



## 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: investorservice@nalcoindia.co.in, Website: www.nalcoindia.com

### NOTICE

Notice is hereby given that the 34th Annual General Meeting of the Company will be held on Saturday, the 26th September, 2015 at 11.00 A.M. 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 of the Company for the financial year ended March 31, 2015, the reports of the Board of Directors and Auditors thereon.
2. To declare dividend on equity shares.
3. To appoint a Director in place of Shri N.R. Mohanty (DIN:05181575), who retires by rotation at this Annual General Meeting and being eligible, offers himself for re-appointment.
4. To appoint a Director in place of Shri S.C. Padhy (DIN:02594088), who retires by rotation at this Annual General Meeting and being eligible, offers himself for re-appointment.

#### SPECIAL BUSINESS:

5. **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 Dr. N. K. Singh, (DIN: 03361541), who was appointed as an additional director in terms of Order No. 2(1)/2004-Met-I, dtd. 12.11.2014 of Govt. of India and who holds the office up to the date of 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, be and is hereby appointed as a Director of the Company, liable to retire by rotation."

6. **To appoint Shri V. Balasubramanyam (DIN: 06965313) as Director (Production) 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 Sections 196, 203 and other 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 V. Balasubramanyam, as Director (Production) of the Company whose office shall be liable to retire by rotation with effect from 1st January, 2015 in terms of Order No. 2(7)/2013-Met-I dt.31.10.2014 of the Ministry of Mines, Government of India in the pay scale of ₹75,000-1,00,000 for a period of five years or till the date of his superannuation or until further orders, whichever is the earliest."

"RESOLVED FURTHER THAT the detailed terms and conditions of Shri V. Balasubramanyam, as Director (Production) shall be as detailed in office Order No. 2(7)/2013-Met-I(pt I)dt.19.05.2015 of Ministry of Mines as modified by the Government of India from time to time."

7. **Appointment of Shri Tapan Kumar Chand (DIN: 01710900), 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.

"RESOLVED THAT pursuant to Sections 196, 203 and other 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 Tapan Kumar Chand, as Chairman-cum-Managing Director (CMD) of the Company with effect from July 27, 2015 in terms of Order F No. 2(2)/2014-Met-I dt. 22.07.2015 of the Ministry of Mines, Government of India in the pay scale of ₹ 80,000-1,25,000 for a period of five years from the date of his assumption of charge of the post till the date of his superannuation i.e. 30.11.2019 or until further orders whichever is the earliest."

"RESOLVED FURTHER THAT the detailed terms and conditions of Shri T.K. Chand as CMD shall be as may be determined by the Government of India from time to time."

8. **To fix remuneration of Statutory Auditors.**

To consider and if thought fit, to pass the following resolution as an Ordinary Resolution.

"RESOLVED THAT pursuant to Section 142 of the Companies Act, 2013, the Board of Directors of the Company be and are hereby authorized to fix a suitable remuneration for the Statutory Auditors of the Company from time to time as may be mutually agreed upon between the Board of Directors and the Statutory Auditors of the Company on their appointment by the Comptroller & Auditor General of India (C&AG)."

9. **To ratify the remuneration of Cost Auditors for the financial year 2015-16.**

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 ₹ 2,50,000/- plus service tax at applicable rates 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 2015-16 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

(K. N. RAVINDRA)  
ED-COMPANY SECRETARY

Place: Bhubaneswar  
Date: 24<sup>th</sup> August, 2015

**Notes:**

- (a) The Register of Members and Share Transfer Books of the Company shall remain closed from Tuesday, the 22nd September, 2015 to Saturday, the 26th September, 2015 (both days inclusive) for determining the names of members eligible for dividend on equity shares, if declared at the Meeting.
- (b) The dividend on equity shares, if declared at the Meeting, will be credited / dispatched within 30 days of its declaration to those members whose names appear:
  - i. as beneficial owners as at the end of the business hours on 21st September, 2015 as per the beneficial owners position to be provided by NSDL and CDSL in respect of the shares held in electronic form; and
  - ii. as members in the Register of Members of the Company, after giving effect to all valid share transfers in physical form lodged with the Company on or before 21st September, 2015.
- (c) **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.**
- (d) **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.**
- (e) **A blank proxy form is attached to this notice.**

**Inspection of Proxies**

- (i) Requisitions, if any, for inspection of Proxies should be received in writing from a Member entitled to vote on any Resolution at least three days before the commencement of the Meeting.
- (ii) Proxies will be made available for inspection during the period beginning twenty-four hours before the time fixed for the commencement of the Meeting and ending with the conclusion of the Meeting.
- (f) 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.
- (g) 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.
- (h) Details of Directors seeking re-appointment/appointment as new Directors in this Annual General Meeting are attached separately to the Notice.
- (i) The Company has transferred the unpaid/unclaimed dividends up to financial year 2006-07 and interim dividend for the financial year 2007-08, declared from time to time on due dates to the Investor Education and Protection Fund (the IEPF), established by the Central Government. Pursuant to the provisions of Investor Education and Protection Fund (Uploading of information regarding unpaid and unclaimed amounts lying with companies) Rules, 2012, the Company has uploaded the details of unpaid and unclaimed amounts lying with the Company as on September 27, 2014 (date of last Annual General Meeting) on the website of the Company ([www.nalcoindia.com](http://www.nalcoindia.com)), as also on the website of the Ministry of Corporate Affairs.
- (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 Company.
- (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 Company or send e-mail to [investorservice@nalcoindia.co.in](mailto:investorservice@nalcoindia.co.in) 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 indemnity bond 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 i.e. [investorservice@nalcoindia.co.in](mailto:investorservice@nalcoindia.co.in) 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 mode must disclose 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 Annual Report is being sent separately by post.
- (w) The route map for the venue of the meeting is given at the end.

### Voting through electronic means:

In compliance with the provisions of section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 as substituted by the Companies (Management and Administration) Amendment Rules, 2015 and the revised Clause 35B of the Listing Agreement, the Company is pleased to offer remote e-voting facility to its Members to exercise their right in respect of the businesses to be transacted at the 34th Annual General Meeting ("AGM") by casting vote using an electronic voting system from a place other than the venue of the AGM ("remote e-voting").

The facility for voting through ballot paper shall also be made available at the meeting and those members who have not cast their vote through remote e-voting shall be able to exercise their right at the meeting.

Provided, the members who have cast their vote by remote e-voting prior to the meeting may attend the meeting but shall not be entitled to cast their vote again. If a member casts vote by both modes, then voting done through remote e-voting shall prevail and the Ballot form shall be treated as invalid. The Company has engaged the services of Central Depository Services (India) Limited (CDSL) as the Authorised Agency to provide remote e-voting facilities. The detailed process, instructions and manner for availing remote e-voting facility is provided herein below:

- A. The E-voting period begins on 23rd September, 2015 at 9 a.m. and ends on 25th September, 2015 at 5.00 p.m. During this period shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of 19th September, 2015, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- B. **In case of members receiving Notice through e-mail:**
  - 1. If you are holding shares in Demat form and have logged on to [www.evotingindia.com](http://www.evotingindia.com) and have cast your vote earlier through E-voting for any Company earlier, then in such case the existing Login Id and Password can be used. If Demat Account holder has forgotten the password then enter the user id and captcha code and click on forgot password and enter the details as prompted by the system.
  - 2. The shareholders should log on to the e-voting website [www.evotingindia.com](http://www.evotingindia.com).
  - 3. Click on "Shareholders" tab to cast your votes.
  - 4.
    - a. If you are holding shares in Demat form and had logged on to [www.evotingindia.com](http://www.evotingindia.com) and voted on an earlier voting of any company, then your existing password can be used.
    - b. If you are a first time user, follow the steps given below and fill up the following details in the appropriate boxes:

	For Members holding shares in Demat Form	For Members holding shares in Physical Form
<b>USER ID</b>	<b>For NSDL:</b> 8 character DP ID Followed by 8 digit Client ID <b>For CDSL:</b> 16 digits beneficiary ID Enter the captcha code as displayed and click on login.	Folio number registered with the Company & enter the captcha code as displayed and click on login.
<b>PAN*</b>	Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (in Capital) (Applicable for both Demat shareholders as well as physical shareholders).	
Any one of the following two:		
<b>DOB#</b>	Enter the Date of Birth as recorded in your Demat account or in the company records for the said Demat account or folio in dd/mm/yyyy format.	
<b>Dividend Bank Details</b>	Enter the Dividend Bank Details as recorded in your demat account or in the company records for the said demat account or folio. Please enter the DOB or Dividend Bank Details in order to login. If the details are not recorded with the Depository or Company please enter the Client Id Number/Folio Number in the Dividend Bank details field, as mentioned above.	

\* Members who have not updated their PAN with the Company/Depository Participant are requested to use the first two letter of their name and the last 8 digits of the demat account/folio number in the PAN field. In case the folio number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. Eg. If your name is Ramesh Kumar with folio number 100 then enter RA00000100 in the PAN field.

# CDSL users can enter any one of the details viz. dividend bank details or date of birth, in order to login; NSDL users mandatorily have to mention their bank account number in order to login. In case bank details are not recorded with the depository, please enter the Client ID Number as at the end of the business hours on 19th September, 2015 in the Dividend Bank details field.

- 5. After entering these details appropriately, click on "SUBMIT" tab.
- 6. Members holding shares in physical form will then reach directly to the Company selection screen. Kindly note that this password can also be used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.  
The new password has to be minimum eight characters consisting of at least one upper case [A-Z], one lower case [a-z], one numeric value [0-9] and a special character [!@#\$%^&\*]. It is applicable for demat holders only.
- 7. For members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- 8. Click on the relevant EVSN of NATIONAL ALUMINIUM COMPANY LIMITED on which you choose to vote.
- 9. On the voting page, you will see Resolution Description and against the same the option "YES/NO" for voting. Select the option YES or NO as desired.  
The option YES implies that you Assent to the Resolution. The option NO implies that you Dissent to the Resolution.
- 10. Click on the "Resolutions File Link" if you wish to view the entire Resolution.
- 11. After selecting the resolution you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.
- 12. Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.

13. You can also take out print of the voting done by you by clicking on "Click here to print" option on the Voting page.
14. If Demat account holder has forgotten the same password then enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- C. Please follow all steps from Sr. No. [1.] to Sr. No. [11.] hereinabove to cast vote, in case of members receiving the physical copy of Notice of Annual General Meeting [for members whose e-mail IDs are not registered with the Company / Depository Participant [s] or requesting physical copy].
- D. For Institutional Shareholders:
  1. Institutional shareholders (i.e. other than Individuals, HUF, NRI etc.) are required to log on to <https://www.evotingindia.com> and register themselves as Corporate.
  2. A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).
  3. After receiving the login details a compliance user should be created using the admin login and password. The Compliance user would be able to link the account(s) for which they wish to vote on.
  4. The list of accounts should be mailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) and on approval of the accounts they would be able to cast their vote.
  5. They should upload a scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, in PDF format in the system for the scrutinizer to verify the same.
- E. Any person, who acquires shares of the Company and becomes member of the Company after dispatch of the Notice of AGM and holding shares as of the cut-off date i.e. 19th September, 2015, are requested to refer the notes and instructions to the E-Voting included in the notice which is uploaded on the website of CDSL and of the Company and can cast their votes accordingly. In case, you are already registered with CDSL for remote e-voting then you can use your existing user ID and password for casting your vote. If you have forgotten your password, you can reset your password by using "Forgot User Details/ Password" option available on <https://www.evotingindia.com>.
- F. The voting rights of shareholders shall be in proportion to their shares of the paid up equity share capital of the Company. The facility of E-voting would be provided once for every folio/ client id, irrespective of the number of joint holders. For any grievances connected with voting by electronic means, shareholders may contact Shri N K Mohanty, Addl. Company Secretary, E-mail Id : [nkmohanty@nalcoindia.co.in](mailto:nkmohanty@nalcoindia.co.in).
- G. CS Saroj Kumar Ray, Practicing Company Secretary (FCS: 5098, CP: 3770) and Partner of M/s. Saroj Ray & Associates, Company Secretaries has been appointed as the Scrutinizer to scrutinize the e-voting process in a fair and transparent manner.
- H. The Scrutinizer shall after the conclusion of voting at the AGM, will first count the votes cast at the meeting and thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the Company and shall make, not later than three days from the conclusion of the AGM, a consolidated scrutinizer's report of the total votes cast in favour or against, if any, to the Chairman or a person authorized by him in writing, who shall countersign the same and declare the result of the voting forthwith.
- I. The result of the e-voting along with the scrutinizer's report will be placed on Company's website, [www.nalcoindia.com](http://www.nalcoindia.com) and also on the website of CDSL. The result shall also be immediately forwarded to the BSE and NSE.
- J. The scrutinizer's decision on the validity of e-voting will be final.
- K. In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at [www.evotingindia.com](http://www.evotingindia.com) under help section or write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).

## **ANNEXURE TO NOTICE**

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

#### **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 Dr. N K Singh as an Additional Director of the Company with effect from 12th November, 2014. In terms of the provisions of Section 161(1) of the Act, Dr. N K Singh would hold office up to the date of this Annual General Meeting. He has attended all the three Board meetings convened during his tenure in the year 2014-15.

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. N K 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.

Born on 01.01.1962, Dr. N K. Singh 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 is B.Tech in Mining Engineering from Indian School of Mines, Dhanbad. He accomplished his Ph.D on the topic "Estimation of Gross Domestic Product of Forestry sector in the State of Gujarat." He had the opportunity to serve at the level of Director dealing with Environment and Forestry sector in the Planning Commission, Government of India. He has also served at the Director level dealing with Integrated Watershed Development Programme (IWDP) in the Department of Land Resources, Ministry of Rural Development, Government of India. He had a significant stint, serving as Managing Director, Gujarat Agro Industries Corporation Limited for the development of agri-infrastructure and food processing sector in the State.

Dr. Singh is not entitled for any remuneration or sitting fee for attending the Board/Sub-Committee meetings.

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.5 of the Notice.

Dr. Singh does not hold any share in the Company and is not related to any director or Key Managerial Personnel of 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 had appointed Shri V. Balasubramanyam as an Additional Director of the Company with effect from 1st January, 2015. Shri V Balasubramanyam would hold office up to the date of this Annual General Meeting. He has attended the two Board meetings convened during his tenure in the year 2014-15. He is also one of the Key Managerial Personnel of the Company.

Further, in terms of Section 196 and 203 of the Companies Act, 2013, Shri V Balasubramanyam has been appointed as Director (Production) of the Company w.e.f. 01.01.2015 in terms of Order No. 2(7)/2013-Met-I dt. 31.10.2014 of Ministry of Mines, Government of India in the pay scale of ₹ 75,000/- ₹ 1,00,000/- for a period of five years or till the date of his superannuation or until further order, whichever is the earliest.

The detailed terms and conditions of Shri V. Balasubramanyam are as per office Order No. 2(7)/2013-Met-I(pt I) dt. 19.05.2015 which can be verified at the Registered Office of the Company on all working days, during business hours up to the date of the 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 V Balasubramanyam for the office of Director of the Company.

Shri Balasubramanyam 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 01.12.1960, Shri V Balasubramanyam completed his B Tech in chemical engineering and joined NALCO as a Graduate Engineer Trainee (GET) in 1984. During his long service association of three decades with NALCO, Shri Balasubramanyam has contributed significantly from Technology adoption to absorption in the field of aluminium technology. With his vast professional experience, which nested from project execution to plant operation at both the production complexes of NALCO, Shri Balasubramanyam held very critical and crucial positions in the organization before taking over as Director (Production).

Shri Balasubramanyam 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.

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

Shri Balasubramanyam is holding 5260 no. of equity shares in the Company and is not related to any director or Key Managerial Personnel of 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 Tapan Kumar Chand as an Additional Director of the Company with effect from 27th July, 2015. Shri Tapan Kumar Chand would hold office up to the date of the ensuing Annual General Meeting. Since Shri Chand was not a member on the Board during 2014-15, he has not attended any Board meetings during the year. He is also one of the Key Managerial Personnel of the Company.

Further, in terms of Section 196 and 203 of the Companies Act, 2013, Shri Tapan Kumar Chand has been appointed as Chairman-cum-Managing Director of the Company w.e.f. 27.07.2015 in terms of Order F No.2(2)/2014-Met-I dt. 22.07.2015 of Ministry of Mines, Government of India in the pay scale of ₹80,000/- ₹1,25,000/- for a period of five years from date of assumption of office or till the date of his superannuation or until further orders, whichever is the earliest. Detailed terms and conditions will be determined by the Govt. of India from time to time.

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 Tapan Kumar Chand for the office of Director of the Company.

Shri Chand 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 17th November, 1959, Shri T.K. Chand was an outstanding scholar and had topped Utkal University. He had undergone training in Advanced Management Programme in International Centre for Promotion of Enterprises (ICPE), in western Europe and in Queensland University of Technology, Australia. He was adjudged as an outstanding performer in certificate course conducted by SCOPE and DPE for Directors and CMDs.

Shri Chand is one of the senior most Director in the industry having more than 30 years of rich experience in mining and metal sector. He was Director in Central Coalfields Ltd. and the Director in Rashtriya Ispat Nigam Ltd. (Visakhapatnam Steel Plant ) before joining NALCO as CMD. He brought a paradigm shift in in the areas of CSR by introducing schemes like Girl Child Promotion, Model Village Development, Operation Jyothi etc. He had introduced a number of structural and functional changes in mining and metal sector, which have immensely contributed for the improvement of productivity and profitability of the companies. He is putting all out efforts to make NALCO not only pick up upward trend but also summons energy to scale new heights in coming years.

Shri Chand 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 Chand does not hold any share in the Company and is not related to any director or Key Managerial Personnel of 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 :

As per Section 139(5) of the Companies Act, 2013, Statutory Auditors of a Government Company are appointed or re-appointed by the Comptroller and Auditor General of India (C&AG).

As per Section 142 of the Companies Act, 2013, the remuneration of the Statutory Auditors of a Company shall be fixed in its General Meeting or in such manner as may be determined therein.

Members in the 26th Annual General Meeting (AGM) held on 21st September, 2007 had authorized the Board of Directors of the Company to fix a suitable remuneration for the Statutory Auditors of the Company from time to time as may be mutually agreed upon between the Board of Directors and Statutory Auditors of the Company, on their appointment by the C&AG.

In the meantime new Companies Act, 2013 has come into force w.e.f. 01.04.2014. Hence, as a measure of abundant precaution, the matter is being brought once again to the AGM for authorization to the Board of Directors to fix remuneration for the Statutory Auditors from time to time, on their appointment by C&AG.

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.

#### Item No. 9 :

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 ₹ 2,50,000/- plus service tax at applicable rates plus out of pocket expenses to conduct the audit of the cost records of the Company for the financial year 2015-16.

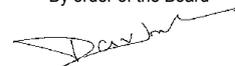
In accordance with the provisions of Section 148 of the Act read with the Companies (Audit and Auditors) Rules, 2014, the remuneration payable to the Cost Auditors has to be ratified by the shareholders of the Company.

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 2015-16.

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. 9 of the Notice.

The Board commends the Ordinary Resolution set out at Item No. 9 of the Notice for approval by the shareholders.

By order of the Board



(K. N. RAVINDRA)  
ED-COMPANY SECRETARY

Place : Bhubaneswar  
Date : 24<sup>th</sup> August, 2015



Details of Directors seeking re-appointment/ appointment in the  
34th Annual General Meeting on Saturday, the 26th September, 2015  
(In terms of Clause - 49 of the Listing Agreement)

**DETAILS OF DIRECTORS SEEKING RE-APPOINTMENT (ORDINARY BUSINESS IN THE NOTICE)**

1.	<b>Shri N R Mohanty</b>	
	Father's Name	Late Kishori Charan Mohanty
	Date of Birth	13.01.1957
	Date of Appointment	01.02.2012
	Expertise in specific functional areas	Mechanical Engineer having wide range of experience in aluminium industry.
	Qualifications	B.Sc. Engg. (Hons.) Mechanical
	List of outside Directorships held	Nil
	Member of Committees of the Board	Audit Committee and Stakeholders Relationship Committee
	Member of Committees in other companies	Nil
	Number of Board meetings attended during the year	9
Shareholding	5764	
2.	<b>Shri S C Padhy</b>	
	Father's Name	Late Shri R.C. Padhy
	Date of Birth	03.06.1956
	Date of Appointment	20.12.2012
	Expertise in specific functional areas	Wide ranging experience in the human resources management.
	Qualifications	Post graduate in Labour and Social Welfare from Berhampur University, Odisha.
	List of outside Directorships held	Nil
	Member of Committees of the Board	Nil
	Member of Committees in other companies	Nil
	Number of Board meetings attended during the year	8
Shareholding	1250	
<b>DETAILS OF DIRECTORS SEEKING APPOINTMENT (SPECIAL BUSINESS IN THE NOTICE)</b>		
3.	<b>Dr. N K Singh</b>	
	Father's Name	Shri Bhikunt Prasad Singh
	Date of Birth	01.01.1962
	Date of Appointment	12.11.2014
	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	Mineral Exploration Corporation Ltd.
	Member of Committees of the Board	Audit Committee and Stakeholders Relationship Committee
	Member of Committees in other companies	Member-Audit Committee-Mineral Exploration Corporation Ltd.
	Number of Board meetings attended during the year	3
Shareholding	Nil	
4.	<b>Shri V. Balasubramanyam</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	Audit Committee
	Member of Committees in other companies	Nil
	Number of Board meetings attended during the year	2
Shareholding	5260	
5.	<b>Shri Tapan Kumar Chand</b>	
	Father's Name	Shri Rajendra Kumar Chand
	Date of Birth	17.11.1959
	Date of Appointment	27.07.2015
	Expertise in specific functional areas	One of the senior most Director having three decades of experience in mines and mineral sector.
	Qualifications	Post Graduate Degree in History and Public Administration Bachelor's Degree in Law and Diploma in Social Welfare
	List of outside Directorships held	Nil
	Member of Committees of the Board	Nil
	Member of Committees in other companies	Nil
	Number of Board meetings attended during the year	Nil
Shareholding	Nil	

- Notes:**
- Chairmanship/membership of the Audit Committee and the Stakeholders Relationship Committee have only been considered as per Clause 49 of the Listing Agreement.
  - Shri N R Mohanty, Director (P&T) (item No.3 of the notice) and Shri S. C. Padhy, Director (HR)(item No.4 of the notice), Key Managerial Personnel (KMP) whose reappointments are proposed are in the pay scale of ₹ 75,000 – 1,00,000 and their detailed terms and conditions of appointment are as per the letter No. 2(3)/2010-Met.I(pt) dated 21.1.2013 and No.2(1)/2011-Met.I (pt.II) dated 21.5.2013 respectively. The details of remuneration drawn by all the Directors is given in the Corporate Governance Report and extract of Annual Return attached to the Directors' Report.
  - Detailed Information of the Directors / CMD proposed for appointment as special business at item nos. 5, 6, & 7 are given in the explanatory statement attached to the notice.



## NATIONAL ALUMINIUM COMPANY LTD.

CIN: L27203OR1981GOI000920

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

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	
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**NAME OF THE SHAREHOLDER :**

**NAME OF THE PROXY :**

I hereby record my/our presence at the 34th ANNUAL GENERAL MEETING of the Company held on Saturday, the 26th September, 2015 at 11.00 a.m. at NALCO Bhawan, P/1, Nayapalli, Bhubaneswar - 751013.

(Only shareholders/proxies are allowed to attend the meeting)

Signature of the Shareholder/Proxy : .....



## NATIONAL ALUMINIUM COMPANY LTD.

CIN: L27203OR1981GOI000920

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

### 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):		E-mail ID:	
Registered address:		Folio No./Client ID:	
		DP ID:	

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

- 1) ..... of ..... having email id ..... or failing him
- 2) ..... of ..... having email id ..... or failing him
- 3) ..... of ..... having email 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 34th ANNUAL GENERAL MEETING of the Company scheduled to be held on Saturday, the 26th September, 2015 at 11.00 a.m. at NALCO Bhawan, P/1, Nayapalli, Bhubaneswar - 751013 and at any adjournment there of in respect of such resolutions as are indicated below:

Resolution No.	Subject Matter of the Resolution	For	Against
<b>ORDINARY RESOLUTION</b>			
1.	Adoption of the audited financial statements of the Company for the financial year ended 31st March, 2015, the reports of the Directors and the Auditors thereon		
2.	Declaration of dividend on equity shares		
3.	Re-appointment of Shri N R Mohanty, who retires by rotation		
4.	Re-appointment of Shri S C Padhy, who retires by rotation		
<b>SPECIAL RESOLUTION</b>			
5.	Appointment of Dr. N K Singh as Director,		
6.	Appointment of Shri V Balasubramanyam as Director (Production)		
7.	Appointment of Shri Tapan Kumar Chand as CMD of the Company		
8.	To fix remuneration of Statutory Auditors		
9.	To ratify the remuneration of Cost Auditors for the financial year 2015-16		

Signed this ..... day of ..... 2015

Signature of first proxy holder

Signature of second proxy holder

Signature of third proxy holder

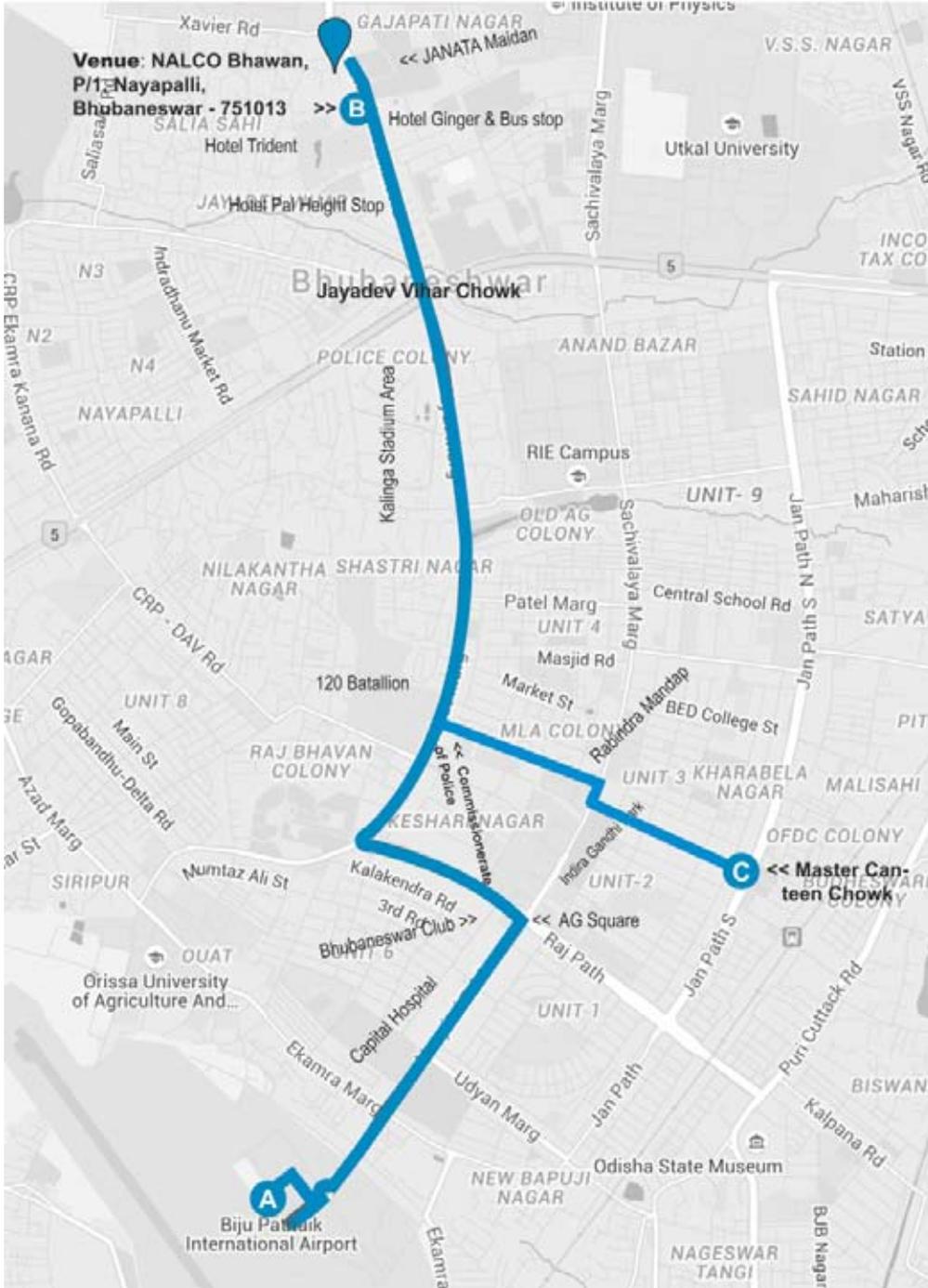
Affix  
₹ 1  
Revenue  
Stamp

**Notes:**

1. 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.
2. A Proxy need not be a member of the Company.
3. Appointing a Proxy does not prevent a member from attending the meeting in person if he so wishes.

Signature of share holder  
across Revenue Stamp

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



**NATIONAL ALUMINIUM COMPANY LTD.**

CIN: L27203OR1981GOI000920

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