

The Manager The Bombay Stock Exchange Limited, Phiroze Jeejeebhoy Towers, Dalal Street, <b>MUMBAI - 400 001</b> Scrip Code : 532234	The Manager Listing Department National Stock Exchange of India Ltd., Exchange Plaza, Bandra-Kurla Complex, Bandra East, <b>MUMBAI - 400 051</b> Symbol : NATIONALUM
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**Sub : Addendum to the Notice of the 36<sup>th</sup> Annual General Meeting .**

Dear Sir,

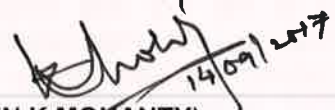
This is further to our announcement dated 29/08/2017, The 36<sup>th</sup> Annual General Meeting of NALCO will be held on Saturday, the 23<sup>rd</sup> September, 2017 at 11.00 hours at NALCO Bhawan, P/1, Nayapalli, Bhubaneswar – 7510 13.

In terms of Regulation 36 of SEBI (LODR) Regulations, 2015, Notice of 36<sup>th</sup> AGM for 2016-17 has already been sent to each shareholder on 29.08.2017. In terms of Regulation 30 read with Schedule III of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Notice of 36<sup>th</sup> AGM along with the Annual Report 2016-17 was sent to you on 29.08.2017. The Notice of 36<sup>th</sup> AGM along with the Annual Report 2016-17 was also uploaded on the website of the Company: [www.nalcoindia.com](http://www.nalcoindia.com).

Since two new Independent Directors were appointed subsequent to the despatch of the notice to the shareholders, an addendum to the 36<sup>th</sup> AGM Notice is issued and the same is enclosed. This is for your information and record.

Thanking You,

Yours faithfully,  
for National Aluminium Co. Ltd.

  
(N K MOHANTY)  
COMPANY SECRETARY

Encl: As above

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

**ADDENDUM TO THE NOTICE OF 36<sup>th</sup> ANNUAL GENERAL MEETING**

Addendum to the Notice dt. 19.08.2017 ("Original Notice") of 36<sup>th</sup> Annual General Meeting (AGM) of the Members of NATIONAL ALUMINIUM COMPANY LTD to be held on Saturday, the 23<sup>rd</sup> September, 2017 at 1100 hours at NALCO Bhawan, Plot No. P/1, Nayapalli, Bhubaneswar - 751 013. Whereas circumstances have arisen after dispatch of Original Notice on 29.08.2017 requiring certain additions to the Original Notice, therefore, Members are hereby notified as follows:

This addendum shall be deemed to be a part of the Original Notice, and shall be read along with Original Notice. Further, Original Notice shall be deemed amended as provided herein:

1. Insertion of two new items as Item No. 9 & 10 in the original Notice;

**SPECIAL BUSINESS**

**Item No: 9**

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

"RESOLVED THAT pursuant to the applicable provisions of the Companies Act, 2013 ("the Act") and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule IV to the Act and Regulation 16(1)(b) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, Shri Nagendra Nath Sharma (DIN:02888318) who was appointed as an Additional Director of the Company by the Board of Directors with effect from 6<sup>th</sup> September, 2017, in terms of Section 161(1) of the Act and Article 63 of the Articles of Association of the Company and whose term of office expires at this Annual General Meeting 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, be and is hereby appointed as Part-time Non-official (Independent) Director of the Company to hold office for a period of three years w.e.f. 06.09.2017 in terms of Order No. 2(7)/2016-Met.I, dtd. 06.09.2017 of Govt. of India or any amendments thereto."

**Item No: 10**

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

"RESOLVED THAT pursuant to the applicable provisions of the Companies Act, 2013 ("the Act") and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule IV to the Act and Regulation 16(1)(b) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, Smt. Achla Sinha (DIN:07932932) who was appointed as an Additional Director of the Company by the Board of Directors with effect from 8<sup>th</sup> September, 2017, in terms of Section 161(1) of the Act and Article 63 of the Articles of Association of the Company and whose term of office expires at this Annual General Meeting and in respect of whom the Company has received a notice in writing from a member under Section 160 of the

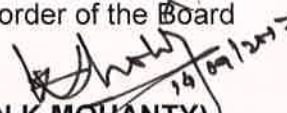
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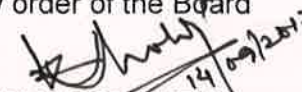
Companies Act, 2013, proposing her candidature for the office of Director, be and is hereby appointed as Part-time Non-official (Independent) Director of the Company to hold office for a period of three years w.e.f. 08.09.2017 in terms of Order No. 2(7)/2016-Met.I, dtd. 06.09.2017 of Govt. of India or any amendments thereto."

By order of the Board  
  
(N K MOHANTY)  
COMPANY SECRETARY

14<sup>th</sup> September, 2017

NOTES:-

1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF/ HERSELF AND SUCH PROXY NEED NOT BE A MEMBER OF THE COMPANY.
2. Proxies, if any, in order to be effective must be received at the Company's Registered Office, either in person or through post, not later than 48 hours before the time fixed for holding the meeting.
3. A person can act as a proxy on behalf of members not exceeding fifty and holding in the aggregate not more than ten percent of the total share capital of the Company carrying voting rights. A member holding more than ten percent of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other person or shareholder.
4. Documents, if any, referred to in the Addendum Notice are open for inspection by the members at the Registered Office of the Company on all working days, during business hours up to the date of the Meeting.
5. The Explanatory Statement in respect of above item no. 9 & 10 pursuant to section 102(1) of the Companies Act, 2013, in respect of Special Business is enclosed.
7. The Company deems it appropriate to bring factual position to the notice of the Members of the Company by this Addendum to the AGM Notice to enable the Shareholders to exercise their voting rights through e-voting facility or at the AGM on informed basis.
8. The Addendum to the Notice of AGM is available on the website of the Company [www.nalcoindia.com](http://www.nalcoindia.com), BSE & NSE's website [www.bseindia.com](http://www.bseindia.com), [www.nseindia.com](http://www.nseindia.com) and Karvy's website <http://evoting.karvy.com>.

By order of the Board  
  
(N K MOHANTY)  
COMPANY SECRETARY

14<sup>th</sup> September, 2017

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

The following Statement sets out all material facts relating to Special Business mentioned in the accompanying Notice:

**Item No: 9**

Pursuant to Order No. 2(7)/2016-Met.I, dtd. 06.09.2017 of the Ministry of Mines, the Board of Directors of the Company appointed Shri Nagendra Nath Sharma as an Additional Director of the Company with effect from 6<sup>th</sup> September, 2017 in terms of the provisions of Section 161(1) of the Companies Act, 2013 and the Articles of Association of the Company. Shri Nagendra Nath Sharma 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 Nagendra Nath Sharma for the office of Director of the Company.

As the order was received from the Ministry of Mines appointing Shri Nagendra Nath Sharma as Part-time Non-official(Independent) Director of the Company subsequent to the circulation of the Notice for 36<sup>th</sup> AGM to the members, this addendum is placed on the website of the Company and submitted to the Stock Exchanges.

Shri 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 N.N.Sharma is Chairperson of the Centre for Corporate Social Responsibility and Sustainability at Birla Institute of Management Technology (BIMTECH), Greater Noida. Presently, he is also member of Social Audit Committee of ACC Ltd. He has more than three decades of experience of working in social development sector. He was Managing Director of Rajasthan Consultancy Organisation (RAJCON) promoted by IFCI and other development organizations and also first General Manager of UP Minorities Financial and Development Corporation. He has also worked with UNDP and UNIDO and was associated with projects, supported by the World Bank and DFID, UK.

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.9 of the addendum to the Notice.

The Board commends the Ordinary Resolution set out at Item No.9 of the addendum to the Notice for approval by the shareholders.

Shri Sharma does not hold any share in the Company.

**Item No: 10**

Pursuant to Order No. 2(7)/2016-Met.I, dtd. 06.09.2017 of the Ministry of Mines, the Board of Directors of the Company appointed Smt. Achla Sinha as an Additional Director of the Company with effect from 8<sup>th</sup> September, 2017 in terms of the provisions of Section 161(1) of the Companies Act, 2013 and the Articles of Association of the Company. Smt. Achla Sinha 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 Smt. Achla Sinha for the office of Director of the Company.

As the order was received from the Ministry of Mines appointing Smt. Achla Sinha as Part-time Non-official(Independent) Director of the Company subsequent to the circulation of the Notice for 36<sup>th</sup> AGM to the members, this addendum is placed on the website of the Company, RTA i.e. KARVY and submitted to the Stock Exchanges.

Smt Sinha is not disqualified from being appointed as a Director in terms of Section 164 of the Act and has given her consent to act as a Director.

Smt. Achla Sinha is an Indian Railways Traffic Service officer of the 1982 batch. She started her career from Eastern Railway, Danapur Division and had since worked in various capacities for over three decades in the Ministry of Railways. She has been on deputation to the State Government of Bihar as Director (Food Movement) in the Ministry of Food Supply & Commerce and on deputation to the Ministry of Urban Development, Govt of India as Director (Estate). She has served as Additional Secretary, Central Information Commissioner prior to her superannuation in October, 2016. She has won the General Manager Eastern Railway Award during the Annual Railway Week for outstanding performance in the very first year of her service (1986) and the best Women Participant in the 30<sup>th</sup> Advance Professional Programme in Public Administration (APPA) from IIPA, New Delhi.

Smt. Sinha may be deemed to be concerned or interested, financially or otherwise, to the extent of her shareholding, if any in respect of her 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.10 of the addendum to the Notice.

The Board commends the Ordinary Resolution set out at Item No.10 of the addendum to the Notice for approval by the shareholders.

Smt. Sinha does not hold any share in the Company.

The Brief Bio-Data of the above Directors is given below: -

<b>Shri Nagendra Nath Sharma</b>	
Father's Name	Shri Bishwa Nandan Prasad
Date of Birth	12.08.1950
Date of Appointment	06.09.2017
Expertise in specific functional areas	Chairperson of the Centre for Corporate Social Responsibility and Sustainability at Birla Institute of Management Technology (BIMTECH).
Qualifications	B.Sc.(Mechanical Engineering)
List of outside Directorships held	NIL
Member of Committees of the Board	NIL
Member of Committees in other companies	NA

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<b>Smt Achla Sinha</b>	
Father's Name	Shri Ratneshwar Prasad Sinha
Date of Birth	28.10.1956
Date of Appointment	08.09.2017
Expertise in specific functional areas	Indian Railways Traffic Service officer of the 1982 batch.
Qualifications	M.A. in English M.Phil in Public Administration
List of outside Directorships held	NIL
Member of Committees of the Board	NIL
Member of Committees in other companies	NA

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