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| The Manager<br>BSE Limited,<br>Phiroze Jeejeebhoy Towers,<br>Dalal Street,<br><b>MUMBAI - 400 001</b><br>Scrip Code : 532234 | The Manager<br>Listing Department<br>National Stock Exchange of India Ltd.,<br>Exchange Plaza, Bandra-Kurla<br>Complex, Bandra East,<br><b>MUMBAI - 400 051</b><br>Symbol : NATIONALUM |
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**Sub: Proceedings of 38<sup>th</sup> Annual General Meeting of the Company held on 18.09.2019.**

Dear Sir,

As per the requirement of Regulation 30 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, please find attached herewith the summary of proceedings of 38<sup>th</sup> Annual General Meeting of the Company held on 18<sup>th</sup> September, 2019.

The above is for information and record.

धन्यवाद/Thanking you,

Yours faithfully/भवदीय,

कृते नेशनल एल्युमिनियम कंपनी लिमिटेड  
for National Aluminium Co. Ltd.

  
18/09/19

एन.के. महान्ति

(N. K. Mohanty)

कंपनी सचिव और अनुपालन अधिकारी

Company Secretary and Compliance Officer

संलग्न/Enclosed

**SUMMARY OF PROCEEDINGS OF 38<sup>th</sup> ANNUAL GENERAL MEETING OF NATIONAL ALUMINIUM COMPANY LIMITED**

38<sup>th</sup> Annual General Meeting (AGM) of the Company was held on Wednesday, 18<sup>th</sup> September, 2019 at 11:00 a.m. at NALCO Bhawan, P/1, Nayapalli, Bhubaneswar, 751013.

In terms of Regulation 30 read with Schedule III of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the proceedings of 38<sup>th</sup> AGM were as follows:

01. At the outset, Company Secretary welcomed all the members to the 38<sup>th</sup> AGM and confirmed that requisite quorum was present for the meeting.
02. Dr. Tapan Kumar Chand, Chairman-cum-Managing Director chaired the Meeting. He introduced all Functional Directors, Shri P K Nayak, Independent Director and Chairman of Audit Committee, Shri Maheswar Sahu, Independent Director and Chairman of Nomination and Remuneration Committee, Shri S Sankararaman Independent Director and Chairman of Stakeholders Relationship Committee. He informed that the registers and documents, as statutorily required, were available for inspection during the meeting.
03. The requisite quorum being present, the Chairman called the Meeting to order. The Chairman then delivered his speech. With the consent of all the Members present, the Notice of 38<sup>th</sup> AGM and the Directors' Report were taken as read. In terms of Section 145 of the Companies Act, 2013, the Statutory Auditors Report and Secretarial Auditors Report were taken as read, since there were no qualification, observation or comments on the same. However, Company Secretary read out the Audit Reports of Comptroller and Auditor General of India.
04. Company Secretary informed that 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 and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company had fixed 11.09.2019 as the cut-off date for determining the eligibility to vote by electronic means or through Instapoll in the AGM. Further, it was informed that the Company had provided remote e-voting facility to the shareholders of the Company to enable them to cast their votes electronically from 0900 hours on Saturday, the 14<sup>th</sup> September, 2019 till 1700 Hours on Tuesday, the 17<sup>th</sup> September, 2019.

नेशनल एल्युमिनियम कम्पनी लिमिटेड  
(भारत सरकार का उद्यम)  
निगम कार्यालय  
नालको भवन, नयापल्ली, भुवनेश्वर -751 013 भारत

National Aluminium Company Limited  
(A Government of India Enterprise)  
REGD. & CORPORATE OFFICE  
Nalco Bhawan, Nayapalli, Bhubaneswar-751013.India

CIN # L27203OR1981GOI000920

Tel.:0674-2301988-999, Ext.:2265, 2266, 2267, 2585, 2587, E-mail:company\_secretary@nalcoindia.co.in,Website:www.nalcoindia.com

06. Thereafter, Company Secretary read out the items of the ordinary business and special business to be transacted at the 38<sup>th</sup> AGM as detailed below:

| Item No.                 | Subject Matter of the Resolution   | Type of Resolution |
|--------------------------|--|--------------------|
| <b>ORDINARY BUSINESS</b> |  |                    |
| 1                        | Consideration and adoption of the audited financial statements (including audited consolidated financial statements) of the Company for the year ended 31 <sup>st</sup> March, 2019, the reports of the Board of Directors and Auditors thereon. | Ordinary           |
| 2                        | Confirmation of payment of interim dividend and declaration of final dividend on equity shares for the financial year ended 31 <sup>st</sup> March, 2019.  | Ordinary           |
| 3                        | Appointment of Director in place of Shri V. Balasubramanyam (DIN: 06965313), who retires by rotation and being eligible, offers himself for re-appointment.  | Ordinary           |
| 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.  | Ordinary           |

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| <b>SPECIAL BUSINESS</b> |   |          |
| 5                       | Appointment of Shri Sridhar Patra (DIN: 06500954) as Director (Finance) of the Company.                                       | Ordinary |
| 6                       | Re-appointment of Shri Dipankar Mahanta, (DIN: 01583516) as Part-time Non-official (Independent) Director of the Company.     | Special  |
| 7                       | Re-appointment of Shri S. Sankararaman, (DIN: 07346454) as Part-time Non-official (Independent) Director of the Company.      | Special  |
| 8                       | Re-appointment of Shri Pravat Keshari Nayak, (DIN: 07346756) as Part-time Non-official (Independent) Director of the Company. | Special  |
| 9                       | Re-appointment of Prof. Damodar Acharya, (DIN: 06817842) as Part-time Non-official (Independent) Director of the Company.     | Special  |
| 10                      | Re-appointment of Shri Maheswar Sahu, (DIN: 00034051) as Part-time Non-official (Independent)                                 | Special  |

**नेशनल एल्युमिनियम कम्पनी लिमिटेड**  
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|    | Director of the Company.  |          |
| 11 | Ratification of the remuneration of Cost Auditors for the financial year ending 31st March, 2020. | Ordinary |

07. Company Secretary informed the members that CS Deba Mohapatra, Practicing Company Secretary & Partner of M/s. Deba Mohapatra & Co., Company Secretaries were appointed as the Scrutinizer to scrutinize the e-voting process as well as voting through Instapoll at the AGM. It was informed that the result of the Instapoll along with the result of remote e-voting would be hosted on website of the Company, KARVY and Stock Exchanges within the scheduled time.
08. It was informed that the above resolutions will be deemed to be passed on the date of 38<sup>th</sup> AGM, i.e. 18<sup>th</sup> September, 2019 subject to receipt of the requisite number of votes in favour of the resolution.
09. Members present were given the opportunity to ask questions and seek clarifications. Shri V. Balasubramanyam, Director (Production) proposed a vote of thanks to the members, after the queries raised by the members were answered.

The meeting concluded at 1229 Hours.

Yours faithfully,  
for **National Aluminium Co. Ltd.**



(N K MOHANTY)  
COMPANY SECRETARY

**Note:** The final dividend (declared in the Annual General Meeting) payment date is 14<sup>th</sup> October, 2019.

नेशनल एल्युमिनियम कम्पनी लिमिटेड  
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