

NOTICE OF THE 59TH ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT THE 59TH ANNUAL GENERAL MEETING ("AGM") OF THE MEMBERS OF BHARAT ALUMINIUM COMPANY LIMITED ("COMPANY") WILL BE HELD ON FRIDAY, 27TH JUNE 2025 AT 3:30 P.M. IST THROUGH VIDEO CONFERENCING ("VC") / OTHER AUDIO-VISUAL MODE ("OAVM") TO TRANSACT THE FOLLOWING BUSINESSES AS:

ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Financial Statements of the Company for the Financial Year ended 31st March 2025, and the reports of the Board of Directors and Auditor's thereon and in this regard to consider and if thought fit, to pass the following resolution (with or without modification(s)) as an **Ordinary Resolution**:

"RESOLVED THAT the Audited Financial Statements of the Company for the Financial Year ended 31st March 2025, together with the reports of the Board of Directors and Auditors thereon as laid before this meeting, be and are hereby received, considered and adopted."

2. To re-appoint Ms. Farida M. Naik (DIN: 07612050), Nominee Director on the Board of the Company, who retires by rotation and being eligible, offers herself for re-appointment as a Director and in this regard to consider and if thought fit, to pass the following resolution (with or without modification(s)) as an **Ordinary Resolution**:

"RESOLVED THAT pursuant to the provisions of Section 152 and other applicable provisions of the Companies Act, 2013 ("**Act**") , and rules made thereunder (including any modification(s) or re-enactment(s) thereof for the time being in force), as per Article 70 of the Articles of Association of the Company, Ms. Farida M. Naik (DIN: 07612050), who retires by rotation at this meeting and being eligible has offered herself for re-appointment, be and is hereby re-appointed as Nominee Director of the Company, whose office shall be liable to retirement by rotation."

SPECIAL BUSINESS:

3. To ratify the remuneration of Cost Auditor for the financial year ending 31st March 2026 and in this regard to consider and if thought fit, to pass the following resolution (with or without modification(s)) as an **Ordinary Resolution**:

“RESOLVED THAT pursuant to the provisions of Section 148(3) and all other applicable provisions of the Companies Act, 2013 (“Act”) and the Companies (Audit and Auditors) Rules, 2014 and Companies (Cost Records and Audit) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), the remuneration payable to M/s. R J Goel & Co. (Firm Registration No. 000026), appointed by the Board of Directors of the Company as the Cost Auditor to conduct the audit of the cost records of the Company for the financial year ending 31st March, 2026, amounting to ₹2,70,000/- (Rupees Two Lakhs Seventy Thousand Only), excluding taxes and out-of-pocket expenses, as recommended by the Audit Committee and approved by the Board of Directors of the Company, be and is hereby ratified.

RESOLVED FURTHER THAT Company Secretary/Chief Financial Officer/Whole-time Director be and is hereby severally authorized to do all acts, deeds, matters, and things including but not limited to the filing of necessary forms, returns etc. with the Registrar of Companies and other authorities, if any, as may be required to give effect to this resolution and to do all things incidental and ancillary thereto.”

Date: 22/04/2025

By order of the Board



Wageesha Agarwal
Company Secretary
ACS-67456

Registered Office:

Aluminium Sadan, Scope Office Complex, Core-6,
7 Lodhi Road, New Delhi-110003.

CIN: U74899DL1965PLC004518

Email: wageesha.agarwal@vedanta.co.in

Website: www.balcoindia.com

Tel: 011-49166200

NOTES:

- 1.** Pursuant to the **General Circular no. 09/2024 dated 19.09.2024** read together with the previous General Circular no. 20/2020 dated 05.05.2020, General Circular no. 10/2022 dated 28.12.2022, General Circular no. 09/2023 dated 25.09.2023 (collectively to be referred to as "**MCA Circulars**"), issued by Ministry of Corporate Affairs (**MCA**), has allowed holding the Annual General Meeting ("**AGM**") of the Company due in the Year 2025, through Video Conferencing ("**VC**")/Other Audio Visual-Means ("**OAVM**") without the physical presence of the Members at a common venue, on or before 30th September 2025, in accordance with the requirements laid down in Para 3 & 4 of the General Circular dated 05.05.2020. Therefore, in compliance with the MCA Circulars and applicable provisions of the Companies Act, 2013 ("**Act**"), the 59th AGM of the Company is scheduled to be held through VC/OAVM and the deemed venue of the AGM shall be the registered office of the Company.
- 2.** The Explanatory Statement pursuant to Section 102(1) of the Act, setting out the material facts relating to the special businesses to be transacted at the 59th AGM as set out in **Item No. 3** above is annexed hereto.
- 3.** Member entitled to attend and vote at the AGM is entitled to appoint a proxy to attend and vote on a poll on their behalf and the proxy need not be a Member of the Company. However, since this AGM is being held through VC/OAVM pursuant to the MCA Circulars, physical attendance of Members has been dispensed with. Therefore, the facility to appoint a proxy to attend and cast vote for the Members will not be available for this AGM and hence, the Proxy Form, Attendance Slip and Route Map are not annexed to this Notice.
- 4.** Participation of Members through VC/OAVM will be reckoned for the purpose of quorum for the AGM as per Section 103 of the Act.
- 5.** All documents referred to in the Notice will also be available electronically for inspection, without any fee, by the Members from the date of circulation of this Notice up to the date of AGM (on all working days, except Saturdays, during business hours). Members seeking to inspect such documents can send an e-mail at the designated email address mentioned in the Notice.

6. The Register of Directors and Key Managerial Personnel and their shareholding maintained under Section 170 of the Act and Register of Contracts or Arrangements in which Directors are interested, maintained under Section 189 of the Act will be available for inspection by the Members during the AGM of the Company through electronic mode.
7. The relevant details regarding the Directors seeking appointment/re-appointment at this AGM are provided in **Annexure-I** in accordance with the Secretarial Standard on General Meetings ("**SS-2**") issued by the Institute of Company Secretaries of India (ICSI) and approved by the Central Government in accordance with Section 118(10) of the Act.
8. Corporate Members intending its Authorized Representatives to attend the AGM through VC/OAVM and cast vote at the AGM are requested to send to the Company a scanned copy in pdf/jpg format of the Board Resolution authorizing its representative to attend and vote on their behalf at the AGM pursuant to Section 113 of the Act, email at the designated email address mentioned in the Notice.
9. In case of joint holders attending the meeting, only such joint holder who is higher in the order of names will be entitled to vote.
10. In compliance with the MCA Circulars, Notice of the AGM along with the Integrated Annual Report Financial Year 2024-25 is being sent only through electronic mode to those Members whose E-mail ID is registered with the Company/Depository Participants ("DPs"). Members may note that the Notice and Integrated Annual Report Financial Year 2024-25 will also be available on the Company's website at <https://www.balcoindia.com/>. Physical Copy of the same will be provided by the Company to the Members who request the same. Members whose email address is not registered/updated with the Company may update the same by sending an email to the designated email address as mentioned in this notice.
11. Recorded transcript of the meeting shall be uploaded on the website of the Company and the same shall also be maintained in safe custody of the Company. The registered office of the company shall be deemed to be the place of AGM for the purpose of recording the minutes of the proceedings of this AGM.
12. Members may note the designated email address of the Company at wageesha.agarwal@vedanta.co.in for any technical assistance required before or during

the meeting and for registering the email id with the company for participating in the meeting.

Members may further note the following instructions for joining the AGM through VC/OAVM as per MCA Circulars:

- (i) The Company shall be providing a two-way teleconferencing facility via Zoom application for the ease of participation of the Members.
- (ii) Members are requested to participate on a first come first serve basis. However, the participation of Members holding 2% or more, promoters, institutional investors, directors, key managerial personnel, chairperson of audit committee, nomination and remuneration committee and the statutory auditors and the secretarial auditor of the Company is not restricted.
- (iii) The Members can join the AGM in the VC/OAVM mode 15 minutes before and 15 minutes after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice.
- (iv) Link along with the credentials for joining the meeting shall be shared separately to all Members on their email ids registered with the company. Members may login on the said link using their credentials.
- (v) Voting mechanism shall be by Show of hands unless a Poll is demanded at the meeting. In the case of poll, Members shall cast their vote on the resolution(s) only by sending an email at above mentioned designated email address.

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

Item No. 3:

In accordance with the provisions of Section 148(3) of the Companies Act, 2013 read with Rule 14 of the Companies (Audit and Auditors) Rules, 2014, the remuneration payable to the Cost Auditor as recommended by the Audit Committee and approved by the Board of Directors of the Company, is required to be ratified by the Members of the Company at the General Meeting.

The Board of Directors, on the recommendation of the Audit Committee, at its meeting held on 22nd April 2025, approved the appointment of M/s. R J Goel & Co., as the Cost Auditor of the Company at remuneration of ₹2,70,000/- (excluding taxes and out-of-pocket expenses) to conduct the audit of the cost records of the Company for the financial year ending 31st March, 2026.

Accordingly, ratification by the Members is being sought for the remuneration payable to the Cost Auditor for FY 2025-26 by way of an Ordinary Resolution as set out in Item No. 3 of the Notice.

The Board of Directors recommends the Ordinary Resolution as set out for this Item No. 3 of the Notice for approval of the Members.

None of the Directors / Key Managerial Personnel / their relatives are, in any way, concerned or interested, financially or otherwise, in this resolution as set out in Item No. 3 of the Notice, except to the extent of their shareholding.

Date: 22/04/2025

By order of the Board



Wageesha Agarwal
Company Secretary
ACS-67456

Registered Office:

Aluminium Sadan, Scope Office Complex, Core-6,
7 Lodhi Road, New Delhi-110003.

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Annexure-I to the Notice of AGM

Details of the Directors seeking appointment/re-appointment in terms of Secretarial Standard-2 on General Meetings issued by the Institute of Company Secretaries of India and approved by the Central Government under Section 118(10) of Companies Act, 2013:

Name of Director	Ms. Farida M. Naik
Category of the Director	: Government Nominee Director
Director Identification Number (DIN)	: 07612050
Age	: 54 years
Qualification	: Ms. Farida M. Naik is an alumnus of Sophia College, Mumbai from where she graduated in Psychology.
Brief Resume/Experience (including expertise in specific functional area)	: Ms. Naik is currently a Joint Secretary in the Ministry of Mines, Government of India. She has held various positions in different ministries and departments of the Central Government, which includes her last stint as Joint Director of the National Book Trust and Director in the Ministry of Mines. She was serving as a Director on the Board of Hindustan Zinc Limited and Bharat Gold Mines Limited.
Date of first appointment / re-appointment on the Board	: 21 st November 2022
Terms & Conditions of appointment / re-appointment	: Director liable to retire by rotation to be re-appointed in terms of Section 152(6) of the Companies Act, 2013.
Shareholding in the Company as on 31st March 2025	: NIL
Remuneration Last Drawn (including Sitting fees)	: NIL*
Remuneration proposed to be paid	: NIL*
Relationship with other Directors/KMPs/Managers	: None as per the definition of Relatives specified in the Companies Act and Listing Regulations.
Number of Board meetings attended during the year	: Please refer the Corporate Governance Report of FY25.
Directorships, in other companies as on 31st March 2025	: Nil
Membership / Chairmanship of Committee of Other Companies as on 31st March 2025	: Nil

* Officiating government employees from Ministry of Mines (New Delhi).