



उत्कर्ष UTKARSHA
उत्कर्ष एल्युमिनियम धातु निगम लिमिटेड
(नालको और मीडियानि का संयुक्त उद्यम)
UTKARSHA ALUMINIUM DHATU NIGAM LIMITED
(A joint venture of NALCO & MIDHANI)

CIN: U14299TG2019PLC134932

**Registered Office: C/o. Mishra Dhatu Nigam Limited, P.O.- Kanchanbagh,
Hyderabad, Telangana – 500058, Website: www.uadnl.com**

NOTICE FOR 3rd ANNUAL GENERAL MEETING

NOTICE is hereby given that, the 3rd (Third) Annual General Meeting (AGM) of the Shareholders of Utkarsha Aluminium Dhatu Nigam Limited will be held on Friday, the 30th September, 2022 at 1430 Hours at a shorter notice through Video Conferencing (“VC”)/ Other Audio Visual means [“OAVM”] from NALCO Board Room, P/1, Nayapalli, Bhubaneswar-751013 (Odisha) to transact the following Ordinary Business:

ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Financial Statements of the Company for the Financial Year ended on 31st March, 2022 including Balance Sheet as at 31st March, 2022, Statement of Profit & Loss Account, Statement of Change in Equity and Cash Flow Statement for the year ended on 31st March, 2022 and, the Reports of the Board of Directors and Auditors thereon.
2. To appoint a Director in place of Shri S. Patra (DIN: 06500954), who retires by rotation at this meeting and being eligible, offers himself for re-appointment.

SPECIAL BUSINESS:

3. **To appoint Shri Amiya Kumar Swain (DIN:09600247) as Director 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 Amiya Kumar Swain (DIN: 09600247), appointed as an Additional Director by the Board of Directors with effect from 10.05.2022 to hold office until the date of this Annual General Meeting in terms of Section 161 of the Companies Act, 2013, be and is hereby appointed as Director of the Company, liable to retire by rotation.”

By Order of the Board
For **Utkarsha Aluminium Dhatu Nigam Limited**

Sd/-
(A. K. Swain)
Director
DIN: 09600247

Place: Bhubaneswar
Date: 30.09.2022

NOTES:

1. Like last two previous years, the Ministry of Corporate Affairs, Government of India (“MCA”) vide their General Circular 2/2022 dated 05.05.2022 has allowed companies to conduct Annual General Meetings (“AGM”) through Video Conferencing (“VC”) / Other Audio Visual Means (“OAVM”) due in the 2022 without the physical presence of members.
2. An Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 (“the Act”) in respect of Item no. 3 of the Notice set out above, is annexed hereto.
3. The attendance of the 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.
4. Since this AGM will be held through Video Conferencing (‘VC’) / Other Audio Visual Means (‘OAVM’), (a) Members will not be able to appoint proxies for the meeting and (b) Attendance Slip & Route Map are not being annexed to this Notice.
5. In accordance with the provisions of the Companies Act, 2013 and Secretarial Standard-2 on General Meetings, the consents of all shareholders have been received to hold this 3rd AGM of the Company at shorter notice and at a place in India other than the Registered Office of the Company.
6. 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 their meeting or in such manner as the Company in General Meeting may determine. The Members of your Company in their 1st meeting held on 19th October, 2020 had authorised the Board of Directors to fix remuneration of Statutory Auditors.

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ANNEXURE TO NOTICE

Explanatory Statement pursuant to Section 102 (1) of the Companies Act, 2013

As per Article 58(i) of the Articles of Association of Company, “the number of Directors shall not be less than four and not more than twelve” and as per Article 58(ii) of the Articles of Association of Company “Directors on the Board of JVC shall be nominated by Parties in the ratio of their respective shareholdings in the JVC provided that neither party shall be entitled to nominate a Director if its shareholding is reduced below 6% of the paid-up capital of the JVC”.

At present both the promoters’ shareholding i.e. National Aluminium Co Ltd (NALCO) and Mishra Dhatu Nigam Limited (MIDHANI) is in the ratio of 50:50.

Further, in terms of Clause no. 15.1 of the JV Agreement and Article 58(ii) of the Articles of Association of the Company and upon superannuation of Shri S. K. Patel as Director on 30.04.2022, Shri Amiya Kumar Swain, ED (Production), NALCO was nominated as a Director of the Company and the Board of Directors of the Company appointed him as an Additional Director w.e.f. 10.05.2022.

In connection with above, the Board of Directors is request to pass the following resolution for appointment of Shri Amiya Kumar Swain, ED (Production), NALCO, as an Additional Director to hold office until the date of this Annual General Meeting in terms of Section 161 of the Companies Act, 2013 and being eligible for re-appointment, his appointment as Director is being proposed at this meeting.

Born on 21st June, 1964, Shri Swain completed his B.Tech. in Electronic and Telecom Engineering in year 1985 from Engineering College, Burla, Odisha.

Shri Swain joined NALCO in the year 1986. He got more than 36 years of experience in both the manufacturing Units of NALCO i.e. Mines & Refinery, Smelter & Power. Presently, he is working as ED (Production) at NALCO Corporate Office, Bhubaneswar.

Shri Swain 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. 3 of the Notice.

Shri Swain has no holding in the Company. The Board recommends the Ordinary Resolution set out at Item no. 3 of the Notice for approval by the shareholders.

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