

सेवा/ To

Shri Dushyant Upadhyay/श्री दुश्यंत उपाध्याय
934, Civil Lines, D.M. Road,
Near Raj Darbar Hotel
Bulandshahr, UP- 203001

आदरणीय महोदय /Dear Sir,

Sub: Appointment as Part-time Non-official (Independent) Director.

Ref: Ministry of Mines, Government of India Order No. 2/8/2020-Met-I dated 10.11.2021.

- 1.0 It gives me immense pleasure to welcome you on the Board of NALCO as a Part-time Non-official (Independent) Director in terms of Ministry of Mines, Govt. of India Order No. 2/8/2020-Met-I dated 10.11.2021.
- 1.1 We would like to inform that, all statutory pre-requisite formalities in respect of your appointment were completed on 12.11.2021 and hence, the date of induction to NALCO's Board has been considered as 12.11.2021. Accordingly, a consolidated Resolution by Circulation for appointment of all Part-time Non-official (Independent) Directors including your appointment was passed by the Board of Directors on 18.11.2021.
- 2.0 The terms and conditions of your appointment as Part-time Non-official (Independent) Director are as follows:

(a) Term of appointment:

You have been inducted as a Part-time Non-official (Independent) Director in the Board of NALCO w.e.f. 12.11.2021 in compliance with the provisions of the Companies Act, 2013, after completion of all statutory formalities. The Board of Directors of NALCO have appointed you as an Additional Director of the Company and you would be appointed as a regular Director in the next Annual General Meeting. This has been done only to comply with the provisions of Section 161 of the Companies Act, 2013. Your term of appointment as Part-time Non-official (Independent) Director is for a period of 3 (three) years with effect from 10.11.2021 or until further orders in terms of order dated 10.11.2021 of Ministry of Mines. Your Director Identification Number (DIN) is 09397101.

(b) Committees:

You may be appointed in one or more existing Board Committees or any such Committee that, may be constituted in future. Your appointment on

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,
PlotNo.P/1,Nayapalli,Bhubaneswar-751013,India

CIN # L27203OR1981GOI000920

Tel.:0674-2301988-999,Fax:0674-2300677,Email:company_secretary@nalcoindia.co.in,Website:www.nalcoindia.com

नालको NALCO

such committee(s) will be subject to the extant rules / regulations / guidelines.

The Board of Directors have constituted the following Committees:

Statutory Committees:

- (i) Audit Committee
- (ii) Stakeholders Relationship Committee
- (iii) CSR and Sustainability Development Committee
- (iv) Nomination and Remuneration Committee
- (v) Risk Management Committee
- (vi) Technology Committee

Non-statutory Committees:

- (i) Human Resources Committee
- (ii) Ethics & Corporate Governance Committee
- (iii) Committee of Directors for Projects & New Ventures

The updated Terms of Reference of the above committees are enclosed at **Annexure-A** for your kind perusal.

(c) Remuneration:

- (i) You will be paid sitting fees for attending each of the meetings of the Board and its Committees, as may be decided by the Board from time to time.

At present, sitting fees of Rs. 30,000/- is paid for attending each of the meeting of the Board and Rs.25,000/- for each Committee meeting.

- (ii) Reimbursement of Expenses: In addition to the above mentioned sitting fees, the Company will reimburse for travel, hotel and other incidental expenses incurred by you in performance of your duties as a Part-time Non-official (Independent) Director of the Company.

- (d) The following documents dealing with roles, duties and obligation of Directors / Independent Directors in terms of Companies Act, 2013 and Rules made there under and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 are enclosed:

- (i) Schedule IV of Companies Act, 2013 which deals with Code for Independent Directors (**Annexure-B**).
- (ii) Duties of Directors as per Section 166 of the Companies Act, 2013 (**Annexure-C**).

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(iii) Code of Business Conduct and Ethics for Board Members and Senior Management (**Annexure-D**).

(vi) Code of Practices and Procedures for fair disclosure of unpublished price sensitive information & Code of Conduct to regulate, monitor and report trading by its employees and other connected persons (**Annexure-E**).

(e) Confidentiality:

All information acquired during your tenure should be kept confidential and should not be revealed either during the tenure or following resignation /termination / cessation (by whatever means) to third parties without prior clearance from the Chairman-cum-Managing Director, unless required by law or by the rules of any Stock Exchange or regulatory body.

(f) Insurance:

Directors and Officers (D&O) Liability Insurance coverage for the personal liability of Directors and Officers for claims made against the Directors has been taken by the Company with total sum insured for Rs.25 crore. However, Company shall fully indemnify the Directors as per Article 103 & 104 of Articles of Association. Copy of relevant Article 103 & 104 of Articles of Association is enclosed at **Annexure-F** for ready reference.

(g) Inspection of terms and conditions by any member:


The terms and conditions of appointment of Part-time Non-official (Independent) Directors are open for inspection by any member at the Registered Office of the Company during normal business hours and the same will also be posted on the Company's website, in terms of Clause IV(5) and (6) of Schedule-IV of the Companies Act, 2013.

3.0 Separate letter is being issued by Company Secretary regarding various declarations etc. to be made by you as an Independent Director of the Company.

I am confident, your association, expertise and advice during the tenure as a Part-time Non-official (Independent) Director would immensely benefit the Company and the Board of Directors.

धन्यवाद/ Thanking you,

भवदीय/Yours faithfully,
कृते नेशनल एल्युमिनियम कंपनी लिमिटेड
for National Aluminium Co. Ltd.


(श्रीधर पात्र/Sridhar Patra)

अध्यक्ष-सह-प्रबंध निदेशक/
Chairman-cum-Managing Director

संलग्न/Encl : As above.

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