

NBC/S/4.5/2015/945 Date:28.09.2015

To, Shri Robert A.Y, DCS - CRD BSE Limited Phiroze Jeejeebhoy Towers, Dalal Street Mumbai - 400 001

Fax Nos.: 022-2272 3121/3719/2037/2039/2041/2061

Sub: Details of voting results of the 34th Annual General Meeting.

Dear Sir,

In terms of Clause 35A of the Listing Agreement, please find enclosed details of the voting results of the 34th Annual General Meeting of the Company held on Saturday, the 26<sup>th</sup> September, 2015 at 11.00 A.M. at NALCO Bhawan, Plot No.P/1, Nayapalli, Bhubaneswar 751 013.

Thanking you,

Yours faithfully, For National Aluminium Co. Ltd.

ADDL.COMPANY SECRETARY

Encl: As above



Disclos	Disclosure in terms of Clause 35A of the Listing Agreement in relation to 34th Annual General Meeting of the Company:	al General Meeting of the Company:
SL.	DESCRIPTION	PARTICILLABS
NO.		
H	Date of Annual General Meeting (AGM)	26.09.2015
М	Total number of shareholders on record date i.e. 19th September, 2015	81798
ო	Number of shareholders present in the Meeting either in person or through proxy.	
	Total	75
	Promoters and Promoter Group:	1
	Public:	74

नेशनल एल्यूमिनियम कम्पनी लिमिटेड (भारत सरकार का उद्यम) निगम कार्यालय नालको भवन, नयापल्ली, मुबनेश्वर -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 # L27203OR1981GO1000920
Tel.:0674-2301988-999,Fax:0674-2300677,Email:investorservice@nalcoindia.co.in,Website:www.nalcoindia.com





4	Number of shareholders attended the Meeting through Video Conferencing.	Not Applicable
	Promoters and Promoter Group:	r
	Public:	ı

Details of result on each item of 34th Annual General Meeting (AGM) Notice.



National Aluminium Company Limited (A Government of India Enterprise)
REGD. & CORPORATE OFFICE
Nalco Bhawan,
PlotNo.P/1,Nayapalli,Bhubaneswar-751013,India नेशनल एल्यूमिनियम कम्पनी लिमिटेड (भारत सरकार का उद्यम) निगम कायालय नालको भवन, नयापल्ली, भुवनेश्वर -751 013 भारत

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### Ordinary Business:

# Resolution 1:- Ordinary Resolution.

To receive, consider and adopt the audited financial statement of the Company for the financial year ended March 31, 2015, the reports of the Board of Directors and Auditors thereon.

No of members participated in the remote e-voting & poll-204 (165 & 39).

						1			Τ	
% of Votes in	against on votes	polled	(7)=[(2)/(3)]*100			0.76			0.17	0.02
% of Votes in	favour on votes	polled	(6)=[(4)/(2)]*100	100		99.24			99.83	86.66
No. of votes against	(5)					359925			10877	370802
No of Votes in	favour	<del></del>		2085782622		47261538			6287384	2139331544
% of Votes Polled No of Votes in	on outstanding	shares	(3)=[(2)/(1)]*100	100		14.88			3.68	83.02
No of Votes	Polled	(3)		2085782622		47621463			6298261	2139702346
No of Shares Held		(f)		2085782622		320113360			171342530	2577238512
Promoter/ Public No of Shares Hele				Promoter &	Promoter Group	Public -	Institutional	Holders	Public -others	Total

नेशनल एल्यूमिनियम 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
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### Resolution No - 2: Ordinary Resolution

To declare dividend on equity shares.

No of members participated in the remote e-voting & poll- 204 (165 & 39).

नेशनल एल्यूमिनयम कम्पनी लिमिटेड (भारत सरकार का उद्यम) निगम कायालय नालको भवन, नयापल्ली, भुवनेश्वर -751 013 भारत

National Aluminium Company Limited (A Government of India Enterprise)
REGD. & CORPORATE OFFICE
Nalco Bhawan,
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### Resolution No – 3: Ordinary Resolution

To appoint a Director in place of Shri N.R. Mohanty(DIN:05181575), who retires by rotation at this Annual General Meeting and being eligible, offers himself for re-appointment.

# No of members participated in the remote e-voting & poll-204 (165 & 39).

Shares	:		No of Votes in	I'de, OI VOLES		% of Votor in
H (	Polled	on outstanding	favour	against	favour on votes	against on votes
20857	(2)	shares	(4)	(3)	polled	nolled
20857		(3)=[(2)/(1)]*100		:	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
70907	1000					
	7797878707	100	2085782622		001	
Promoter Group						
Public 220112320	1007111001	,				
320113360	483/1463	15.11	10451117	37920346	21.61	78.39
Institutional				_		200
Holders		_				
†						
Fublic -others 171342530	6267703	3.66	6252988	14715	71.66	0.23
Total 2577238512	2140421788	83.05	2102492777	27026056		
		20.00	17/0047017	1900066/5	98.23	1.77

नेशनल एल्यूमिनियम कस्पनी लिमिटेड (भारत सरकार का उद्यम) ्निगम कार्यालय

National Aluminium Company Limited (A Government of India Enterprise)
REGD. & CORPORATE OFFICE
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### Resolution No – 4: Ordinary Resolution

To appoint a Director in place of Shri S.C. Padhy (DIN:02594088), who retires by rotation at this Annual General Meeting and being eligible, offers himself for re-appointment.

# No of members participated in the remote e-voting & poll- 204 (165 & 39).

नेशनल एल्यूमिनियम कम्मनी 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 # L272030R1981GOI000920



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### SPECIAL BUSINESS:

Resolution No – 5: Ordinary Resolution

To appoint Dr. N.K. Singh(DIN:03361541) as Director of the Company.

No of members participated in the remote e-voting & poll-204 (165 & 39).

% of Votes in % of Votes in favour on votes against on votes polled polled (6)=[(4)/(2)]*100 (7)=[(5)/(2)]*100	- 001	15.12 84.88	99.78 0.22
No. of votes % of 7 against favour (5) po	-	41058446 15	13865 99
No of Votes in favour (4)	2085782622	7313017	6253838
% of Votes Polled on outstanding shares (3)=[(2)/(1)]*100	100	15.11	3.66
No of Votes Polled (2)	2085782622	48371463	6267703
No of Shares Held (1)	2085782622	320113360	171342530
Promoter/ Public	Promoter & Promoter Group	Public - Institutional Holders	Public -others

नेशनल एल्यूमिनियम कम्पनी लिमिटेड (भारत सरकार का उद्यम) निगम कार्यालय नालको भवन, नयावल्ली, भुवनेश्वर -751013 भारत

National Aluminium Company Limited (A Government of India Enterprise)
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### Resolution No – 6: Ordinary Resolution

To appoint Shri V. Balasubramanyam (DIN:06965313) as Director(Production) of the Company. No of members participated in the remote e-voting & poll-204 (165 & 39).

Promoter/ Public	No of Shares	No of Votes	% of Votes	No of Votes	No. of votes	% of Votes in	% of Votes in	
	Held	Polled	Polled on	in favour	against	favour on votes	against on votes	
	Ξ	3	outstanding	<del>(</del>	(2)	polled	polled	
			shares			(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100	
		·	(3)=[(2)/(1)]*100					
Promoter &	2085782622	2085782622	100	2085782622	1	001		
Promoter Group								
Public -	320113360	48371463	15.11	40597622	7773841	83.93	19.07	
Institutional								
Holders								
Public -others	171342530	6267703	3.66	6254828	12875	99.79	0.21	
Total	2577238512	2140421788	83.05	2132635072	7786716	99.64	0.36	

नेशनल एल्यूमिनियम कम्पनी लिमिटेड Nati (भारत सरकार का उद्यम) (A C निगम कार्यालय Nato नालको भवन, नयापल्ली, भुवनेश्वर - 751 013 भारत Plot

National Aluminium Company Limited
(A Government of India Enterprise)
REGD. & CORPORATE OFFICE
Nalco Bhawan,

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



CIN # L27203OR1981GO1000920 Tel:0674-2301988-999,Fax:0674-2300677,Email:investorservice@nalcoindia.co.in,Website:www.nalcoindia.com



### Resolution No – 7: Ordinary Resolution

Appointment of Shri Tapan Kumar Chand (DIN:01710900) as chairman-cum-Managing Director of the Company. No of members participated in the remote e-voting & poll-204 (165 & 39).

% of Votes in against on votes polled (7)=[(5)/(2)]*100		22.41	0.21	0.51
% of Votes in favour on votes polled (6)=[(4)/(2)]*100	100	77.59	99.79	99.49
No. of votes against (5)		10839532	12875	10852407
No of Votes in favour (4)	2085782622	37531931	6254828	2129569381
% of Votes Polled on outstanding shares (3)=[(2)/(1)]*100	100	15.11	3.66	83.05
No of Votes Polled (2)	2085782622	48371463	6267703	2140421788
No of Shares Held (1)	2085782622	320113360	171342530	2577238512
Promoter/ Public	Promoter & Promoter Group	Public- Institutional Holders	Public -others	Total

नेशनल एल्यूमिनियम कम्पनी लिमिटेड <sup>(भारत सरकार का उद्यम)</sup> ् निगम कार्यालय

National Aluminium Company Limited (A Government of India Enterprise)
REGD. & CORPORATE OFFICE
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CIN # L27203OR1981GOI000920



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### Resolution No - 8: Ordinary Resolution

To fix remuneration of Statutory Auditors.

No of members participated in the remote e-voting & poll-204 (165 & 39).

				_							
% of Votes in	against on votes	polled	(7)=[(5)/(2)]*100				17.86			0.21	0.40
% of Votes in	favour on votes	polled	(6)=[(4)/(2)]*100	100			82.14			99.79	09.66
No. of votes	against	(5)		-			8641360			12895	8654255
No of Votes in	favour	<del>(</del> <del>)</del>		2085782622			39730103			6254808	2131767533
% of Votes Polled	on outstanding	shares	(3)=[(2)/(1)]*100	100			15.11			3.66	83.05
No of Votes	Polled	3		2085782622			48371463			6267693	2140421778
No of Shares	Held	(1)		2085782622			320113360			171342530	2577238512
Promoter/	Public			Fromoter &	Promoter	Group	Public -	Institutional	Holders	Public-others	Total

नेशनल एल्यूमिनियम कम्प्यनी लिमिटेड (भारत सरकार का उद्यम) निगम कार्यालय नालको भवन, नयापल्ली, भुबनेश्वर -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:investorservice@nalcoindia.co.in, Website: www.nalcoindia.com



## Resolution No – 9: Ordinary Resolution

To ratify the remuneration of Cost Auditors for the financial year 2015-16

No of members participated in the remote e-voting & poll-204 (165 & 39).

Promoter/ Public	No of Shares	No of Votes	% of Votes Polled	No of Votes in	No. of votes	% of Votes in	% of Votes in
	Held	Polled	on outstanding	favour	against	favour on votes	against on votes
	€	3	shares	<del>(4</del> )	(2)	polled	polled
			(3)=[(2)/(1)]*100			(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter &	2085782622	2085782622	001	2005797577		,	
Promoter Group			2	770781 6007	•	001	•
Public -	320113360	48371463	15.11	46535150	1836313	06 96	3 80
Institutional							200.0
Holders							
Public -others	171342530	6267703	3.66	6253808	13895	99.78	0.22
Total	2577238512	2140421788	83.05	2138571580	1850208	16.66	0.09

नेशनल एल्यूमिनियम कम्पनी लिमिटेड (भारतसरका उद्यम) ्नियम कार्यालय

National Aluminium Company Limited (A Government of India Enterprise)
REGD. & CORPORATE OFFICE
Nalco Bhawan,
PiotNo.P/1, Nayapalli, Bhubaneswar-751013, India नालको भवन, नयापल्ली, भुवनेश्वर - 751 013 भारत

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### Consolidated Report of Scrutinizer

[Pursuant to Sections 108 & 109 of the Companies Act, 2013 and Rules 20 of the Companies (Management and Administration) Amendment Rules, 2015 & 21(2) of the Companies (Management and Administration) Rules, 2014]

To

The Chairman-Cum-Managing Director

M/s. National Aluminium Company Limited

CIN: L27203OR1981GOI000920

Nalco Bhawan, Plot No. P/1

Nayapalli, Bhubaneswar

Odisha - 751 013

34<sup>th</sup> Annual General Meeting of the shareholders of M/s. National Aluminium Company Limited, held on Saturday the 26<sup>th</sup> September, 2015, at 11.00 a.m. Nalco Bhawan, Plot No. P/1, Nayapalli, Bhubaneswar - 751013.

Dear Sir,

- I, Sri Saroj Kumar Ray, Partner of M/s. Saroj Ray & Associates, Company Secretaries having our office at N/6-215, Ground Floor, IRC Village, Nayapalli, Bhubaneswar, Odisha-751015, have been appointed as the Scrutinizer:
- a) For the purpose of the poll taken on the resolutions proposed at the 34th Annual General Meeting of M/s. National Aluminium Company Limited, held on Saturday the 26th September, 2015, at 11.00 a.m. Nalco Bhawan, Plot No. P/1, Nayapalli, Bhubaneswar 751013.





- 1. After the time fixed for the Poll by the Chairman, the ballot box was locked in our presence, with the identification marks placed by us.
- 2. The locked ballot Box was subsequently opened in our presence and poll papers were diligently scrutinized. The poll papers were reconciled, with records maintained by the company in its Share Registry and the authorizations/Proxies lodged with the Company.
- 3. Total 41 shareholders have exercised their vote at the 34<sup>th</sup> Annual General Meeting out of which two cases were rejected on technical grounds and not taken for counting purpose, balance 39 cases were considered.
- b) For remote e-voting process of 34th Annual General Meeting of M/s. National Aluminium Company Limited, pursuant to section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Amendment Rules, 2015 and Clause 35B of the listing agreement to scrutinize the remote e-voting process in a fair and transparent manner and ascertaining the requisite majority on remote e-voting carried out as per the provision of Companies Act, 2013.
  - 1. The remote e-voting period remained open from 09.00 a.m. on 23<sup>rd</sup> September, 2015 (Wednesday) to 05.00 p.m. on 25<sup>th</sup> September, 2015 (Friday).
  - 2. The shareholders holding shares in dematerialized form and physical form as on the "cut off date i.e. 19th September, 2015 were entitled to vote on the resolutions (Item nos.1 to 9) as set out in the Notice of 34th Annual General Meeting of the Company.





- 3. The remote e- voting process was unblocked on Saturday, 26th September, 2015 after counting the physical votes cast in the Annual General Meeting, in the presence of two witnesses, Mr. Sunil Kumar Deo and Mr. Rajendra Kumar Sahu, who are not in the employment of the Company. They have signed at the end of the report, in confirmation of the votes being unblocked in their presence.
- 4. Thereafter, the details, containing, inter-alia, list of equity shareholders, who voted "For" and "Against", were downloaded from the e-voting website of M/s. Central Depository Services (India) Limited.

We have issued separate Scrutinizer's Reports dated 28<sup>th</sup> September, 2015 on the remote e-voting and on the poll, on the resolutions contained in the notice of the 34<sup>th</sup> Annual General Meeting (AGM).

We submit herewith our consolidated scrutinizer's report on the remote e-voting & poll at the Annual General Meeting, as under.





### Ordinary Business:

## Resolution 1:- Ordinary Resolution.

To receive, consider and adopt the audited financial statements of the Company for the financial year ended March 31, 2015, the reports of the Board of Directors and Auditors thereon.

No of members participated in the remote e-voting & poll-204 (165 & 39).

Promoter/ Public	No of Shares Held No of Votes Polled	No of Votes Polle	P		% of Votes	% of Votes No of Votes in favour	vour		No. of votes against	gainst		Jo %	% of % of Votes
					Polled on							Votes in	in against
					outstanding							favour	on votes
					shares					-		on votes	polled
		Electronic	Poll	Total		Electronic	Poll .	Total	Electronic	Poll	Total	polled	
Promoter &	2085782622	2085782622		2085782622	100	2085782622		2085782622	-			90	
Promoter Group													
Public	320113360	47621463		47621463	14.88	47261538	,	47261538	359925		359925	99.24	0.76
Institutional													·
Holders													
Public -others	171342530	6205402	65826	6298261	3.68	6194525	65826	6287384	10877		10877	99.83	0.17
Total	2577238512	2139609487	92859	2139702346	83.02	2139238685	92859	2139331544	370802		370802	86.66	0.02





Resolution No - 2: Ordinary Resolution To declare dividend on equity shares.

No of members participated in the remote e-voting & poll- 204 (165 & 39).

% of Wotes	Votes in in against	on votes	polled		,			•		0.14	0.01
Jo %	Votes in	favour	on votes	polled	8		100	}		98.66	99.99
				Total	-					8575	8575
against				Poli			•				
No. of votes against				Electronic	-		-			8575	8575
				Total	2385782622		,			6258226	2140412311
vour				Poll						62601	62601
% of Votes No of Votes in favour				Electronic	2085782622		48371463			6195625	2140349710
% of Votes	Polled on	outstanding	shares		100		15.11			3.66	83.05
				Total	2085782622		48371463			6266801	2140420886
Đ				Poll						62601	62601
No of Votes Polled				Electronic	2085782622		48371463			6204200	2140358285
Promoter/ Public No of Shares Held					2085782622		320113360			171342530	2577238512
Promoter/ Public					Promoter &	Promoter Group	Public	Institutional	Holders	Public -others	Total





### Resolution No - 3: Ordinary Resolution

To appoint a Director in place of Shri N.R. Mohanty (DIN:05181575), who retires by rotation at this Annual General Meeting and being eligible, offers himself for re-appointment.

No of members participated in the remote e-voting & poll-204 (165 & 39).

Promoter/ Public	No of Shares Held No of Votes Polled	No of Votes Polle	P		% of Votes	% of Votes No of Votes in favour	vour		No. of votes against	gainst		J0 %	of % of Votes
				•	Polled on							Votes in	
												C310.4	VOICES III III ABAIIIST
				•	outstanding							favour	on votes
					shares							on votes	polled
		Electronic	llod	Total		Electronic	Poll	Total	Electronic	Poll	Total	polled	···
Promoter &	2085782622	2085782622		2085782622	100	2085782622		2085782622	,	,		90	
Promoter Group									_				
Public	320113360	48371463		48371463	15.11	10451117		10451117	37920346		37920346	21.61	78 39
Institutional													
Holders													
Public -others	171342530	6205102	62601	6267703	3.66	6190387	62601	6252988	14715	,	14715	77.66	0.23
Total	2577238512	2140359187	62601	2140421788	83.05	2102424126	62601	2102486727	37935061		37935061	98.23	1.77



### Resolution No – 4: Ordinary Resolution

To appoint a Director in place of Shri S.C. Padhy (DIN:02594088), who retires by rotation at this Annual General Meeting and being eligible, offers himself for re-appointment.

No of members participated in the remote e-voting & poll- 204 (165 & 39).

Promoter/ Public	No of Shares Held	No of Votes Polled	72		% of Votes	% of Votes No of Votes in favour	vour		No. of votes against	against		Jo %	% of   % of Votes
_					Polled on					ı		Votes in	Votes in in against
					outstanding							favour	on votes
					shares							on votes	polled
	•	Electronic	Poll	Total		Electronic	Poll	Total	Electronic	Poll	Total	polled	
Promoter &	2085782622	2085782622	,	2085782622	100	2085782622	,	2085782622	Т			901	
Promoter Group								77070		ı	•	3	
Db.li.	47.601.000	-											
rubiic	320113360	48371463	1	48371463	15.11	10451117	•	10451117	37920346		37920346	1916	78.30
Institutional											2	5	6.9
Holders											-		•
Public -others	171342530	6205102	62601	6267703	3.66	6190387	62601	6252988	14715		21771	77 00	0.72
Total	2577238512	2140359187	62601	62601 2140421788	83.05	2102424126	62601	7102486727	37935061		27035025	77.77	67.0
			_						2000	•	7.72.20.01	70.43	_





### SPECIAL BUSINESS:

Resolution No - 5: Ordinary Resolution

To appoint Dr. N. K. Singh (DIN: 03361541) as Director of the Company.

No of members participated in the remote e-voting & poll-204 (165 & 39).

December D. Lin	Mission Transfer												
יייייייייייייייייייייייייייייייייייייי	IND OF SHARES HEID	No or votes Polled	ō		% of Votes	% of Votes   No of Votes in favour	vour		No. of votes against	against		Jo %	of % of Votes
					Polled on							Votes in	10000
												11 620 1	III agailist
					outstanding				٠			favour	on votes
					shares							on votes	polled
,		Electronic	Poll	Total		Electronic	Poll	Total	Electronic	Poll	Total	polled	
Promoter &	2085782622	2085782622		2085782622	100	2085782622		2085782622				201	
Promoter Group										1	•	3	
Dublic	0,000												
JIIGILA	320113360	48371463	,	48371463	15.11	7313017	1	7313017	41058446		41058446	15.12	84 88
Institutional													3
Holders													
Public -others	171342530	6205102	62601	6267703	3,66	6191237	62601	6253838	13865	,	13865	90 78	0.55
Total	2577238512	2140359187	62601	62601 2140421788	83.05	2099286876	62601	2099349477	41072311	,	41072311	80.86	27.0





Resolution No - 6: Ordinary Resolution

To appoint Shri V. Balasubramanyam (DIN: 06965313) as Director (Production) of the Company.

No of members participated in the remote e-voting & poll-204 (165 & 39).

Promoter/ Public	Promoter/ Public   No of Shares Held   No of Votes Polled	No of Votes Polls			0/ of Votes	No of Western							
		7 C C C C C C C C C C C C C C C C C C C	,		SOUT YOUR	70 OF VOICES IN 18 VOICES IN 18 VOILE	vour		No. of votes against	against		ور %	% of Votes
					Polled on			-				Votes in	in against
					outstanding								D .
					D .						•	tavour	on votes
					shares			•				on votes	polled
		Electronic	Poll	Total		Electronic	Poll	Total	Electronic	Poll	Total	polled	
Promoter &	2085782622	2085782622		2085782622	100	2085782622		2085782622				001	
Promoter Group												}	•
Public	220112240	40771477		277.207									
T DOME	02011020	485/1465		48371463	15.11	40597622	1	40597622	7773841	-	7773841	83.93	19 07
Institutional	_									_		!	
Holders								•				. ,	
Public -others	171342530	6205102	10979	6267703	3.66	6192227	62601	6254828	12875	-	12875	62.66	0.21
Total	2577238512	2140359187	62601	62601 2140421788	83.05	2132572471	62601	2132635072	7786716	-	91/98//	99.64	0.36





### Resolution No – 7: Ordinary Resolution

Appointment of Shri Tapan Kumar Chand (DIN: 01710900), as Chairman-cum-Managing Director of the Company.

No of members participated in the remote e-voting & poll-204 (165 & 39).

Promoter/ Public	No of Shares Held No of Votes Polled	No of Votes Polle	g		% of Votes	% of Votes No of Votes in favour	vour		No. of votes against	gainst		Jo %	of % of Votes
				-	Polled on					)		Votes in	in against
					outstanding						•	favour	on votes
		•			shares							on votes	polled
		Electronic	Poll	Total		Electronic	Poll	Total	Electronic	Poll	Total	polled	
Promoter &	2085782622	2085782622	-	2085782622	100	2085782622	,	2085782622				901	
Promoter Group												3	ı
Public	320113360	48371463	,	48371463	15.11	37531931		37531931	10839532		10839537	77.50	22.41
Institutional												ì	1.77
Holders													
Public -others	171342530	6205102	62601	6267703	3.66	6192227	62601	6254828	12875		12875	62.66	0.21
Total	2577238512	2140359187	62601	62601 2140421788	83.05	2129506780	10929	2129569381	10852407		10852407	99.49	0.51
									_			-	-





Resolution No - 8: Ordinary Resolution

To fix remuneration of Statutory Auditors.

No of members participated in the remote e-voting & poll-204 (165 & 39).

Promoter/ Deblie		611.											
TOWNS TOWNS TO A MINING	ivo of Shares field   No of Votes Polled	INO OT VOTES POLICE	<u>.</u>		% of Votes	% of Votes   No of Votes in favour	wour		No. of votes against	gainst		J0 %	of % of Votes
					Polled on							Votes in	Votes in in against
												3	
					ourstanding			_				favour	on votes
					shares							on votes	polled
		Electronic	Poll	Total		Electronic	Poll	Total	Electronic	Pol	Total		
Promoter &	2085782622	2085782622	'	2085782622	001	2085782622		200579727					
Promoter Group				:			İ	7707916807	•		•	3	
Public	320113360	48371463	1	48371463	15.11	39730103		39730103	8641360		9641360	K1 C8	13.00
Institutional										•	0051500	7 70	00./1
Holders												•	
Public -others	171342530	6205102	62591	6267693	3.66	6192217	62591	6254808	12885	5	1,1905	9	
Tetal	0,=0,00000								10071	2	76071	77.17	0.21
IRIA	715857//57	2140359187	62591	62591 2140421778	83.05	2131704942	62591	2131767533	8654245	10	8654755	09 66	0.40



### Resolution No – 9: Ordinary Resolution

To ratify the remuneration of Cost Auditors for the financial year 2015-16.

No of members participated in the remote e-voting & poll-204 (165 & 39).

Promoter/ Public	No of Shares Held	No of Votes Polled	Đ		% of Votes	% of Votes No of Votes in favour	vour		No. of votes against	against		Jo %	of % of Votes
					Polled on							Votes in	Votes in in against
_					outstanding							forcour	200
												144001	Saloy IIO
					snarcs							on votes	polled
į		Electronic	Poll	Total		Electronic	Poll	Total	Electronic	Poll	Total	polled	
Promoter &	2085782622	2085782622	-	2085782622	100	2085782622		2085782622		,		<u> </u>	,
Promoter Group												3	
Public	320113360	48371463		48371463	15.11	46535150		0515150	1836213		1026113	00,00	000
Institutional									CICOCOT	•	c cocer	90.20	2.80 2.80
Holders													
Public -others	171342530	6205102	62601	6267703	3.66	6191217	62591	6253808	13885	10	13895	82.66	0.22
Total	2577238512	2140359187	62601	62601 2140421788	83.05	2138508989	62591	2138571580	1850198	2	1850208	16 66	600

# With the above all the resolutions set out in the notice for 34th Annual General Meeting have been passed with the requisite majority and accordingly the result may be declared.

The list of Equity Shareholders who voted "FOR", "AGAINST" and those whose votes were declared invalid for each Resolution in the poll is submitted herewith in a Compact Disk (CD).





The poll papers and all other relevant records were sealed and handed over to the Company Secretary authorized by the Board for safe keeping.

approves and signs the minutes of the 34th Annual General Meeting and thereafter the same shall be handed over to All the relevant records relating to the remote e-voting will remain in our safe custody until the chairman considers, the Chairman/ Company Secretary for safe keeping.

For Saroj Ray & Associates

(Company Secretaries)

Witness No: 1

Name: Mr. Sunil Kumar Deo

Sign: AKDED

Witness No: 2

M. No. 5098, C. P. No. 3770

CS. Saroj Kumar Ráy, FCS

(Senior Partner)

Name: Mr. Rajendra Kumar Sahu

sign: Ray erdina Kuman Salun.

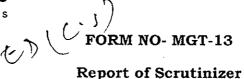
Place: Bhubaneswar

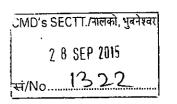
Date: 28th September, 2015



### SAROJ RAY & ASSOCIATES

COMPANY SECRETARIES





[Pursuant to Section 109 of the Companies Act, 2013 and Rule 21(2) of the Companies (Management and Administration) Rules, 2014]

To

The Chairman- Cum- Managing Director

M/s. National Aluminium Company Limited

CIN: L27203ØK1981GOI000920

Nalco Bhawan, Plot No P/1

Nayapalli, Bhubaneswar

Odisha-751013

34<sup>th</sup> Annual General Meeting of the shareholders of M/s. National Aluminium Company Limited, held on Saturday the 26<sup>th</sup> September, 2015, at 11.00 a.m. Nalco Bhawan, Plot No. P/1, Nayapalli, Bhubaneswar - 751013.

Dear Sir,

I, Sri Saroj Kumar Ray, Partner of M/s. Saroj Ray & Associates, Company Secretaries having our office at N/6-215, Ground Floor, IRC Village, Nayapalli, Bhubaneswar, Odisha-751015, have been appointed as the Scrutinizer, for the purpose of the poll taken on the below mentioned resolutions at the 34th Annual General Meeting of M/s. National Aluminium Company Limited, held on Saturday the 26th September, 2015, at 11.00 a.m. Nalco Bhawan, Plot No. P/1, Nayapalli, Bhubaneswar – 751013. Pursuant to this, we hereby submit the report as under.

1. After the time fixed for closing of the Poll by the Chairman, the ballot box was locked in our presence, with the identification marks placed by us.



- 2. The locked ballot Box was subsequently opened in our presence and poll papers were diligently scrutinized. The poll papers were reconciled with records maintained by the company in its own Share Registry and the authorizations/Proxies lodged with the Company.
- 3. Total 41 shareholders have exercised their vote at the 34<sup>th</sup> Annual General Meeting out of which two cases were rejected on technical grounds and not taken for counting purpose, balance 39 cases were considered.
- 4. The result of the Poll on the business put to vote at the 34<sup>th</sup> Annual General Meeting is as under.

### **Ordinary Business:**

### Resolution 1:- Ordinary Resolution.

To receive, consider and adopt the audited financial statements of the Company for the financial year ended March 31, 2015, the reports of the Board of Directors and Auditors thereon.

No of members participated in the poll -39.

### i. Voted In favor of the Resolution:

Number of members present and voted	Number of votes cast by them	% of total number of valid votes cast
(in person or by proxy)		
39	92859	100

Number of members present and voted	Number of votes cast by them	% of total number of valid votes cast
(in person or by proxy)		
0	0	0



Total number of	Number of votes cast	% of total number of
member whose votes	by them	votes cast
were declared as		
invalid.		
(present in person or proxy)		
0	0	0

### Resolution 2:- Ordinary Resolution.

To declare dividend on equity shares

No of members participated in the poll -39.

### i. Voted In favor of the Resolution:

Number of members	Number of votes cast	% of total number of
present and voted	by them	valid votes cast
(in person or by proxy)		
38	62601	100

Number of members present and voted	Number of votes cast by them	% of total number of valid votes cast
(in person or by proxy)		
0	0	0



Total number of member whose votes were declared as invalid.	Number of votes cast by them	% of total number of votes cast
(present in person or proxy)		
1	30258	100.00

### Resolution No - 3: Ordinary Resolution

To appoint a Director in place of Shri N.R. Mohanty (DIN:05181575), who retires by rotation at this Annual General Meeting and being eligible, offers himself for re-appointment.

No of members participated in the poll -39.

### i. Voted In favor of the Resolution:

Number of members present and voted	Number of votes cast by them	% of total number of valid votes cast
(in person or by proxy)		
38	62601	100

Number of members present and voted	Number of votes cast by them	% of total number of valid votes cast
(in person or by proxy)		
0	0	0.00



Total number of member whose votes were declared as invalid.	Number of votes cast by them	% of total number of votes cast.
(present in person or proxy)		
1	30258	100.00

### Resolution No - 4: Ordinary Resolution

To appoint a Director in place of Shri S.C. Padhy (DIN:02594088), who retires by rotation at this Annual General Meeting and being eligible, offers himself for re-appointment.

No of members participated in the poll -39.

### i. Voted In favor of the Resolution:

Number of members	Number of votes cast	% of total number of
present and voted	by them	valid votes cast
(in person or by proxy)		
38	62601	100
·		

Number of members present and voted	Number of votes cast by them	% of total number of valid votes cast
(in person or by proxy)		
0	0	0.00



Total number of	Number of votes cast	% of total number of
member whose votes	by them	votes cast
were declared as		
invalid.		
(present in person or proxy)		
1	30258	100.00

### **SPECIAL BUSINESS:**

### Resolution No - 5: Ordinary Resolution

To appoint Dr. N. K. Singh (DIN: 03361541) as Director of the Company.

No of members participated in the poll -39.

### i. Voted In favor of the Resolution:

Number of members	Number of votes cast	% of total number of
present and voted	by them	valid votes cast
(in person or by proxy)		
38	62601	100
<u></u>		

Number of members present and voted	Number of votes cast by them	% of total number of valid votes cast
(in person or by proxy)		value votos case
0	0	0.00



Total number of member whose votes were declared as invalid.	Number of votes cast by them	% of total number of votes cast
(present in person or proxy)		•
1	30258	100.00

### Resolution No - 6: Ordinary Resolution

To appoint Shri V. Balasubramanyam (DIN: 06965313) as Director (Production) of the Company.

### No of members participated in the poll -39.

### i. Voted In favor of the Resolution:

Number of members present and voted	Number of votes cast by them	% of total number of valid votes cast
(in person or by proxy)  38	62601	100

Number of members present and voted	Number of votes cast by them	% of total number of valid votes cast
(in person or by proxy)		,
0	0	0.00



Total number of member whose votes were declared as invalid.  (present in person or	Number of votes cast by them	% of total number of votes cast
proxy)		·
1	30258	100.00

### Resolution No - 7: Ordinary Resolution

Appointment of Shri Tapan Kumar Chand (DIN: 01710900), as Chairman-cum-Managing Director of the Company.

No of members participated in the poll -39.

### i. Voted In favor of the Resolution:

Number of members present and voted (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
38	62601	100

Number of members present and voted	Number of votes cast by them	% of total number of valid votes cast
(in person or by proxy)		
0	0	0.00



Total number of member whose votes were declared as invalid.	Number of votes cast by them	% of total number of votes cast
(present in person or proxy)		
1	30258	100.00

### Resolution No - 8: Ordinary Resolution

To fix remuneration of Statutory Auditors.

No of members participated in the poll -39.

### i. Voted In favor of the Resolution:

Number of members present and voted (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
37	62591	100

Number of members present and voted (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
1	10	100



Total number of	Number of votes cast	% of total number of
member whose votes	by them	votes cast
were declared as		1
invalid.		
(present in person or proxy)		
1	30258	100.00

### Resolution No - 9: Ordinary Resolution

To ratify the remuneration of Cost Auditors for the financial year 2015-16.

No of members participated in the poll -39.

### i. Voted In favor of the Resolution:

Number of members present and voted (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
37	62591	100

Number of members present and voted	Number of votes cast by them	% of total number of valid votes cast
(in person or by proxy)		
1	10	100



Total number of member whose votes were declared as invalid.	Number of votes cast by them	% of total number of votes cast
(present in person or proxy)	30258	100.00

- 5. The list of Equity Shareholders who voted "FOR", "AGAINST" and those whose votes were declared invalid for each Resolution in the poll is submitted herewith in a Compact Disk (CD).
- 6. The poll papers and all other relevant records were sealed and handed over to the Company Secretary authorized by the Board for safe keeping.

For Saroj Ray & Associates

(Company Secretaries)

Witness No: 1

Name: Mr. Sunil Kumar Deo

Sign: Juleo

CS. Saloj Kumar Ray, PCS

(Senior Partner)

M. No. 5098, C. P. No. 3770

Witness No: 2

Name: Mr. Rajendra Kumar Sahu

Sign: Ray en Ava Rumar Saker.

Place: Bhubaneswar

Date: 28th September, 2015





#### REPORT OF SCRUTINIZER

CMD's SECTT./नालको, भुवनेश्वर 2 8 SEP 2015 सं/No................................

E)(1.5)

(E-Voting: EVSN: 150831037)

[Pursuant to section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Amendment Rules, 2015 & Clause 35B of the Listing Agreement]

To V

The Chairman-Cum- Managing Director

M/s. National Aluminium Company Limited

CIN: L27203OR1981GOI000920

Nalco Bhawan, Plot No P/1

Nayapalli, Bhubaneswar

Odisha-751013

34<sup>th</sup> Annual General Meeting of the shareholders of M/s. National Aluminium Company Limited, held on Saturday the 26<sup>th</sup> September, 2015, Saturday at 11.00 a.m. Nalco Bhawan, Plot No. P/1, Nayapalli, Bhubaneswar - 751 013.

Dear Sir,

I, Sri Saroj Kumar Ray, Partner of M/s. Saroj Ray & Associates, Company Secretaries having our office at N/6-215, Ground Floor, IRC Village, Nayapalli, Bhubaneswar, Odisha-751015, have been appointed as the Scrutinizer for remote e-voting process of 34th Annual General Meeting of M/s. National Aluminium Company Limited, pursuant to section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Amendment Rules, 2015 and Clause 35B of the Listing Agreement, to scrutinize the remote e-voting process in a fair and transparent manner and ascertaining the requisite majority on remote e-voting carried out as per the provision of the Companies Act, 2013 on the below mentioned resolutions, in connection with the 34th Annual General Meeting of the Shareholders of M/s. National Aluminium Company Limited, held on Saturday the 26th September, 2015, at 11.00 a.m. Nalco Bhawan, Plot No. P/1, Nayapalli, Bhubaneswar - 751013.

Our responsibility as Scrutinizer for the remote e-voting process is restricted to making a Scrutinizer's report for the votes casts "Favour" or "Against" or "Invalid" in the resolutions contained in the notice of the 34th Annual General Meeting based on the information generated from the remote e-voting system provided by M/s. Central Depository Services (India) Limited, the authorized agency engaged by the Company.

- The remote e-voting period remained open from 09.00 a.m. on 23<sup>rd</sup> September, 2015 (Wednesday) to 05.00 p.m. on 25<sup>th</sup> September, 2015 (Friday).
- 2. The shareholders holding shares in dematerialized form and physical form as on the "cut off date i.e. 19th September, 2015 were entitled to vote on the resolutions (Item nos.1 to 9) as set out in the Notice of 34th Annual General Meeting of the Company.
- 3. The remote e- voting process was unblocked on Saturday, 26<sup>th</sup> September, 2015 after counting of physical votes cast through poll the Annual General Meeting, in the presence of two witnesses, Mr. Sunil Kumar Deo and Mr. Rajendra Kumar Sahu, who are not in the employment of the Company. They have signed at the end of the report, in confirmation of the votes being unblocked in their presence.
- 4. Thereafter, the details, containing, inter-alia, list of equity shareholders, who voted "For" and "Against", were downloaded from the e-voting website of M/s. Central Depository Services (India) Limited.

The results of the remote e-voting Voting are as follows:



#### **Ordinary Business:**

# Resolution 1:- Ordinary Resolution.

To receive, consider and adopt the audited financial statements of the Company for the financial year ended March 31, 2015, the reports of the Board of Directors and Auditors thereon.

No of members participated in the remote e-voting for the above resolution - 165.

#### (i) Voted in favor of the resolution

Number	of	members	Number	of	votes	cast	%	of	total	number	of
voted			by them			:	va	lid '	votes	cast	
1	56	k	213	923	38685				10	00	

#### (ii) Voted against the resolution

Number	of	members	Number	of	votes	cast	%	of	total	number	of
voted			by them		٠		va	lid '	votes	cast	
	10*		3	708	302				.10	00	

#### (iii) Invalid votes

Total Number of	Total number of votes cast	% of total number
members whose votes	by them	of votes cast
were declared invalid.		
0	0	0

\* Note: One Shareholder holding 1103327 number of shares has cast in favour 743402 number of shares and against 359925 number of shares in this resolution.



# Resolution No - 2: Ordinary Resolution

To declare dividend on equity shares.

# No of members participated in the remote e-voting for the above resolution - 165.

#### (i) Voted in favor of the resolution

Number of	members	Number	of	votes	cast	%	of	total	number	of
voted		by them				va	lid '	votės	cast	
159		214	034	19710				100	0.00	

# (ii) Voted against the resolution

Number	of	members	Number	of	votes	cast	%	of	total	number	of
voted			by them				va	lid '	votes	cast	
	6			85′	75				100	0.00	

Total Number of	Total number of votes cast	% of total number
members whose votes	by them	of votes cast
were declared invalid.		·
0	0	0.00



#### Resolution No - 3: Ordinary Resolution

To appoint a Director in place of Shri N.R. Mohanty (DIN:05181575), who retires by rotation at this Annual General Meeting and being eligible, offers himself for re-appointment.

No of members participated in the remote e-voting for the above resolution - 165.

#### (i) Voted in favor of the resolution

Number	of	members	Number	of	votes	cast	%	of	total	number	of
voted			by them				va	lid '	votes	cast	
	86		210	242	24126				100	0.00	

## (ii) Voted against the resolution

Number of members	Number of votes cast	% of total number of
voted	by them	valid votes cast
79	37935061	100.00

Total	Number	of	Total number of votes cast	% of total number
members	s whose	votes	by them	of votes cast
were dec	lared inva	ılid.		
	0		0	0.00



# Resolution No - 4: Ordinary Resolution

To appoint a Director in place of Shri S.C. Padhy (DIN:02594088), who retires by rotation at this Annual General Meeting and being eligible, offers himself for re-appointment.

No of members participated in the remote e-voting for the above resolution - 165.

#### (i) Voted in favor of the resolution

Number	of	members	Number	of	votes	cast	%	of	total	number	of
voted			by them				va	lid '	votes o	cast	
	86		210	24:	24126				100	0.00	

#### (ii) Voted against the resolution

Number	of	members	Number	of	votes	cast	%	of	total	number	of
voted			by them				va	lid '	votes	cast	ļ
	79		37	93	5061				100	0.00	

Total Number of	Total number of votes cast	% of total number
members whose votes	by them	of votes cast
were declared invalid.		
0	0	0.00



#### **SPECIAL BUSINESS:**

#### Resolution No - 5: Ordinary Resolution

To appoint Dr. N. K. Singh (DIN: 03361541) as Director of the Company.

No of members participated in the remote e-voting- 165.

#### (i) Voted in favor of the resolution

Number	of	members	Number	of	votes	cast	%	of	total	number	of
voted			by them				va	lid '	votes	cast	
ļ											
	84		209	928	36876				1:00	0.00	

# (ii) Voted against the resolution

Number	of	members	Number	of	votes	cast	%	of	total	number	of
voted			by them				va.	lid '	votes	cast	
	-81		41	072	2311				100	0.00	-

Total Number of	Total number of votes cast	% of total number
members whose votes	by them	of votes cast
were declared invalid.	1	
0	0	0.00



## Resolution No - 6: Ordinary Resolution

To appoint Shri V. Balasubramanyam (DIN: 06965313) as Director (Production) of the Company.

No of members participated in the remote e-voting for the above resolution- 165.

#### (i) Voted in favor of the resolution

Number	of	members	Number	of	votes	cast	%	of	total	number	of
voted			by them				va	lid '	votes	cast	
	141		213	25′	72471				1,00	0.00	

## (ii) Voted against the resolution

Number	of	members	Number	of	votes	cast	%	of	total	number	of
voted			by them				va	lid '	votes	cast	
71.1.11	24		7	786	716				100	0.00	

Total Number of	Total number of votes cast	% of total number
members whose votes	by them	of votes cast
were declared invalid.		
0	0	0.00



# Resolution No - 7: Ordinary Resolution

Appointment of Shri Tapan Kumar Chand (DIN: 01710900), as Chairmancum-Managing Director of the Company.

No of members participated in the remote e-voting for the above resolution- 165.

## (i) Voted in favor of the resolution

Number	of	members	Number	of	votes	cast	%	of	total	number	of
voted		,	by them				va	lid '	votes	cast	
•											
<del>-</del>	139	)	212	950	06780	***********			100	0.00	
<u></u>											ľ

# (ii) Voted against the resolution

Number	of	members	Number	of	votes	cast	%	of	total	number	of
voted			by them				va	lid v	votes	cast	
						i					
		· <del>-</del>									
	26		10	852	2407				100	0.00	

Total Number of	Total number of votes cast	% of total number
members whose votes	by them	of votes cast
were declared invalid.	•	
0	0	0.00



# Resolution No - 8: Ordinary Resolution

To fix remuneration of Statutory Auditors.

No of members participated in the remote e-voting for the above resolution- 165.

# (i) Voted in favor of the resolution

Number of members	Number of votes cast	% of total number of
voted	by them	valid votes cast
139	2131704942	100.00

# (ii) Voted against the resolution

Number	of	members	Number	of	votes	cast	%	of	total	number	of
voted			by them				va	lid '	votes	cast	
	26		0/	<u> </u>	045				100	. 00	
	<u> 20</u>		00	254	245				100	0.00	

Total Number of	Total number of votes cast	% of total number
members whose votes	by them	of votes cast
were declared invalid.		
0	. 0	0.00



#### Resolution No - 9: Ordinary Resolution

To ratify the remuneration of Cost Auditors for the financial year 2015-16.

No of members participated in the remote e-voting for the above resolution- 165.

#### (i) Voted in favor of the resolution

Number	of	members	Number	of	votes	cast	%	of	total	number	of	
voted			by them				va.	lid '	votes	cast		
						j						
149			2138508989					100.00				

# (ii) Voted against the resolution

Number	of	members	Number	of	votes	cast	%	of	total	number	of
voted			by them				va	lid '	votes	cast	
<b>,</b>											
16			1850198				100.00				
	10		1.	350	1198				100	.00	

Total Number of	Total number of votes cast	% of total number		
members whose votes	by them	of valid votes cast		
were declared invalid.				
0	0	0.00		



5. All the relevant records relating to the remote e-voting will be in our safe custody until the chairman considers, approves and signs the minutes of the 34th Annual General Meeting and thereafter the same shall be handed over to the Chairman/ Company Secretary for safe keeping.

For Saroj Ray & Associates (Company Secretaries)

CS. Saroj Kumar Ray, FCS

(Senior Partner)

M. No. 5098, C. P. No. 3770

Witness No: 1

Name: Mr. Sunil Kumar Deo

Sign: - Ny Dec

Witness No: 2

Name: Mr. Rajendra Kumar Sahu

sign: Raj endra kumar Saher.

Place: Bhubaneswar

Date: 28th September, 2015

