

NBC/S/4.5(A)/2011/ 175
Date: 07.03.2011

The Manager
Listing Department
National Stock Exchange of India Limited
EXCHANGE PLAZA,
Bandra-Kurla Complex
Bandra (East)
Mumbai – 400 051

Fax Nos. 022-26598237/26598238

Sub: Proceedings of the Extra Ordinary General Meeting.

Dear Sir,

In terms of Clause 31(d) of the Listing Agreement, we enclose herewith a certified copy the proceedings of the Extra Ordinary General Meeting of our Company held on Saturday, the 5th March, 2011 at 10.00 A.M. at NALCO Bhawan, Plot No.P/1, Nayapalli, Bhubaneswar 751 061.

Thanking you,

Yours faithfully,
For National Aluminium Co. Ltd.


(K.N. RAVINDRA)
COMPANY SECRETARY

Encl: As above

नेशनल एल्युमिनियम कम्पनी लिमिटेड
(भारत सरकार का उद्यम)

निगम कार्यालय
नालको भवन, नयापल्ली, भुवनेश्वर - 751 013 भारत

National Aluminium Company Limited

(A Government of India Enterprise)

CORPORATE OFFICE

Nalco Bhawan, Nayapalli, Bhubaneswar - 751 013, INDIA

www.nalcoindia.com

**MINUTES OF THE EXTRA ORDINARY GENERAL MEETING HELD ON SATURDAY,
THE 5TH MARCH, 2011 AT 10.00 A. M. AT NALCO BHAWAN, P/1, NAYAPALLI,
BHUBANESWAR – 751 061.**

Company Secretary welcomed the members to the Extra ordinary General Meeting. Register of Directors' shareholding was placed on the table and was kept open for inspection.

Quorum being present, the meeting was called to order at 10.00 A. M. Chairman-cum-Managing Director I/c. was unanimously elected to Chair the Meeting in accordance with Article 44 of Articles of Association of the Company.

The Chairman welcomed the members present, declared that the requisite quorum was present, called the meeting to order and commenced the proceedings. and thereafter proceedings commenced.

With consent of the members present, the notice dt. 07.02.2011 convening the meeting was taken as read.

The following businesses of the agenda were transacted at the Meeting.

SPECIAL BUSINESS:

1. INCREASE OF AUTHORISED SHARE CAPITAL.

Proposed by Shri Amit Choubey, Representative of the President of India

Seconded by Shri K. Chatterjee – Folio No. 7329

The following resolution was passed unanimously:

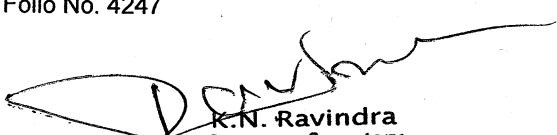
“RESOLVED THAT pursuant to the provisions of Section 94 and other applicable provisions, if any, of the Companies Act, 1956 (including any statutory modification or re-enactment thereof for the time being in force) and in accordance with the provisions of the Articles of Association of the Company, the Authorised Share capital of the Company be and is hereby increased from ₹ 1300 crores to ₹ 3000 crores.”

2. SUB-DIVISION/SPLIT IN FACE VALUE OF EQUITY SHARES OF THE COMPANY

- a) **Sub-division of Shares of the Company from the face value of ₹ 10 (Rupees Ten) each into two Equity Shares of ₹ 5 (Rupees Five) each.**

Proposed by Shri Amit Choubey, Representative of the President of India

Seconded by Shri S.K. Mishra - Folio No. 4247


K.N. Ravindra
Company Secretary
National Aluminium Co. Ltd.
NALCO Bhawan, P-1, Nayapalli
Bhubaneswar-751061



The following resolution was passed unanimously:

"RESOLVED THAT pursuant to the provisions of Section 94 and all other applicable provisions, if any, of the Companies Act, 1956 (including any statutory modification or re-enactment thereof for the time being in force) and in accordance with the provisions of Article 30 of the Articles of Association of the Company and subject to the consent of the President of India and subject to the approvals, consents, permissions and sanctions, if any, required from any authority and subject to such conditions as may be agreed to by the Board of Directors of the Company (hereinafter referred to as "the Board", which term shall also include any committee thereof), consent of the Members be and is hereby accorded for sub-dividing the Equity Shares of the Company, including the paid-up equity shares, such that the Equity Shares of the Company of the face value of ₹ 10 (Rupees ten) each be sub-divided into two Equity Shares of the face value of ₹ 5 (Rupees five) each and consequently, the Authorized Share Capital of the Company of ₹ 3000,00,00,000 (Rupees three thousand crores) would comprise of 600,00,00,000 (Six hundred crores) Equity Shares of ₹ 5 each with effect from the "Record Date" to be determined by the Board for this purpose.

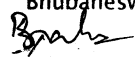
FURTHER RESOLVED THAT pursuant to the sub-division of the Equity Shares of the Company, the paid up Equity Shares of the Company of the face value of ₹ 10 (Rupees ten) each, as existing on the Record Date shall stand sub-divided into two Equity Shares of the face value of ₹ 5 (Rupees five) each fully paid up, with effect from the Record Date to be fixed.

FURTHER RESOLVED THAT the Board be and is hereby authorized to do all such acts, deeds, matters and things and give such directions as may be necessary, in the best interest of the Company, for giving effect to the aforesaid resolution, including but not limited to signing and execution of necessary forms, papers, writings, agreements and documents including giving customary representations and warranties together with such indemnities as may be deemed necessary and expedient in its discretion.

FURTHER RESOLVED THAT two equity shares of ₹ 5 each on sub-division to be allotted in lieu of the existing one equity share of ₹ 10 each shall be subject to the terms and conditions contained in the Memorandum of Association and Articles of Association of the Company and shall rank pari passu in all respects with the existing fully paid equity shares of ₹ 10 each of the Company and shall be entitled to participate in full in any dividend(s) declared after the sub-division of shares.

FURTHER RESOLVED THAT no letter of sub-division shall be issued but the share certificates for the sub-divided new equity shares of ₹ 5 each be delivered to the shareholders who hold the existing shares in physical form without calling for surrender of the share certificates held by them and the respective beneficiary accounts be credited with the sub-divided new equity shares of ₹ 5 each for such shareholders who hold the existing shares in dematerialized form.

FURTHER RESOLVED THAT the issue of the new equity shares of ₹ 5 each on sub-division to the extent that they relate to non-resident members of the Company, shall be subject to the approval, if any, of the Reserve Bank of India under the Foreign Exchange Management Act, 1999 as may be deemed necessary.


K.N. Ravindra
Company Secretary
National Aluminium Co. Ltd
NALCO Bhawan, P-1, Nayapalli
Bhubaneswar-751067


FURTHER RESOLVED THAT for the purpose of giving effect to the aforesaid resolutions, the Board / Committee of the Board be and is hereby authorised to do all such acts, deeds, matters and things whatsoever including settling any question, doubts or difficulties that may arise with regard to or in relation to the issue of new equity shares of ₹ 5 each on sub-division and to accept on behalf of the Company, any conditions, modifications, alterations, changes, variations in this regard as prescribed by the statutory authority(ies) and which the Board / Committee of the Board in its discretion thinks fit and proper."

b) Amendment to Memorandum of Association of the Company.

Proposed by Shri P.K. Parida - DP Id. IN 300484, Cl. Id. 10129943

Seconded by Shri M.P. Patra - Folio No. 5456

The following resolution was passed unanimously:

"RESOLVED THAT existing Clause V of the Memorandum of Association of the Company be and is hereby substituted by the following:-

V. The Authorised Share Capital of the Company is ₹ 3,000 crores divided into 600,00,00,000 (six hundred crores) equity shares of ₹ 5 each."

c) Amendment to Articles of Association of the Company.

Proposed by Shri R.K. Merkap - Folio No. 4340

Seconded by Shri B.P. Naik - Folio No. 5493

The following resolution was passed unanimously as a special resolution:

"RESOLVED THAT pursuant to the provisions of Section 31 and other applicable provisions, if any, of the Companies Act, 1956, (including any statutory modification or re-enactment thereof for the time being in force) and subject to the approval of the President of India, if required, existing Article 5 of the Articles of Association of the Company be and is hereby amended as follows:-

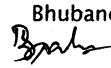
5. The Share Capital of the Company is ₹ 3000,00,00,000 (Rupees three thousand crores) divided into 600,00,00,000 (six hundred crores) equity shares of ₹ 5 each provided that the Company may alter the conditions of its Memorandum so as to increase its share capital by such amount as it thinks expedient by issuing new shares in the manner prescribed in the Act."

3. ISSUE OF BONUS SHARES

(a) Amendment to Articles of Association of the Company.

Proposed by Shri P.C. Panigrahi - Folio No. 6611

Seconded by Shri R. Ramdas - Folio No. 6663


K.N. Ravindra
Company Secretary
National Aluminium Co. Ltd.
NALCO Bhawan, P-1, Nayapalli
Bhubaneswar-751061


The following resolution was passed unanimously as a special resolution:

"RESOLVED THAT a new Article 86A be and is hereby inserted in the Articles of Association after Article 86, as detailed below:

"Article 86A: Capitalisation of profits

- i) The Company in General Meeting may, upon the recommendation of the Board, resolve:
 - a) that it is desirable to capitalize any part of the amount for the time being standing to the credit of any of the company's reserve accounts, or to the credit of the profit and loss account, or otherwise available for distribution; and
 - b) that such sum be accordingly set free for distribution in the manner specified in Clause (ii) below amongst the members who would have been entitled thereto, if distributed by way of dividend and in the same proportions.
- ii) The sum aforesaid shall not be paid in cash but shall be applied, subject to the provision contained in Clause (iii), towards paying up in full, unissued shares of the Company to be allotted and distributed/ credited as fully paid up, to and amongst such members in the proportions aforesaid.
- iii) The Board shall give effect to the resolution passed by the Company in pursuance of these Articles."

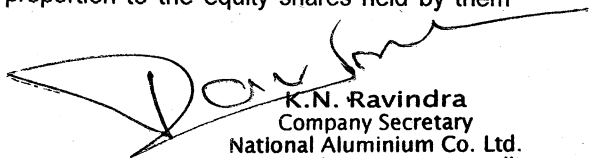
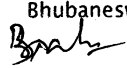
(b) Issue of Bonus shares.

Proposed by Shri Amit Choubey, Representative of the President of India

Seconded by Shri N.C. Sahoo - Folio No. 4638

The following resolution was passed unanimously:

"RESOLVED THAT pursuant to the applicable provisions of the Companies Act, 1956 (including any statutory modification or re-enactment thereof for the time being in force) and the provisions contained in the Articles of Association of the Company and in accordance with the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009 and such other necessary approvals, permissions and sanctions, as may be required, and subject to such terms and conditions and modifications as may be specified while according such approvals, the consent of the members be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as "the Board", which term shall also include any Committee thereof) for capitalizing a sum not exceeding ₹ 644,30,96,280 (Rupees six hundred forty four crores thirty lakhs ninety six thousand two hundred eighty only) representing a part of the undistributed profits standing to the credit of General Reserve of ₹ 9,751.27 crores as per the audited accounts for the financial year ended 31.03.2010 and the said amount be transferred to the Share Capital Account and be applied for issue and allotment of 128,86,19,256 Equity Shares of ₹ 5 (Rupees five) each to and amongst the members of the Company whose names shall appear on its Register of Members on such date as may hereafter be determined by the Board and hereinafter called the "Record Date" in proportion to the equity shares held by them


K.N. Ravindra
Company Secretary
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respectively in the Company as on the Record Date and to apply the said sum of ₹ 644,30,96,280 (Rupees six hundred forty four crores thirty lakhs ninety six thousand two hundred eighty only) in paying up in full, the unissued equity shares of the Company of ₹ 5 (Rupees five) each at par, such shares (hereinafter referred to as the 'Bonus Shares') be allotted, distributed / credited as fully paid up to and amongst such members in the proportion of ONE such Bonus Share for every existing ONE equity share held by them respectively as on the Record Date and that the Bonus shares so distributed shall, for all purposes, be treated as an increase in the nominal amount in the capital of the Company held by each such member, and not as income.

FURTHER RESOLVED THAT the Bonus shares so allotted shall always be subject to the terms and conditions contained in the Memorandum and Articles of Association of the Company and guidelines for bonus shares issued by SEBI.

FURTHER RESOLVED THAT the Bonus shares so allotted pursuant to this Resolution shall rank in all respects pari passu with the existing fully paid equity shares of the Company save and except that they shall not be entitled to participate in any dividend declared/to be declared for any period/s prior to the issue of the Bonus shares, but shall be entitled to the dividend(s) declared after the allotment of the Bonus shares.

FURTHER RESOLVED THAT no letter of allotment shall be issued but the share certificates for Bonus shares be delivered to the Shareholders, who hold the existing equity shares in physical form and the respective beneficiary accounts be credited with the bonus shares for such shareholders who hold the existing equity shares or opt to receive the bonus shares in dematerialized form within the statutory time limit.

FURTHER RESOLVED THAT the allotment and issue of the Bonus shares to any Non-Resident member shall be subject to the approval, if any, required from Reserve Bank of India under the Foreign Exchange Management Act, 1999 (Including any statutory modification or re-enactment thereof for the time being in force).

FURTHER RESOLVED THAT for the purpose of giving effect to this resolution, the Board of Directors of the Company or a Committee thereof be and are hereby authorized to do all such acts, deeds, matters and things as may, in its absolute discretion, deem necessary, expedient, usual or proper in regard to the issue, allotment and distribution of the Bonus shares as they may think fit."

4. OFFER OF SHARES TO THE EMPLOYEES OF THE COMPANY UNDER EMPLOYEES STOCK OPTION PLAN.

(a) Amendment to Articles of Association of the Company.

Proposed by Shri R.N. Lenka - Folio No.5483

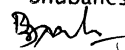
Seconded by Shri J.R. Kapoor - Folio No. 4322

The following resolution was passed unanimously as a special resolution:

"RESOLVED THAT a new Article 67A be inserted in the Articles of Association after Article 67 as detailed below:



K.N. Ravindra
Company Secretary
National Aluminium Co. Ltd.
NALCO Bhawan, P-1, Nayapalli
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"67A. The Company in General meeting upon the recommendation of the Board may consider offering shares of the Company to its employees including whole-time functional directors under Employees Stock Option Plan directly or through a Committee, appointed by the Board. The allotment of such shares under this plan shall be in terms of the extant provisions in the Companies Act, 1956, Rules, Regulation and Guidelines of all the applicable Statutes, from time to time."

(b) **Offer of shares to the employees of the Company under Employees Stock Option Plan.**

Proposed by Shri R.K. Mishra - Folio No.5467

Seconded by Shri J.P. Das - Folio No. 4253

The following resolution was passed unanimously as a special resolution:

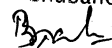
"RESOLVED THAT pursuant to the provisions of Section 81(1A) and all other applicable provisions, if any, of the Companies Act, 1956 ("the Act") and in accordance with the provisions of the Memorandum and Articles of Association of the Company, provisions of the Securities and Exchange Board of India (Employees Stock Option Scheme and Employees Stock Purchase Scheme) Guidelines, 1999 ("the ESOP Guidelines") {including any statutory modification(s) or re-enactment of the Act or the ESOP Guidelines for the time being in force}, the Listing Agreement entered into with the Stock Exchanges where the shares of the Company are listed or other relevant authority or any amendment thereof from time to time, to the extent applicable and subject to such other conditions and modifications as may be prescribed or imposed while granting such approvals, permissions and sanctions, which may be agreed to by the Board of Directors of the Company (hereinafter referred to as "the Board" which term shall be deemed to include any Committee including Remuneration Committee to exercise its powers including the powers, conferred by this resolution), the Board be and is hereby authorized to create, offer, issue and allot at any time to or to the benefit of such person(s) who are in employment of the Company and its subsidiaries, including Directors of the Company, whether working in India or abroad or otherwise, except the Promoter Directors, under the Employee Stock Option Plan-2011 (hereinafter referred to as the "ESOP Scheme 2011"), such number of equity shares as on the date of grant of option(s) at such price, in one or more tranches and on such terms and conditions as may be fixed or determined by the Board/Committee from time to time.

FURTHER RESOLVED THAT such shares may be granted/allotted to such employees including whole-time functional directors of the Company in accordance with the ESOP Scheme, 2011 to be framed directly or through a Trust which may be set up by the Board/Committee of Directors of the Company in any permissible manner.

FURTHER RESOLVED THAT the issue of such shares to any non-resident employee(s) shall be subject to such approvals, permissions or consents as may be necessary from Reserve Bank of India or any other relevant authority in this regard.



K.N. Ravindra
Company Secretary
National Aluminium Co. Ltd.
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FURTHER RESOLVED THAT such shares to be issued and allotted by the Company in the manner aforesaid shall rank pari-passu in all respects with the existing equity shares of the Company.

FURTHER RESOLVED THAT the Company shall conform to the accounting policies prescribed from time to time under the ESOP Guidelines.

FURTHER RESOLVED THAT the Board be and is hereby authorized to take necessary steps for listing of such shares, allotted upon exercise under ESOP Scheme 2011 with the Stock Exchanges where the Company's shares are listed as per the terms and conditions of the Listing Agreement entered into with the Stock Exchanges and other applicable guidelines, rules and regulations or any amendments thereof from time to time.

FURTHER RESOLVED THAT for the purpose of giving effect to any creation, offer, issue or allotment or listing of such shares under ESOP Scheme, 2011 either directly or through trust, the Board/Committee be and is hereby authorized on behalf of the Company to evolve, decide upon and bring into effect and make any modifications, changes, variations, alterations or revisions in the said ESOP Scheme, 2011 or to suspend, withdraw or revive the ESOP Scheme, 2011 from time to time as per the discretion of the Board/Committee and to do all such acts, deeds, matters and things as it may in its absolute discretion deem fit or necessary or desirable for such purpose and with power on behalf of the Company to settle any issues, questions, difficulties or doubts that may arise in this regard without requiring the Board/Committee to secure any further consent or approval of the shareholders of the Company".

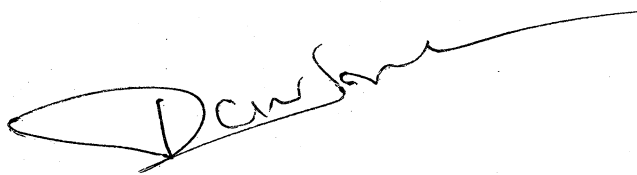
Queries raised by the members on various issues were clarified.

Shri Ansuman Das, Director (Commercial) proposed a vote of thanks.

The meeting concluded with a vote of thanks to the Chair.

Place : Bhubaneswar
Date : 05.03.2011

Sd/-
(B.L. BAGRA)
CHAIRMAN-CUM-MANAGING DIRECTOR I/c.



K.N. Ravindra
Company Secretary
National Aluminium Co. Ltd.
NALCO Bhawan, P-1, Nayapalli
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