



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

NOTICE

Notice is hereby given that the 38th Annual General Meeting of the Company will be held on Wednesday, 18th September, 2019 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 (including audited consolidated financial statements) of the Company for the financial year ended 31st March, 2019, 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, 2019.
3. To appoint Director in place of Shri V. Balasubramanyam (DIN: 06965313), who retires by rotation and being eligible, offers himself for re-appointment.
4. To appoint Director in place of Shri Sanjib Kumar Roy (DIN: 06756812), who retires by rotation and being eligible, offers himself for re-appointment.

SPECIAL BUSINESS:

5. **To appoint Shri Sridhar Patra (DIN: 06500954) as Director (Finance) of the Company.**

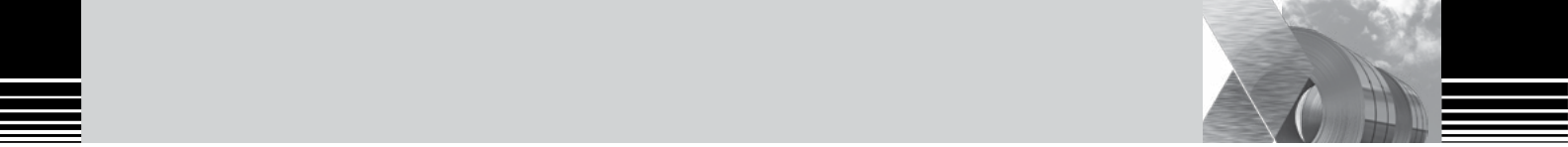
To consider and if thought fit, to pass the following resolution as an Ordinary Resolution, with or without modification(s):

“RESOLVED THAT pursuant to the applicable provisions of the Companies Act 2013 and the Rules made thereunder, Shri Sridhar Patra (DIN: 06500954), appointed as Director (Finance), by the President of India vide letter no. 2(3)/2017-Met.I dated 02nd July, 2018 and subsequently appointed as an Additional Director by the Board of Directors with effect from 01.09.2018 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 (Finance) of the Company, liable to retire by rotation”

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

6. **To re-appoint Shri Dipankar Mahanta, (DIN: 01583516) as Part-time Non-official (Independent) Director of the Company.**

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



“RESOLVED THAT pursuant to the applicable provisions of the Companies Act, 2013 (“the Act”) and the Companies (Appointment and Qualifications of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule IV to the Act and Regulation 16(1)(b) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, Shri Dipankar Mahanta, (DIN: 01583516) who was appointed as an Additional Director of the Company by the Board of Directors with effect from 21.11.2018, after completion of his 1st term of tenure of three years on 20.11.2018, in terms of Section 161(1) of the Act and Article 63 of the Articles of Association of the Company and whose term of office expires at this Annual General Meeting and in respect of whom the Company has received a notice in writing from a member under Section 160 of the Companies Act, 2013, proposing his candidature for the office of Director, be and is hereby re-appointed as Part-time Non-official (Independent) Director of the Company to hold office for a period of one year w.e.f. 21.11.2018 in terms of order no. 2(1)/2016-Met.I, dtd. 19.11.2018 of Govt. of India or any amendments thereto.”

7. **To re-appoint Shri S. Sankararaman, (DIN: 07346454) as Part-time Non-official (Independent) Director of the Company.**

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

“RESOLVED THAT pursuant to the applicable provisions of the Companies Act, 2013 (“the Act”) and the Companies (Appointment and Qualifications of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule IV to the Act and Regulation 16(1)(b) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, Shri S. Sankararaman, (DIN: 07346454) who was appointed as an Additional Director of the Company by the Board of Directors with effect from 21.11.2018, after completion of his 1st term of tenure of three years on 20.11.2018, in terms of Section 161(1) of the Act and Article 63 of the Articles of Association of the Company and whose term of office expires at this Annual General Meeting and in respect of whom the Company has received a notice in writing from a member under Section 160 of the Companies Act, 2013, proposing his candidature for the office of Director, be and is hereby re-appointed as Part-time Non-official (Independent) Director of the Company to hold office for a period of one year w.e.f. 21.11.2018 in terms of order no. 2(1)/2016-Met.I, dtd. 19.11.2018 of Govt. of India or any amendments thereto.”

8. **To re-appoint Shri Pravat Keshari Nayak, (DIN: 07346756) as Part-time Non-official (Independent) Director of the Company.**

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

“RESOLVED THAT pursuant to the applicable provisions of the Companies Act, 2013 (“the Act”) and the Companies (Appointment and Qualifications of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule IV to the Act and Regulation 16(1)(b) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, Shri Pravat Keshari Nayak, (DIN: 07346756) who was appointed as an Additional Director of the Company by the Board of Directors with effect from 21.11.2018, after completion of his 1st term of tenure of three years on 20.11.2018, in terms of Section 161(1) of the Act and Article 63 of the Articles of Association of the Company and whose term of office expires at this Annual General Meeting and in respect of whom the Company has received a notice in writing from a member under Section 160 of the Companies Act, 2013, proposing his candidature for the office of Director, be and is hereby re-appointed as Part-time Non-official (Independent) Director of the Company to hold office for a period of one year w.e.f. 21.11.2018 in terms of order no. 2(1)/2016-Met.I, dtd. 19.11.2018 of Govt. of India or any amendments thereto.”

9. **To re-appoint Prof. Damodar Acharya, (DIN: 06817842) as Part-time Non-official (Independent) Director of the Company.**

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

“RESOLVED THAT pursuant to the applicable provisions of the Companies Act, 2013 (“the Act”) and the Companies (Appointment and Qualifications of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being

in force) read with Schedule IV to the Act and Regulation 16(1)(b) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, Prof. Damodar Acharya, (DIN: 06817842) who was appointed as an Additional Director of the Company by the Board of Directors with effect from 21.11.2018, after completion of his 1st term of tenure of three years on 20.11.2018, in terms of Section 161(1) of the Act and Article 63 of the Articles of Association of the Company and whose term of office expires at this Annual General Meeting and in respect of whom the Company has received a notice in writing from a member under Section 160 of the Companies Act, 2013, proposing his candidature for the office of Director, be and is hereby re-appointed as Part-time Non-official (Independent) Director of the Company to hold office for a period of one year w.e.f. 21.11.2018 in terms of order no. 2(1)/2016-Met.I, dtd. 19.11.2018 of Govt. of India or any amendments thereto.”

10. To re-appoint Shri Maheswar Sahu, (DIN: 00034051) as Part-time Non-official (Independent) Director of the Company:

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

“RESOLVED THAT pursuant to the applicable provisions of the Companies Act, 2013 (“the Act”) and the Companies (Appointment and Qualifications of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule IV to the Act and Regulation 16(1)(b) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, Shri Maheswar Sahu, (DIN: 00034051) who was appointed as an Additional Director of the Company by the Board of Directors with effect from 21.11.2018, after completion of his 1st term of tenure of three years on 20.11.2018, in terms of Section 161(1) of the Act and Article 63 of the Articles of Association of the Company and whose term of office expires at this Annual General Meeting and in respect of whom the Company has received a notice in writing from a member under Section 160 of the Companies Act, 2013, proposing his candidature for the office of Director, be and is hereby re-appointed as Part-time Non-official (Independent) Director of the Company to hold office for a period of one year w.e.f. 21.11.2018 in terms of order no. 2(1)/2016-Met.I, dtd. 19.11.2018 of Govt. of India or any amendments thereto.”

11. To ratify the remuneration of Cost Auditors for the financial year ending 31st March, 2020.

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 Rs. 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, 2020, 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.”

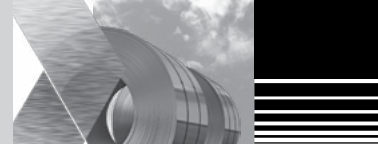
By order of the Board



(N K MOHANTY)
COMPANY SECRETARY

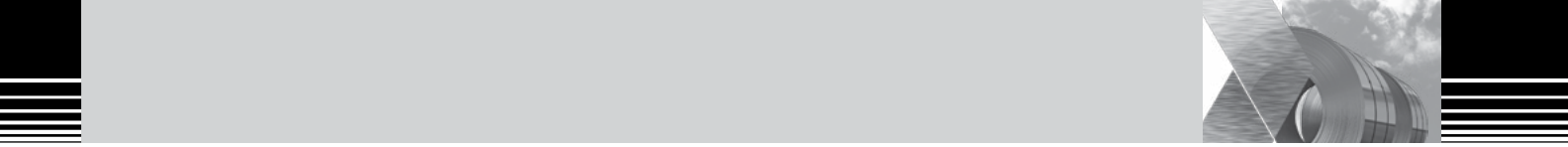
Place: Bhubaneswar

Date: 06.08.2019



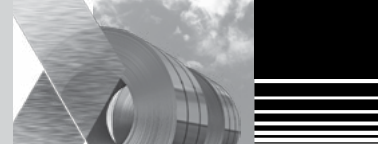
Notes:

- (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 **Friday, the 13th September, 2019 to Wednesday, the 18th September, 2019 (both days inclusive)**. Subject to the provisions of the Act, final dividend @ Rs.1.25 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 Thursday, the 12th September, 2019.
- (h) The Company’s Registrar and Share Transfer Agents (the “RTA”) for its share registry activities is Karvy Fintech Private Limited having its office at Karvy Selenium Tower B, Plot 31-32, Gachibowli, Financial District, Nanakramguda, Hyderabad-500 032.
- (i) Till date, the Company has transferred the unpaid/unclaimed dividend amounts upto Interim dividend of 2011-12, 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 29th August, 2018 (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, 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. 25.04.2019 (Interim Dividend for 2011-12). 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/2019/06/shares-2-dt-19-6-2019.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 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:
<https://nalcoindia.com/wp-content/uploads/2019/01/NominationForm.pdf>.
 - (iii) are requested to register/update their e-mail address for receiving all communications from the Company electronically.
 - (iv) are required to convert their shares in to electronic/demat form since request for transfer of physical shares are no more allowed w.e.f. 01.04.2019 except for transmission and transposition cases, as per amended Regulation 40 of SEBI (LODR) Regulations, 2015. Conversion of physical shares to dematerialized form would eliminate all associated risks.
- 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) 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.



- (q) Members are requested to bring their copy of Annual Report to the Meeting. Notice of the 38th meeting and Annual Report for the year ended 31st March, 2019 are available in the Company's website: <http://www.nalcoindia.com>
- (r) 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.

(s) **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 presence at the venue of the Meeting.

Members may avail the said Web Check-in facility from 9:00 a.m. (IST) on Saturday, the 14th September, 2019 to 5:00 p.m. (IST) on Tuesday, the 17th September, 2019.

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.

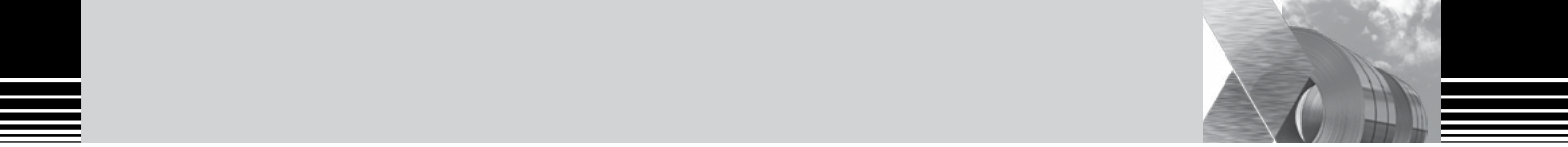
- (t) The business set out in the Notice will be transacted through electronic voting system and the Company is providing facility for voting by electronic means.

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 Fintech Private Limited ("Karvy").



The remote e-voting period will commence on at **9:00 a.m. (IST) on Saturday, the 14th September, 2019 to 5.00 p.m. (IST) on Tuesday, the 17th September, 2019**. 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 with a copy to 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. 1-800-3454-001 or e-mail at 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. Wednesday, the 11th September, 2019.**
- 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) After discussions on the resolutions in the meeting the Chairman shall allow voting through Insta-poll to those shareholders who are present in the meeting but have not cast their votes by availing the remote e-voting facility.
- H) The results of voting along with the report of the Scrutinizer shall be placed on the website of the Company 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.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 Sridhar Patra as an Additional Director of the Company with effect from 1st September, 2018. Shri Sridhar Patra 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 Sridhar Patra for the office of Director of the Company.

Born on 12.10.1964, Shri Sridhar Patra is a graduate in Commerce from Utkal University and a Member of Institute of Chartered Accountants of India. He has also done MBA (HRD) from Vidya Sagar University. He has more than three decades of experience in various Public Sector Undertakings like Odisha Mining Corporation Ltd., Indian Rare Earths Ltd. and Mangalore Refinery & Petrochemicals Ltd. (A subsidiary of ONGC Ltd.). He has contributed as an academician apart from his professional employment in PSUs. Before joining NALCO as Director (Finance), he served as Director (Finance) of THDC India Limited from 02.08.2013 to 31.08.2018.

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. 5 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. 5 of the Notice for approval by the shareholders.

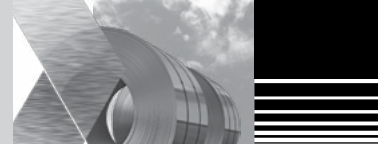
Item No.6:

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 Dipankar Mahanta as an Additional Director of the Company with effect from 21st November, 2018, after completion of his 1st term of office of three years on 20.11.2018. Shri Mahanta has been re-appointed as a Part-time Non-official (Independent) Director by Govt. of India vide Order no. 2(1)/2016-Met.I dated 19.11.2018. Shri Dipankar Mahanta 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 Dipankar Mahanta for the office of Non-official Part-time (Independent) Director of the Company.

During the 1st tenure of three years, Shri Dipankar Mahanta guided and contributed immensely in the areas of CSR and HR. The President of India was pleased to re-appoint him for a period of one year from date of completion of his tenure i.e. 20.11.2018.

Shri Dipankar Mahanta 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.



Born on 12th December, 1965, Shri Dipankar Mahanta did his MBA in 1990 from Guwahati University and started his career with an entrepreneurial venture named M/s. Consort Marketing, with an objective of marketing small scale industries products. Subsequently, he joined and served the Guwahati Stock Exchange from 1991 to 1997 in various capacities concerning the Indian Capital Market. In 1997 after resigning from the Stock Exchange he promoted Economic and Industrial Development Collaborative (India) Pvt. Ltd. a company with an object for imparting quality consultancy services and its implementation in the North East Region (NER). All these years he was involved in research, consultancy and organizing works related to vocational training, marketing of handloom and handicraft products, learning process in children vis-à-vis language, hand-made paper development and socio-economic study of the brick fields in Assam.

Shri Mahanta has also been associated with the Vivekananda Kendra, a voluntary organization in various capacities since 1997 and later from 2003 to 2009 he was the Associate Director, Research Council of the Vivekananda Kendra Institute of Culture (VKIC), a specialized project on cultural documentation and research of India's North East. He also had the opportunities to serve CAPART (NEZ) under the Ministry of Rural Development, Government of India.

He is a Social Entrepreneur and associated with various social organizations, prominent amongst them is Vivekananda Kendra and Srimanta Foundation for Culture and Society. He is also a resource person and trainer in the area of 'Knowledge of Self and its Management' Shri Dipankar Mahanta does not hold any share in the Company.

The Board recommends the Special Resolution set out at Item no. 6 of the Notice for approval by the shareholders.

Item No.7:

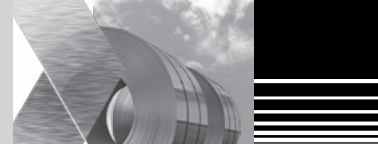
Pursuant to the provisions of Section 161(1) of the Companies Act, 2013 and the Articles of Association of the Company, the Board of Directors of the Company appointed Shri S. Sankararaman as an Additional Director of the Company with effect from 21st November, 2018, after completion of his 1st term of office of three years on 20.11.2018. Shri S. Sankararaman has been re-appointed as a Part-time Non-official (Independent) Director by Govt. of India vide Order no. 2(1)/2016-Met.I dated 19.11.2018. Shri S. Sankararaman 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 S. Sankararaman for the office of Non-official Part-time (Independent) Director of the Company.

During the 1st tenure of three years, Shri S. Sankararaman guided and contributed immensely in the fields on finance, accounts, CSR and risk management. The President of India was pleased to re-appoint him for a period of one year from date of completion of his tenure i.e. 20.11.2018.

Shri S. Sankararaman 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.

Born on 19th May, 1962, Shri S. Sankararaman is a fellow member of the Institute of Chartered Accountants of India. He is affected by muscular dystrophy and a wheelchair user from the age of 12. He is presently the Honorary Secretary of Amar Seva Sangam, an Institution for betterment of the differently abled and the underprivileged. He started his career in 1985 rendering professional services to various corporate before joining Amar Seva Sangam in 1992. His mission is to empower the disabled citizen by establishing a "Valley for the Disabled" as a Rehabilitation and Development Centre for the region and developing models for self-help initiatives by integrating the disabled individuals with the society for improved living conditions in the villages.



Shri S. Sankararaman was mainly instrumental in the enactment of Persons with Disabilities Act by the Indian Parliament in 1996. He participates in various marathons held across the country, paving the way for the inclusion of disabled persons in such sporting events.

Shri S. Sankararaman does not hold any share in the Company.

The Board recommends the Special Resolution set out at Item no. 7 of the Notice for approval by the shareholders.

Item No.8:

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 Pravat Keshari Nayak as an Additional Director of the Company with effect from 21st November, 2018, after completion of his 1st term of office of three years on 20.11.2018. Shri Pravat Keshari Nayak has been re-appointed as a Part-time Non-official (Independent) Director by Govt. of India vide Order no. 2(1)/2016-Met.I dated 19.11.2018. Shri Pravat Keshari 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 Pravat Keshari Nayak for the office of Non-official Part-time (Independent) Director of the Company. During the 1st tenure of three years, Shri Pravat Keshari Nayak guided and contributed immensely in the fields of finance, accounts and investor grievances mechanism. The President of India was pleased to re-appoint him for a period of one year from date of completion of his tenure i.e. 20.11.2018.

Shri Pravat Keshari 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.8 of the Notice.

Shri Pravat Keshari Nayak, Chartered Accountant by profession is senior partner of leading CA Firm M/s. P. K. Nayak & Co., rendering comprehensive professional services to Government and private sectors. With a career spanning over three decades, his vast repertoire of financial expertise and experience spans across the public and private sectors and several corporates, banks and other financial institutions. He has consulted for Adam Smith International, UK on public sector reforms for restructuring of PSUs in Odisha. He also holds degree in Law and diploma in Information System Audit (ICAI).

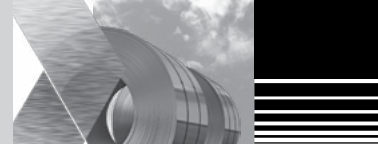
Besides undertaking audits for government and as Independent auditor in large social sector projects, he has proactively offered guidance to young entrepreneurs and start-ups. He has also been a part of many national seminars and conferences related to Finance, taxation and audits.

Shri Pravat Keshari Nayak does not hold any share in the Company.

The Board recommends the Special Resolution set out at Item no. 8 of the Notice for approval by the shareholders.

Item No. 9:

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 Prof. Damodar Acharya as an Additional Director of the Company with effect from 21st November, 2018, after completion of his 1st term of office of three years on 20.11.2018. Prof. Damodar Acharya has been re-appointed as a Part-time Non-official (Independent) Director by Govt. of India vide Order no. 2(1)/2016-Met.I dated 19.11.2018. Prof. Damodar Acharya 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 Prof. Damodar Acharya for the office of Non-official Part-time (Independent) Director of the Company.

During the 1st tenure of three years, Prof. Damodar Acharya guided and contributed immensely in the fields of project & technical, technologies and new ventures. The President of India was pleased to re-appoint him for a period of one year from date of completion of his tenure i.e. 20.11.2018.

Prof. Damodar Acharya 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.9 of the Notice.

Born on 2nd April, 1949, Prof. Damodar Acharya holds degree in Mechanical Engineering from NIT, Rourkela, Masters and PhD degrees from IIT, Kharagpur. He joined the Industrial Engineering faculty in the same institute in 1976. He has left his indelible mark in all the responsibility that he has taken in the institute, be it as head of the Department, Chairman JEE, DEAN (Sponsored Research and Industrial Consultancy), Executive Director STEP, Chairman of Vinod Gupta School of Management or as the Director of this first and the largest IIT in the Country.

As Founding Vice Chancellor of Biju Patnaik University of Technology, he laid a foundation of a robust Technical University Education system that is being emulated by others. He was the Chairman of All India Council of Technical Education.

Prof. Damodar Acharya played important role in the establishment of IIT, Bhubaneswar and was its first Mentor Director. He remained Non-official Director in the Central Board of RBI for four years and as an Independent Director in RCF for three years.

Prof. Acharya is Chairman of the Advisory Board of SOA University

Prof. Damodar Acharya does not hold any share in the Company.

The Board recommends the Special Resolution set out at Item no. 9 of the Notice for approval by the shareholders.

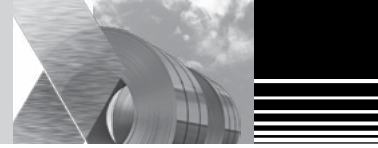
Item No. 10:

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 Maheswar Sahu as an Additional Director of the Company with effect from 21st November, 2018, after completion of his 1st term of office of three years on 20.11.2018. Shri Maheswar Sahu has been re-appointed as a Part-time Non-official (Independent) Director by Govt. of India vide Order no. 2(1)/2016-Met.I dated 19.11.2018. Shri Maheswar Sahu 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 Maheswar Sahu for the office of Non-official Part-time (Independent) Director of the Company.

During the 1st tenure of three years, Shri Maheswar Sahu guided and contributed immensely in the fields of HR, CSR, new ventures and R&D. The President of India was pleased to re-appoint him for a period of one year from date of completion of his tenure i.e. 20.11.2018.

Shri Maheswar Sahu 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.10 of the Notice.



Shri Maheswar Sahu has done B.Sc. (Engg.) in Electrical in 1977 from NIT, Rourkela and M.Sc. from University of Birmingham in 1994. He joined Indian Administrative Service (IAS) in 1980. He has served the Government of India and Govt of Gujarat in various capacities for more than three decades before retiring as Additional Chief secretary, Govt. of Gujarat in 2014. His career span includes more than 20 years of service in industry and more than 10 year of active involvement in PSU management. He had worked more than 3 years in United Nations Industrial Development Organization. He was instrumental in organization of four Vibrant Gujarat events.

He served as director in many CPSEs. He was also Chairman/ Director in many State PSUs. He is now associated with a number of companies as Independent Director/Chairman. His area of specialization includes strategic management, public administration, corporate governance etc.

Shri Maheswar Sahu does not hold any share in the Company.

The Board recommends the Special Resolution set out at Item no. 10 of the Notice for approval by the shareholders.

Item No. 11:

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 Rs.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, 2020.

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, 2020.

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. 11 of the Notice.

The Board recommends the Ordinary Resolution set out at Item No. 11 of the Notice for approval by the shareholders.

By order of the Board

(N K MOHANTY)
COMPANY SECRETARY

Place: Bhubaneswar

Date: 06.08.2019



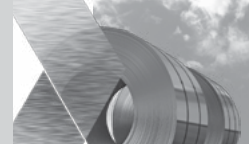
**Details of Directors seeking re-appointment/ appointment in the
38th Annual General Meeting on Wednesday, the 18th September, 2019
(In terms of Regulation 36 of SEBI (LODR) Regulations, 2015)**

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

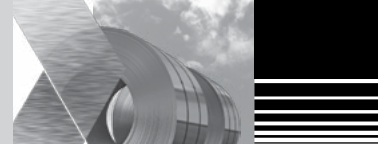
1.	Shri V. Balasubramanyam	
	Father's Name	Shri K. Prasanna Venkatesan
	Date of Birth	01.12.1960
	Date of Appointment	01.01.2015
	Expertise in specific functional areas	Chemical Engineer having wide range of experience in aluminium industry.
	Qualifications	B.Tech. (Chemical Engineering)
	List of outside Directorships held	Nil
	Member of Committees of the Board	(a) Audit Committee – Member. (b) CSR & Sustainability Development Committee – Member. (c) Risk Management Committee – Member. (d) Technology Committee – Member. (e) CoD for Projects & New Ventures – Member.
	Member of Committees in other companies	Nil
2.	Shri S. K. Roy	
	Father's Name	Shri Satyakinkar Roy
	Date of Birth	06.10.1960
	Date of Appointment	03.02.2017
	Expertise in specific functional areas	Chemical Engineer with vast experience in the company's plant & operations as well as managing projects from conceptualization to commissioning.
	Qualifications	M. Tech. (Chemical Engineering)
	List of outside Directorships held	Nil
	Member of Committees of the Board	(a) Audit Committee – Member. (b) Technology Committee – Member. (c) Ethics and Corporate Governance Committee – Member. (d) HR Committee – Member. (e) CoD for Projects & New Ventures – Member.
	Member of Committees in other companies	Nil

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

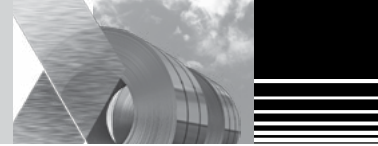
3.	Shri Sridhar Patra	
	Father's Name	Shri Narayan Patra
	Date of Birth	12.10.1964
	Date of Appointment	01.09.2018
	Expertise in specific functional areas	Rich experience in treasury management, taxation, audit and project approvals.
	Qualifications	Chartered Accountant
	List of outside Directorships held	Nil



3.	Shri Sridhar Patra	
	Member of Committees of the Board	(a) Audit Committee – Special Invitee (b) Nomination and Remuneration Committee – Special Invitee. (c) CSR & Sustainability Development Committee– Member. (d) Risk Management Committee – Member. (e) Technology Committee – Member. (f) HR Committee – Member. (g) CoD for Projects & New Ventures – Member
	Member of Committees in other companies	Nil
4.	Shri Dipankar Mahanta	
	Father's Name	Shri Prafulla Chandra Mahanta
	Date of Birth	12.12.1965
	Date of Appointment	21.11.2015 (re-appointed for another term of one year w.e.f 21.11.2018)
	Expertise in specific functional areas	Working with communities and social organizations with knowledge of Self as its foundation
	Qualifications	MBA from Guwahati University
	List of outside Directorships held	Nil
	Member of Committees of the Board	(a) Audit Committee – Member. (b) Stakeholders Relationship Committee – Member. (c) CSR & Sustainability Development Committee – Chairman. (d) Ethics and Corporate Governance Committee – Chairman. (e) HR Committee – Member.
	Member of Committees in other companies	Nil
5.	Shri S. Sankararaman	
	Father's Name	Shri Srinivasan
	Date of Birth	19.05.1962
	Date of Appointment	21.11.2015 (re-appointed for another term of one year w.e.f 21.11.2018)
	Expertise in specific functional areas	<ul style="list-style-type: none"> • A Chartered Accountant by profession with specialization in Institutional audit, tax consultancy and portfolio management. • Honorary Secretary of Amar Seva Sangam, an Institution for betterment of the handicapped and under privilege
	Qualifications	Chartered Accountant
	List of outside Directorships held	Nil
	Member of Committees of the Board	(a) Audit Committee – Member. (b) Nomination and Remuneration Committee – Member. (c) Stakeholders Relationship Committee – Chairman. (d) CSR & Sustainability Development Committee – Member.
	Member of Committees in other companies	Nil
6.	Shri Pravat Keshari Nayak	
	Father's Name	Shri Ramakanta Nayak
	Date of Birth	16.08.1960
	Date of Appointment	21.11.2015 (re-appointed for another term of one year w.e.f 21.11.2018)



6. Shri Pravat Keshari Nayak	
Expertise in specific functional areas	<ul style="list-style-type: none"> Chartered Accountant by profession. Specialization in Direct taxes and financial advisory pertaining to investment projects. Served as a consultant for the restructuring of PSUs in Odisha.
Qualifications	Chartered Accountant
List of outside Directorships held	Nil
Member of Committees of the Board	(a) Audit Committee – Chairman. (b) Nomination and Remuneration Committee – Member. (c) Stakeholders Relationship Committee – Member. (d) Ethics and Corporate Governance Committee – Member. (e) CoD for Projects & New Ventures – Member.
Member of Committees in other companies	Nil
7. Prof. Damodar Acharya	
Father's Name	Shri Madhusudan Acharya
Date of Birth	02.04.1949
Date of Appointment	21.11.2015 (re-appointed for another term of one year w.e.f 21.11.2018)
Expertise in specific functional areas	An academician, uniquely combining academics with industry oriented research and development. Motivating people from industry to do research and to pursue PhD.
Qualifications	Mechanical Engineering from NIT, Rourkela, Masters and PhD degree from IIT, Kharagpur.
List of outside Directorships held	Nil
Member of Committees of the Board	(a) Audit Committee – Member. (b) Nomination and Remuneration Committee – Member. (c) Risk Management Committee – Chairman. (d) Technology Committee – Chairman. (e) CoD for Projects & New Ventures – Member.
Member of Committees in other companies	Nil
8. Shri Maheswar Sahu	
Father's Name	Shri Bhima Charan Sahu
Date of Birth	10.01.1954
Date of Appointment	21.11.2015 (re-appointed for another term of one year w.e.f 21.11.2018)
Expertise in specific functional areas	<ul style="list-style-type: none"> Retired IAS Officer. More than three decades of service which includes more than 20 years of service in industry and more than 10 years of active involvement in PSU management. Area of specialization includes finance, law, management, administration, corporate governance etc.
Qualifications	B.Sc. (Engg.) in Electrical, Indian Administrative Service (Retired)
List of outside Directorships held	(a) Yes Bank of Limited (b) Heubach Colour Private Limited (c) Gold Plus Glass Industry Limited (d) Mangalam Alloys Limited (e) Powerica Limited



8.	Shri Maheswar Sahu	
	List of outside Directorships held	<ul style="list-style-type: none"> (f) Adani Gas Limited (g) IRM Energy Private Limited (h) Gift SEZ Limited (i) Mahindra World City (Jaipur) Limited (j) GSEC Limited (k) GVFL Limited (l) Solvay Specialities India Private Limited (m) AIC-ISE Foundation(Section 8) (n) Aspire Disruptive Skill Foundation(Section 8) (o) SME Mavens Foundation(Section 8)
	Member of Committees of the Board	<ul style="list-style-type: none"> (a) Nomination and Remuneration Committee – Chairman. (b) CSR & Sustainability Development Committee – Member. (c) Technology Committee – Member. (d) HR Committee – Chairman. (e) CoD for Projects & New Ventures – Member.
	Member of Committees in other companies	<ul style="list-style-type: none"> (a) Heubach Colour Private Limited: <ul style="list-style-type: none"> (i) CSR Committee – Member. (b) Gold Plus Glass Industry Limited: <ul style="list-style-type: none"> (i) Audit Committee – Member. (ii) Remuneration Committee – Member. (iii) CSR Committee – Chairman. (c) Adani Gas Limited: <ul style="list-style-type: none"> (i) Audit Committee – Chairman. (ii) Stakeholders’ Relationship Committee – Chairman. (iii) Nomination and Remuneration Committee – Chairman. (iv) CSR Committee – Chairman. (v) Risk Management Committee – Member. (d) Mahindra World City (Jaipur) Limited: <ul style="list-style-type: none"> (i) Audit Committee – Chairman. (ii) Remuneration Committee – Chairman. (iii) CSR Committee – Chairman. (e) GSEC Limited: <ul style="list-style-type: none"> (i) Audit Committee – Member. (f) Solvay Specialities India Private Limited: <ul style="list-style-type: none"> (i) CSR Committee – Member. (g) YES Bank Limited: <ul style="list-style-type: none"> (i) Stakeholders’ Relationship Committee – Chairman. (ii) CSR Committee – Chairman.

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



NATIONAL ALUMINIUM COMPANY LIMITED

(A Government of India Enterprise)

CIN: L27203OR1981GOI000920

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	
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*Applicable for members holding shares in electronic form.

NAME OF THE SHAREHOLDER :

NAME OF THE PROXY :

I hereby record my/our presence at the 38th Annual General Meeting of the Company to be held on Wednesday, the 18th September, 2019 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.(s) of the Notes for availing the facility of online pre-registration for attending the Annual General Meeting.



NATIONAL ALUMINIUM COMPANY LIMITED

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CIN: L27203OR1981GOI000920

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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) :		E-mail ID :	
Registered address :		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 -

- of having e-mail id or failing him
- of having e-mail id or failing him
- 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 38th ANNUAL GENERAL MEETING of the Company scheduled to be held on Wednesday, the 18th September, 2019 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:

Resolution No.	Description	For	Against
ORDINARY BUSINESS			
1	Consideration and adoption of the audited financial statements (including audited consolidated financial statements) of the Company for the year ended 31st March, 2019, the reports of the Board of Directors and Auditors thereon.		
2	Confirmation of payment of interim dividend and declaration of final dividend on equity shares for the financial year ended 31st March, 2019.		
3	Appointment of Director in place of Shri V. Balasubramanyam (DIN: 06965313), who retires by rotation and being eligible, offers himself for re-appointment.		
4	Appointment of Director in place of Shri Sanjib Kumar Roy (DIN: 06756812), who retires by rotation and being eligible, offers himself for re-appointment.		
SPECIAL BUSINESS			
5	Appointment of Shri Sridhar Patra (DIN: 06500954) as Director (Finance) of the Company.		
6	Re-appointment of Shri Dipankar Mahanta, (DIN: 01583516) as Part-time Non-official (Independent) Director of the Company. (Special Resolution)		
7	Re-appointment of Shri S. Sankararaman, (DIN: 07346454) as Part-time Non-official (Independent) Director of the Company. (Special Resolution)		
8	Re-appointment of Shri Pravat Keshari Nayak, (DIN: 07346756) as Part-time Non-official (Independent) Director of the Company. (Special Resolution)		
9	Re-appointment of Prof. Damodar Acharya, (DIN: 06817842) as Part-time Non-official (Independent) Director of the Company. (Special Resolution)		
10	Re-appointment of Shri Maheswar Sahu, (DIN: 00034051) as Part-time Non-official (Independent) Director of the Company. (Special Resolution)		
11	Ratification of the remuneration of Cost Auditors for the financial year ending 31st March, 2020.		

Signed this.....day of2019

Signature of first proxy holder

Signature of second proxy holder

Signature of third proxy holder

Signature of first shareholder

Signature of second shareholder

Signature of third shareholder

Affix a Revenue Stamp

Cancel the Revenue Stamp

Notes:

- 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.
- 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.
- A Proxy need not be a member of the Company and shall prove his/her identity at the time of attending the meeting.
- 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.
- 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.
- 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.
- 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.
- Undated proxy form will not be considered valid.
- 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.

