



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: company_secretary@nalcoindia.co.in

Tel. No.: 0674-2303197

NOTICE

Notice is hereby given that the 42nd Annual General Meeting of the Company will be held on **Thursday, the 21st September, 2023 at 11:00 a.m.** through Video Conferencing ("VC")/ Other Audio-Visual means ("OAVM") to transact the following business:

ORDINARY BUSINESS:

1. To consider and adopt the audited financial statements (including audited consolidated financial statements) of the Company for the financial year ended 31st March, 2023, 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, 2023.
3. To appoint a Director in place of Dr. Veena Kumari Dermal, IPoS (DIN: 08890469), who retires by rotation and being eligible, offers herself for re-appointment.

SPECIAL BUSINESS:

4. To appoint Shri Pankaj Kumar Sharma (DIN: 10041341) 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 Pankaj Kumar Sharma (DIN: 10041341), appointed as Director (Production) by the President of India vide Order no. 2/1/2022-Met.I dated 30.01.2023 and subsequently appointed as an Additional Director by the Board of Directors with effect from 01.02.2023 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."

"FURTHER RESOLVED THAT, the detailed terms and conditions of Shri Pankaj Kumar Sharma (DIN: 10041341), appointed as Director (Production) shall be as determined by the Government of India, from time to time."

5. To ratify the remuneration of Cost Auditors for the financial year ending 31st March, 2024:

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.4 lakh 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. BSS & Associates, Cost Accountants [FRN.: 001066], as Cost Auditors, 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, 2024, be and is hereby ratified."

"FURTHER RESOLVED 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 deemed after necessary, proper or expedient to give effect to this resolution."

By order of the Board of Directors
For National Aluminium Company Limited

(N. K. Mohanty)

GGM & Company Secretary

Place: Bhubaneswar

Date: 25.08.2023

Notes:

- Pursuant to the General Circular No. 10/2022 dated December 28, 2022, issued by the Ministry of Corporate Affairs (MCA) and Circular no. SEBI/HO/CFD/PoD-2/P/CIR/2023/4 dated January 5, 2023 issued by SEBI (hereinafter collectively referred to as “the Circulars”), AGM of the Company is being held through Video Conferencing (“VC”) / Other Audio Visual Means (“OAVM”) and the Notice of this AGM and the Directors’ Report and Accounts for FY 2022-23 are being sent only through electronic mode to those members who have registered their e-mail addresses with the Depositories/ Company/RTA.
- Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 (“the Act”) in respect of item nos. 4 & 5 of the Notice set out above is annexed.
- The relevant details of Directors seeking re-appointment/appointment forms part of the Notice as required under Regulation 36(3) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, (“Listing Regulations”).
- Since this Annual General Meeting (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.
- Participation of members through VC will be reckoned for the purpose of quorum for the AGM as per Section 103 of the Act.
- 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, 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-751 013 which shall be the venue of the AGM.
- M/s. KFin Technologies Limited, (“KFin”), the Company’s Registrar and Transfer Agents (RTA) will provide the facility for voting through remote e-voting for participating in the AGM through VC/OAVM and e-voting during the AGM.
- 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 21st September, 2023**. Members seeking inspection of the aforementioned documents can send an email to company_secretary@nalcoindia.co.in with the subject line “NALCO 42nd AGM”.
- The Register of Members and Share Transfer Books of the Company will remain closed from **Saturday, the 16th September, 2023 to Thursday, the 21st September, 2023 (both days inclusive)**, subject to provisions of the Act for the purpose of payment of final dividend.
- The Notice of the AGM and the Annual Report are available on the websites of the Company viz. www.nalcoindia.com, the RTA viz. <https://evoting.kfintech.com> and also on Stock Exchanges (BSE Limited viz. www.bseindia.com and the National Stock Exchange of India Limited viz. www.nseindia.com).
- Members are urged to support the Company’s commitment to environmental protection by choosing to receive the Company’s communication through email. Members holding shares in demat mode, who have not registered their email addresses are requested to register their email addresses with their respective DPs and members holding shares in physical mode are requested to update their email addresses with the Company’s RTA at einward.ris@kfintech.com, to receive copies of the Annual Report of 2022-23 in electronic mode. Members may follow the process detailed below for registration of email ID to receive the report and update bank account details for receipt of dividend:

Type of holder	Process to be followed	
Physical	For availing the following investor services, send a written request in the prescribed forms to the RTA of the Company, KFin Technologies Limited either by email to einward.ris@kfintech.com or by post to KFin Technologies Limited, Unit: National Aluminium Company Limited, Selenium Tower B, Plot 31-32, Financial District, Nanakramguda, Serilingampally Mandal, Hyderabad-500 032.	
	Form for availing investor services to register PAN, email address, bank details and other KYC details or changes /update thereof for securities held in physical mode.	Form ISR-1
	Update signature of securities holder.	Form ISR-2
	For nomination as provided in Rule 19(1) of the Companies (Share Capital and Debentures) Rules, 2014.	Form SH-13
	Declaration to opt out.	Form ISR-3
	Cancellation of nomination by the holder(s) (along with ISR-3)/Change of nominee.	Form SH-14
	Form for requesting issue of duplicate certificate and other service requests for shares /debentures/bonds, etc., held in physical form.	Form ISR-4
Demat	Please contact your DP and register your email address, bank account details and other particulars in your demat account, as per the process advised by your DP.	

12. As an ongoing endeavour to enhance Investor experience and leverage new technology, the RTA, KFin have been continuously developing new applications. The list of applications, developed by them are furnished below:
- Investor Support Centre:** A webpage accessible via any browser enabled system. Investors can use a host of services like Post a Query, Raise a service request, Track the status of DEMAT and REMAT request, Dividend status, Interest and Redemption status, Upload exemption forms (TDS), Download all ISR and other related forms. URL: <https://ris.kfintech.com/clientservices/isc>
 - e-Sign Facility:** Common and simplified norms for processing investor's service requests by RTAs and norms for furnishing PAN, KYC details and Nomination requires that e-Sign option be provided to Investors for raising service requests. This can be accessed via the link: URL: <https://ris.kfintech.com/clientservices/isr>
 - KYC Status:** Shareholders can access the KYC status of their folio. The webpage has been created to ensure that shareholders have the requisite information regarding their folios. URL: <https://ris.kfintech.com/clientservices/isc/kycqry.aspx>
 - KPRISM:** A mobile application as well as a webpage which allows users to access Folio details, Interest and Dividend status, FAQs, ISR Forms and full suite of other investor services. URL: <https://kprism.kfintech.com/signin.aspx>
 - WhatsApp:** In order to facilitate the shareholders, KFin has now a dedicated WhatsApp number that can be used for a bouquet of services. WhatsApp Number: (+91) 910 009 4099
13. Regulation 40 of Listing Regulations, as amended, mandates that, transmission and transposition of securities of listed companies held in physical form shall be effected only in demat mode. Further, SEBI vide its Circular dated 25.05.2022 has clarified that, the RTA/listed Companies shall verify and process the service requests of the securities holder/claimant and thereafter issue a 'Letter of confirmation' in lieu of physical securities/certificate(s), to the securities holder/claimant within 30 days of receipt of such request after removing objections, if any and has also clarified that, listed companies, with immediate effect, shall issue the securities only in demat mode while processing investor service requests pertaining to issuance of duplicate shares, exchange of shares, endorsement, sub-division/consolidation of share certificates, etc. In view of this, as also to eliminate all risks associated with physical shares and for ease of portfolio management, members holding shares in physical form are requested to convert their holdings to demat mode.
14. 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 remuneration of the Statutory Auditors every year.
15. **Transfer of Unpaid/Unclaimed Dividend and Shares to IEPF Account:**
- Till date, the Company has transferred the unpaid/unclaimed dividend amounts upto Interim Dividend of 2015-16, 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 22nd September, 2022 (date of the previous Annual General Meeting) on the website of the Company and the same can be accessed through the link: <https://ris.kfintech.com/clientservices/isc/divqry.aspx>
- 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
- 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. 19.05.2023 (Interim Dividend for 2015-16). 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://d2ah634u9nypif.cloudfront.net/wp-content/uploads/2023/07/Shares-Transferred-to-IEPF.pdf>
 - 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.
 - 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://ris.kfintech.com/clientservices/isc/divqry.aspx>
 - 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/redressal of their grievances.
16. **E-voting:**
- 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 providing facility of remote e-voting prior to the AGM and e-voting during the AGM, to enable its members to cast their votes electronically in respect of the Resolution(s) as set out in this Notice.
 - Pursuant to SEBI circular dated 9th December, 2020 on "e-voting facility provided by Listed Companies", e-voting process has been enabled for 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 and volume of the voting process.

- iii) Individual demat account holders would be able to cast their vote without registering 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 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. SKM & Associates, Company Secretaries as the Scrutinizer to conduct the e-voting process in a fair and transparent manner.
- vi) The voting rights of the members shall be in proportion to their shareholding to the total issued and paid-up equity share capital of the Company as on the **Cut-off date i.e. Thursday, the 14th September, 2023.**
- vii) The remote e-voting facility shall be available during the following period:
Commencement of remote e-voting: Monday, the 18th September, 2023 (9:00 a.m.)
End of remote e-voting : Wednesday, the 20th September, 2023 (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, the 14th September, 2023**, 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, the 14th September, 2023** (including those members who may not have received this Notice due to non-registration of their email address with KFin or the DPs, as aforesaid or have acquired shares after sending of this Notice through e-mail) 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 prior to the AGM or e-voting 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”)
1. User already registered for Internet-based Demat Account Statement (IDeAS) facility: <ul style="list-style-type: none"> i) Visit URL: https://eservices.nsdl.com ii) Click on the “Beneficial Owner” icon under “Login” under ‘IDeAS’ section. iii) On the new page, enter User ID and Password. Post successful authentication, click on “Access to e-Voting” 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. 	1. Existing user who have opted for Easi (electronic access to securities information)/Easiest: <ul style="list-style-type: none"> i) Visit URL: https://web.cdslindia.com/myeasi/home/login or URL: www.cdslindia.com ii) Click on New System Myeasi. iii) Login with your registered user id and password. iv) The user will see the e-Voting Menu. The Menu will have links of ESP i.e. KFin e-Voting portal. v) Click on e-Voting service provider name to cast your vote.
2. User not registered for IDeAS e-Services: <ul style="list-style-type: none"> i) To register click on link : https://eservices.nsdl.com ii) Select “Register Online for IDeAS” or click at : https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp iii) Proceed with completing the required fields. iv) Follow steps given in points 1. 	2. User not registered for Easi/Easiest: <ul style="list-style-type: none"> i) Option to register is available at : https://web.cdslindia.com/myeasi/Registration/EasiRegistration ii) Proceed with completing the required fields. iii) Follow the steps given in Sl. No. 1 above.
3. Alternatively by directly accessing the e-Voting website of NSDL: <ul style="list-style-type: none"> i) Open URL: https://www.evoting.nsdl.com/ ii) Click on the icon “Login” which is available under ‘Shareholder/ Member’ section. 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. 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. v) On successful selection, you will be redirected to KFin e-Voting page for casting your vote during the remote e-Voting period. 	3. Alternatively, by directly accessing the e-Voting website of CDSL: <ul style="list-style-type: none"> i) Visit URL: www.cdslindia.com ii) Provide your demat Account Number and PAN Number. iii) System will authenticate user by sending OTP on registered Mobile & Email as recorded in the demat Account. iv) After successful authentication, user will be provided links for the respective ESP, i.e. KFin where the e-Voting is in progress.

Procedure to login through their 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 skmandassociates@gmail.com with a copy marked to evoting@kfintech.com on or before Monday, the 18th September, 2023. The scanned image of the above-mentioned documents should be in the naming format “Corporate Name_EVEN No.”

- xiii) In case, the shareholder has forgotten the password/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:
- 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
 - 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 new password.
 - 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

17. Instructions for all the shareholders for attending the AGM of the Company through VC and e-voting during the meeting:

- 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.
- 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.
- Members can join the AGM through VC from 10:30 a.m. onwards.
- Members are encouraged to join the meeting through Laptops/Desktops with Google Chrome (preferred browser), Safari, Internet Explorer, Microsoft Edge, Mozilla Firefox 22.
- 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.
- 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.
- The window for e-voting through Instapoll shall be activated upon instructions of the Chairman of the Meeting during the AGM.
- 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.
- Institutional members are encouraged to attend and vote at the AGM through VC.
- 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.
- 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.
- Members, holding shares as on the cut-off date i.e. **Thursday, the 14th September, 2023** 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 **Saturday, the 16th September, 2023 (9:00 a.m.) upto Monday, the 18th September, 2023 (5:00 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 Monday, the 18th September, 2023**.

18. The results declared along with the Scrutinizer’s report will be forwarded to BSE Limited and National Stock Exchange of India Limited; 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>.

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 Pankaj Kumar Sharma (DIN: 10041341), Director (Production) of the Company as an Additional Director with effect from 01.02.2023.

Shri Pankaj Kumar Sharma holds 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 Pankaj Kumar Sharma for the office of Director of the Company.

Shri Pankaj Kumar Sharma 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 Pankaj Kumar Sharma is graduated from IIT (BHU) in the year 1992 in B. Tech (Electronics) and joined NMDC Limited as Executive Trainee (Electronics) in the same year. Shri Sharma has varied and rich experience of working in all facets of the Open Cast Mining Industry. During his association of more than 30 years with NMDC Ltd., he has successfully completed challenging assignments in different key positions. Before joining NALCO, he was acting as Head – Global Exploration Centre of NMDC Ltd., CEO – NMDC CMDCL Ltd. (a JV company of NMDC Ltd.) and CEO – Bastar Railway Private Ltd. (a JV company of NMDC Ltd.). He has, not only, immensely contributed in the sustainable development of the operation of Iron Ore Mines of NMDC Ltd., but also, set milestones in the upcoming projects of the subsidiary companies. His technical knowledge and strategic expertise will help NALCO in achieving accelerated growth.

Shri Sharma 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 Pankaj Kumar Sharma has been assigned the additional charge of the post of Director (Projects and Technical) w.e.f. 01.08.2023, consequent upon superannuation of Shri M. P. Mishra as Director (P&T) on 31.07.2023.

Shri Pankaj Kumar Sharma holds no 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:

The Board of Directors have appointed M/s. BSS & Associates, Cost Accountants (FRN: 001066) as Cost Auditors of the Company to conduct cost audit of the cost records for the financial year ending 31st March, 2024. The Board of Directors have also approved remuneration of Rs.4 lakh plus applicable Goods and Services Tax plus out of pocket expenses to be paid to the Cost Auditors for the financial year ending 31st March, 2024.

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 of Directors for fixation of remuneration to the Cost Auditors for the financial year ending 31st March, 2024.

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. 5 of the Notice.

The Board recommends the Ordinary Resolution set out at Item No. 5 of the Notice for approval by the shareholders.

By order of the Board of Directors
For National Aluminium Company Limited



(N. K. Mohanty)

GGM & Company Secretary

Place: Bhubaneswar

Date: 25.08.2023

Details of Directors seeking re-appointment/appointment in the 42nd Annual General Meeting on Thursday, the 21st September, 2023 (In terms of Regulation 36 of the SEBI (LODR) Regulations, 2015)

DETAILS OF DIRECTOR SEEKING RE-APPOINTMENT (Ordinary Business in the Notice)		
1.	Dr. Veena Kumari Dermal, IPoS	
	Father's Name	Shri Ravi
	Date of Birth	20.08.1967
	Date of Appointment	20.01.2022
	Expertise in specific functional areas	a) Abundant experience of working in Government and Public Sectors. b) Served in various capacities in the Postal Dept. at all India level. c) Has gained deep understanding of mineral policy in India. d) Has been associated with amendments to MMDR Act in 2020 and 2021 and the subordinate legislations to the Act.
	Qualifications	a) B.Sc. (Agriculture), M.Sc. (Horticulture) from Kerala Agriculture University. b) Ph.D. in Horticulture from Indian Agricultural Research Institute in New Delhi. c) Post Graduate Diploma in Public Policy from IIM, Bangalore.
	List of outside Directorships held	a) Bharat Gold Mines Limited b) Hindustan Zinc Limited c) Khanij Bidesh India Limited
	Member of Committees of the Board	CoD for Projects & New Ventures
	Member of Committees in other companies	a) Stakeholders Relationship Committee - Hindustan Zinc Limited b) Sustainability and ESG Committee - Hindustan Zinc Limited
DETAILS OF DIRECTOR SEEKING APPOINTMENT (Special Business in the Notice)		
2.	Shri Pankaj Kumar Sharma	
	Father's Name	Shri Kishori Lal Sharma
	Date of Birth	30.06.1969
	Date of Appointment	01.02.2023
	Expertise in specific functional areas	a) Varied and rich experience of working in all facets of the Open Cast Mining Industry. b) Immensely contributed in the sustainable development of the operation of Iron Ore Mines. c) During his association of more than 30 years with NMDC Ltd., he has successfully completed challenging assignments in different key positions.
	Qualifications	B. Tech (Electronics) from IIT (BHU).
	List of outside Directorships held	NIL
	Member of Committees of the Board	a) Audit Committee b) Technology Committee c) CSR & Sustainability Development Committee d) Risk Management Committee e) CoD for Projects & New Ventures
	Member of Committees in other companies	NIL

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

