

AM/STOEX-GN/08



July 19, 2008

Securities and Exchange Commission

Attn: International Corporate Finance
Division of Corporate Finance
100 F Street, NE
Washington D C 20549

United States of America

Fax No. 001 202 5513 450
TeL No. 001 202 551 6554

SEC
Mail Processing
Section

JUL 23 2008

Washington, DC
101

**Reg : Hindalco Industries Limited
Rule 12g3-2(b) Exemption file No. 82-3428**

Dear Sir,

SUB : SECRETARIAL AUDIT REPORT

Please find enclosed herewith the Secretarial Audit Report issued by the Practicing Company Secretary of the Company, for the quarter ended **30th June, 2008**.

Please acknowledge receipt.

Thanking you,

Yours faithfully,
For HINDALCO INDUSTRIES LTD

ANIL MALIK
ASST. VICE PRESIDENT & COMPANY SECRETARY

Encl : as above.

SUPL

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HINDALCO INDUSTRIES LIMITED

Ref. No. _____

Date _____

SECRETARIAL AUDIT REPORT

1 For Quarter Ended

30/06/2008

2 ISIN

EQUITY SHARES		PREFERENCE SHARES
INE038A01020	IN9038A01028	INE038A04016
Fully Paid up	Partly Paid up	6% Cumulative Redeemable of Rs. 2/- each

3 Face Value

4 Name of the Company

HINDALCO INDUSTRIES LIMITED

5 Registered Office Address

Century Bhavan, 3rd Floor, Dr A.B. Road, Worli, Mumbai 400 030

6 Correspondence Address

Same as above

7 Telephone & Fax Nos.

Tel: 91-22 6662 6666 Fax: 91-22 2422 7586 / 24362516

8 Email address

amalik@adityabirla.com

9 Names of the Stock Exchanges where the company's securities are listed:

Bombay Stock Exchange Ltd., Mumbai (BSE) AND
National Stock Exchange of India Limited. (NSE)

10 Issued Capital

11 Listed Capital (Exchange-wise)
(as per company records)

	EQUITY SHARS		PREFERENCE SHARES	
	Number of Shares	% of Total Issued Cap.	Number of Preference Shares	% of Total Issued Cap.
	122,71,30,568	100%	2032734	100%
BSE	122,71,30,568	100%	2032734	100%
NSE	122,71,30,519	99.99%	1959558	96.40%

12 Held in dematerialised form in CDSL

9,93,14,826	8.09	83,612	4.11
94,04,51,523	76.64	698323	34.35
18,73,64,219	15.27	1250799	61.54

13 Held in dematerialised form in NSDL

14 Physical

15 Total No. of shares (12+13+14)

122,71,30,568

2,032,734

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

N/A

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

Particulars*	No. of shares	Applied/ Not Applied for listing	Listed on Stock Exchanges (Specify Names)	whether intimated to NSDL	In-prin. appr. pending for SE (Specify Names)
Issued under Merger with INDAL	376	Applied	BSE & NSE	Yes	NA

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

N/A



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. 18 above in the current quarter ? If not, reason why ? NOT APPLICABLE

20 Register of Members is updated (Yes / No) UPDATED
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	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.

Mr. Anil Mallik
Tel: 6662 6666 Fax: 2422 7586.

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

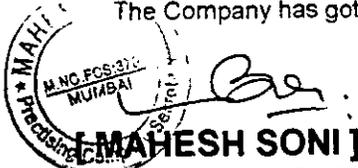
Mr. Mahesh Soni
Tel: 2205 4104, 98202 20451
FCS : 3705, COP : 2324

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, Chennai and Kolkatta Stock Exchanges.



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

MUMBAI
9th July, 2008



July 21, 2008

National Stock Exchange of India Limited
'Exchange Plaza', Bandra Kurla Complex,
Bandra (East), Mumbai- 400 051

Bombay Stock Exchange Limited
P.J. Tower, Dalal Street,
Mumbai 400 001

Attention: Mr. K. Hari (NSE) and Mr. Sanjeev Kumar (BSE)

Dear Sir,

Re: Request for reduction in the notice period for fixing record date for rights offering

We wish to bring to your notice that the current extremely volatile market environment is having an impact on the ability of companies to raise capital from the public markets especially in the case of rights issues primarily on account of the large time gap between pricing and issue closure date. We seek your approval for a contraction in the notice period for fixing the record date from the current requirement of 30 days to 21 days.

On June 20, 2008 the Board of Directors of the Hindalco Industries Limited ("Hindalco" or the "Company") approved the issue of Equity Shares or Rights Basis ("Rights Issue") for an amount not exceeding Rs 5,000 crores. The price for the proposed Rights Issue would be intimated to the market in due course. A successful completion of the rights issue despite current market conditions would be exceedingly important for Hindalco and its financing plans.

In context to the above announcement and in context to the current volatile market environment we submit for your consideration the reducing of notice period for Record Date from 30 days to 21 days.

Please treat this as urgent and apprise us of your decision as the meeting of the Board of Directors of Hindalco Industries Limited is already scheduled on July 25, 2008.

Thanking you,

Very truly yours

For Hindalco Industries Limited

Anil Malik

Assistant Vice President & Company Secretary

cc. to: - SECURITIES & EXCHANGE COMMISSION - for info

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 : smaudgal@adityabirla.com

(Ahura Centre, 'B' Wing, 1st Floor, 82- Mahakali Caves Road, Andheri (E), Mumbai-400 093. • Tel.: 691 7000 • Fax : 691 7050 / 7070 • E-mail : sales.hilwz@adityabirla.com)

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

END