



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 43rd Annual General Meeting of the Company will be held on **Friday, the 27th September, 2024 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, 2024, the reports of the Board of Directors and Auditors thereon.
2. To confirm payment of 1st and 2nd interim dividends and declare final dividend on equity shares for the financial year ended 31st March, 2024.
3. To appoint a Director in place of Shri R. C. Joshi, Director (Finance) (DIN: 08765394), who retires by rotation and being eligible, offers himself for re-appointment.

Special Business:

4. **To appoint Shri Jagdish Arora (DIN: 10347268) 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 Jagdish Arora (DIN: 10347268), appointed as Director (Projects & Technical) by the President of India vide Order no. 2/3/2022-Metal-I dated 09.10.2023 and subsequently appointed as an Additional Director by the Board of Directors with effect from 11.10.2023 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 (Projects & Technical) of the Company, liable to retire by rotation”.

“**FURTHER RESOLVED THAT**, the detailed terms and conditions of Shri Jagdish Arora (DIN: 10347268), appointed as Director (Projects & Technical) 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, 2025:**

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 ₹ 4 lakh plus applicable Goods and Services Tax and 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, 2025, be and is hereby ratified.”

“**FURTHER RESOLVED THAT**, Board of Directors of the Company be and are hereby authorized to do all acts and take all such steps as may be deemed 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)
ED & Company Secretary

Place: Bhubaneswar
Date: 29.08.2024

Notes:

- Pursuant to the General Circular No. 09/2023 dated September 25, 2023, issued by the Ministry of Corporate Affairs (MCA) and Circular no. SEBI/HO/CFD/CFD-PoD-2/P/CIR/2023/167 dated October 07, 2023, issued by SEBI (hereinafter collectively referred to as “the Circulars”), Annual General Meeting (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 2023-24 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 AGM will be held through VC/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.
- M/s. Bigshare Services Pvt. Ltd. (Bigshare), the Company’s Registrar and Transfer Agents (RTA) of the Company 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. **Friday, the 27th September, 2024**. Members seeking inspection of the aforementioned documents can send an email to company_secretary@nalcoindia.co.in with the subject line “NALCO 43rd AGM”.
- The Register of Members and Share Transfer Books of the Company will remain closed from **Saturday, the 21st September, 2024 to Friday, the 27th September, 2024 (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://www.ivote.bigshareonline.com> and also on Stock Exchanges i.e. 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 sujit@bigshareonline.com / prasadm@bigshareonline.com to receive copies of the Annual Report as well as other communications in electronic mode, in future. Members may follow the detailed process, indicated below for registration of email ID, to receive the Annual Report and update bank account details for receipt of dividend etc.:

Type of holder	Process to be followed	
Physical	For availing the following investor services, send a written request in the prescribed form(s) [to be downloaded from www.nalcoindia.co.in] to the RTA of the Company, M/s. Bigshare Services Pvt. Ltd. either by email to sujit@bigshareonline.com / prasadm@bigshareonline.com or by post to M/s. Bigshare Services Private Limited, Office No. S6-2, 6 th Floor, Pinnacle Business Park, Next to Ahura Centre, Mahakali Caves Road, Andheri (East), Mumbai-400093.	
	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
Demat	Form for requesting issue of duplicate share certificate and other service requests for shares held in physical form.	Form ISR-4
	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. Shareholders can raise their grievance through the following links to the Company's RTA, Bigshare:
- Investor's Query:** <https://www.bigshareonline.com/InvestorLogin.aspx>
 - i Connect:** <https://iconnect.bigshareonline.com/Account/Login>
13. 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. M/s. A. K. Sabat & Co. and M/s. PA & Associates, Chartered Accountants Firms were appointed as Joint Statutory Auditors of the Company by the Comptroller and Auditor General of India for the financial year 2023-24.
14. **Transfer of Unpaid/Unclaimed Dividend and Shares to IEPF Account:**
15. (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, the Company has transferred the unpaid/unclaimed dividend amounts upto Interim Dividend of 2016-17, to the Investor Education and Protection Fund (IEPF), established by the Central Government.
- (b) 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/2024/06/Shares-Transferred-to-IEPF.pdf>
- (c) 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.
- (d) Members, who have not encashed or have not received their dividend(s) are requested to contact the RTA for receipt of their dividend(s).
- (e) Members holding shares in electronic form are requested to intimate immediately any change in their address or bank mandate to their respective Depository Participant with whom they are maintaining their demat account. Members holding shares in physical form are requested to intimate any change in their address or bank mandate immediately to the RTA. Members are also requested to address all correspondence/queries including Non-receipt of dividend, Annual Report etc. to the RTA at e-mail: sujit@bigshareonline.com / prasadm@bigshareonline.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 Entities", 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.
 - The manner of voting including voting remotely by (i) individual shareholders holding shares of the Company in demat mode, (ii) shareholders other than individual shareholders holding shares of the Company in demat mode and physical mode and (iii) custodians of shareholders is explained in the instructions given under point no. (xi) herein below.
 - 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.
 - 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. Friday, the 20th September, 2024.**
 - The remote e-voting facility shall be available during the following period:
Commencement of remote e-voting: Tuesday, the 24th September, 2024 (9:00 a.m.)
End of remote e-voting : Thursday, the 26th September, 2024 (5:00 p.m.)
 - 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. Friday, the 20th September, 2024, shall be entitled to cast their vote through remote e-voting. The remote e-voting facility shall be forthwith disabled by Bigshare after expiry of the said period.
 - Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.
 - 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.
 - Members holding shares either in physical form or dematerialized form, as on the Cut-off date i.e. Friday, the 20th September, 2024 (including those members who may not have received this Notice due to non-registration of their email address with the RTA or the DPs, as aforesaid or have acquired shares after despatch 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) **The instructions of shareholders for remote e-voting are as under:**

- a) In terms of SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 2020 on “e-Voting facility provided by Listed Entities”, individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.
- b) Pursuant to above said SEBI circular, Login method for e-Voting and joining virtual meetings for Individual shareholders holding securities in Demat mode is given below:

Type of shareholders	Login Method
Individual shareholders holding securities in Demat mode with CDSL	<ol style="list-style-type: none"> 1) Users who have opted for CDSL Easi/Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi/Easiest is https://web.cdslindia.com/myeasitoken/home/login or visit CDSL website www.cdslindia.com and click on login icon & New System Myeasi Tab and then use your existing my easi username & password. 2) After successful login, the Easi/Easiest user will be able to see the e-voting option for eligible companies where the e-voting is in progress as per the information provided by company. On clicking the e-voting option, the user will be able to see e-Voting page of Bigshare (e-voting service provider) and you will be re-directed to i-Vote website for casting your vote during the remote e-Voting period. Additionally, there are also links provided to access the website of other e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly. For joining the meeting click on “VIEW EVENT DETAILS (CURRENT)” under ‘EVENTS’ option, select event for which you desire to attend the AGM under the dropdown option, click on the option ‘VOTE NOW’ on right hand side top corner, you need to click on “VC/OAVM” link placed beside the “VIDEO CONFERENCE LINK” option. 3) If the user is not registered for Easi/Easiest, option to register is available at https://web.cdslindia.com/myeasitoken/Registration/EasiRegistration 4) Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a link https://evoting.cdslindia.com/Evoting/EvotingLogin 5) The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the e-Voting is in progress, and also able to directly access the system of all e-Voting Service Providers. Click on BIGSHARE and you will be re-directed to i-Vote website for casting your vote during the remote e-voting period.
Individual shareholders holding securities in demat mode with NSDL	<ol style="list-style-type: none"> 1) If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: https://eservices.nSDL.com either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the “Beneficial Owner” icon under “Login” which is available under ‘IDeAS’ section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services. Click on “Access to e-Voting” under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider name BIGSHARE and you will be re-directed to i-Vote website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. Additionally, there are also links provided to access the website of other e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly. For joining the meeting click on “VIEW EVENT DETAILS (CURRENT)” under ‘EVENTS’ option, select event for which you desire to attend the AGM under the dropdown option, click on the option ‘VOTE NOW’ on right hand side top corner, you need to click on “VC/OAVM” link placed beside the “VIDEO CONFERENCE LINK” option. 2) If the user is not registered for IDeAS e-Services, option to register is available at https://eservices.nSDL.com. Select “Register Online for IDeAS “Portal or click at https://eservices.nSDL.com/SecureWeb/IdeasDirectReg.jsp 3) Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nSDL.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider name BIGSHARE and you will be redirected to i-Vote website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.

Individual shareholders (holding securities in demat mode) login through their Depository Participants	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. After Successful login, 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. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.
---	--

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.

- c) Helpdesk for Individual shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. CDSL and NSDL

Login type	Helpdesk details
Individual shareholders holding securities in Demat mode with CDSL	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 and 022-23058542-43.
Individual shareholders holding securities in Demat mode with NSDL	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

- d) **Login method for e-Voting for shareholder other than individual shareholders holding shares in demat mode and physical mode is given below:**

- i) You are requested to launch the URL on internet browser: <https://ivote.bigshareonline.com>
- ii) Click on “LOGIN” button under the ‘INVESTOR LOGIN’ section to Login on E-Voting Platform.
- iii) Please enter your ‘USER ID’ (User id description is given below) and ‘PASSWORD’ which is shared separately on your register email id.
- iv) Shareholders holding shares in CDSL demat account should enter 16 Digit Beneficiary ID as user id.
- v) Shareholders holding shares in NSDL demat account should enter 8 Character DP ID followed by 8 digit Client ID as user id.
- vi) Shareholders holding shares in physical form should enter Event No. + Folio Number registered with the Company as user id.
- vii) If you have not received any user id or password: Email from your registered email id or contact i-vote helpdesk team. (Email id and contact number are mentioned in helpdesk section).
- viii) Click on ‘I AM NOT A ROBOT (CAPTCHA)’ option and login.
- ix) If shareholders are holding shares in demat form and have registered on to e-Voting system of <https://ivote.bigshareonline.com> and/or voted on an earlier event of any company then they can use their existing user id and password to login.
- x) If you have forgotten the password: Click on ‘LOGIN’ under ‘INVESTOR LOGIN’ tab and then Click on ‘Forgot your password?’
- xi) Enter “User ID” and “Registered email ID” Click on I AM NOT A ROBOT (CAPTCHA) option and click on ‘Reset’.
- xii) In case a shareholder is having valid email address, Password will be sent to his / her registered e-mail address).

- e) **Voting method for shareholders on i-Vote E-voting portal:**

- i) After successful login, Bigshare e-Voting system page will appear.
- ii) Click on “VIEW EVENT DETAILS (CURRENT)” under ‘EVENTS’ option on investor portal.
- iii) Select event for which you are desire to vote under the dropdown option.
- iv) Click on “VOTE NOW” option which is appearing on the right hand side top corner of the page.
- v) Cast your vote by selecting an appropriate option “IN FAVOUR”, “NOT IN FAVOUR” or “ABSTAIN” and click on “SUBMIT VOTE”. A confirmation box will be displayed. Click “OK” to confirm, else “CANCEL” to modify. Once you confirm, you will not be allowed to modify your vote.
- vi) Once you confirm the vote, you will receive confirmation message on display screen and also you will receive an email on your registered email id. During the voting period, members can login any number of times till they have voted on the resolution(s). Once vote on a resolution is casted, it cannot be changed subsequently.
- vii) Shareholder can “CHANGE PASSWORD” or “VIEW/UPDATE PROFILE” under “PROFILE” option on investor portal.

- f) **Custodian registration process for i-Vote E-Voting Website:**

- i) You are requested to launch the URL on internet browser: <https://ivote.bigshareonline.com>
- ii) Click on “REGISTER” under “CUSTODIAN LOGIN”, to register yourself on Bigshare i-Vote e-Voting Platform.

- iii) Enter all required details and submit.
- iv) After Successful registration, message will be displayed with “User id and password will be sent via email on your registered email id”.
- v) If Custodian have registered on to e-Voting system of <https://ivote.bigshareonline.com> and/or voted on an earlier event of any company then they can use their existing user id and password to login.
- v) If you have forgotten the password: Click on ‘LOGIN’ under ‘CUSTODIAN LOGIN’ tab and further Click on ‘Forgot your password?’
- vii) Enter “User ID” and “Registered email ID” Click on I AM NOT A ROBOT (CAPTCHA) option and click on ‘RESET’.
- viii) (In case a custodian is having valid email address, Password will be sent to his / her registered e-mail address).

g) Voting method for Custodian on i-Vote E-voting portal:

- i) After successful login, Bigshare e-Voting system page will appear.
- ii) First you need to map the investor with your user ID under “DOCUMENTS” option on custodian portal.
- iii) Click on “DOCUMENT TYPE” dropdown option and select document type power of attorney (POA).
- iv) Click on upload document “CHOOSE FILE” and upload power of attorney (POA) or board resolution for respective investor and click on “UPLOAD”.
- v) The power of attorney (POA) or board resolution has to be named as the “InvestorID.pdf” (Mention Demat account number as Investor ID.)
- vi) Your investor is now mapped and you can check the file status on display.
- vii) To cast your vote select “VOTE FILE UPLOAD” option from left hand side menu on custodian portal.
- viii) Select the Event under dropdown option.
- ix) Download sample voting file and enter relevant details as required and upload the same file under upload document option by clicking on “UPLOAD”. Confirmation message will be displayed on the screen and also you can check the file status on display (Once vote on a resolution is casted, it cannot be changed subsequently).
- x) Custodian can “CHANGE PASSWORD” or “VIEW/UPDATE PROFILE” under “PROFILE” option on custodian portal.

h) Helpdesk for queries regarding e-voting:

Login type	Helpdesk details
Shareholder’s other than individual shareholders holding shares in Demat mode & Physical mode.	In case shareholders/ investor have any queries regarding E-voting, you may refer the Frequently Asked Questions (‘FAQs’) and i-Vote e-Voting module available at https://ivote.bigshareonline.com , under download section or you can email us to ivote@bigshareonline.com or call us at: 1800-22-54-22.

i) Procedure for joining the AGM through VC/OAVM for shareholder other than individual shareholders holding shares in demat mode and physical mode is given below:

- a) The Members may attend the AGM through VC/OAVM at <https://ivote.bigshareonline.com> under Investor login by using the e-voting credentials (i.e., User ID and Password).
- b) After successful login, Bigshare E-voting system page will appear.
- c) Click on “VIEW EVENT DETAILS (CURRENT)” under ‘EVENTS’ option on investor portal.
- d) Select event for which you are desire to attend the AGM under the dropdown option.
- e) For joining virtual meeting click on the option “VOTE NOW” on right hand side top corner.
- f) For joining virtual meeting, you need to click on “VC/OAVM” link placed beside of “VIDEO CONFERENCE LINK” option.
- g) Members attending the AGM through VC/ OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013.

j) Instructions for Members for e-voting on the day of the AGM are as under:

- a) The Members can join the AGM in the VC/ OAVM mode from 10:30 a.m. onwards on Friday, the 27th September, 2024 by visiting the link at <https://ivote.bigshareonline.com> under Investor login of Bigshare and using the e-voting credentials provided in the e-mail received from Bigshare. Members can also can cast their vote during the voting period to be provided on the date of AGM. The procedure for e-voting on the day of the AGM is same as the instructions mentioned above for remote e-voting.
- b) A member can opt for only single mode of voting i.e., through remote e-voting or e-voting during the AGM.

- c) Members who have voted through remote e-voting in respect of the resolutions as set out in the Notice of AGM, may attend the AGM but shall not be entitled to cast their vote again during the AGM.
- d) Helpdesk for queries regarding virtual meeting:
In case shareholders/investors have any queries regarding virtual meeting, they may refer the Frequently Asked Questions ('FAQs') available at <https://ivote.bigshareonline.com> under download section or they can email to ivote@bigshareonline.com or call at: 1800-22-54-22.
- k) **Process for Speaker Registration:**
- a) Members, holding shares as on the Cut-off date i.e. Friday, the 20th September, 2024 and who would like to speak or express their views or ask questions during the AGM may register themselves as speakers.
- b) Eligible members may kindly register themselves as speakers by sending their following details at agmparticipant@bigshareonline.com on or before **Monday, the 23rd September, 2024 (5:00 p.m.)**:
- (i) Name of shareholder:
- (ii) DP Id & Client Id /Folio No.:
- (iii) Name of the Company: **National Aluminium Company Limited**
- Note:** In absence of above correct information, the speaker registration will not be possible.
- c) 'Speaker Registration' window will be open from **Saturday, the 21st September, 2024 (9:00 a.m.) upto Monday, the 23rd September, 2024 (5:00 p.m.)**.
- d) 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.
- l) **Declaration of voting results:** The results declared along with the Scrutinizer's report will be forwarded to BSE Limited and National Stock Exchange of India Limited and displayed at the Registered Office of the Company and simultaneously uploaded on the Company's website viz. www.nalcoindia.com and that of RTA viz. www.bigshareonline.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 Articles of Association of the Company, the Board of Directors of the Company appointed Shri Jagdish Arora (DIN: 10347268), Director (Projects & Technical) of the Company as an Additional Director with effect from 11.10.2023.

Shri Jagdish Arora 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 Jagdish Arora for the office of Director of the Company.

Shri Jagdish Arora 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 Jagdish Arora joined the Board of Directors of National Aluminium Company Limited as Director (Projects & Technical) on 11.10.2023. Shri Arora is an experienced professional with over thirty four years of proven knowledge of diverse Business Processes of metal and mining industry. He is a B. Tech in Mechanical Engineering from NIT, Warangal and PGDBM (Finance & Marketing) from XLRI, Jamshedpur. He started his career in Steel Authority of India Limited (SAIL) as Management Trainee (Technical) in 1989 and reached to the post of Executive Director, in-charge of Centre for Engineering & Technology, the in-house Engineering and Technical Project consultancy unit of SAIL before taking charge as Director (Projects & Technical), NALCO. He was handling the engineering consultancy of projects worth more than ₹ 47,000 crore. He was closely associated with Modernization, Brownfield and Greenfield expansion projects of SAIL.

Shri Arora has working experience across various domains like Operation, Technology Management, Engineering, Projects, Consulting and Commercial. He has been recognized for his significant contribution in the areas of sustainability, decarbonization, Atmanirbhar Bharat, digital transformation and Industry roadmap for 2047 for the Indian Steel Industry. He is a TEDex speaker on sustainability.

Shri Arora has coordinated and executed many companywide Systemic Improvement Projects, shaped numerous systems and procedures like Digital Project Management, Electronic Document and Drawing Management System, System of Acceptable makes, Cost estimation system, Business Intelligence Model, Standard Bidding Document, Recruitment Manual etc. He is recognized as a thought leader in the industry and visiting faculty for Strategy, Leadership, Team Building, Problem Solving & Decision Making, Negotiation, Financial Management and Climate Change.

Shri Jagdish Arora 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.

Consequent upon suspension of Shri R. S. Mahapatro, Director (HR) vide Ministry of Mines Order dated 13.03.2024, Shri Jagdish Arora has been assigned the additional charge of the post of Director (HR) w.e.f. 14.03.2024. Further, upon revocation of suspension of Shri Radhashyam Mahapatro vide Ministry of Mines Order dated 30.07.2024, the work of HR Department of the Company will continue to be looked after by Shri Jagdish Arora, Director (P&T) of the Company, until further order, as communicated vide Ministry of Mines Order dated 06.08.2024.

Shri Jagdish Arora 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, 2025. The Board of Directors have also approved remuneration of ₹ 4 lakh plus applicable Goods and Services Tax and out of pocket expenses to be paid to the Cost Auditors for the financial year ending 31st March, 2025.

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, 2025.

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)
ED & Company Secretary

Place: Bhubaneswar
Date: 29.08.2024

नालको NALCO

Details of Directors seeking re-appointment/appointment in the
43rd Annual General Meeting to be held on Friday, the 27th September, 2024
(In terms of Regulation 36 of the SEBI (LODR) Regulations, 2015)

Details of Director seeking re-appointment (Ordinary Business in the Notice)	
1.	Shri R. C. Joshi, Director (Finance)
Father's Name	Shri Dutt Chandra Joshi
Date of Birth	12.04.1965
Date of Appointment	04.02.2022
Expertise in specific functional areas	a) Finance & Accounts. b) Financial planning and analysis. c) Financial Reporting and Strategic business mapping.
Qualifications	a) B.Com(H), LL.B. and Cost & Management Accountant
List of outside Directorships held	M/s. Angul Aluminium Park Pvt. Ltd.
Member of Committees of the Board	a) Risk Management Committee. b) CoD for Projects & New Ventures.
Member of Committees in other companies	Nil
Details of Director seeking appointment (Special Business in the Notice)	
2.	Shri Jagdish Arora, Director (P&T) & Director (HR)-Addl. Charge
Father's Name	Shri Ved Prakash Arora
Date of Birth	18.11.1967
Date of Appointment	11.10.2023
Expertise in specific functional areas	a) Operation, Technology Management, Engineering, Projects, Consulting and Commercial. b) Brownfield and Greenfield expansion projects. c) Sustainability, decarbonization, Atmanirbhar Bharat, digital transformation and Industry roadmap for 2047 for the Indian Steel Industry.
Qualifications	B. Tech (Mechanical Engineering) and PGDBM (Finance & Marketing).
List of outside Directorships held	NIL
Member of Committees of the Board	a) Stakeholders Relationship Committee b) CSR & Sustainability Committee c) Technology Committee d) HR 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.