attend the AGM without restriction on account of ‘first come first serve’ basis.
4. In compliance with the aforesaid MCA Circulars, Notice of the AGM along with the Annual Report 2021-22 is being sent only through electronic mode to those Members whose email addresses are registered with the Company. Members may note that the Notice of AGM will also be available on the Company’s website www.hindalcoalmex.com.
5. Members may note that since the meeting is being held through VC facility, attendance slip is not annexed to the Notice convening the 16th Annual General Meeting.
6. Members attending the AGM through VC / OAVM shall be counted for the purpose of reckoning the quorum under Section 103 of the Act.
7. Since the AGM will be held through VC / OAVM, the Route Map is not annexed in this Notice.
8. The transcript of the meeting will be made available on the Company’s website as soon as it is available.
9. Corporate shareholders intending to send their authorised representative(s) to attend and vote at the AGM to be held through VC facility, are requested to send scanned copy of the relevant Board Resolution/ Authority Letter together with attested specimen signature of the duly authorised representative(s), to email id of the Company i.e. haal@adityabirla.com from the registered email address.