



## National Aluminium Company Limited

(A Government of India Enterprise)

CIN: L27203OR1981GOI000920

Regd. Office : NALCO Bhawan, Plot No. P/1, Nayapalli, Bhubaneswar – 751 013 (Odisha)

Tel. : 0674-2301988-999, Fax: 0674-2300677, E-mail: company\_secretary@nalcindia.co.in, Website: www.nalcindia.com

### NOTICE

Notice is hereby given that the 36<sup>th</sup> Annual General Meeting of the Company will be held on Saturday, the 23<sup>rd</sup> September, 2017 at 11.00 A.M. at NALCO Bhawan, Plot No. P/1, Nayapalli, Bhubaneswar – 751 013 to transact the following business:

#### ORDINARY BUSINESS :

- I. To receive, consider and adopt ;
  - a. the audited standalone financial statements of the Company for the financial year ended March 31, 2017, the reports of the Board of Directors and Independent Auditors thereon ;
  - b. the audited consolidated financial statements of the Company for the financial year ended March 31, 2017, the reports of the Independent Auditors thereon.
2. To approve interim dividend of ₹2.80 per equity share already paid during the year, for the financial year 2016-17.
3. To appoint a Director in place of Shri V Balasubramanyam (DIN:06965313), who retires by rotation at this Annual General Meeting and being eligible, offers himself for re-appointment.

#### SPECIAL BUSINESS:

**4. To appoint Shri Subhash Chandra (DIN 07612049) as Director of the Company**

To consider and if thought fit, to pass the following resolution as an Ordinary Resolution, with or without modification.

"Resolved that pursuant to the applicable provisions of the Companies Act, 2013 and the Rules made thereunder, Shri Subhash Chandra, (DIN 07612049), appointed as a Part-time Official Director, by the President of India vide letter F No. 2(1)/2004-Met-I dated 20<sup>th</sup> October, 2016 and subsequently appointed as an Additional Director by the Board of Directors with effect from 20<sup>th</sup> October, 2016 to hold office until the date of this Annual General Meeting, in terms of Section 161 of the Companies Act, 2013, and in respect of whom the Company has received a notice in writing from a member under Section 160 of the Companies Act, 2013, proposing his candidature for the office of a director of the Company, be and is hereby appointed as Director of the Company, liable to retire by rotation".

**5. To appoint Shri Sanjib Kumar Roy (DIN 06756812) as Director (P&T) of the Company**

To consider and if thought fit, to pass the following resolution as an Ordinary Resolution, with or without modification:

"RESOLVED THAT pursuant to the applicable provisions of the Companies Act, 2013 and the Rules made thereunder, Shri Sanjib Kumar Roy (DIN 06756812), appointed as Director (P&T), by the President of India vide letter no. 2(1)/2016-Met-I dated 3<sup>rd</sup> February, 2017 and subsequently appointed as an Additional Director with effect from 3<sup>rd</sup> February, 2017 to hold office until the date of this Annual General Meeting, in terms of Section 161 of the Companies Act, 2013, and in respect of whom the Company has received a notice in writing from a member under Section 160 of the Companies Act, 2013 proposing his candidature for the office of a director of the Company, be and is hereby appointed as Director (P&T) of the Company, liable to retire by rotation.

"RESOLVED FURTHER THAT the detailed terms and conditions of Shri Sanjib Kumar Roy as Director (P&T) shall be as may be determined by the Government of India from time to time.

**6. To appoint Ms. Kiran Ghai Sinha (DIN 07726477) as Director of the Company**

To consider and if thought fit, to pass the following resolution as an Ordinary Resolution, with or without modification.

"RESOLVED THAT pursuant to the applicable provisions of the Companies Act, 2013 ("the Act") 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) read with Schedule IV to the Act and Regulation 16(1)(b) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, Ms. Kiran Ghai Sinha, (DIN 07726477), appointed as an Additional Director of the Company by the Board of Directors with effect from 3<sup>rd</sup> February, 2017, in terms of Section 161(1) of the Act and Article 63 of the Articles of Association of the Company and whose term of office expires at this Annual General Meeting and in respect of whom the Company has received a notice in writing from a member under Section 160 of the Companies Act, 2013, proposing his candidature for the office of Director, be and is hereby appointed as Part-time Non-official (Independent) Director of the Company to hold office for a period of three years w.e.f. 03.02.2017 in terms of Order No. 2(7)/2016-Met.I, dtd. 31.01.2017 of Govt. of India or any amendments thereto."

**7. To appoint Dr. N K Singh, (DIN 03361541) as Director of the Company**

To consider and if thought fit, to pass the following resolution as an Ordinary Resolution, with or without modification.

"Resolved that pursuant to the applicable provisions of the Companies Act, 2013 and the Rules made thereunder, Dr. N K Singh, (DIN 03361541), appointed as a Part-time Official Director, by the President of India vide letter No. 2(1)/2004-Met.I dated 15<sup>th</sup> March, 2017 and subsequently appointed as an Additional Director by the Board of Directors with effect from 15<sup>th</sup> March, 2017 to hold office until the date of this Annual General Meeting, in terms of Section 161 of the Companies Act, 2013, and in respect of whom the Company has received a notice in writing from a member under Section 160 of the Companies Act, 2013, proposing his candidature for the office of a director of the Company, be and is hereby appointed as Director of the Company, liable to retire by rotation".

**8. To ratify the remuneration of Cost Auditors for the financial year 2017-18.**

To consider and if thought fit, to pass the following resolution as an Ordinary Resolution, with or without modification.

"RESOLVED THAT pursuant to Section 148 and all other applicable provisions of the Companies Act, 2013 and rules made there under, the decision of the Board approving remuneration of ₹ 3,00,000/- plus applicable Goods and Services Tax plus out of pocket expenses fixed for, M/s. Tanmaya S Pradhan & Co., Cost Accountants, appointed by the Board of Directors to conduct the audit of the cost records of the Company for the financial year 2017-18 be and is hereby ratified.

RESOLVED FURTHER THAT the Board of Directors of the Company be and are hereby authorized to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution."

By order of the Board

(N K MOHANTY)  
COMPANY SECRETARY

19<sup>th</sup> August, 2017

**Notes:**

- (a) A member entitled to attend and vote at the Annual General Meeting (the "Meeting") is entitled to appoint a proxy to attend and vote on a poll instead of himself and the proxy need not be a member of the Company. The instrument appointing the proxy should, however, be deposited at the registered office of the Company not less than forty-eight hours before the commencement of the Meeting.
- (b) A person can act as a proxy on behalf of members not exceeding fifty and holding in the aggregate not more than ten percent of the total share capital of the Company carrying voting rights. A member holding more than ten percent of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other person or shareholder.
- (c) A blank proxy form is attached to this notice.
- (d) Corporate members intending to send their authorized representatives to attend the Meeting are requested to send to the Company a certified copy of the Board Resolution authorizing their representative to attend and vote on their behalf at the Meeting.
- (e) A Statement pursuant to Section 102(1) of the Companies Act, 2013, relating to the Special Business to be transacted at the meeting is annexed hereto.



- (f) Details of Directors seeking re-appointment/appointment as new Directors in this Annual General Meeting are attached separately to the Notice.
- (g) The Company has transferred the unpaid/unclaimed dividends up to financial year 2008-09 and interim dividend for the financial year 2009-10 on due dates, to the Investor Education and Protection Fund (the IEPF) established by the Central Government. The Company has uploaded the details of unpaid and unclaimed dividend amounts lying with the Company as on September 30, 2016 (date of the previous Annual General Meeting) on the website of the Ministry of Corporate Affairs and the same can be accessed through the link: [www.mca.gov.in](http://www.mca.gov.in). The details of unpaid/unclaimed dividend is also available on the website of the Company and the same can be accessed through the web link: <https://kosmic.karvy.com/IEPF/IEPFInfo.aspx?q=8GskHrQlnPw%3d>.
- (h) **Attention of the members is drawn to the provisions of Section 124(6) of the Act which require a company to transfer in the name of IEPF Authority all shares in respect of which dividend has not been paid or claimed for 7 (seven) consecutive years or more. In accordance with the aforesaid provision of the Act read with the Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016, as amended, the Company has already initiated necessary action for transfer of all shares in respect of which dividend declared for the financial year 2009-10 or earlier financial years has not been paid or claimed by the members for 7 (seven) consecutive years or more. Members are advised to visit the web-link <https://kosmic.karvy.com/IEPF/IEPFUnpaidQry.aspx?q=8GskHrQlnPw%3d> to ascertain details of shares liable for transfer in the name of IEPF Authority.**
- (i) The Company's Registrars & Transfer Agents for its share registry activities is Karvy Computershare Private Limited ("Karvy") having its office at Karvy Selenium Tower B, Plot 31-32, Gachibowli, Financial District, Nanakramguda, Hyderabad 500032 (Unit: National Aluminium Company Limited).
- (j) Members holding shares in electronic form are requested to intimate immediately any change in their address or bank mandates to their Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form are requested to advise any change in their address or bank mandates immediately to the RTA i.e. M/s. Karvy Computershare Pvt. Ltd.
- (k) As per the provisions of the Companies Act, 2013, facility for making nominations is available to shareholders in respect of the shares held by them. Shareholders who are holding shares in physical mode in sole name, are advised to avail of the nomination facility by submitting the prescribed Form SH-13 for initial registration of nomination and Form SH-14 for cancellation and variation of nomination. The Forms may be downloaded from the Company's website [www.nalcoindia.com](http://www.nalcoindia.com). However, if shares are held in demat mode, nomination has to be registered with the respective Depository Participants (DPs) without referring the matter to the Company.
- (l) The Company provides the facility of centralized NECS (Credit Clearing) to the shareholders holding shares both in electronic and physical forms, electronically through RBI which have implemented Core Banking Solutions (CBS). This extends to all over the country. A blank NECS mandate form is attached for use by the Shareholders. This form can also be downloaded from the Company's website [www.nalcoindia.com](http://www.nalcoindia.com). The mandate given by the shareholder would be used for all future payments unless amended/withdrawn.
- Shareholders holding shares in electronic form may please note that the Company will use 9 digit MICR Code along with Bank particulars, as provided by their respective Depositories, for the purpose of payment of dividend through NECS.
- (m) Members holding shares in electronic form may please note that their bank details as provided by the respective Depositories to the Company will be printed on their dividend warrants as per the applicable regulations of the Depositories. The Company will not entertain any direct request from members for change/deletion of such bank details. However, if there is any change in their Bank particulars and/or change in address after the date of providing beneficial owners position by the Depositories but before the date of dispatch of dividend warrant/demand draft/NECS credit, the Company may consider such requests provided that such requests are received through their respective Depository Participants, duly certified by them. Further, instructions, if any, already given to the Company by them in respect of shares held in physical form will not be automatically applicable to the dividend payable on shares held in electronic form. Members may therefore give fresh instructions regarding particulars of their bank accounts and address in which they wish to receive dividend, to their respective Depository Participants only.
- (n) Shareholders may write to the RTA or send e-mail to [einward.ris@karvy.com](mailto:einward.ris@karvy.com) furnishing the particulars of the dividend not received, and quoting the folio number /DPID and Client ID particulars (in case of dematerialised shares). On expiry of the validity period, if the dividend warrant is still shown as unpaid in the records of the Company, the Company will request the concerned shareholder to execute an Application-cum-Undertaking before issuing a Demand Draft in lieu thereof.
- (o) No dividend warrant will be issued against shares wherein a 'stop transfer indicator' has been instituted either by virtue of a complaint or by law, unless the procedure for releasing the same has been completed.
- (p) Shareholders/Investors are advised to send their queries/complaints to the dedicated e-mail Id of RTA i.e. [einward.ris@karvy.com](mailto:einward.ris@karvy.com) for quick and prompt redressal of their grievances.



SEBI has introduced a centralized web based system called SEBI Complaints Redress System (SCORES) for online movement of complaints to concerned Companies and for online view of the action taken by the Companies on the complaints. Members may also use this system introduced by SEBI for lodging their complaints/ grievances.

- (q) The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in the securities market. Members holding shares in electronic form are therefore requested to submit their PAN details to their respective Depository Participants (DP). Members holding shares in physical form can submit their PAN details to the Company. Any person desirous of transferring shares in his name in physical form must enclose copy of PAN along with other share transfer related documents. Any transfer request without PAN copy will be rejected.
- (r) Shareholders who have not registered their e-mail addresses so far are advised to register their e-mail address for receiving communications viz. Notice, Annual Report, Dividend payment intimation etc. Shareholders holding shares in electronic form are requested to update their e-mail address with their respective DPs.
- (s) Relevant documents referred to in the accompanying Notice and the Statement are open for inspection by the members at the Registered Office of the Company on all working days, during business hours up to the date of the Meeting.
- (t) Members are requested to bring their attendance slip along with their copy of Annual Report to the Meeting.
- (u) The business set out in the Notice will be transacted through electronic voting system and the Company is providing facility for voting by electronic means. Instructions and other information relating to e-voting are given below. The Company will also send communication to the members, separately through e-mail, which inter-alia would contain details about User ID and password along with a copy of this Notice.
- (v) The Register of Members and share transfer books of the Company shall remain closed from Wednesday, the 20<sup>th</sup> September, 2017 to Saturday, 23<sup>rd</sup> September, 2017 (both days inclusive) for the purpose of Annual General Meeting.
- (w) **Information and instructions relating to e-voting are as under:**
  - i. Pursuant to the provisions of Section 108 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014, as amended, and Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (Listing Regulations), the Company is pleased to provide to its members a facility to exercise their right to vote on resolutions proposed to be passed at the Meeting by electronic means ("e-voting"). The members may cast their vote(s) using an electronic voting system from a place other than the venue of the Meeting ("**remote e-voting**").
  - ii. The facility for voting through electronic voting system ("**Insta Poll**") will be made available at the Meeting and members attending the Meeting **who have not** cast their vote(s) by remote e-voting will be able to vote at the Meeting through Insta Poll.
  - iii. **The members who have cast their vote(s) by remote e-voting may also attend the Meeting but shall not be entitled to cast their vote(s) again.**
  - iv. A member can opt for only single mode of voting, that is, through remote e-voting or voting at the Meeting. If a member casts vote(s) by both modes, then voting done through remote e-voting shall prevail and vote(s) cast at the Meeting shall be treated as "INVALID".
  - v. The Company has engaged the services of Karvy Computershare Private Limited ('Karvy') as the Agency to provide e-voting facility.
  - vi. The Board of Directors of the Company has appointed Shri Saroj Kumar Ray, a Practicing Company Secretary, Partner, M/s. Saroj Ray & Associates, Bhubaneswar as Scrutinizer to scrutinize the remote e-voting and Insta Poll process in a fair and transparent manner and he has communicated his willingness to be appointed and will be available for the said purpose.
  - vii. **Voting rights shall be reckoned on the paid-up value of shares registered in the name of the member /beneficial owner (in case of electronic shareholding) as on the cut-off date, that is, Saturday, 16<sup>th</sup> September, 2017.**
  - viii. A person, whose name is recorded in the Register of Members or in the register of beneficial owners maintained by the depositories as on the cut-off date only shall be entitled to avail the facility of remote e-voting / Insta Poll. A person who is not a member as on the cut-off date, should treat this Notice for information purpose only.
  - ix. Any person who becomes a member of the Company after despatch of the Notice of the Meeting and holding shares as on the cut-off date may obtain the User ID and password from Karvy in the manner as mentioned below:
    - a. If the mobile number of the member is registered against Folio No. / DP ID Client ID, the member may send SMS:



MYEPWD<space> E-Voting Event Number + Folio No. or DP ID Client ID to 9212993399

Example for NSDL:

MYEPWD <SPACE> IN12345612345678

Example for CDSL:

MYEPWD <SPACE> 1402345612345678

Example for Physical:

MYEPWD <SPACE> XXXXX1234567890

- b. If e-mail address or mobile number of the member is registered against Folio No. / DP ID Client ID, then on the home page of <https://evoting.karvy.com>, the member may click "Forgot Password" and enter Folio No. or DP ID Client ID and PAN to generate a password.
- c. Member may call on Karvy's toll-free number: 1800-3454-001 (from 9.00 a.m. to 6.00 p.m.). The call center executive will help to
  1. Reset your password
  2. Unlock your account, if it is locked
  3. Register new e-Mail / Mobile
- d. Member may send an e-mail request to [einward.ris@karvy.com](mailto:einward.ris@karvy.com). If the member is already registered with Karvy e-voting platform, then he can use his existing User ID and password for casting the vote(s) through remote e-voting.
- x. The remote e-voting facility will be available during the following period:
  - Commencement of remote e-voting: From 9:00 a.m. (IST) on Wednesday, 20<sup>th</sup> September, 2017
  - End of remote e-voting: Up to 5:00 p.m. (IST) on Friday, 22<sup>nd</sup> September, 2017

The remote e-voting will not be allowed beyond the aforesaid date and time and the remote e-voting module shall be disabled by Karvy upon expiry of the aforesaid period.

The Company has opted to provide the same electronic voting system at the Meeting, as used during remote e-voting and the said facility shall be operational till all the resolutions proposed in the Notice are considered and voted upon at the Meeting and may be used for voting only by the members holding shares as on the cut-off date who are attending the Meeting and who have not already cast their vote(s) through remote e-voting.

- xi. The Scrutinizer will, after the conclusion of e-voting at the Meeting, scrutinize the votes cast at the Meeting (Insta Poll) and votes cast through remote e-voting, make a consolidated Scrutinizer's Report and submit the same to the Chairman or a person authorized by him in writing, who shall countersign the same and declare the result of the voting forthwith.
- xii. The result declared along with the consolidated Scrutinizer's Report will be placed on the website of the Company: [www.nalcoindia.com](http://www.nalcoindia.com) and on the website of Karvy at: <https://evoting.karvy.com>. The result will simultaneously be communicated to BSE and NSE.
- xiii. **Subject to receipt of requisite number of votes, the Resolutions proposed in the Notice shall be deemed to be passed on the date of the Meeting, i.e. Saturday, 23<sup>rd</sup> September, 2017.**
- xiv. The Scrutinizer's decision on voting will be final.
- xv. Information and instructions relating to remote e-voting:

1. **A. In case a member receives an e-mail from Karvy**

**[for members whose e-mail addresses are registered with the Company / Depository Participant(s)]:**

- (a) Launch internet browser by typing the URL: <https://evoting.karvy.com>.
- (b) Enter the login credentials (that is, **User ID and password**) which are printed and available in the communication with respect to voting by electronic means enclosed with the Notice and forms an integral part of it.  
  
The E-Voting Event Number+ Folio No. or DP ID Client ID will be your User ID. However, if you are already registered with Karvy for e-voting, you can use your existing User ID and password for casting your vote(s). If required, please visit <https://evoting.karvy.com> or contact toll-free number 1800-3454-001 (from 9.00 a.m. to 6.00 p.m.) for your existing password.
- (c) After entering these details appropriately, click on "LOGIN".
- (d) You will now reach Password Change Menu wherein you are required to mandatorily change your password. The new



password shall comprise minimum 8 characters with at least one upper case (A-Z), one lower case (a-z), one numeric (0-9) and a special character (@, #, \$, etc.). The system will prompt you to change your password and update your contact details like mobile number, e-mail address, etc. on first login. You may also enter a secret question and answer of your choice to retrieve your password in case you forget it. **It is strongly recommended that you do not share your password with any other person and that you take utmost care to keep your password confidential.**

- (e) You need to login again with the new credentials.
- (f) On successful login, the system will prompt you to select the E-Voting Event Number for National Aluminium Company Limited.
- (g) On the voting page, enter the number of shares (which represents the number of votes) as on the cut-off date under either "FOR" or "AGAINST" or alternatively, you may partially enter any number under "FOR" / "AGAINST", but the total number under "FOR" / "AGAINST" taken together should not exceed your total shareholding as on the cut-off date. You may also choose the option "ABSTAIN" and the shares held will not be counted under either head.
- (h) Members holding shares under multiple folios / demat accounts shall choose the voting process separately for each of the folios/demat accounts.
- (i) Voting has to be done for each item of the Notice separately. In case you do not desire to cast your vote on any specific item, it will be treated as "ABSTAINED".
- (j) You may then cast your vote by selecting an appropriate option and click on "SUBMIT".
- (k) A confirmation box will be displayed. Click "OK" to confirm, else "CANCEL" to modify.
- (l) Once you confirm, you will not be allowed to modify your vote.
- (m) Corporate / Institutional Members (that is, other than Individuals, HUF, NRI, etc.) are also required to send scanned certified true copy (PDF Format) of the Board Resolution / Power of Attorney / Authority Letter, etc., together with attested specimen signature(s) of the duly authorized representative(s), to the Scrutinizer at e-mail id [sraconsultants@gmail.com](mailto:sraconsultants@gmail.com) with a copy marked to [evoting@karvy.com](mailto:evoting@karvy.com). They may also upload the same in the e-voting module in their login. The scanned image of the above mentioned documents should be in the naming format "Corporate Name\_EVENT NO."

## **B. In case a member receives physical copy of the Notice by Post**

**[for members whose e-mail addresses are not registered with the Company / Depository Participant(s)]:**

- a) May please follow the procedure given at (ix) above.
  - b) Please follow all steps from Sr. No. (a) to (m) as mentioned in (A) above, to cast your vote.
2. You can also update your mobile number and e-mail id in the user profile details of the folio which may be used for sending further communication(s).
  3. During the voting period, members can login to Karvy's e-voting platform any number of times till they have voted on all the Resolutions. Once the vote on a resolution is cast by a member, whether partially or otherwise, the member shall not be allowed to change it subsequently or cast the vote again.
  4. In case of any query pertaining to e-voting, members may refer to the "Help" and "FAQs" sections / E-voting user manual available at the "Downloads" section of Karvy's website for e-voting: <http://evoting.karvy.com> or contact Karvy as per the details given under point no.5.
  5. The members are requested to note the following contact details for addressing e-voting grievances:

Mr. G Ramdas  
 Karvy Computershare Private Limited  
 Karvy Selenium Tower B, Plot 31-32, Gachibowli,  
 Financial District, Nanakramguda, Hyderabad 500 032,  
 Toll-free No.: 1800-3454-001, E-mail: [evoting.ris@karvy.com](mailto:evoting.ris@karvy.com)



## ANNEXURE TO NOTICE

### Statement pursuant to Section 102 (1) of the Companies Act, 2013

#### **Item No.4 :**

Pursuant to the provisions of Section 161(1) of the Companies Act, 2013 and the Articles of Association of the Company, the Board of Directors of the Company appointed Shri Subhash Chandra as an Additional Director of the Company with effect from 20<sup>th</sup> October, 2016. Shri Subhash Chandra would hold office up to the date of this Annual General Meeting.

The Company has received a notice in writing from a member along with the deposit of requisite amount under Section 160 of the Act proposing the candidature of Shri Chandra for the office of Director of the Company.

Shri Chandra is not disqualified from being appointed as a Director in terms of Section 164 of the Act and has given his consent to act as a Director.

Born on 14<sup>th</sup> April, 1965, Shri Subhash Chandra is Master in Science and a LLB graduate. He is an Indian Forest Service (IFS) officer of 1988 Batch. At present he is posted as Joint Secretary, Ministry of Mines, Government of India. Before that he was Director in Ministry of Environment & Forest. He has a vast and varied experience in the field of administration. Presently he is also holding the post of Managing Director of Bharat Gold Mines Limited and Director in Hindustan Copper Ltd.

Shri Chandra may be deemed to be concerned or interested, financially or otherwise, to the extent of his shareholding, if any in respect of his appointment as a Director. Save and except the above, none of the other Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution set out at Item No.4 of the Notice.

The Board commends the Ordinary Resolution set out at Item No.4 of the Notice for approval by the shareholders.

Shri Chandra does not hold any share in the Company.

#### **Item No.5 :**

Pursuant to the provisions of Section 161(1) of the Companies Act, 2013 and the Articles of Association of the Company, the Board of Directors of the Company appointed Shri Sanjib Kumar Roy as an Additional Director of the Company with effect from 3<sup>rd</sup> February, 2017. Shri Sanjib Kumar Roy would hold office up to the date of this Annual General Meeting.

The Company has received a notice in writing from a member along with the deposit of requisite amount under Section 160 of the Act proposing the candidature of Shri Sanjib Kumar Roy for the office of Director of the Company.

Shri Roy is not disqualified from being appointed as a Director in terms of Section 164 of the Act and has given his consent to act as a Director.

Shri Roy completed M. Tech in Chemical Engineering discipline from Calcutta University. He began his career in NALCO as a Graduate Engineer Trainee in 1984. He was posted in the Company's Alumina Refinery Complex in Damanjodi since inception of the project, where he held different key positions including two stages of expansion before becoming the General Manager (Refinery). Thereafter, he was posted as General Manager (Smelter) at the Company's Smelter Plant in Angul before his elevation as Executive Director (S&P). Shri Roy moved to the headquarters in Bhubaneswar as Executive Director (Production) in April 2015. Shri Roy brings to this post his vast experience in the company's plant & operations as well as managing projects from conceptualization to commissioning.

Shri Roy may be deemed to be concerned or interested, financially or otherwise, to the extent of his shareholding, if any in respect of his appointment as a Director. Save and except the above, none of the other Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution set out at Item No.5 of the Notice.

The Board commends the Ordinary Resolution set out at Item No.5 of the Notice for approval by the shareholders.

Shri Roy holds 5,659 shares in the Company.

#### **Item No. 6 :**

Pursuant to the provisions of Section 161(1) of the Companies Act, 2013 and the Articles of Association of the Company, the Board of Directors of the Company appointed Ms. Kiran Ghai Sinha as an Additional Director of the Company with effect from 3<sup>rd</sup> February, 2017. Ms. Kiran Ghai Sinha would hold office up to the date of this Annual General Meeting.

The Company has received a notice in writing from a member along with the deposit of requisite amount under Section 160 of the Act proposing the candidature of Ms. Kiran Ghai Sinha for the office of Director of the Company.

Ms. Sinha is not disqualified from being appointed as a Director in terms of Section 164 of the Act and has given her consent to act as a Director.

Ms. Sinha did her M.A. in Hindi from Patna University. She was Asst. Professor, Dept. of Hindi, Patna Women's college, Patna University. She was member (Non Govt.), Hindi Salahkar Samiti, Ministry of Civil Aviation, Govt of India. Ms. Sinha was also member, Bihar Legislative Council (BLC)



for consecutive two terms from 2004-10 and again 2010-16. She was member, Local Board (Eastern Zone), Reserve Bank of India and was also member, Managing Board, Rajendra Agriculture University, Pusa, Bihar for two terms.

She was senate member, Patna University for three terms in succession. She was also Chairperson, Scouts and Guides Fellowship, Bihar.

Ms. Sinha may be deemed to be concerned or interested, financially or otherwise, to the extent of her shareholding, if any in respect of her appointment as a Director. Save and except the above, none of the other Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution set out at Item No.6 of the Notice.

The Board commends the Ordinary Resolution set out at Item No.6 of the Notice for approval by the shareholders.

Ms. Sinha does not hold any share in the Company.

## Item No. 7 :

Pursuant to the provisions of Section 161(1) of the Companies Act, 2013 and the Articles of Association of the Company, the Board of Directors of the Company appointed Dr. N K Singh as an Additional Director of the Company with effect from 15th March, 2017. Dr. N K Singh would hold office up to the date of this Annual General Meeting.

The Company has received a notice in writing from a member along with the deposit of requisite amount under Section 160 of the Act proposing the candidature of Dr. Singh for the office of Director of the Company.

Dr. Singh is not disqualified from being appointed as a Director in terms of Section 164 of the Act and has given his consent to act as a Director.

Dr. Singh is B.Tech in Mining Engineering from Indian School of Mines, Dhanbad. He belongs to 1987 batch of Indian Forest Service (IFS) from Gujarat Cadre. He is currently working as Joint Secretary in the Ministry of Mines, Government of India, New Delhi.

Dr. Singh has abundant experience of working in Central and State Governments and Public Sector. He has worked at District level for conservation and management of Forests and Environment and development of social sector. He served at the Director level dealing with Environment and Forestry sector in the Planning Commission, Government of India. He also served at the Director level dealing with Integrated Watershed Development Programme (IWDP) in the Dept of Land Resources, Ministry of Rural Development, Govt of India. He also had a significant stint serving as Managing Director, Gujarat Agro Industries Corporation Ltd. Presently, he is also director on the Board of Mineral Exploration Corporation Ltd., Bharat Aluminium Company Ltd. and Hindustan Copper Ltd.

Dr. Singh may be deemed to be concerned or interested, financially or otherwise, to the extent of his shareholding, if any in respect of his appointment as a Director. Save and except the above, none of the other Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution set out at Item No.7 of the Notice.

The Board commends the Ordinary Resolution set out at Item No.7 of the Notice for approval by the shareholders.

Dr. Singh does not hold any share in the Company.

## Item No. 8 :

The Board, on the recommendation of the Audit Committee, had approved the appointment of M/s. Tanmaya S Pradhan & Co., Cost Accountants as cost Auditors and fixed a remuneration of ₹ 3,00,000 plus applicable Goods and Services Tax plus out of pocket expenses to conduct the audit of the cost records of the Company for the financial year 2017-18.

In accordance with the provisions of Section 148 of the Act read with the Companies (Audit and Auditors) Rules, 2014, the remuneration payable to the Cost Auditors has to be ratified by the shareholders of the Company.

Accordingly, consent of the members is sought for passing an Ordinary Resolution ratifying the decision of the Board for fixation of remuneration to the Cost Auditors for the financial year 2017-18.

None of the Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution set out at Item No. 8 of the Notice.

The Board commends the Ordinary Resolution set out at Item No. 8 of the Notice for approval by the shareholders.

By order of the Board

(N K MOHANTY)  
COMPANY SECRETARY

Place : Bhubaneswar

Date : 19<sup>th</sup> August, 2017





Details of Directors seeking re-appointment/ appointment in the 36<sup>th</sup> Annual General Meeting on Saturday, the 23<sup>rd</sup> September, 2017  
(In terms of Regulation 36 of the SEBI (LODR) Regulations, 2015)

#### DETAILS OF DIRECTOR SEEKING RE-APPOINTMENT (ORDINARY BUSINESS IN THE NOTICE)

<b>1. Shri V Balsubramanyam</b>	
Father's Name	Shri K P Venkatesan
Date of Birth	01.12.1960
Date of Appointment	01.01.2015
Expertise in specific functional areas	Chemical engineer having wide range of experience in aluminium industry.
Qualifications	B Tech in chemical engineering
List of outside Directorships held	Nil
Member of Committees of the Board	1. Audit Committee
	2. CSR & Sustainability Development Committee
	3. Technology Committee
	4. Risk Management Committee
	5. Committee of Directors for Projects & New Ventures
Member of Committees in other companies	Nil

#### DETAILS OF DIRECTORS SEEKING APPOINTMENT (SPECIAL BUSINESS IN THE NOTICE)

<b>2. Shri Subhash Chandra</b>	
Father's Name	Shri Hari Ram Srivastava
Date of Birth	14.04.1965
Date of Appointment	20.10.2016
Expertise in specific functional areas	Joint Secretary in Ministry of Mines with varied experience in administration and industries.
Qualifications	Master in Science, LLB, IFS
List of outside Directorships held	1. Bharat Gold Mines Ltd.
	2. Hindustan Copper Ltd.
Member of Committees of the Board	Committee of Directors for Projects & New Ventures
Member of Committees in other companies	Nil

<b>3. Shri Sanjib Kumar Roy</b>	
Father's Name	Shri Satyakinkar Roy
Date of Birth	06.10.1960
Date of Appointment	03.02.2017
Expertise in specific functional areas	- Chemical Engineer with vast experience in the company's plant & operations as well as managing projects from conceptualization to commissioning.
Qualifications	M. Tech. in Chemical Engineering from Calcutta University
List of outside Directorships held	Nil
Member of Committees of the Board	1. Audit Committee
	2. Technology Committee
	3. HR Committee
	4. Committee of Directors for Projects & New Ventures
	5. Ethics & Corporate Governance Committee
Member of Committees in other companies	Nil



DETAILS OF DIRECTOR SEEKING APPOINTMENT (SPECIAL BUSINESS IN THE NOTICE)	
<b>4. Ms. Kiran Ghai Sinha</b>	
Father's Name	Shri Ram Prakash Ghai
Date of Birth	23.08.1949
Date of Appointment	03.02.2017
Expertise in specific functional areas	- Member, Bihar Legislative Council (BLC) for consecutive two terms from 2004-10 and again 2010-16.
	- She was member, Local Board (Eastern Zone), Reserve Bank of India and was also member, Managing Board, Rajendra Agriculture University, Pusa, Bihar for two terms.
	- She was senate member, Patna University for three terms in succession. She was also Chairperson, Scouts and Guides Fellowship, Bihar.
Qualifications	M.A. in Hindi from Patna University
List of outside Directorships held	Nil
Member of Committees of the Board	1. Nomination and Remuneration Committee
	2. Stakeholders Relationship Committee
	3. CSR & Sustainability Development Committee
	4. Risk Management Committee
	5. HR Committee
	6. Ethics and Corporate Governance Committee.
Member of Committees in other companies	Nil
<b>5. Dr. N K Singh</b>	
Father's Name	Shri Bhikunt Prasad Singh
Date of Birth	01.01.1962
Date of Appointment	15.03.2017
Expertise in specific functional areas	Indian Forest Service (IFS) officer having varied experience in administration and industries.
Qualifications	B. Tech, M Sc., PhD
List of outside Directorships held	1. Mineral Exploration Corporation Ltd.
	2. Bharat Aluminium Company Ltd.
	3. Hindustan Copper Ltd.
Member of Committees of the Board	NIL
Member of Committees in other companies	Member-Audit Committee- Mineral Exploration Corporation Ltd.