



National Aluminium Company Limited

(A Government of India Enterprise)

CIN: L27203OR1981GOI000920

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

Website: www.nalcoindia.com, E-mail: investorservice@nalcoindia.co.in,

Tel. No.: 0674-2301988-2301999

NOTICE

Notice is hereby given that the 39th Annual General Meeting of the Company will be held on **Wednesday, the 30th September, 2020 at 11.00 a.m.** through Video Conferencing (“VC”)/ Other Audio Visual means (“OAVM”) to transact the following business:

ORDINARY BUSINESS:

1. To receive, consider and adopt the audited financial statements (including audited consolidated financial statements) of the Company for the financial year ended 31st March, 2020, the reports of the Board of Directors and Auditors thereon.
2. To confirm payment of interim dividend on equity shares already paid for the financial year ended 31st March, 2020.
3. To appoint Director in place of Shri Pradip Kumar Mishra (DIN: 06445517), who retires by rotation and being eligible, offers himself for re-appointment.

SPECIAL BUSINESS:

4. **To appoint Shri Sridhar Patra (DIN: 06500954) as Chairman-cum-Managing Director of the Company.**

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

“RESOLVED THAT pursuant to the applicable provisions of the Companies Act, 2013 and the Rules made thereunder, approval of the members of the Company be and is hereby accorded for the appointment of Shri Sridhar Patra (DIN: 06500954), as Chairman-cum-Managing Director (CMD) of the Company with effect from 17.12.2019 (who was holding the post of Director (Finance) of the Company w.e.f. 01.09.2018) in terms of order No.2/1/2019-Met. I dated 17th December, 2019 of the Ministry of Mines, Government of India for a period of 5 years from the date of his assumption of charge of the post till the date of his superannuation i.e. 31.10.2024 or until further order whichever is the earliest.”

“RESOLVED FURTHER THAT the detailed terms and conditions of Shri Sridhar Patra as CMD shall be as determined by the Government of India from time to time.”

5. **To appoint Shri Radhashyam Mahapatro (DIN: 07248972) as Director (HR) of the Company.**

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

“RESOLVED THAT pursuant to the applicable provisions of the Companies Act, 2013 and the Rules made thereunder, Shri Radhashyam Mahapatro (DIN: 07248972), appointed as Director(HR), by the President of India vide letter no. 2/3/2019- Met. I dated 29.11.2019 and subsequently appointed as an Additional Director by the Board of Directors with effect from 01.01.2020 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 director of the Company, be and is hereby appointed as Director (HR) of the Company, liable to retire by rotation”.

“RESOLVED FURTHER THAT the detailed terms and conditions of Radhashyam Mahapatro (DIN: 07248972) as Director (HR) shall be as determined by the Government of India, from time to time.”

6. To appoint Shri Satendra Singh (DIN: 05195060) as Director of the Company.

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

“RESOLVED THAT pursuant to the applicable provisions of the Companies Act, 2013 and the Rules made thereunder, Shri Satendra Singh (DIN:05195060), appointed as an Additional Director with effect from 05.08.2020 vide Government of India letter No. 2/1/2020-Met-1 (pt) dated 05th August, 2020 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 director of the Company, be and is hereby appointed as Director of the Company, liable to retire by rotation”

7. To appoint Shri Upendra C. Joshi (DIN: 08831041) as Director of the Company.

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

“RESOLVED THAT pursuant to the applicable provisions of the Companies Act, 2013 and the Rules made thereunder, Shri Upendra C. Joshi (DIN: 08831041), appointed as an Additional Director with effect from 05.08.2020 vide Government of India letter No. 2/1/2020-Met-1 (pt) dated 05th August, 2020 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 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 ending 31st March, 2021.

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

“RESOLVED THAT pursuant to the provisions of Section 148 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), the remuneration of ₹3,00,000/- plus applicable Goods and Services Tax plus out of pocket expenses, as approved by the Board of Directors and set out in the explanatory statement annexed to the Notice convening this Meeting, to be paid to M/s. Niran & Co., Cost Accountants (FRN.: 000113) appointed by the Board of Directors of the Company, to conduct the audit of cost records of the Company for the financial year ending 31st March, 2021, 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

Place: Bhubaneswar

Date: 04.09.2020

Notes:

1. An Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 (“the Act”) in respect of Item nos. 4 to 8 of the Notice set out above, is annexed hereto. The Board of Directors have considered and decided to include item nos. 4 to 8 as Special Business as they are unavoidable in nature. The relevant details as required under Regulation 36(3) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, (“Listing Regulations”) of persons seeking appointment/ reappointment as Director is also annexed.

2. In view of the continuing restrictions on the movement of people at several places in the country, due to the outbreak of COVID-19, the Ministry of Corporate Affairs, Government of India ("MCA"), and the Securities and Exchange Board of India ("SEBI"), has allowed companies to conduct Annual General Meetings ("AGM") through Video Conferencing ("VC") / Other Audio Visual Means ("OAVM") during the calendar year 2020, without the physical presence of Members. This also addresses the health and safety of the Members. This AGM is being convened in compliance with applicable provisions of the Act and the Rules made thereunder; provisions of the Listing Regulations; the provisions of General Circular dated 5th May, 2020 read with General Circular dated 8th April, 2020 and dated 13th April, 2020 issued by the MCA and Circular No. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated 12th May, 2020 issued by SEBI, ("MCA and SEBI Circulars").
3. The attendance of the Members attending the AGM through VC / OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Act.
4. In accordance with the Secretarial Standard - 2 on General Meetings issued by the Institute of Company Secretaries of India ("ICSI") read with Clarification / Guidance on applicability of Secretarial Standards - 1 and 2 dated 15th April, 2020 issued by the ICSI, the proceedings of the AGM shall be deemed to be conducted at the Registered Office of the Company i.e. NALCO Bhawan, Plot No. P/1, Nayapalli, Bhubaneswar - 751 013 which shall be the venue of the AGM. The route map for the venue of the AGM is therefore not attached.
5. KFin Technologies Private Limited, ("KFin"), the Company's Registrar and Transfer Agent will provide the facility for voting through remote e-voting, for participating in the AGM through VC / OAVM and e-voting during the AGM.
6. Generally, a Member entitled to attend and vote at 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. Since the AGM is being held through VC / OAVM, physical attendance of Members is dispensed with and consequently, the facility for appointment of proxies is not applicable. Hence proxy forms and attendance slips are not annexed to this Notice.
7. The Register of Directors and Key Managerial Personnel and their shareholding, maintained under Section 170 of the Act, the Register of Contracts or Arrangements in which the Directors are interested, maintained under Section 189 of the Act will be available for inspection by the Members through electronic mode during the AGM. The aforesaid documents along with documents referred to in the Notice will also be available electronically for inspection by the Members, without payment of any fees, from the date of circulation of this Notice up to the date of AGM, i.e. **Wednesday, the 30th September, 2020**. Members seeking inspection of the aforementioned documents can send an email to **company_secretary@nalcoindia.co.in** with the subject line "NALCO 39th AGM".
8. Corporate Members intending to authorise their representatives to attend the meeting pursuant to Section 113 of the Act, are requested to email certified copy of the Board / governing body resolution / authorisation etc. authorising their representatives to attend and vote on their behalf at email IDs **nalcoevoting@kfintech.com** with a copy marked to **evoting@kfintech.com** with the subject line "NALCO 39th AGM".
9. The Register of Members and Share Transfer Books of the Company will remain closed from **Monday, the 28th September, 2020** to **Wednesday, the 30th September, 2020** (both days inclusive), subject to provisions of the Act for the purpose of the Annual General Meeting.

DISPATCH OF ANNUAL REPORT, PROCESS FOR REGISTRATION OF EMAIL ID FOR OBTAINING COPY OF NOTICE AND ANNUAL REPORT:

10. In accordance with the provisions of the MCA and SEBI Circulars, the Notice along with the Annual Report is being sent through email only to Members whose email IDs are registered with the Company/KFin and the Depository Participant/ Depository.
11. The Notice of the AGM and the Annual Report are available on the website of the Company viz. **www.nalcoindia.com**, the website of KFin viz. **https://evoting.kfintech.com** and also on those of the BSE Limited viz. **www.bseindia.com** and the National Stock Exchange of India Limited viz. **www.nseindia.com**.
12. Members who have still not registered their email IDs are requested to do so at the earliest. Members holding shares in electronic mode can get their email IDs registered by contacting their respective Depository Participant. Members holding shares in physical

mode are requested to register their email IDs with the Company or KFin, for receiving the Notice and Annual Report. Requests can be emailed to company_secretary@nalcoindia.co.in or nalco.ris@kfintech.com or einward.ris@kfintech.com or by logging into https://ris.kfintech.com/email_registration/. We urge Members to support this Green Initiative effort of the Company and get their email IDs registered.

PROCEDURE FOR JOINING THE AGM THROUGH VC / OAVM:

13. Members will be able to attend the AGM through VC / OAVM or view the live webcast of the AGM at <https://emeetings.kfintech.com> by using their remote e-voting login credentials and selecting the 'Event' for Company's AGM. Members who do not have the User ID and Password for e-voting or have forgotten the User ID and Password may retrieve the same by following the remote e-voting instructions mentioned in the Notice. Further, Members can also use the OTP based login for logging into the e-voting system.
14. Members may join the AGM through Laptops, Smartphones, Tablets or iPads for better experience. Further, Members will be required to use internet with a good speed to avoid any disturbance during the AGM. Members will need the latest version of Chrome, Safari, Internet Explorer 11, MS Edge or Mozilla Firefox. Please note that participants connecting from Mobile Devices or Tablets or through Laptops connecting via mobile hotspot may experience Audio / Video loss due to fluctuation in their respective network. It is therefore recommended to use stable Wi-Fi or LAN connection to mitigate any glitches. Members will be required to grant access to the web-cam to enable two-way video conferencing.
15. Facility of joining the AGM through VC / OAVM shall open 30 minutes before the time scheduled for the AGM and shall be kept open throughout the AGM. Members will be able to participate in the AGM through VC / OAVM on a first-come-first-serve basis. Large Members (i.e. Members holding 2% or more shareholding), promoters, institutional investors, directors, key managerial personnel, the Chairpersons of the Audit Committee, Nomination & Remuneration Committee and Stakeholders Relationship Committee, Auditors, etc. will not be subject to the aforesaid restriction of first-come-first-serve basis.
16. Institutional Members are encouraged to participate at the AGM through VC / OAVM and vote.
17. Members, holding shares as on the cut-off date i.e. **Wednesday, the 23rd September, 2020** and who would like to speak or express their views or ask questions during the AGM may register themselves as speakers at <https://emeetings.kfintech.com> and clicking on 'Speaker Registration' during the period from **Saturday, the 26th September, 2020 (9:00 a.m.)** upto **Monday, the 28th September, 2020 (5:00 p.m.)**. Those Members who have registered themselves as a speaker will only be allowed to speak / express their views / ask questions during the AGM. The Company reserves the right to restrict the number of speakers depending on the availability of time at the AGM.

Alternatively, Members holding shares as on the cut-off date may also visit <https://emeetings.kfintech.com> and click on the tab 'Post Your Queries' and post their queries/ views/questions in the window provided, by mentioning their name, demat account number/folio number, email ID and mobile number. The window will close at **5.00 p.m. on Monday, the 28th September, 2020**.

18. Members who need assistance before or during the AGM with use of technology, can contact KFin at 1-800-3454-001 or write to them at evoting@kfintech.com.

PROCEDURE FOR REMOTE E-VOTING AND VOTING DURING THE AGM:

19. Members are requested to attend and participate in the ensuing AGM through VC / OAVM and cast their vote either through remote e-voting facility or through e-voting facility to be provided during the AGM.
20. The facility of e-voting during the AGM will be available to those Members who have not cast their vote by remote e-voting. Members, who have cast their vote by remote e-voting, may attend the AGM through VC / OAVM but will not be entitled to cast their vote once again on resolutions.
21. In case of any query and / or help, in respect of attending the AGM through VC / OAVM mode, Members may refer to the Help & Frequently Asked Questions (FAQs) and 'AGM VC / OAVM' user manual available at the download Section of <https://evoting.kfintech.com> or contact Mr. S. V. Raju, Deputy General Manager - Corporate Registry, KFin at the

email ID **evoting@kfintech.com** or on phone no.: 040-67161500 or call KFin's toll free no.: 1-800-3454-001 for any further clarifications / technical assistance that may be required.

22. In compliance with the provisions of Section 108 of the Act read with Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended by the Companies (Management and Administration) Amendment Rules, 2015 and Regulation 44 of the Listing Regulations the Company is pleased to provide to its Members facility to exercise their right to vote on resolutions proposed to be considered at the AGM by electronic means and the business may be transacted through e-voting services arranged by KFin. The Members may cast their votes using an electronic voting system from a place other than the venue of the AGM ("remote e-voting").
23. The remote e-voting period commences on **Saturday, the 26th September, 2020 (9:00 a.m.)** and ends on **Tuesday, the 29th September, 2020 (5:00 p.m.)**. During this period, Members of the Company holding shares either in physical form or in demat form, as on the cut-off date i.e. **Wednesday, the 23rd September, 2020** may cast their vote by remote e-voting. The remote e-voting module shall be disabled by KFin for voting thereafter. Once the vote on a resolution is cast by the Member, the Member shall not be allowed to change it subsequently.

The process and manner for remote e-voting are as under:

- A. In case a Member receives an email from KFin (for Members whose email IDs are registered with the Company/ Depository Participants):
 - a. Launch internet browser by typing the URL: **<https://evoting.kfintech.com>**
 - b. Enter the login credentials (i.e. User ID and Password). Folio No./ DP ID-Client ID will be the User ID. However, if a Member has already registered with KFin for e-voting, they can use the existing User ID and password for casting the vote.
 - c. After entering these details appropriately, Click on "LOGIN".
 - d. The Member will now reach password change menu wherein they are required to mandatorily change their password. The new password shall comprise of minimum 8 characters with at least one upper case (A-Z), one lower case (a-z), one numeric value (0-9) and a special character (@, #, \$, etc.). The system will prompt to change the password and update the contact details like mobile number, email ID, etc. on first login. Members may also enter a secret question and answer of their choice to retrieve the password in case it is forgotten. It is strongly recommended not to share the password with any other person and to take utmost care to keep the password confidential.
 - e. Please login again with the new credentials.
 - f. On successful login, the system will prompt to select the "EVENT" i.e. 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 "FOR/AGAINST" or alternatively, a Member may partially enter any number in "FOR" and partially in "AGAINST" but the total number in "FOR/AGAINST" taken together should not exceed the total shareholding as mentioned hereinabove. A Member may also choose the option ABSTAIN. If the Member does not indicate either "FOR" or "AGAINST" it will be treated as "ABSTAIN" and the shares held will not be counted under either head.
 - h. Members holding multiple folios/demat accounts shall choose the voting process separately for each folio/demat account.
 - i. Voting has to be done for each item of the Notice separately. In case a Member does not desire to cast their vote on any specific item it will be treated as abstained.
 - j. Please 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. Once confirmed, a Member will not be allowed to modify their vote. During the voting period, Members can login any number of times till they have voted on the Resolution(s).

- B. In case email ID of a Member is not registered with the Depository Participant / Company, then such Member is requested to register/update their email ID with the Depository Participant (in case of shares held in dematerialised form) or inform KFin at the email ID **evoting@kfintech.com** (in case of shares held in physical form):
- Upon registration, Member will receive an email from KFin which includes details of E-Voting Event Number (EVEN), User ID and Password.
 - Please follow all steps from Note. No. 23(A) (a) to (k) above to cast the vote by electronic means.
- C. A Member can opt for only single mode of voting i.e. through remote e-voting or voting at the AGM. If a Member casts votes by both modes i.e. voting at AGM and remote e-voting, voting done through remote e-voting shall prevail and vote at the AGM shall be treated as invalid.
- D. **Other Instructions:**
- 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 as well as voting at the AGM.
 - The voting rights of Members shall be in proportion to their shares of the paid-up equity share capital of the Company as on the cut-off date i.e. **Wednesday, the 23rd September, 2020**.
 - Any person who acquires shares of the Company and becomes a Member of the Company after sending of the Notice of AGM through e-mail and holding shares as of the cut-off date i.e. **Wednesday, the 23rd September, 2020** may obtain the User ID and Password in the manner as mentioned below:
 - If the mobile number of the Member is registered against Folio No./DP ID Client ID, the Member may send SMS: MYEPWD Folio No. or DP ID Client ID to +91 9212993399. In case of physical holding, prefix Folio No. with EVEN.
 Example for NSDL:
 MYEPWD <Space> IN12345612345678
 Example for CDSL:
 MYEPWD <Space> 1402345612345678
 Example for Physical:
 MYEPWD <Space> XXX1234567890
 - If email ID of the Member is registered against Folio No. / DP ID Client ID, then on the home page of **<https://evoting.kfintech.com>**, the Member may click 'Forgot password' and enter Folio No. or DP ID Client ID and PAN to generate a password.
 - Members may call KFin toll free number 1-800- 3454-001.
 - Members may send an email request to: **evoting@kfintech.com** If the Member is already registered with the KFin e-voting platform then such Member can use his / her existing User ID and password for casting the vote through remote e-voting.
 - The Board of Directors has appointed Shri Debadatta Mohapatra, Partner, M/s. Deba Mohapatra & Co. Company Secretaries as a Scrutinizer to scrutinize the remote e-voting process and e-voting at the AGM in a fair and transparent manner.
 - The procedure for e-voting during the AGM is same as the instructions mentioned above for remote e-voting since the AGM is being held through VC/OAVM. The e-voting window shall be activated upon instructions of the Chairman of the AGM during the AGM. E-voting during the AGM is integrated with the VC/OAVM platform and no separate login is required for the same.

- f. The results declared along with the Scrutinizer's report will be forwarded to BSE Limited and National Stock Exchange of India Limited; be displayed at the Registered Office of the Company and simultaneously uploaded on the Company's website viz. www.nalcoindia.com and that of KFin viz. <https://evoting.kfintech.com>.

g. **KPRISM- Mobile service application by KFin:**

Members are requested to note that KFin has launched a mobile application - KPRISM and website <https://kprism.kfintech.com/app/> for online service to Members. Members can download the mobile application, register themselves (one time) for availing host of services viz., consolidated portfolio view serviced by KFin, dividend status and send requests for change of address, change / update bank mandate. Through the mobile application, Members can download annual reports, standard forms and keep track of upcoming general meetings and dividend disbursements. The mobile application is available for download from Android Play Store.

24. TRANSFER OF UNPAID/UNCLAIMED DIVIDEND AND SHARES TO IEPF ACCOUNT:

Till date the Company has transferred the unpaid/unclaimed dividend amounts upto Interim dividend of 2012-13, to the Investor Education and Protection Fund (IEPF) established by the Central Government. The Company has uploaded the details of unpaid and unclaimed dividends lying with the Company as on 18th September, 2019 (date of the previous Annual General Meeting) on the website of the Company and the same can be accessed through the link:

<https://kosmic.karvy.com/IEPF/IEPFInfo.aspx?q=8GskHrQInPw%3d>.

The said details have also been uploaded on the website of the IEPF Authority and the same can be accessed through the link: www.iepf.gov.in

- (a) Adhering to various requirements set out in the Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016, as amended, the Company has transferred to the IEPF Authority all shares in respect of which dividend had remained unpaid or unclaimed for seven consecutive years or more as on the due date of transfer, i.e. 25.04.2020 (Interim Dividend for 2012-13). Details of shares transferred to the IEPF Authority are available on the website of the Company and the same can be accessed through the link:

<https://nalcoindia.com/wp-content/uploads/2020/07/Shares-Transferred-to-IEPF-8-7-2020.pdf>.

- (b) The said details have also been uploaded on the website of the IEPF Authority and the same can be accessed through the link: www.iepf.gov.in

- (c) Members may note that shares as well as unclaimed dividends transferred to IEPF Authority can be claimed back from them. Concerned members/investors are advised to visit the <http://www.iepf.gov.in/IEPF/refund.html> or contact the RTA for lodging claim for refund of shares and / or dividend from the IEPF Authority.

- (d) Members, who have not encashed or not received their dividend(s) are requested to contact the RTA for receipt of their dividend(s). Details of unpaid/unclaimed dividend(s) could be accessed through the link:

<https://kosmic.karvy.com/IEPF/IEPFInfo.aspx?q=8GskHrQInPw%3d>.

- (e) Members holding shares in electronic form are requested to intimate immediately any change in their address or bank mandates to their respective 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. Members are also requested to address all correspondence/queries including Non-receipt of dividend, Annual Report etc. to the RTA or at e-mail: einward.ris@kfintech.com for quick and prompt reply as well as redressal of their grievances.

25. Pursuant to Section 143(5) of the Act, the Auditors of a Government Company shall be appointed or re-appointed by the Comptroller and Auditor General of India (C&AG) and in terms of Sub-section (1) of Section 142 of the Act, their remuneration has to be fixed by the Company in the meeting or in such manner as the Company in General Meeting may determine. The Members of your Company in its 34th meeting held on 26th September, 2015 had authorised the Board of Directors to fix remuneration of Statutory Auditors. Accordingly, the Board of Directors fix the remuneration of the Statutory Auditors every year.

ANNEXURE TO NOTICE**Explanatory Statement pursuant to Section 102 (1) of the Companies Act, 2013****Item No.4:**

Shri Sridhar Patra joined the Company as Director (Finance) on 01.09.2018. His appointment was approved by the shareholders in the 38th Annual general meeting held on 18th September, 2019. Shri Patra was assigned with the additional charge of Chairman-cum-Managing Director w.e.f. 01.12.2019 subsequent to the superannuation of Dr. T.K. Chand, CMD on 30.11.2019. He was appointed as Chairman-cum-Managing Director w.e.f. 17.12.2019 vide order No.2/1/2019-Met. I dated 17th December, 2019 of the Ministry of Mines, Government of India.

Born on 12.10.1964, Shri Patra is a member of Institute of Chartered Accountants of India and rank holder graduate in Commerce from Utkal University. Shri Patra is a seasoned Finance & Accounts Professional with results-driven and team oriented leadership and have demonstrated commitment to organizational growth. He has over three decades of experience in finance and accounts functions of various Public Sector Undertaking like Odisha Mining Corporation Ltd., Indian Rare Earths Ltd. and Mangalore Refinery & Petrochemicals Ltd (A subsidiary of ONGC Ltd.) with exposure in Corporate Accounts, Budgetary Control, Direct & Indirect Tax Management, Strategic Financial & Business Planning, Financial evaluation of Contracts, Cost Excellence and Treasury function. Shri Patra has contributed significantly as an academician to professional accounting institutions apart from his employment in PSUs.

Shri Sridhar Patra 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.

Shri Sridhar Patra does not hold any share in the Company. The Board recommends the Ordinary Resolution set out at Item no. 4 of the Notice for approval by the shareholders.

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 Radhashyam Mahapatro, Director (HR) of the Company as an Additional Director with effect from 01.01.2020.

Shri Radhashyam Mahapatro 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 Radhashyam Mahapatro for the office of Director of the Company.

Shri Radhashyam Mahapatro 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 Mahapatro has rich experience in Power, Oil and Coal Sectors in different capacities and successfully shouldered varied and higher responsibilities. He is a physics graduate from Khallikote College, Berhampur, Odisha and did his Post Graduation in Industrial Relation & Labour Welfare from Berhampur University. Shri Mahapatro has handled many areas of HR functions. During his tenure in NHPC, Engineers India Limited and Central Coalfields Ltd, he was instrumental in the introduction of Productive work culture through Team Work.

Shri Mahapatro's areas of interest include improving productivity, human development, creation of employment through skill development, sports, culture and improvement of human dignity. He has passionately worked for reformation in administration to make it responsive to the need and aspirations of the communities. His forte includes transparency, leadership and teamwork.

Shri Radhashyam Mahapatro 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.

Shri Radhashyam Mahapatro does not hold any share in the Company. The Board commends the Ordinary Resolution set out at Item No.5 of the Notice for approval by the shareholders.

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 Shri Satendra Singh as an Additional Director of the Company with effect from 05th August, 2020.

Shri Satendra 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 Shri Satendra Singh for the office of Director of the Company.

Shri Satendra 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.

Shri Satendra Singh belongs to 1995 batch of Indian Administrative Service (IAS) from Jharkhand Cadre. He is currently working as Joint Secretary in the Ministry of Mines, Government of India, New Delhi.

Shri Singh served in various capacities in the State Government of Jharkhand. He has worked at the district level for Land Revenue Management & District Administration. He had the opportunity to serve at the level of Director in the Department of Panchayati Raj/Local Self Government, Transport and Information Technology Departments, in Jharkhand. He served as Principal Secretary to Governor with addl. Charge as Secretary (Expenditure), Finance in the State before proceeding on Central Deputation. Shri Singh has done B.E in Electronics from University of Roorkee. He has participated in various short term courses at the National and International level. Shri Singh has abundant experience of working in government and public sector.

Shri Satendra 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.6 of the Notice.

Shri Satendra Singh does not hold any share in the Company. The Board commends the Ordinary Resolution set out at Item No.6 of the Notice for approval by the shareholders.

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 Shri Upendra C Joshi as an Additional Director of the Company with effect from 05th August, 2020.

Shri Upendra C Joshi 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 Upendra C Joshi for the office of Director of the Company.

Shri Upendra C Joshi 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 Upendra Chandra Joshi belongs to 1989 batch of Indian Railway Traffic Service (IRTS). He is currently working as Joint Secretary in the Ministry of Mines, Government of India, New Delhi. Before joining Ministry of Mines, he has served in Indian Railways in different capacities at divisional, Zonal and Railway Ministry level and has abundant experience of working in Government and Public Sector. Shri Upendra Chandra Joshi is also Director on the Board of Mineral Exploration Corporation Limited.

Shri Upendra C Joshi 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.

Shri Upendra C Joshi does not hold any share in the Company. The Board commends the Ordinary Resolution set out at Item No.7 of the Notice for approval by the shareholders.

Item No. 8:

The Board, on the recommendation of the Audit Committee, had approved the appointment of M/s. Niran & Co., Cost Accountants (FRN.: 000113), 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 ending 31st March, 2021.

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 ending 31st March, 2021.

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 recommends 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: 04.09.2020