



**उत्कर्ष UTKARSHA**  
उत्कर्ष एल्युमिनियम धातु निगम लिमिटेड  
(नालको और मीडियान 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 4<sup>th</sup> ANNUAL GENERAL MEETING**

**NOTICE is hereby** given that, the 4<sup>th</sup> (Fourth) Annual General Meeting (AGM) of the Shareholders of Utkarsha Aluminium Dhatu Nigam Limited will be held on Tuesday, the 12<sup>th</sup> September, 2023 at 1745 hours at shorter notice period through Video Conferencing (“VC”)/ Other Audio Visual means [“OAVM”] from NALCO Board Room, P/1, Nayapalli, Bhubaneswar-751013 (Odisha) to transact the following Businesses:

#### **ORDINARY BUSINESS:**

1. To consider and adopt the Audited Financial Statements of the Company for the Financial Year ended on 31<sup>st</sup> March, 2023 including Balance Sheet as at 31<sup>st</sup> March, 2023, Statement of Profit & Loss Account, Statement of Change in Equity and Cash Flow Statement for the year ended on 31<sup>st</sup> March, 2023 and, the Reports of the Board of Directors and Auditors thereon.
2. To appoint a Director in place of Shri Debasish Dutta (DIN: 08834367), who retires by rotation at this meeting and being eligible, offers himself for re-appointment.

#### **SPECIAL BUSINESS:**

3. **To appoint Shri Kallol Bikash Swain (DIN: 10276023) 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 Kallol Bikash Swain (DIN: 10276023), appointed as an Additional Director by the Board of Directors with effect from 11.08.2023 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/-  
(K. B. Swain)  
Director  
DIN: 10276023

Place: Bhubaneswar  
Date: 12.09.2023

**NOTES:**

1. Ministry of Corporate Affairs, Government of India (“MCA”) vide their General Circular 10/2022 dated 28.12.2022 has allowed companies to conduct Annual General Meetings (“AGM”) through Video Conferencing (“VC”) / Other Audio Visual Means (“OAVM”) due in the 2023 without the physical presence of members on or before 30.09.2023.
2. 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.
3. 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.
4. 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 4<sup>th</sup> AGM of the Company at shorter notice and at a place in India other than the Registered Office of the Company.
5. 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 1<sup>st</sup> meeting held on 19<sup>th</sup> October, 2020 had authorised the Board of Directors to fix remuneration of Statutory Auditors.

## **ANNEXURE TO NOTICE**

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

#### **Item No.3:**

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.

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 cessation tenure of Shri Amiya Kumar Swain as Director on 30.06.2023, upon nomination from NALCO, Shri Kallol Bikash Swain was appointed as Additional Director w.e.f. 11.08.2023 to hold office till this Annual General Meeting.

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.

The Board recommends the Ordinary Resolution set out at Item no. 3 of the Notice for approval by the shareholders.

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