



(ii) The powers and duties of its officers and employees

The powers and duties of the officers and employees of the Company stems mainly from the provisions of the Companies Act, 2013 and Memorandum & Articles of Association of the Company. The officers and workmen of the Company carry out the business operations of the Company in line with the objectives specified in the Memorandum of Association of the Company.

While discharging duties and responsibilities, officers and workmen of the Company are complying with applicable provisions of the all applicable statues and rules and regulations framed there under.

Since NALCO is a Government Company registered under the provisions of the Companies Act, 2013, the powers and duties of its Directors and conduct of its business is regulated by the provisions of the Companies Act, 2013, the Memorandum and Articles of Association of the Company and other enactment under various laws.

Being registered under the Companies Act, 2013, as per the Articles of Association of the Company, the powers to manage the affairs of the Company rest with the Board of Directors. The Board of Directors has authorized the Chairman and Managing Director to exercise all or any of the powers vested in the Board for the management and administration of the company except certain matters for which the approval of the Board and the President of India or the shareholders shall be necessary as the case may be. The Chairman & Managing Director, in turn, has delegated various powers up to certain limit to the officers of the Company.

The business of the Company is regulated and controlled by the Board of Directors of the Company subject to compliance of conditions stipulated by the Department of Public Enterprises, Ministry of Industry, and Government of India regarding Navratna powers.

The Board of Directors of the Company have delegated certain powers to the Chairman-cum-Managing Director and other functional Directors of the Company for smooth functioning of day to day affairs of the Company.

The Job Description and Responsibilities of Directors are given below:

I. Chairman-cum-Managing Director

The Chairman-cum-Managing Director is the Chief Executive Officer of the Company and is accountable to the Board of Directors. He is responsible for the effective functioning of the Company in pursuit of its mission, goals and objectives.

The Board of Directors have delegated powers to the Chairman-cum-Managing Director within the parameters stated in the Companies Act, 2013, Articles of Association of the Company and the guidelines issued by the Govt. of India from time to time.

His responsibilities, inter-alia, include the following:-

- Create a strategic vision for the business that stems from the Company's existing strength, builds on its distinctive competitive advantages and opportunities available.
- Establish the basic priorities, ethical values, policies, attitudes within the Company that will instill a sense of personal involvement in and commitment to the strategic vision throughout the organization.
- Develop business strategies and operating plans that reflect the long term corporate objectives.
- Undertake a programme for systematically strengthening management at all levels by training, retraining, development, delegation, motivation, recruitment and replacement.
- Closely monitor the operating and financial results against agreed plans and budgets as also against those achieved by the peers in the business and ensure timely remedial measures in furtherance of the Company's long term sustainability of financial health.
- Provide corporate leadership with a strong conviction, clear strategic vision, intellectual capacity and management experience.
- Compliance of provisions of Companies Act, 2013, SEBI Guidelines, SEBI(LODR) Regulations,2015 and Depositories Act, 1996 through Company Secretary.
- Establish efficient vigilance administration.
- Co-ordination among all Directors.

II. Director (Commercial)

Director (Commercial) is a member on the Board of Directors and report to the Chairman-cum-Managing Director. He is responsible for overall supervision, co-ordination and direction of marketing and materials functions of the Company. His specific duties and responsibilities inter-alia, include the following:

(A) Marketing

- Develop and implement appropriate strategies, policies & plans to promote and protect the Company's commercial interests in tune with Company's objectives and targets.
- Inter-face with the global metal exchanges, trading agencies, consumers and Government.
- Overall supervision, co-ordination and direction of marketing activities both for domestic as well as international markets, to enhance market share and maximize realization.
- Promotion of product diversification and market development for new products.
- Coordination for product mix etc.
- Sale and purchase of power.
- Market intelligence, information and customer satisfaction.

(B) Materials

- Formulation of policies and procedures for procurement, warehousing and inventory management and their implementation.
- Procurement of equipment, raw materials, and fuels including non-CIL linkage coal, spares, components and consumables as required for production, project and operations of the Company.
- Create and monitor various logistic facilities for coal and other materials, inward, outward and internal transfers.
- Ensuring timely insurance coverage at competitive rates and prompt settlement of insurance claims, excluding insurance related to employees and life insurance.
- Ensuring efficient working of port facilities at Visakhapatnam and to comply with requirements as 'occupier' of port facilities.

- To lead, guide and motivate the team of high caliber commercial professionals.

III. Director (Finance)

Director (Finance) is a member on the Board of Directors and reports to CMD. As the functional Director in-charge of Finance and Planning, he is responsible for the financial, accounting and planning functions of the Company.

His responsibilities also include the following:-

- Prudent financial management in the Company including cost reduction, revenue maximization, budgetary control, planning and monitoring expenditure during the construction of new projects.
- Financial scrutiny of all proposals including matters pertaining to placement of orders, tendering and operation of contracts/tenders.
- Stock verification, maintenance of proper accounts and financial propriety and effectiveness of the procurement of materials and services.
- Keeping a track of foreign exchange and price trends besides assisting in negotiating contracts.
- Foreign Exchange management.
- Putting in place various systems to prevent financial irregularities in the Company.
- Ensuring compliance of various tax laws, Companies Act, SEBI guidelines, Foreign Exchange Management Act, Listing Agreement etc. relevant to Finance Department and Public Records Act.
- Business Development and Corporate Plan activities of the Company. All Greenfield projects up to DPR approval.
- Overall risk management of the Company.
- Formulating internal control and check systems including internal audit and implementation thereof.
- External audit and Government audit.

- Ensuring compliance to laws related to Excise, Sales tax, Customs, Entry tax, Service tax, VAT & other taxes.

IV. Director (Project & Technical)

Director (Project & Technical) is a member on the Board of Directors and reports to CMD. He is in charge of all project activities and is responsible for -

- Technical and engineering aspects pertaining to all new projects, expansion schemes, techno-economic evaluations and planning in co-ordination with Business Development Department.
- Implementation of all sanctioned/approved projects within the prescribed schedules and cost, except AMR projects of value more than Rs.5 crores.
- Coordination of technical and engineering matters with all the consultants in matters of process flow sheet, layout, energy balance and technological aspects of all the segments of the projects.
- Coordination with all consultants/departments/agencies in connection with implementation of projects.
- Technical problems connected with major modifications and alterations of the existing plant as and when required.
- Introduction of new and efficient technologies and other cost saving devices.
- All the technology, technical and engineering services required for the satisfactory performance of the various units of the Company.
- Representation in appropriate technical institutions involving use and development of Alumina /Aluminium in the country.
- Import substitution cell.
- Technical guidance to entrepreneurs for promotion of ancillary industries.
- Research and Development activities being carried out in collaboration with other research institutes and laboratories. (Day-to-day requirement of the process control laboratory will be under the unit heads).

- Implementation and maintenance of Electronic/IT systems including Enterprise Resource Planning systems in the Company.

V. Director (HR)

Director (HR) is a member of the Board of Directors and reports to CMD.

His responsibilities also include the following:

(A) Personnel Matters

- Recruitment, Establishment and Training.
- Formulation and implementation of personnel policies of the Company.
- Creating congenial environment for harmonious industrial relations and promotion of efficient work culture in the Company.
- Ensuring compliance of provisions of various industrial and labour laws.
- Industrial Engineering required for achieving high degree of efficiency in personnel function.

(B) General Administration Matters

- General administration functions in all units and offices
- Legal matters
- Transport
- Medical
- Exhibitions
- School facilities
- Land acquisition
- Estate Department
- Sports & Cultural activities
- Planning and implementation of security of the Company's properties, Personnel and establishment
- Hindi/Rajbhasha Cell
- Law and order in conjunction with the State authorities
- Civic amenities, bank, post office, police station, public health, fire services, welfare activities/facilities
- Horticulture and forestry
- Guest houses
- Development and maintenance of corporate image of the Company through appropriate media management and Corporate Social Responsibility activities
- Ensuring efficient peripheral development activities as a part of Corporate Social Responsibility

VI. Director (Production)

Director (Production) is a member on the Board of Directors and reports to the CMD. He is responsible for all the production activities of the Company at various units viz., Mining, Alumina Refining, Power Plant and Aluminium Smelter.

His responsibilities also include the following:-

- All technological matters related to production and services.
- Operation and maintenance of plant efficiently at rated capacity including control of consumption of material inputs and manpower, quality and costs.
- Adoption of suitable product mix in consultation with Marketing and Finance Departments.
- Recycling of wastes.
- Coordination with all external agencies connected with production.
- Coordination with Mahanadi Coal Fields Ltd. for regular and proper supply of linkage coal in terms of Fuel Supply Agreement.
- Pursuing with Government for increasing the coal linkage & signing Fuel Supply Agreements.
- Introduction of new and efficient methods and other cost saving devices.
- Ensuring compliance to Safety, Health, Environment and Pollution Control provisions of relevant statutes.
- All issues as 'occupier' of the factories under the Factories Act at Refinery, Smelter and Captive Power Plant and as 'owner' of Mines as per the Mines Act.