



# नालको NALCO

## 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. Nos.: 0674-2301988-2301999

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### NOTICE

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Notice is hereby given that the 37<sup>th</sup> Annual General Meeting of the Company will be held on Wednesday, the 29<sup>th</sup> August, 2018 at 11.00 AM at NALCO Bhawan, Plot No. P/1, Nayapalli, Bhubaneswar - 751 013 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, 2018, the reports of the Board of Directors and Auditors thereon.
2. To confirm payment of interim dividend and declare final dividend on equity shares for the financial year ended 31st March, 2018.
3. To appoint a Director in place of Shri Basant Kumar Thakur (DIN: 07557093), who retires by rotation and being eligible, offers himself for re-appointment.

#### SPECIAL BUSINESS:

4. **To appoint Dr.K. Rajeswara Rao (DIN: 08071005) 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, Dr. K. Rajeswara Rao, (DIN:08071005), appointed as an Additional Director with effect from 19th February, 2018 vide Government of India letter No. 2(1)/2004-Met-1 dated 16th February, 2018 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”.

5. **To appoint Shri Anil Kumar Nayak (DIN: 08097669) 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 Anil Kumar Nayak, (DIN:08097669), appointed as an Additional Director with effect from 27th March, 2018 vide Government of India letter No. 2(1)/2004-Met-1 dated 26th March, 2018 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”.



**6. To appoint Shri Pradip Kumar Mishra (DIN: 06445517) as Director (Commercial) 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 Pradip Kumar Mishra (DIN: 06445517), appointed as Director(Commercial), by the President of India vide letter no. 2(8)/2016-Met.I dated 18th April, 2018 and subsequently appointed as an Additional Director by the Board of Directors with effect from 23rd April, 2018 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 (Commercial) of the Company, liable to retire by rotation”.

“RESOLVED FURTHER THAT the detailed terms and conditions of Shri Pradip Kumar Mishra as Director(Commercial) shall be as determined by the Government of India from time to time.”

**7. To ratify the remuneration of Cost Auditors for the financial year ending 31st March, 2019.**

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

“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 Statement annexed to the Notice convening this Meeting, to be paid to M/s. Tanmaya S. Pradhan & Co., Cost Accountants (FRN.: 000177) 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, 2019, 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: 25.07.2018

**Notes:**

- (a) A Statement pursuant to Section 102(1) of the Companies Act, 2013 (“the Act”), relating to the Special Business to be transacted at the Annual General Meeting (“the meeting”) is annexed hereto.
- (b) A member entitled to attend and vote at the meeting is entitled to appoint a proxy to attend and vote in the meeting instead of himself/herself, and the proxy need not be a member of the Company. The instrument appointing proxy should be deposited at the Registered Office of the Company not less than forty-eight hours before the commencement of the Meeting.

A person can act as a proxy on behalf of a maximum of 50 (fifty) members and holding in aggregate not more than 10% of the total share capital of the Company carrying voting rights. A member holding more than 10% of the total share capital of the Company carrying voting rights may appoint a single person as proxy, provided that the person does not act as proxy for any other person or shareholder.



- (c) Attendance slip, proxy form and the route map of the venue of the meeting are available separately in the notice.
- (d) Corporate members intending to send their authorized representatives to attend the meeting, pursuant to Section 113 of the Act, are requested to send to the Company a certified copy of the Board Resolution together with the respective specimen signatures of those representative(s) authorised under the said resolution to attend and vote on their behalf at the Meeting.
- (e) The Register of Directors and Key Managerial Personnel and their shareholding, maintained under Section 170 of the Act and 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 at the meeting.
- (f) Details of Directors seeking re-appointment/appointment as new Directors in this meeting are attached separately to the Notice.
- (g) The Register of Members and Share Transfer Books of the Company will remain closed from 25.08.2018 to 29.08.2018 (both days inclusive). Subject to the provisions of the Act, final dividend @ Re. 1.00 per share, as recommended by the Board of Directors, if declared at the meeting, will be paid within a period of 30 (thirty) days from the date of declaration, to those members whose names appear on the Register of Members as at the end of 24th August, 2018.
- (h) The Company's Registrar and Share Transfer Agents (the "RTA") for its share registry activities is Karvy Computershare Private Limited having its office at Karvy Selenium Tower B, Plot 31-32, Gachibowli, Financial District, Nanakramguda, Hyderabad 500032.
- (i) The Company has transferred the unpaid or unclaimed dividend amounts upto Interim dividend of 2010-11, 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 23rd September, 2017 (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: <http://www.iepf.gov.in>.
- (j) 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, during financial year 2017-18, 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 dates of transfer, i.e. 18.12.2017 (final dividend for 2009-10) and 08.03.2018 (interim dividend for 2010-11). 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: <http://www.nalcoindia.com/investor/shares.pdf>.  
The said details have also been uploaded on the website of the IEPF Authority and the same can be accessed through the link: <http://www.iepf.gov.in>.
- (k) 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 weblink: <http://iepf.gov.in/IEPFA/refund.html> or contact the RTA for lodging claim for refund of shares and / or dividend from the IEPF Authority.
- (l) 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 at: <https://kosmic.karvy.com/IEPF/IEPFInfo.aspx?q=8GskHrQInPw%3d>.
- (m) 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@karvy.com](mailto:einward.ris@karvy.com) for quick and prompt reply as well as redressal of their grievances.



**(n) Members holding shares in physical mode:**

- (i) are required to submit their Permanent Account Number (PAN) and bank account details to the RTA/Company, if not registered with the Company as mandated by SEBI vide their circular dated 20th April, 2018.
  - (ii) are advised to register the nomination in respect of their shareholding in the Company. Nomination Form (SH-13) is uploaded in the Company's website and can be accessed at link: <http://www.nalcoindia.com/investor/NominationForm.pdf>
  - (iii) are requested to register/update their e-mail address for receiving all communications from the Company electronically.
- Members are requested to send the required information along with relevant documents to the RTA.

**(o) Members holding shares in electronic mode:**

- (i) are requested to submit their PAN and bank account details to their respective DPs with whom they are maintaining their demat accounts as mandated by SEBI vide their circular dated 20th April, 2018.
- (ii) are advised to contact their respective DPs for registering the nomination.
- (iii) are requested to register / update their e-mail address with their respective DPs for receiving all communications from the Company electronically.

Separate communication has already been sent to all members by the RTA who have not registered their PAN/Bank Account details.

**(p) In accordance with the amendments to Regulation 40 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, to be made effective from 5th December, 2018, Securities and Exchange Board of India has revised the provisions relating to transfer of listed securities and decided that except for transmission and transposition cases, requests for effecting transfer of listed securities shall not be processed unless the securities are held in the dematerialized form with a depository. The measure is aimed at curbing fraud and manipulation risk in physical transfer of securities by unscrupulous entities. Transfer of securities only in demat form will improve ease, convenience and safety of transactions for investors.**

In view of the above, members holding shares in physical form are requested to convert their shares to dematerialized form to eliminate all associated risks.

- (q) Relevant documents referred to in the accompanying Notice 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.**
- (r) Members are requested to bring their copy of Annual Report to the Meeting. Notice of the 37th meeting and Annual Report for the year ended 31st March, 2018 are available in the Company's website: <http://www.nalcoindia.com>.**
- (s) 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.**

**(t) Facility of online pre-registration for attending the Annual General Meeting:**

The Company is pleased to provide Web Check-in facility to its members to enable speedy and hassle free entry to the venue of the Meeting. This facility offers online pre-registration of members for attending the Meeting and generates pre-printed Attendance Slips for presentation at the venue of the Meeting.

Members may avail the said Web Check-in facility from 9:00 a.m. on 25.08.2018 to 5:00 p.m. on 28.08.2018.

The procedure to be followed for Web Check-in is as follows:

- i) Log on to <https://evoting.karvy.com> and click on "Web Check-in for General Meetings (AGM/EGM/CCM)".
- ii) Select event / name of the company: National Aluminium Company Limited.



- iii) Pass through the security credentials, viz., DP ID / Client ID / Folio No. entry, and PAN & “CAPTCHA” as directed by the system and click on “Submit” button.
- iv) The system will validate the credentials. Then click on “Generate my Attendance Slip” button.
- v) The Attendance Slip in PDF format will be generated.
- vi) Select the “PRINT” option for direct printing or download and save for printing the Attendance Slip.

Members completing Web Check-in successfully need not queue up at the registration counter(s) and are advised to use the dedicated counter being made available at the venue for attending the meeting.

Members using Web Check-in facility are requested to carry their valid photo identity proofs along with the above referred Attendance Slip for verification purpose.

- (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.

#### **Procedure of voting:**

- A) In Compliance with the provisions of Section 108 of the Act, read with the Rules of Companies (Management and Administration) Rules, 2014 and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) and/or re-enactments thereof for the time being in force), members holding shares as on the cut-off date may cast their vote with any of the following alternatives:

- **Remote e-voting:**

By electronic means through the remote e-voting platform provided by M/s. Karvy Computershare Private Limited (“Karvy”). The remote e-voting period will commence on 25.08.2018 at 9:00 am and will end on 28.08.2018 at 5:00 pm. The remote e-voting module will be disabled by Karvy for voting thereafter. Instructions and information relating to e-voting are as follows:

- a) **Member(s) having login credentials (User Id and Password):**

- i) Launch an internet browser and open <https://evoting.karvy.com/>
- ii) Enter the login credentials (**that is, User ID and password**).

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.

- iii) After entering the above details, click on - ‘Login’.
- iv) Password change menu will appear. Change the Password with a new Password of the member(s) choice. 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 also prompt Member(s) to update their contact details like mobile number, e-mail ID, etc. on first login. Member(s) may also enter a secret question and answer of his / her choice to retrieve the password in case it is forgotten. It is strongly recommended that member(s) do not share his / her password with any other person and that the member(s) take utmost care to keep his / her password confidential. After changing the password, member(s) need to login again with the new credentials.
- v) On successful login, the system will prompt Member(s) to select the e-Voting Event.
- vi) Select ‘EVENT’ of National Aluminium Company Limited – AGM and click on - ‘Submit’.
- vii) Now Member(s) are ready for e-voting as ‘Ballot Form’ page opens.



- viii) Cast the vote by selecting appropriate option and click on 'Submit'. Click on 'OK' when prompted.
- ix) Upon confirmation, the message 'Vote cast successfully' will be displayed.
- x) Once member(s) have confirmed his/her vote on the resolution, member(s) cannot modify their vote.
- xi) Institutional shareholders (i.e. other than individuals, HUF, NRI, etc.) are required to send scanned copy (PDF / JPG Format) of the relevant Board Resolution / Authority Letter, along with attested specimen signature of the duly authorised signatory(ies) who are authorised to vote, to the Scrutinizer by an e-mail at [cs\\_deba@yahoo.co.in](mailto:cs_deba@yahoo.co.in) with a copy 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) Member(s) not having login credentials (User Id and Password):**

- i) Member who have not registered their Mobile number, may call on Karvy's toll-free number: 1800-3454-001 (from 9.00 a.m. to 6.00 p.m.) for registering their Mobile number. The call center executive will help for assistance.
- ii) After registering the Mobile number, the member may send SMS to obtain both User Id and Password in the following manner:

**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> XXXX1234567890

- iii) The members may please follow all steps from Sl. No. (i) to (xi) as mentioned at (A)(a) above to cast their vote.
- iv) Members who have acquired shares after the dispatch of the Annual Report and before the book closure may also follow the above steps for obtaining User Id and Password and for casting their vote.

- **Insta Poll (at venue of the meeting):**

The facility of voting through electronic voting system ("Insta Poll") will be made available at the meeting for members who have not cast their votes through remote e-voting.

- B) If Member(s) has/have forgotten his/her/their Password, it can be reset by using 'Forgot Password' option available on <https://evoting.karvy.com> or contact Karvy at toll free no. 1800-3454-001 or e-mail at [evoting@karvy.com](mailto:evoting@karvy.com).
- C) In case of any other queries / grievances connected with voting by electronic means, Member(s) may also contact Mr. G. Ramdas of Karvy, at telephone no. 040-67162222.
- D) Members who have cast their votes by remote e-voting prior to the meeting may attend the meeting but they shall not be entitled to cast their vote again.
- E) The voting rights of members shall be in proportion to their shares in the paid-up equity share capital of the Company as on the cut-off date i.e. 22.08.2018.
- F) Shri Deba Mohapatra, Practicing Company Secretary (Membership No. F5474, COP: 4583) has been appointed as the Scrutinizer for conducting voting process in a fair and transparent manner.
- G) The Chairman shall, at the meeting, at the end of discussion on the resolutions on which voting is to be held, allow voting with the assistance of scrutinizer, by use of electronic voting for all those members who are present at the meeting but have not cast their votes by availing the remote e-voting facility.
- H) The results declared along with the report of the Scrutinizer shall 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> immediately after the declaration of result by the Chairman or a person authorized by him in writing. The results shall also be immediately forwarded to the BSE Limited and National Stock Exchange of India Limited.

## 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 Dr. K. Rajeswara Rao as an Additional Director of the Company with effect from 19th February, 2018. Dr. K. Rajeswara Rao 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. K. Rajeswara Rao for the office of Director of the Company.

Dr. K. Rajeswara Rao 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 01.07.1962, Dr. K. Rajeswara Rao has degree of Doctor of Philosophy (Ph.D.) in Social Sciences from the University of Jamia Millia Islamia, Delhi. He belongs to 1988 batch of Indian Administrative Service (IAS) from Tripura Cadre. He is currently working as Additional Secretary in the Ministry of Mines, Government of India, New Delhi.

Dr. K. Rajeswara Rao has abundant experience of working in Central and State Governments and Public Sector Companies. He served as Managing Director, Andhra Pradesh Urban Finance and Infrastructure Development Corporation Limited and Chief Vigilance Officer (CVO) in Container Corporation of India Limited.

Dr. K. Rajeswara Rao 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.

Dr. K. Rajeswara Rao does not hold any share in the Company.

The Board commends 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 Anil Kumar Nayak as an Additional Director of the Company with effect from 27th March, 2018. Shri Anil Kumar Nayak 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 Anil Kumar Nayak for the office of Director of the Company.

Shri Anil Kumar Nayak 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 16.05.1962, Shri Anil Kumar Nayak joined Indian Ordnance Factory Services (IOFS-1986 Batch) on 15th Feb' 1987. He was Deputy Director General, Ordnance Factory Board, Kolkata before joining as Chief Labour Commissioner in Ministry of Labour in August, 2015. He has been appointed as Joint Secretary, Ministry of Mines in March, 2018. He brings with him varied experience in technical as well as administrative fields.

Shri Anil Kumar Nayak 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 Anil Kumar Nayak 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 Pradip Kumar Mishra as an Additional Director of the Company with effect from 23<sup>rd</sup> April, 2018. Shri Pradip Kumar Mishra 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 Pradip Kumar Mishra for the office of Director of the Company.

Shri Pradip Kumar Mishra 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 12.02.1961, Shri Pradip Kumar Mishra is a Post Graduate in English literature from Utkal University. Shri Mishra started his professional career as a Management Trainee in SAIL in the year 1983. He brings with him rich and varied experience in the field of marketing management. During his 35 years tenure in SAIL, he served in various positions, including being the Regional Manager in three regions of SAIL. Shri Mishra is the recipient of the prestigious Jawahar Award for outstanding contribution in marketing area in SAIL.

Shri Pradip Kumar Mishra 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 Pradip Kumar Mishra 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:**

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 ending 31st March, 2019.

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, 2019.

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. 7 of the Notice.

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

By order of the Board

(N K MOHANTY)  
COMPANY SECRETARY

Place: Bhubaneswar  
Date: 25.07.2018





# नालको NALCO

Details of Directors seeking re-appointment/ appointment in the  
37<sup>th</sup> Annual General Meeting on 29<sup>th</sup> August, 2018  
(In terms of Regulation 36 of SEBI (LODR) Regulations, 2015)

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

<b>1.</b>	<b>Shri Basant Kumar Thakur</b>	
	Father's Name	Shri Indra Nath Thakur
	Date of Birth	19.12.1959
	Date of Appointment	04.07.2016
	Expertise in specific functional areas	Comprehensive experience Human Resource management including recruitment, retention, conflict resolution, change management, labour relation and benefit administration.
	Qualifications	Diploma in Social Works along with degree in History.
	List of outside Directorships held	Nil
	Member of Committees of the Board	<ol style="list-style-type: none"> <li>1. Stakeholders Relationship Committee</li> <li>2. Nomination and Remuneration Committee.</li> <li>3. CSR &amp; Sustainability Development Committee</li> <li>4. HR Committee</li> <li>5. Ethics and Corporate Governance Committee</li> <li>6. Committee of Directors on Projects &amp; New Ventures</li> </ol>
	Member of Committees in other companies	Nil

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

<b>2.</b>	<b>Dr. K. Rajeswara Rao</b>	
	Father's Name	Shri Venkatakishan Rao Kolanupaka
	Date of Birth	01.07.1962
	Date of Appointment	19.02.2018
	Expertise in specific functional areas	Additional Secretary in Ministry of Mines
	Qualifications	B.Sc., M.A. in Sociology, Ph.D. in Social Science, PG Diploma in Journalism.
	List of outside Directorships held	Nil
	Member of Committees of the Board	Nil
	Member of Committees in other companies	Nil
<b>3.</b>	<b>Shri Anil Kumar Nayak</b>	
	Father's Name	Shri Satyanarayan Nayak
	Date of Birth	16.05.1962
	Date of Appointment	27.03.2018
	Expertise in specific functional areas	<ul style="list-style-type: none"> <li>• Joined Indian Ordinance Factory Services (IOFS-1986 Batch) on 16th Feb' 1987.</li> <li>• Deputy Director General, Ordinance Factory Board, Kolkata.</li> <li>• Served as Chief Labour Commissioner in Ministry of Labour.</li> <li>• Presently, Joint Secretary, Ministry of Mines from March, 2018.</li> <li>• Varied experience in technical as well as administrative fields.</li> </ul>
	Qualifications	M. Tech. in Chemical Engineering from Calcutta University
	List of outside Directorships held	Hindustan Copper Limited
	Member of Committees of the Board	Committee of Directors for Projects & New Ventures.
	Member of Committees in other companies	Nil



4. Shri Pradip Kumar Mishra	
Father's Name	Shri Purnananda Mishra
Date of Birth	12.02.1961
Date of Appointment	23.04.2018
Expertise in specific functional areas	<ul style="list-style-type: none"><li>Started career as Management Trainee in SAIL in the year 1983.</li><li>Served as Regional Manager in three regions of SAIL during his 35-year tenure in SAIL</li><li>Recipient of the prestigious Jawahar Award for outstanding contribution in marketing area in SAIL.</li><li>Wide range of experiences in the field of Marketing Management.</li></ul>
Qualifications	P.G. in English Literature from Utkal University
List of outside Directorships held	Nil
Member of Committees of the Board	<ol style="list-style-type: none"><li>Stakeholders and Relationship Committee</li><li>Risk Management Committee</li><li>Ethics and Corporate Governance Committee.</li><li>Committee of Directors for Projects &amp; New Ventures.</li><li>Technology Committee</li></ol>
Member of Committees in other companies	Nil

None of the Directors of the Company are inter-se related to each other.



NATIONAL ALUMINIUM COMPANY LIMITED

(A Government of India Enterprise)

CIN: L27203OR1981GO1000920

Registered Office: NALCO Bhawan, P/1, Nayapalli, Bhubaneswar - 751013 (Odisha)

Website: www.nalcoindia.com, E-mail: investorservice@nalcoindia.co.in, Tel. Nos. 0674-2301988-2301999

PLEASE FILL ATTENDANCE SLIP AND HAND IT OVER AT THE ENTRANCE OF THE MEETING HALL

ATTENDANCE SLIP

DP ID\*, Folio No./Client Id\*, No of Shares

\*Applicable for members holding shares in electronic form.

NAME OF THE SHAREHOLDER :

NAME OF THE PROXY :

I hereby record my/our presence at the 37th Annual General Meeting of the Company to be held on Wednesday, the 29th August, 2018 at 11.00 AM at NALCO Bhawan, P/1, Nayapalli, Bhubaneswar - 751013.

(Only shareholders/proxies are allowed to attend the meeting) Signature of the Shareholder/Proxy .....

Please see Sl.no.(t) of the Notes for availing the facility of online pre-registration for attending the Annual General Meeting.



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PROXY FORM

[Pursuant to Section 105(6) of the Companies Act, 2013 and Rule 19(3) of the Companies (Management and Administration) Rules, 2014]

Name of the Member(s), Registered address, E-mail ID, Folio No./client ID, DP ID

\*Applicable for members holding shares in electronic form.

I/We being the member(s) of ..... shares of National Aluminium Company Ltd., hereby appoint -

- 1) ..... of ..... having e-mail id ..... or failing him
2) ..... of ..... having e-mail id ..... or failing him
3) ..... of ..... having e-mail id ..... or failing him

and whose signature(s) are appended below as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 37th ANNUAL GENERAL MEETING of the Company scheduled to be held on 29.08.2018 at 11.00 AM, at NALCO Bhawan, P/1, Nayapalli, Bhubaneswar - 751013 and at any adjournment thereof in respect of such resolutions as are indicated below:

Table with 4 columns: Resolution No., Description, For, Against. Rows include Ordinary Business (Adoption of financial statements, Dividend payment, Director appointment) and Special Business (Director appointments, Auditor remuneration).

Signed this.....day of .....2018

Signature of first proxy holder

Signature of second proxy holder

Signature of third proxy holder

Affix a Revenue Stamp

Signature of first shareholder

Signature of second shareholder

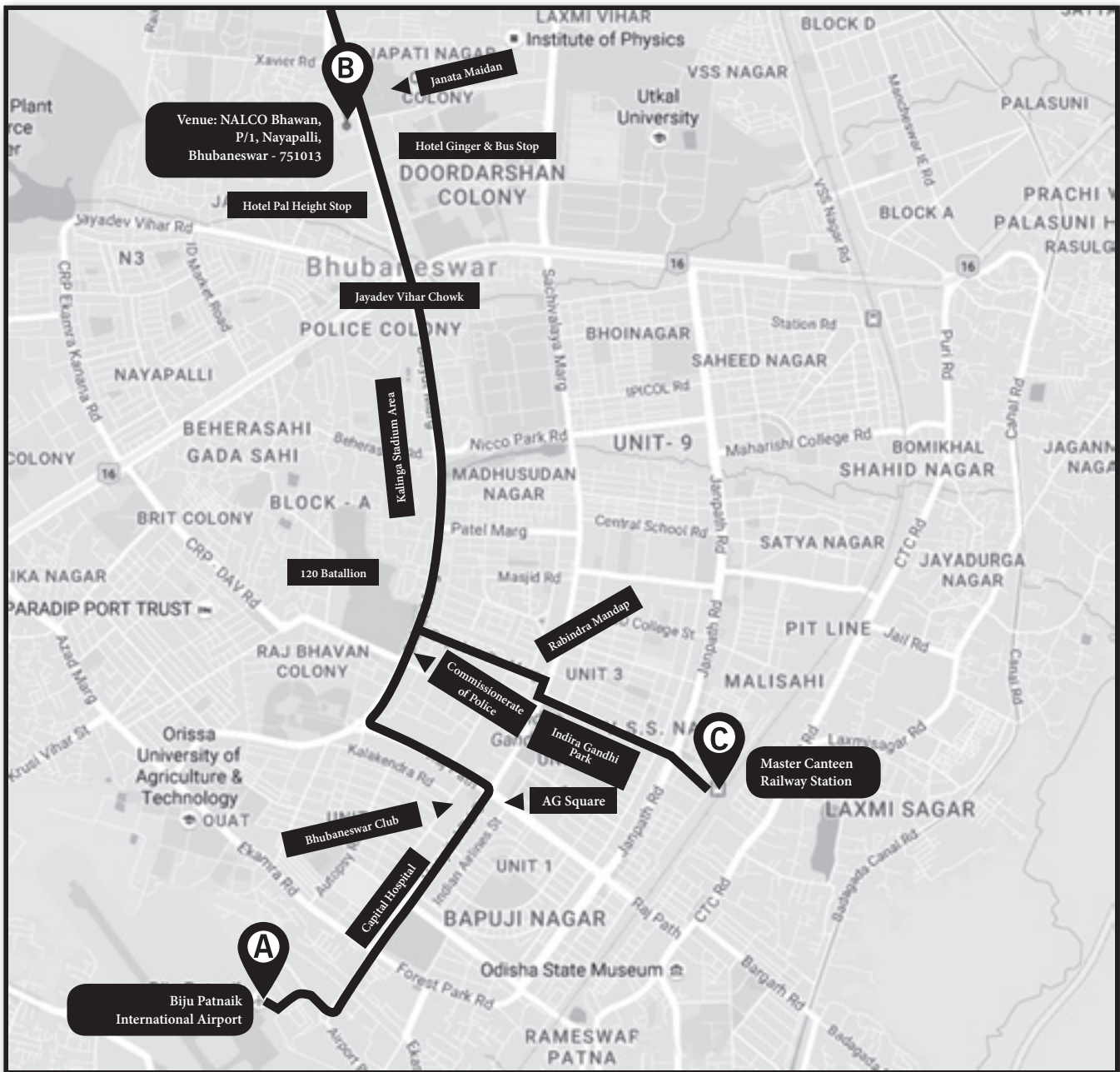
Signature of third shareholder

Cancel the Revenue Stamp

Notes:

- 1. Please put a '✓' in the appropriate column against the resolutions indicated in the Box. If you leave 'For' or 'Against' column blank against any or all the resolutions, your proxy will be entitled to vote (on poll) at the meeting in the manner he/she thinks appropriate.
2. This form of Proxy in order to be effective should be duly completed and deposited at the registered office of the Company, not less than 48 hours before the commencement of the meeting.
3. A Proxy need not be a member of the Company and shall prove his/her identity at the time of attending the meeting.
4. Appointing a proxy does not prevent a member from attending the meeting in person if he / she so wishes. When a member appoints a proxy and both the member and proxy attend the Meeting, the proxy will stand automatically revoked.
5. In the case of joint holders, the signature of any one holder will be sufficient, but names of all the joint holders should be stated.
6. This form of proxy shall be signed by the appointer or his attorney duly authorized in writing, or if the appointer is a body corporate, be under its seal or be signed by an officer or an attorney duly authorized by it.
7. This form of proxy will be valid only if it is duly complete in all respects, properly stamped and submitted as per the applicable law. Incomplete form or form which remains unstamped or inadequately stamped or form upon which the stamps have not been cancelled will be treated as invalid.
8. Undated proxy form will not be considered valid.
9. If Company receives multiple proxies for the same holdings of a member, the proxy which is dated last will be considered valid; if they are not dated or bear the same date without specific mention of time, all such multiple proxies will be treated as invalid.

ROUTE MAP FOR THE VENUE OF THE MEETING  
(A) AIRPORT (B) VENUE (C) MASTER CANTEEN (RLY. STN.)



National Aluminium Company Limited

CIN: L27203OR1981GOI000920

Registered Office: NALCO Bhawan, P/1, Nayapalli, Bhubaneswar - 751013, Odisha