

## **NOTICE TO SHAREHOLDERS**

**NOTICE IS HEREBY GIVEN THAT THE 51<sup>st</sup> ANNUAL GENERAL MEETING OF THE MEMBERS OF BHARAT ALUMINIUM COMPANY LIMITED WILL BE HELD ON WEDNESDAY 21<sup>st</sup> JUNE, 2017 AT THE REGISTERED OFFICE OF THE COMPANY AT 'ALUMINIUM SADAN', 2<sup>ND</sup> FLOOR, CORE-6, SCOPE COMPLEX, 7 LODI ROAD, NEW DELHI – 110 003, AT 3:00 P.M. TO TRANSACT THE FOLLOWING BUSINESS:**

### **AS ORDINARY BUSINESS**

1. To consider and adopt the Audited Balance Sheet as on 31<sup>st</sup> March, 2017, Profit & Loss account for the year ended 31<sup>st</sup> March 2017 and Cash Flow Statement together with the Report of Directors' and Auditor's thereon.

2. To appoint a Director in place of Mr. Tarun Jain, Director, who retires by rotation and being eligible offers himself for re-appointment in this regard to consider and if thought fit, to pass the following resolution as an Ordinary Resolution.

**"RESOLVED THAT** Mr. Tarun Jain, who retire by rotation in terms of Section 152 of Companies Act, 2013 and being eligible be and is hereby re-appointed as Director of the Company whose office shall be liable to retirement by rotation".

3. To appoint a Director in place of Mr. S K Roongta, Director, who retires by rotation and being eligible offers himself for re-appointment in this regard to consider and if thought fit, to pass the following resolution as an Ordinary Resolution.

**"RESOLVED THAT** Mr. S K Roongta, who retire by rotation in terms of Section 152 of Companies Act, 2013 and being eligible be and is hereby re-appointed as Director of the Company whose office shall be liable to retirement by rotation".

4. To appoint Auditors and fix their remuneration and in this regard to consider and thought fit to pass with or without modification(s), the following resolution as an Ordinary Resolution:

**"RESOLVED THAT** pursuant to the provisions of Section 139 and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force), the Company

hereby ratifies the appointment of M/s S R. Batliboi & Co., LLP, Chartered Accountants (Firm Registration Number 301300E), Chartered Accountants, Mumbai (Registration No.: 101248W/W-100022) as Statutory Auditor of the Company, to hold office from the conclusion of this Annual General Meeting until the conclusion of the next Annual General Meeting at such remuneration plus service tax as applicable and reimbursement of out-of pocket expenses in connection with the audit as the Board of Directors may fix in this behalf.”

#### **AS SPECIAL BUSINESS**

5. Approve the remuneration of the Cost Auditors for the financial year ending March 31, 2018 & to Consider and if thought fit, to pass, with or without modification(s), the following resolution as ordinary Resolution:

“**RESOLVED THAT** pursuant to the provisions of Section 148 and all other applicable provisions of the Companies Act, 2013 and the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force), M/s. R J Goel & Co. Cost Auditors appointed by the Board on the recommendation of the Audit Committee of the Company, to conduct the audit of the cost records of the Company for the financial year ending March 31, 2018, be paid the remuneration as set out in the Statement annexed to the Notice convening this Meeting;

“**RESOLVED FURTHER THAT** the Board of Directors of the Company or the Company Secretary, be and are hereby authorised to do all , deeds and things which are necessary for the aforesaid appointment and to send the necessary intimation in prescribed form to Registrar of Companies”.

6. Appointment of Mr. Vikas Sharma (DIN-0761202) as an Executive Director of the Company and to Consider and if thought fit, to pass, with or without modification(s), the following resolution as Special Resolution:

“**RESOLVE THAT** pursuant to the provision of section 152 and 160 of the companies Act, 2013 and the rules framed hereunder, as amended from time to time, Mr. Vikas Sharma (DIN-0761202) who was appointed as additional director of the company under section 161 (1) of Companies Act, 2013 with effect from 17/03/2017, and who holds office as such up to the date of Annual General Meeting, and who has consented in writing to act as a director of the company, be and is hereby appointed as an executive director of the company on such terms  
**Registered Office:** Aluminium Sadan, Core 6, scope complex, 7 Lodhi Road, New Delhi (India) – 110003.  
**CIN:** U74899DL1965PLC004518 | **Tel:** 011-49166200 | **Fax:** 011-24320177 | **Web:** www.vedantalimited.com | www.balcoindia.com

and conditions including remuneration with further liberty to the Board of Directors of the Company (hereinafter referred to as “the Board” which term shall be deemed to include any Committee constituted / to be constituted by the Board) and remuneration as approved by Board.”

**RESOLVED FURTHER THAT** Company secretary of the Company, be and is hereby authorised to file relevant forms with the Registrar of companies and to do such other acts, deeds and things as may be considered necessary in connection with the above appointment”

**By order of the Board**

Sd/-

Vikas Sharma  
(CEO& Director)

**Date: April 20, 2017**

**NOTES:**

1. A member entitled to attend and vote is entitled to appoint a proxy to attend and vote Instead of himself and the proxy need not to be member.
2. The instrument appointing a proxy must be deposited with the Company at its Registered Office, not less than 48 hours before the time for holding the Annual General Meeting.
3. An explanatory Statement pursuant to Section 102 of the Companies Act, 2013 is annexed hereto.
4. Relevant documents referred to in the accompanying Notice and the Statements are open for inspection by the members at the Registered Office of the Company on all working days, except Saturdays, during business hours up to the date of the Meeting.

## **Explanatory statement pursuant to section 102 of the Companies Act, 2013 (“the act”)**

### **Item No.4:**

In terms of the provisions of Section 139 of Companies Act, 2013 (the “Act”), no listed company can appoint or re-appoint an audit firm as auditor for more than two terms of five consecutive years. The Act further prescribes that the Company has to comply with these provisions within three years from the commencement of the Act. The Board of Directors have, at their meeting held on 21<sup>st</sup> April, 2016, recommended the appointment of M/s S. R. Batliboi & Co., LLP, Chartered Accountants (Firm Registration Number 301300E) as Statutory Auditor of the Company to hold office from the conclusion of 50<sup>th</sup> AGM until the conclusion of the 55<sup>th</sup> AGM of the Company, subject to ratification by the Members at every AGM.

M/s S. R. Batliboi & Co., LLP, Chartered Accountants (Firm Registration Number 301300E) Chartered Accountants were appointed as Statutory Auditors of the Company at the previous Annual General Meeting (“AGM”) of the Company held on Tuesday 21<sup>st</sup> June 2016 to hold office from the conclusion of the 50<sup>th</sup> AGM until the conclusion of the 55<sup>th</sup> AGM of the Company to be held in 2021. In terms of the provisions of Section 139(1) of the Act, their appointment for the above tenure is subject to ratification by Members at every AGM. Accordingly, ratification of the Members is being sought for appointment of M/s S. R. Batliboi & Co., LLP, Chartered Accountants (Firm Registration Number 301300E) in the resolution set out at item no. 4 of this Notice.

### **Item No.5:**

The Board on the recommendation of the Audit Committee has approved the appointment of M/s. R J Goel & Co. Cost Auditors at remuneration of Rs. 1, 65,000/- to conduct the audit of the cost records of the Company for the financial year ending March 31, 2018.

In accordance with the provisions of the Sec 148 of the Act read with the Companies (Audit & 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.

The Directors recommends the resolution for members’ approval as an Ordinary Resolution. None of the Directors, Key Managerial Personnel or their relatives are in any way concerned or interested, financially or otherwise in this resolution.

The Board commends the Ordinary Resolution set out at Item No. 4 and 5 of the Notice for approval by the shareholders.

#### **Item No. 6**

On the recommendation of the Nomination and Remuneration Committee, the Board of Directors of the Company passed a resolution at their meeting held on 17<sup>th</sup> March, 2017 approving appointment of Vikas Sharma (DIN-0761202) as an Additional Director on the Board of the Company with effect from 17<sup>th</sup> March 2017 (designated as Chief Executive Officer and Additional Director) in accordance with the provisions contained in Section 196, 197, 198 and 203 of the Companies Act, 2013, subject to any regulatory approvals that may be required by operation of law. Mr. Vikas Sharma (DIN-0761202) shall hold office up to the date of the Annual General Meeting to be held on 21<sup>st</sup> June 2017 and shall be eligible for election subject to the approval of the shareholders at this Annual General Meeting.

Approval of the Members is required by way of a Special Resolution for appointment and payment of remuneration to Mr. Vikas Sharma (DIN-0761202). The terms and conditions of the appointment and remuneration payable to Mr. Vikas Sharma (DIN-0761202) are provided in the resolution referred in Item No. 6. The Board of Directors recommends the resolution at Item No. 6 for approval of the Members of the Company. Except Mr. Vikas Sharma (DIN-0761202) being an appointee, or his relatives, none of the Directors and Key Managerial Personnel of the Company or their relatives are concerned or interested financially or otherwise, in the resolution set out at Item No. 6.

**Date: 20<sup>th</sup> April 2017**

**Registered Office:  
Aluminium Bhawan,  
Scope Office Complex , Core-6,  
7 Lodhi Road, New Delhi -110 003**

**By the Order of Board**

**Vikas Sharma  
CEO & Additional director**

## Profile of Directors being appointed / reappointed as required under provisions of Companies Act, 2013:

### Mr. S K Roongta:

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Name of Director	: Mr. S K Roongta
DIN	: 0309302
Date of Birth	: May 9, 1950
Qualification	: Mr Roongta is BE (Electrical) from BITS Pilani and is a gold medalist in PGDBM (International Trade) from IIFT, New Delhi. He is also a fellow member of All India Management Association.
Experience	: He has an experience of 4 decades with SAIL and has held several key positions in marketing division before being elevated to the SAIL Board as Director (Commercial) in 2004 and later as Chairman in August 2006. He also holds important positions in various apex chambers.
No. of Shares held in the Company	: Nil
Directorship in Companies	: <b>Listed/Unlisted Public Companies</b> <ul style="list-style-type: none"><li>• Jubilant Industries Limited</li><li>• ACC limited</li><li>• Talwandi Sabo Power Limited</li><li>• Bharat Aluminium Company Limited</li><li>• Jubilant Agri &amp; Consumer Products Limited</li><li>• SPML Infra Limited</li><li>• Hero Steels Limited</li><li>• Great Eastern Energy Corporation Limited</li><li>• Synergy Environics Limited</li></ul>
Committee Positions	: <b>Member</b> <ul style="list-style-type: none"><li>• Nomination &amp; Remuneration Committee</li><li>• Corporate Social Responsibility Committee</li></ul>

**Mr. Tarun Jain:**

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Name of Director	: Mr. Tarun Jain
DIN	: 00006843
Date of Birth	: March 6, 1960
Qualification	: Mr. Jain is a fellow member of the Institute of Chartered Accountants of India and Institute of Company Secretaries of India, besides being a Graduate of the Institute of Cost and Works Accountants of India
Experience	: Mr. Jain joined Vedanta Limited (Formerly known as Sesa Sterlite Ltd.) in 1984 and has nearly 30 years of experience in corporate finance, financial accounts, taxation, corporate law & mergers & acquisitions. He is responsible for corporate finance, corporate strategy, business development and mergers & acquisitions at Sesa Sterlite.
No. of Shares held in the Company	: Nil
Directorship in Companies	: <b>Listed/Unlisted Public Companies</b> <ul style="list-style-type: none"><li>• Bharat Aluminium Company Limited</li><li>• Vedanta Medical Research Foundation</li><li>• Cairn India Limited</li><li>• Vedanta Limited</li></ul> <b>: Private Companies</b> <ul style="list-style-type: none"><li>• Rajtaru Charity Foundation</li></ul> <b>: Foreign Companies</b> <ul style="list-style-type: none"><li>• Sterlite (USA) Inc.</li><li>• Vedanta Resources Plc ,UK</li></ul>
Committee Positions	: <b>Member</b> <ul style="list-style-type: none"><li>• Audit Committee</li><li>• Finance Standing Committee</li></ul>

**Mr. Vikas Sharma:**

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Name of Director	: Mr. Vikas Sharma
DIN	: 0761202
Date of Birth	: May 27, 1964
Qualification	: Mr. Vikas Sharma has done his B.E. (Mechanical) Honours from Engineering College, Kota and MBA, Marketing from Sikkim Manipal University.
Experience	: Mr Vikas Sharma joined HZL in 2012 as Location head for Chanderiya Lead Zinc Smelter and was later elevated to the role of COO –Smelter, HZL. During his tenure in HZL he has contributed significantly towards enhancing the smelter performance as well building strategic stakeholder relationship. In his illustrious career span of 28 Years, Mr Vikas Sharma served in several large corporates like HMT, Praxair, JSW and AMP.
No. of Shares held in the Company	: Nil
Directorship in Companies	: <b>Listed/Unlisted Public Companies</b> <ul style="list-style-type: none"><li>• Bharat Aluminium Company Limited</li><li>• Madanpur South Coal Company Limited</li></ul>
Committee Positions	: <b>Member</b> <ul style="list-style-type: none"><li>• Finance Standing Committee</li><li>• Corporate Social Responsibility Committee</li></ul>



**FORM NO MGT-11 PROXY FORM**

(Pursuant to Section 105(6) of the Companies Act, 2013 and rule 19(3) of the Companies (Management and Administration) Rules, 2014)

Name of the Members	
Registered Address:	
E mail Id :	
Folio No:	

I / We, being the member(s) of shares of the above named company, hereby appoint:

- (1) Name..... Address.....  
Email ID .....Signature..... or failing him/her
- (2) Name.....Address.....  
Email ID .....Signature..... or failing him/her
- (3) Name .....Address.....  
Email ID..... Signature.....

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 51<sup>st</sup> Annual General Meeting of the Company, to be held on **Wednesday 21<sup>st</sup> June, 2017 at 3:00 p.m. at Aluminium Sadan, 2<sup>nd</sup> Floor, Core-6, Scope Complex, 7 Lodi Road, New Delhi-110 003** and at any adjournment thereof in respect of such resolutions as are indicated below:

Resolution No

**ORDINARY BUSINESS:**

1. Adoption of Directors' Report, Audited Financial Statements for the year ended 31st March, 2017 and Auditors' Report thereon.
2. Re-appointment of Mr. Tarun Jain as a Director who Retire by Rotation.
3. Re-appointment of Mr. S K Roongta as a Director who Retire by Rotation.
4. Appointment/ratification of Auditors and fixing their remuneration

**SPECIAL BUSINESS:**

5. Ordinary Resolution under Section 148(3) of the Companies Act, 2013 for approval of appointment and remuneration of Cost Auditors M/s R J Goel & Co for FY 2017-18.
6. Special Resolution for appointment of Mr. Vikas Sharma (DIN-0761202) as an Executive Director of the Company.

Signed this \_\_ day of \_\_\_\_\_, 2017

Affix  
Revenue  
Stamp

Signature of the Shareholder .....

Signature of Proxy holder(s) .....

Note: This form of Proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the meeting.



#### ATTENDANCE SLIP

Request to fill the attendance slip and hand over at the entrance of the meeting Joint shareholders may obtain additional Slip at the venue of the meeting.

**51<sup>st</sup> Annual General Meeting, Wednesday 21<sup>st</sup> June, 2017 at 3:00 P.M at ALUMINIUM SADAN, 2ND FLOOR, CORE-6, SCOPE COMPLEX, 7 LODI ROAD, NEW DELHI - 110 003**

Regd. Folio No. \_\_\_\_\_

No. of shares held \_\_\_\_\_

I certify that I am a registered shareholder/proxy for the registered Shareholder of the Company and hereby record my presence at the 51<sup>st</sup> Annual General Meeting of the Company on Wednesday 21<sup>st</sup> June, 2017 at 3:00 P.M at Aluminium Sadan, 2<sup>nd</sup> Floor, Core-6, Scope Complex, Lodi Road , New Delhi -110 003.

\_\_\_\_\_  
\_\_\_\_\_

Member's/Proxy's name in Block Letters

Member's/Proxy's Signature

Note: Please fill this attendance slip and hand it over at the entrance of the hall.



## ROUTE MAP

