



AM-STOEX GN/08

82-3428

January 14, 2005

SECURITIES AND EXCHANGE COMMISSION
DIVISION OF CORPORATE FINANCE
450 FIFTH STREET,
WASHINGTON D.C. 20549,
UNITED STATES OF AMERICA.
TEL : (022) 942-2800

RECEIVED
2005 JAN 28 A 9:20
OFFICE OF SECRETARY
BOARD OF CORPORATE FINANCE

ATTN:-INTERNATIONAL CORPORATE FINANCE

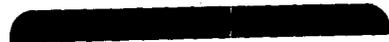
Dear Sir,

SUB: SECRETARIAL AUDIT REPORT

SUPPL

Please find enclosed herewith the *Secretarial Audit Report* issued by the Practising Company Secretary of the Company for the Quarter ended on 31st December, 2004, for your ready reference and record.

Please acknowledge receipt.



05005438

Thanking You,

Yours faithfully,
For Hindalco Industries Limited


ANIL MALIK
Company Secretary

PROCESSED

JAN 28 2005

THOMSON
FINANCIAL



Encl: as above.

HINDALCO INDUSTRIES LIMITED

Regd. Office : Century Bhavan, 3rd Flr., Dr. Annie Besant Road, Worli, Mumbai - 400 025. • Tel.: 462 6666 • Fax: 422 7586 / 436 2516 • Email : ajjhala@worli.hindalco.com

(Ahura Centre, 'B' Wing, 1st Floor, 82- Mahakali Caves Road, Andheri (E), Mumbai-400 093. • Tel.: 691 7000 • Fax: 691 7001 • E-mail : share@hindalco.com)

Works : Po. Renukoot, Pin : 231217, Dist. : Sonbhadra (U.P.) • Tel.: Pipri (05446) 52079 • Fax : (05446) 52107

Ref. No. _____

Date _____

SECRETARIAL AUDIT REPORT

- 1 For Quarter Ended
- 2 ISIN
- 3 Face Value
- 4 Name of the Company
- 5 Registered Office Address
- 6 Correspondence Address
- 7 Telephone & Fax Nos.
- 8 Email address
- 9 Names of the Stock Exchanges where the company's securities are listed:

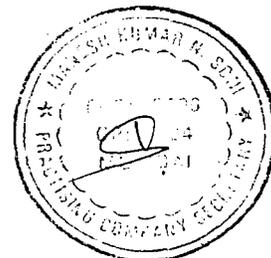
| | Number of Shares | % of Total Issued Cap. |
|---|------------------|------------------------|
| 10 Issued Capital | 9,24,75,275 | 100 |
| 11 Listed Capital (Exchange-wise) (as per company records) | 9,24,75,275 | 100 |
| 12 Held in dematerialised form in CDSL | 69,94,033 | 7.56 |
| 13 Held in dematerialised form in NDSL | 6,97,55,159 | 75.43 |
| 14 Physical | 1,57,26,083 | 17.01 |
| 15 Total No. of shares (12+13+14) | 924,75,275 | |

- 16 Reasons for difference, if any, between (10 & 11), (10 & 15), (11 & 15):

- 17 Certifying the details of changes in share capital during the quarter under consideration as per Table below:

| Particulars* | No. of shares | Applied/ NotApplied for listing | Listed on Stock Exchanges (Specify Names) | whether intimated to NSDL | In-prin. appr. pending for SE (Specify Names) |
|--------------|---------------|---------------------------------|---|---------------------------|---|
| | | | | | |

*Rights, Bonus, Preferential issue, ESOPs, Amalgamation, Conversion, Buyback, Capital Reduction, Forfeiture, Any other (to specify).



18 Reference of the previous quarter with regards to excess dematerialised shares, if any: NIL

19 Has the company resolved the matter mentioned in point no. 19 above in the current quarter ? If not, reason why ?

20 Register of Members is updated (Yes / No)
If not, updated upto which date

21 Mention the total no. of requests, if any confirmed after 21 days and the total no. of requests pending beyond 21 days with the reasons for delay :

| Total No. of demat requests | No. of requests | Shares | Reasons for delay |
|-------------------------------|-----------------|--------|-------------------|
| Confirmed after 21 Days | -- | -- | -- |
| Pending for more than 21 Days | -- | -- | -- |

22 Name, Telephone & fax No. of the Compliance Officer of the Co.

23 Name, Telephone & fax No, Regn. No. of the Auditor.

24 Appointment of common agency for share registry work

THE COMPANY IS HAVING IN-HOUSE CONNECTIVITY FOR BOTH PHYSICAL & DEMAT MODE OF TRANSFERS.

25 Any other detail that the Auditor may like to provide (e.g. BIFR company, delisting from SE, company changed its name etc.)

The Company has got its Shares delisted from Delhi and Chennai Stock Exchanges.



[MAHESH SONI]
PRACTISING COMPANY SECRETARY
FCS : 3706, COP : 2324

MUMBAI
January 12, 2005.