



AM/STOEX-GN/08

October 22, 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

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OFFICE OF INTERNATIONAL
CORPORATE FINANCE

**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 September, 2008.**

Please acknowledge receipt.

Thanking you,

Yours faithfully,
For HINDALCO INDUSTRIES LTD

ANIL MALIK
VICE PRESIDENT & COMPANY SECRETARY

SUPL

Encl : as above.

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HINDALCO INDUSTRIES LIMITED

Ref. No. _____

Date _____

SECRETARIAL AUDIT REPORT

1 For Quarter Ended

30/09/2008

2 ISIN

EQUITY SHARES	PREFERENCE SHARES
INE038A01020	INE038A04016
Fully Paid up	6% Cumulative Redeemable Preference Share 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.
	122,68,72,273	100%	20,32,734	100%
BSE	122,68,72,273	100%	20,32,734	100%
NSE	122,68,72,224	99.99%	19,59,558	96.40%

12 Held in dematerialised form in CDSL

10,26,34,558	8.09	84,982	4.34
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13 Held in dematerialised form in NSDL

106,40,10,359	76.64	7,04,287	35.94
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14 Physical

6,02,27,356	15.27	11,70,289	59.72
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15 Total No. of shares (12+13+14)

122,68,72,273

19,59,558

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

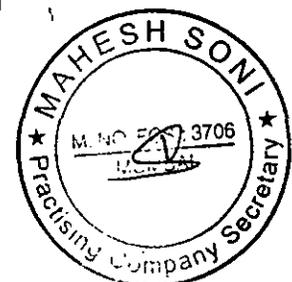
Due to Inactive Demant Accounts of the Shareholders, NSDL could not carried out Corporate Action. Hence, NSE has not granted listing permission for 73,176 Prerence shares and 49 Equity Shares.

17 Certifying the details of changes in share capital during the quarter under consideration as 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)
1. Issue of Equity Shares on ESOPs Convesion.	227454	Applied	BSE, NSE	Yes	N/A.
2. Forfeiture of Equity Shares	485,749	N/A.	BSE, NSE	Yes	N/A.

*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 ?

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	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, Chennai and Kolkatta Stock Exchanges.



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

MUMBAI
9th October, 2008

END