



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. No.: 0674-2301988-2301999

NOTICE

Notice is hereby given that the 40th Annual General Meeting (AGM) of the Company will be held on Thursday, the 30th September, 2021 at 11.00 a.m. through Video Conferencing (“VC”)/ Other Audio-Visual Means [“OAVM”] 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, 2021, the reports of the Board of Directors and Auditors thereon.
2. To confirm payment of 1st and 2nd interim dividend and declare final dividend on equity shares for the financial year ended 31st March, 2021.
3. To appoint Director in place of Shri Radhashyam Mahapatro (DIN: 07248972), who retires by rotation and being eligible, offers himself for re-appointment.

SPECIAL BUSINESS:

4. **To appoint Shri Manasa Prasad Mishra (DIN: 08951624) as Director (Projects & Technical) 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 Manasa Prasad Mishra (DIN: 08951624), appointed as Director (Projects & Technical) by the President of India vide letter no. 2/7/2019- Met.I dated 20.10.2020 and subsequently appointed as an Additional Director by the Board of Directors with effect from 01.11.2020 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 (Projects & Technical) of the Company, liable to retire by rotation”.

“RESOLVED FURTHER THAT, the detailed terms and conditions of Shri Manasa Prasad Mishra (DIN: 08951624) as Director (Projects & Technical) shall be as determined by the Government of India, from time to time.”

5. **To appoint Shri Sanjay Lohiya (DIN: 07151125) as Director of the Company.**

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

“RESOLVED THAT, pursuant to the applicable provisions of the Companies Act, 2013 and the Rules made thereunder, Shri Sanjay Lohiya (DIN: 07151125), appointed as an Additional Director with effect from 09.11.2020 vide Government of India letter No. 2/1/2020-Met-1 (pt) dated 09.11.2020 to hold office until the date of this Annual General Meeting in terms of Section 161 of the Companies Act, 2013 and in respect of whom the Company has received a notice in writing from a member under Section 160 of the Companies Act, 2013, proposing his candidature for the office of director of the Company, be and is hereby appointed as Director of the Company, liable to retire by rotation.”

6. **To appoint Shri Bijay Kumar Das (DIN: 08984700) 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(s):

“RESOLVED THAT, pursuant to the applicable provisions of the Companies Act, 2013 and the Rules made thereunder, Shri Bijay Kumar Das (DIN: 08984700), appointed as Director (Production) by the President of India vide letter no. 2/9/2019- Met.I dated 27.11.2020 and subsequently appointed as an Additional Director by the Board of Directors with effect from 01.12.2020 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 (Production) of the Company, liable to retire by rotation”.

“RESOLVED FURTHER THAT, the detailed terms and conditions of Shri Bijay Kumar Das (DIN: 08984700) as Director (Production) shall be as determined by the Government of India, from time to time.”

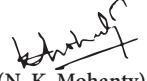
7. To ratify the remuneration of Cost Auditors for the financial year ending 31st March, 2022.

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 ₹3,75,000/- 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, 2022, 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)

GM & Company Secretary

Place: Bhubaneswar

Date: 06.09.2021

Notes:

1. Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 (“the Act”) in respect of Item nos. 4 to 7 of the Notice set out above, is annexed.
2. The relevant details as required under Regulation 36(3) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, (“Listing Regulations”) of persons seeking appointment/ reappointment as Director is also annexed.
3. Since this AGM will be held through Video Conferencing (‘VC’) / Other Audio Visual Means (‘OAVM’), (a) Members will not be able to appoint proxies for the meeting and (b) Attendance Slip & Route Map are not being annexed to this Notice.
4. In view of the prevailing circumstances due to the COVID-19 pandemic and also in conformity with the applicable regulatory requirements, the Notice of this AGM and the Directors’ Report and Accounts for FY 2020-21 are being sent only through electronic mode to those members who have registered their e-mail addresses with the Company or with the Depositories or RTA.
5. The attendance of the members attending the AGM through VC/OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Act.
6. In accordance with the Secretarial Standard-2 on General Meetings, issued by the Institute of Company Secretaries of India (“ICSI”) read with Clarification / Guidance on applicability of Secretarial Standards-1 and 2 dated 15th April, 2020, issued by the ICSI, the proceedings of the AGM shall be deemed to be conducted at the Registered Office of the Company i.e. NALCO Bhawan, Plot No. P/1, Nayapalli, Bhubaneswar-751013, which shall be the venue of the AGM.
7. M/s. KFin Technologies Private Limited, (“KFin”), the Company’s Registrar and Transfer Agent will provide the facility for voting through remote e-voting for participating in the AGM through VC/OAVM and e-voting during the AGM.
8. All statutory registers maintained under the Act will be available for inspection by the members through electronic mode during the AGM. The aforesaid documents along with documents referred to in the Notice will also be available electronically for inspection by the members, without payment of any fees, from the date of circulation of this Notice up to the date of AGM, i.e. Thursday, the 30th September, 2021. Members seeking inspection of the aforementioned documents can send an email to company_secretary@nalcoindia.co.in with the subject line “NALCO 40th AGM”.
9. The Register of Members and Share Transfer Books of the Company will remain closed from Monday, the 27th September, 2021 to Thursday, the 30th September, 2021 (both days inclusive). Subject to provisions of the Act, final dividend @ ₹1 per share, as recommended by the Board of Directors, if declared in the meeting, will be paid within a period of 30 days from the date of declaration.

DISPATCH OF ANNUAL REPORT, PROCESS FOR REGISTRATION OF EMAIL ID FOR OBTAINING COPY OF NOTICE AND ANNUAL REPORT:

10. In accordance with the provisions of the MCA and SEBI Circulars, the Notice along with the Annual Report is being sent through email only to the members whose email IDs are registered with the Company/KFin and the Depository Participant/ Depository.
11. The Notice of the AGM and the Annual Report are available on the website of the Company viz. www.nalcoindia.com, the website of KFin viz. <https://evoting.kfintech.com> and also on those of the BSE Limited viz. www.bseindia.com and the National Stock Exchange of India Limited viz. www.nseindia.com.
12. Members who have still not registered their email IDs are requested to do so at the earliest. Members holding shares in electronic mode can get their email IDs registered by contacting their respective Depository Participant. Members holding shares in physical mode are requested to register their email IDs with the Company or KFin, for receiving the Notice and Annual Report. Requests can be emailed to company_secretary@nalcoindia.co.in or einward.ris@kfintech.com or <https://ris.kfintech.com/clientservices/mobilereg/mobileemailreg.aspx>. The members are urged to support this Green Initiative effort of the Company and get their email IDs registered.
13. **E-Voting:**
 - i) In compliance with Regulation 44 of the SEBI Listing Regulations read with SEBI Circular on e-voting facility provided by listed entities, dated 9th December, 2020 and Section 108 of the Companies Act, 2013, read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended, the Company is pleased to provide facility of remote e-voting and e-voting through Instapoll during the AGM, to enable its members to cast their votes electronically in respect of the Resolution(s) as set out in this Notice.
 - ii) Pursuant to SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 9th December, 2020 on “e-Voting facility provided by Listed Companies”, e-voting process has been enabled to all the individual demat account holders, by way of single login credential, through their demat accounts/websites of Depositories/DPs in order to increase the efficiency of the voting process.
 - iii) Individual demat account holders would be able to cast their vote without having to register again with the e-voting service provider (KFin) thereby not only facilitating seamless authentication but also ease and convenience of participating in remote e-voting process. Members are advised to update their mobile numbers and e-mail IDs with their DPs to access e-voting facility.
 - iv) The Company has engaged the services of KFin as the agency to provide e-voting facility. The manner of voting, including voting remotely by (i) individual shareholders holding shares of the Company in demat mode, (ii) shareholders other than individuals holding shares of the Company in demat mode, (iii) shareholders holding shares of the Company in physical mode, is explained in the instructions given under point no. xi) herein below.
 - v) The Company has appointed M/s. Deba Mohapatra & Co., Company Secretaries as the Scrutinizer to scrutinize the e-voting through Instapoll during the AGM and to conduct the remote e-voting process in a fair and transparent manner.
 - vi) The voting rights of the members shall be in proportion of their shareholding to the total issued and paid-up equity share capital of the Company as on the cut-off date i.e. Thursday, 23rd September, 2021.
 - vii) The remote e-voting facility shall be available during the following period:

Commencement of remote e-voting	: Monday, the 27 th September, 2021 (9.00 a.m.)
End of remote e-voting	: Wednesday, the 29 th September, 2021 (5.00 p.m.)
 - viii) During this period, only those persons whose names appear in the Register of Members or in the Register of beneficial owners maintained by the Depositories, as on the cut-off date i.e. Thursday, 23rd September, 2021, shall be entitled to cast their vote through remote e-voting. The remote e-voting facility shall be forthwith disabled by KFin after expiry of the said period.
 - ix) A person who is not a member of the Company as on the said cut-off date, will not be entitled to vote and should treat this Notice, for information purpose only.
 - x) Members holding shares either in physical form or dematerialized form, as on the cut-off date i.e. Thursday, 23rd September, 2021 (including those members who may not receive this Notice due to non-registration of their email address with KFin or the DPs, as aforesaid) may cast their votes electronically, in respect of the Resolution(s) as set out in the Notice of the AGM through the remote e-voting or e-voting through Instapoll during the AGM.

xi) Information and instructions for remote e-voting:

A. Remote e-voting by individual shareholders holding shares of the Company in demat mode:

As per circular of SEBI on e-Voting facility provided by listed entities, dated 9th December, 2020, all “individual shareholders holding shares of the Company in demat mode” can cast their vote, by way of a single login credential, through their demat accounts / websites of Depositories / Depository Participants. The procedure to login and access remote e-voting, as devised by the Depositories/Depository Participant(s), is given below:

National Securities Depository Limited (“NSDL”)	Central Depository Services (India) Limited (“CDSL”)
<p>1. User already registered for Internet-based Demat Account Statement (IDeAS) facility:</p> <p>i) Visit URL: https://eservices.nsdl.com</p> <p>ii) Click on the “Beneficial Owner” icon under “Login” under ‘IDeAS’ section.</p> <p>iii) On the new page, enter User ID and Password. Post successful authentication, click on “Access to e-Voting”.</p> <p>iv) Click on company name or e-Voting service provider and you will be redirected to e-Voting service provider website for casting the vote during the remote e-Voting period.</p> <p>2. User not registered for IDeAS e-Services:</p> <p>i) To register click on link : https://eservices.nsdl.com</p> <p>ii) Select “Register Online for IDeAS” or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp</p> <p>iii) Proceed with completing the required fields.</p> <p>iv) Follow steps given in Sl. No.1 above.</p> <p>3. Alternatively by directly accessing the e-Voting website of NSDL:</p> <p>i) Open URL: https://www.evoting.nsdl.com/</p> <p>ii) Click on the icon “Login” which is available under ‘Shareholder/ Member’ section.</p> <p>iii) A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number held with NSDL), Password / OTP and a Verification Code as shown on the screen.</p> <p>iv) Post successful authentication, you will be requested to select the name of the Company and the e-Voting Service Provider name, i.e. KFin.</p> <p>v) On successful selection, you will be redirected to KFin e-Voting page for casting your vote during the remote e-Voting period.</p>	<p>1. Existing user who have opted for Easi (electronic access to securities information)/Easiest:</p> <p>i) Visit URL: https://web.cdslindia.com/myeasi/home/login or URL: www.cdslindia.com</p> <p>ii) Click on New System Myeasi.</p> <p>iii) Login with your registered user id and password.</p> <p>iv) The user will see the e-Voting Menu. The Menu will have links of ESP i.e. KFin e-Voting portal.</p> <p>v) Click on e-Voting service provider name to cast your vote.</p> <p>2. User not registered for Easi/Easiest:</p> <p>i) Option to register is available at https://web.cdslindia.com/myeasi/Registration/EasiRegistration</p> <p>ii) Proceed with completing the required fields.</p> <p>iii) Follow the steps given in Sl. No. 1 above.</p> <p>3. Alternatively, by directly accessing the e-Voting website of CDSL:</p> <p>i) Visit URL: www.cdslindia.com</p> <p>ii) Provide your demat Account Number and PAN No.</p> <p>iii) System will authenticate user by sending OTP on registered Mobile & Email as recorded in the demat Account.</p> <p>iv) After successful authentication, user will be provided links for the respective ESP, i.e. KFin where the e-Voting is in progress.</p>

Procedure to login through demat accounts / Website of Depository Participant:

- i) You can also login using the login credentials of your demat account through your DP registered with NSDL / CDSL for e-Voting facility.
- ii) Once logged-in, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature.
- iii) Click on options available against Company name or e-Voting service provider – KFin and you will be redirected to e-Voting website of KFin for casting your vote during the remote e-Voting period without any further authentication.

Important Note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at above mentioned website of depositories/ depository participants.

Contact Details in case of any technical issue on NSDL website	Contact Details in case of any technical issue on CDSL website
Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at toll free no.: 1800 1020 990 and 1800 22 44 30.	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at 022-23058738 or 022 -23058542-43.

B. Information and instructions for remote e-voting by (i) shareholders other than individual shareholders holding shares of the Company in demat mode and (ii) all shareholders holding shares in physical mode:

Members whose email IDs are registered with the Company/Depository Participant(s), will receive an email from KFin which will include details of E-Voting Event Number (EVEN), USER ID and password. They will have to follow the process detailed below:

- i) Launch internet browser by typing the URL: <https://evoting.kfintech.com/>
- ii) Enter the login credentials (i.e. User ID and password). In case of physical folio, User ID will be EVEN (E-Voting Event Number) followed by folio number. In case of Demat account, User ID will be your DP ID and Client ID. However, if you are already registered with KFin for e-voting, you can use your existing User ID and password for casting the vote.
- iii) After entering these details appropriately, click on “LOGIN”.
- iv) You will now reach password change menu wherein you are required to mandatorily change your password. The new password shall comprise of minimum 8 characters with at least one upper case (A- Z), one lower case (a-z), one numeric value (0-9) and a special character (@,#,\$, etc.,). The system will prompt you to change your password and update your contact details like mobile number, email ID etc. on first login. You may also enter a secret question and answer of your choice to retrieve your password in case you forget it. It is strongly recommended that you do not share your password with any other person and that you take utmost care to keep your password confidential.
- v) You need to login again with the new credentials.
- vi) On successful login, the system will prompt you to select the “EVEN” i.e., ‘NALCO- AGM’ and click on “Submit”.
- vii) On the voting page, enter the number of shares (which represents the number of votes) as on the cut-off date under “FOR/AGAINST” or alternatively, you may partially enter any number in “FOR” and partially “AGAINST” but the total number in “FOR/AGAINST” taken together shall not exceed your total shareholding as mentioned herein above. You may also choose the option ABSTAIN. If the member does not indicate either “FOR” or “AGAINST” it will be treated as “ABSTAIN” and the shares held will not be counted under either head.
- viii) Members holding multiple folios/demat accounts shall choose the voting process separately for each folio/demat accounts.
- ix) Voting has to be done for each item of the notice separately. In case you do not desire to cast your vote on any specific item, it will be treated as abstained.
- x) You may then cast your vote by selecting an appropriate option and click on “Submit”.
- xi) A confirmation box will be displayed. Click “OK” to confirm else “CANCEL” to modify. Once you have voted on the resolution(s), you will not be allowed to modify your vote. During the voting period, members can login any number of times till they have voted on the Resolution(s).
- xii) Corporate/Institutional members (i.e. other than Individuals, HUF, NRI etc.) are also required to send scanned certified true copy (PDF Format) of the Board Resolution/Authority Letter etc., authorizing its representative to attend the AGM through VC/OAVM on its behalf and to cast its vote through remote e-voting, together with attested specimen signature(s) of the duly authorised representative(s), to the Scrutinizer through email at cs_deba@yahoo.co.in with a copy marked to evoting@kfintech.com on or before Wednesday, 29th September, 2021. The scanned image of the above-mentioned documents should be in the naming format “Corporate Name_Even No.”
- xiii) In case a person has become a member of the Company after dispatch of AGM Notice but on or before the cut-off date for e-voting, he/she may obtain the User ID and Password in the manner as mentioned below:
 - a) If the mobile number of the member is registered against Folio No./DP ID Client ID, the member may send SMS: MYEPWD E-Voting Event Number + Folio No. or DP ID Client ID to 9212993399.
Example for NSDL: MYEPWD IN12345612345678
Example for CDSL: MYEPWD 1402345612345678
Example for Physical: MYEPWD XXXX1234567890
 - b) If e-mail address or mobile number of the member is registered against Folio No./DP ID Client ID, then on the home page of <https://evoting.kfintech.com/> the member may click “Forgot Password” and enter Folio No. or DP ID Client ID and PAN to generate a password.
 - c) Members who may require any technical assistance or support before or during the AGM are requested to contact KFin at toll free number 18003094001 or write to them at evoting@kfintech.com

14. **Instructions for all shareholders for attending the AGM of the Company through VC and e-voting through Instapoll during the meeting:**
- i) Members have been provided with facility to attend the AGM through VC platform provided by KFin. Members may access the same at <https://emeetings.kfintech.com/> by using the e-voting login credentials provided in the email received from the Company/KFin.
 - ii) After logging in, click on the Video Conference tab and select the EVEN of the Company. Click on the video symbol and accept the meeting etiquettes to join the meeting. Please note that the members who do not have the User ID and Password for e-voting or have forgotten the User ID and Password may retrieve the same by following the remote e-voting instructions mentioned above.
 - iii) Members can join the AGM through VC from 10:30 a.m onwards.
 - iv) Members are encouraged to join the meeting through Laptops/ Desktops with Google Chrome (preferred browser), Safari, Internet Explorer, Microsoft Edge, Mozilla Firefox 22.
 - v) Members will be required to grant access to the webcam to enable VC. Further, members connecting from mobile devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN connection to mitigate any kind of aforesaid glitches.
 - vi) The members who have not cast their vote through remote e-voting shall be eligible to cast their vote through e-voting through Instapoll during the AGM. E-voting during the AGM is integrated with the VC. The members may click on the voting icon displayed on the screen to cast their votes.
 - vii) The window for e-voting through Instapoll shall be activated upon instructions of the Chairman of the Meeting during the AGM.
 - viii) A member can opt for only single mode of voting i.e., through Remote e-voting or voting through Instapoll at the AGM. If a Member casts votes by both the modes, then voting done through Remote e-voting shall prevail and vote at the AGM shall be treated as invalid.
 - ix) Institutional Members are encouraged to attend and vote at the AGM through VC.
 - x) In terms of the relevant Circulars, at least 1,000 members are allowed to register and participate at the AGM through VC, strictly on a first-come-first-serve basis. However, the said restriction is not applicable to large Members (Members holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc.
 - xi) Members who have cast their vote through remote e-voting in respect of the resolution(s) as set out in the Notice of the AGM, may attend the AGM, but shall not be entitled to cast their vote again during the AGM.
 - xii) Members, holding shares as on the cut-off date i.e. Thursday, the 23rd September, 2021 and who would like to speak or express their views or ask questions during the AGM may register themselves as speakers at <https://emeetings.kfintech.com> and clicking on "Speaker Registration" during the period from Monday, the 27th September, 2021 (9.00 a.m.) upto Tuesday, the 28th September, 2021 (5 p.m.). Those members who have registered themselves as speakers will only be allowed to speak/express their views/ask questions during the AGM. The Company reserves the right to restrict the number of speakers depending on the availability of time at the AGM. Alternatively members holding shares as on the cut-off date may also visit <https://emeetings.kfintech.com> and click on the tab "Post your queries" and post their queries/views/questions in the window provided by mentioning their name, demat account number/folio number, email ID and mobile number. The window will close at 5.00 p.m. on Tuesday, the 28th September, 2021.
15. The results declared along with the Scrutinizer's report will be forwarded to BSE Limited and National Stock Exchange of India Limited and will also be displayed at the Registered Office of the Company and simultaneously uploaded on the Company's website viz. www.nalcoindia.com and that of KFin viz. <https://evoting.kfintech.com>.
16. **Transfer of Unpaid/Unclaimed Dividend and Shares to IEPF Account:**
- Till date, the Company has transferred the unpaid/unclaimed dividend amounts up to Interim Dividend of 2013-14, 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 30th September, 2020 (date of the previous Annual General Meeting) on the website of the Company and the same can be accessed through the link: <https://kosmic.kfintech.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: www.iepf.gov.in

- (a) 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. 30.03.2021 (Interim Dividend for 2013-14). 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/2021/05/Shares-Transferred-to-IEPF-13-5-2021.pdf>
 - (b) 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 <http://www.iepf.gov.in/IEPF/refund.html> or contact the RTA for lodging claim for refund of shares and/or dividend from the IEPF Authority.
 - (c) Members, who have not encashed or have 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: <https://kosmic.kfintech.com/IEPF/IEPFInfo.aspx?q=8GskHrQInPw%3d>
 - (d) 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 intimate 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@kfintech.com for quick and prompt reply as well as redressal of their grievances.
17. 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 fixes the remuneration of the Statutory Auditors every year.

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ANNEXURE TO NOTICE

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 (1) OF THE COMPANIES ACT, 2013

Item No.4:

Pursuant to the provisions of Section 161(1) of the Companies Act, 2013 and the Articles of Association of the Company, the Board of Directors of the Company appointed Shri Manasa Prasad Mishra, Director (Projects & Technical) of the Company as an Additional Director with effect from 01.11.2020.

Shri Manasa Prasad Mishra would hold office up to the date of this Annual General Meeting. The Company has received a notice in writing from a member along with the deposit of requisite amount under Section 160 of the Act proposing the candidature of Shri Manasa Prasad Mishra for the office of Director of the Company.

Shri Manasa Prasad Mishra is not disqualified from being appointed as a Director in terms of Section 164 of the Act and has given his consent to act as a Director.

Born on 19.07.1963, Shri M.P. Mishra completed his graduation in Mechanical Engineering from University College of Engineering, Burla, Odisha. He joined NALCO as a Graduate Engineer Trainee (GET) in 1984. During his long service association of three and half decades with NALCO, Shri Mishra has contributed significantly from technology adoption to absorption in the field of Aluminium Technology. Shri Mishra has vast professional experience ranging from project execution to plant operation at Smelter & Power complex of NALCO and Business Development activities in Greenfield & Brownfield aluminium projects, renewable projects etc. Shri Mishra held the position of Executive Director at Smelter & Power Complex, Angul before taking over as Director (Projects & Technical).

Shri Mishra is presently holding the additional charge of Director (Finance) w.e.f. 01.03.2021.

Shri Mishra is a member of National Council of Indian Institute of Metals (IIM), FIE of Institution of Engineers (India) and Aluminium Association of India.

Shri Mishra may be deemed to be concerned or interested, financially or otherwise, to the extent of his shareholding, if any, in respect of his appointment as a Director. Save and except the above, none of the other Directors / Key Managerial Personnel of the Company/their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution set out at Item No.4 of the Notice.

Shri Manasa Prasad Mishra holds 4,145 shares in the Company. The Board commends the Ordinary Resolution set out at Item No.4 of the Notice for approval by the shareholders.

Item No. 5:

Pursuant to the provisions of Section 161(1) of the Companies Act, 2013 and the Articles of Association of the Company, the Board of Directors of the Company appointed Shri Sanjay Lohiya as an Additional Director of the Company with effect from 09.11.2020.

Shri Sanjay Lohiya 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 Sanjay Lohiya for the office of Director of the Company.

Shri Lohiya 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.

Shri Lohiya, an IAS Officer of 1994 batch (Assam Meghalaya cadre) took over as Joint Secretary, Ministry of Mines in October, 2020. He joined Indian Administrative Service (IAS) after graduating from Delhi University. Before joining as Joint Secretary, Ministry of Mines, he held the post of Principal Secretary to Chief Minister, Govt. of Assam. He worked in various capacities in Government of Assam. He has already worked in Govt. of India as Director, PMO and subsequently as Joint Secretary, Ministry of Agriculture and Farmers' Welfare during 2011-2016. During his tenure in Govt. of Assam, he worked in various departments like Finance, Agriculture and Urban Development in various capacities and has wide experience. Presently, Shri Lohiya is serving as Additional Secretary, Ministry of Mines, Govt. of India.

Shri Sanjay Lohiya 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 Lohiya does not hold any share in the Company. The Board commends the Ordinary Resolution set out at Item No.5 of the Notice for approval by the shareholders.

Item No. 6:

Pursuant to the provisions of Section 161(1) of the Companies Act, 2013 and the Articles of Association of the Company, the Board of Directors of the Company appointed Shri Bijay Kumar Das, Director (Production) of the Company as an Additional Director with effect from 01.12.2020.

Shri Bijay Kumar Das 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 Bijay Kumar Das for the office of Director of the Company.

Shri Bijay Kumar Das 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.

Prior to the induction to the Board, Shri Das was serving the Company as Executive Director (Projects) at Corporate Office, Bhubaneswar.

Born on 14.01.1963, Shri Das completed his graduation in Mechanical Engineering from NIT, Rourkela (Formerly REC). Shri Das began his career in NALCO as a 1st batch Graduate Engineer Trainee in 1984. He was posted in the Company's Captive Power Plant in Angul since inception of the project, where he held different key positions in O & M before taking over the challenging assignment of Business Development of the Company. He subsequently took over as General Manager (Corporate Planning & Strategic Management) to plan & strategise the growth path of the Company before being elevated to Executive Director (Projects).

Shri Das is presently holding the additional charge of Director (Commercial) w.e.f. 01.03.2021.

During his long service association of more than three and half decades with NALCO, Shri Das has contributed significantly in O & M Power Plant, taking up various diversification initiatives, opening of new vista in Renewable Energy Projects and charting out growth plans for the Company.

Shri Das may be deemed to be concerned or interested, financially or otherwise, to the extent of his shareholding, if any, in respect of his appointment as a Director. Save and except the above, none of the other Directors/Key Managerial Personnel of the Company/their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution set out at Item No.6 of the Notice.

Shri Das holds 3,016 shares in the Company. The Board commends the Ordinary Resolution set out at Item No.6 of the Notice for approval by the shareholders.

Item No. 7:

The Board of Directors have approved the appointment of M/s. Niran & Co., Cost Accountants (FRN.: 000113), as Cost Auditors and fixed a remuneration of ₹ 3,75,000/- 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, 2022.

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, 2022.

None of the Directors/Key Managerial Personnel of the Company/their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution set out at Item No.7 of the Notice.

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

Place: Bhubaneswar

Date: 06.09.2021

By order of the Board



(N. K. Mohanty)

GM & Company Secretary

Details of Directors seeking re-appointment/appointment in the 40th Annual General Meeting on Thursday, the 30th September, 2021
(In terms of Regulation 36 of the SEBI (LODR) Regulations, 2015)

DETAILS OF DIRECTORS SEEKING RE-APPOINTMENT (ORDINARY BUSINESS IN THE NOTICE)	
1.	Shri Radhashyam Mahapatro
Father's Name	Late Kasi Biswanath Mahapatro
Date of Birth	11.11.1964
Date of Appointment	01.01.2020
Expertise in specific functional areas	a) Rich experience in Power, Oil and Coal Sectors in different capacities and successfully shouldered varied responsibilities. b) During his tenure in NHPC, Engineers India Limited and Coal India Limited (Central Coalfields Ltd.), he was instrumental in the introduction of productive work culture through Team Work. c) Handled many areas of HR functions.
Qualifications	Physics graduate from Khallikote College, Brahmapur, Odisha and Post-Graduation in Industrial Relation & Labour Welfare from Berhampur University.
List of outside Directorships held	Nil
Member of Committees of the Board*	a) CSR & SD Committee-Member b) Stakeholders Relationship Committee Member c) HR Committee-Member d) Ethics & Corporate Governance Committee-Member e) CoD for Projects & New Ventures-Member f) Share Transfer Committee-Chairman
Member of Committees in other companies	Nil
DETAILS OF DIRECTORS SEEKING APPOINTMENT (SPECIAL BUSINESS IN THE NOTICE)	
2.	Shri Manasa Prasad Mishra
Father's Name	Late Durga Charan Mishra
Date of Birth	19.07.1963
Date of Appointment	01.11.2020
Expertise in specific functional areas	a) Technology adoption to absorption in the field of Aluminium Technology. b) Vast professional experience ranging from project execution to plant operation at Smelter & Power Complex of NALCO. c) Business Development activities in Greenfield & Brownfield aluminium projects, renewable projects etc.
Qualifications	Mechanical Engineering from University College of Engineering, Burla, Odisha
List of outside Directorships held	Nil
Member of Committees of the Board*	a) Technology Committee-Member b) Risk Management Committee-Member c) HR Committee-Member d) Ethics & Corporate Governance Committee-Member e) CoD for Projects & New Ventures-Member f) Share Transfer Committee-Member
Member of Committees in other companies	Nil

3.	Shri Sanjay Lohiya	
	Father's Name	Shri Govind Ram Lohiya
	Date of Birth	30.08.1969
	Date of Appointment	09.11.2020
	Expertise in specific functional areas	<ul style="list-style-type: none"> a) Before joining as Joint Secretary, Ministry of Mines, he held the post of Principal Secretary to Chief Minister, Govt. of Assam. b) He has already worked in Govt. of India as Director, PMO and subsequently as Joint Secretary, Ministry of Agriculture and Farmers' Welfare during 2011-2016. c) During his tenure in Govt. of Assam, he worked in various departments like Finance, Agriculture and Urban Development in various capacities and has wide experience.
	Qualifications	<ul style="list-style-type: none"> a) Graduation from Delhi University b) Indian Administrative Service (IAS)-1994 batch (Assam Meghalaya cadre)
	List of outside Directorships held	Khanij Bidesh India Limited
	Member of Committees of the Board*	Nil
	Member of Committees in other companies	Nil
4.	Shri Bijay Kumar Das	
	Father's Name	Shri Purushottam Das
	Date of Birth	14.01.1963
	Date of Appointment	01.12.2020
	Expertise in specific functional areas	<ul style="list-style-type: none"> a) Posted in the Company's Captive Power Plant in Angul since inception of the project, where he held different key positions in O & M before taking over the challenging assignment of Business Development of the Company. b) Subsequently took over as General Manager (Corporate Planning & Strategic Management) to plan & strategise the growth path of the Company before being elevated to Executive Director (Projects). c) Contributed significantly in O & M of power plants, taking up various diversification initiatives, opening of new vista in Renewable Energy Projects and charting out growth plans for the Company.
	Qualifications	Mechanical Engineering from NIT, Rourkela (Formerly REC)
	List of outside Directorships held	Nil
	Member of Committees of the Board*	<ul style="list-style-type: none"> a) Audit Committee-Member b) Technology Committee-Chairman c) CSR & SD Committee-Member d) Risk Management Committee-Member e) CoD for Projects & New Ventures-Member f) Share Transfer Committee-Member
	Member of Committees in other companies	Nil

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

* In absence of Independent Directors on the Board of the Company w.e.f. 08.09.2020, the Board level Sub-committees have not been re-constituted since then.