

The Manager The Bombay Stock Exchange Limited, Phiroze Jeejeebhoy Towers, Dalal Street, MUMBAI - 400 001. Scrip Code : 532234	The Manager Listing Department National Stock Exchange of India Ltd., Exchange Plaza, Bandra-Kurla Complex, Bandra East, MUMBAI - 400 051. Symbol : NATIONALUM
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Sub : Extracts of the Resolutions passed through postal ballot on 14.07.2016

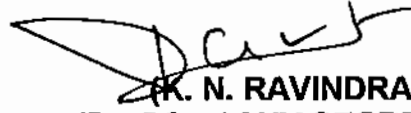
Dear Sir,

Enclosed please find the Extracts from the special resolutions passed through postal ballot and remote e-voting and declaration of results thereof on 14.07.2016. Necessary intimation under regulation 44(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 was sent to you on 14.07.2016.

This is for your information and record.

Thanking you,

Yours faithfully
for National Aluminium Co. Ltd.



(R. N. RAVINDRA)
ED - COMPANY SECRETARY

Encl: As above

(CIN # L27203OR1981GOI000920)

नेशनल एल्युमिनियम कम्पनी लिमिटेड **National Aluminium Company Limited**
(भारत सरकार का उद्यम) (A Government of India Enterprise)
निगम कार्यालय **CORPORATE OFFICE**
नालको भवन, नयापल्ली, भुवनेश्वर-751 013, भारत **NALCO BHAVAN, Nayapalli, Bhubaneswar - 751 013, INDIA**
EPABX: (0674) - 2301988 to 999 Ext. 2585,2586,2587 Direct: 2303197 Telefax : 2300677
Website : www.nalcoindia.com

EXTRACTS FROM THE SPECIAL RESOLUTIONS PASSED THROUGH POSTAL BALLOT AND REMOTE E-VOTING AND DECLARATION OF RESULTS ON 14.07.2016.

1. APPROVAL TO AMEND THE ARTICLES OF ASSOCIATION OF THE COMPANY

“RESOLVED THAT in accordance with the provisions of Section 110 of the Companies Act, 2013 as amended read with Rule 22 of Companies (Management and Administration) Rules, 2014 and pursuant to the provisions of section 14 of Companies Act, 2013, read with the Companies (Incorporation) Rules, 2014 and all other applicable provisions, if any, of the Companies Act (including any statutory modification(s) or re-enactment thereof for the time being in force), and such other rules and regulations, as may be applicable, consent of the members of the Company be and is hereby accorded for alteration of Articles of Association of the Company by inserting the following new Article 29A for buyback of securities, including shares:

“29A Notwithstanding anything contained in these Articles and in pursuance of the applicable provisions of the Companies Act, 2013 (including but not limited to Sections 68 to 70) and rules made thereunder, the Company, may buy-back its own shares or other specified securities as the Board of Directors may consider appropriate subject to such approvals and sanctions as may be necessary and subject to such limits, restrictions, terms and conditions etc. as may be required under the provisions of the Companies Act, 2013 and rules made thereunder and other applicable laws/ regulations from time to time, including amendments, if any, thereto.”

“RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board and/or Dr. Tapan Kumar Chand, Chairman-cum-Managing Director be and are hereby jointly and/or severally empowered and authorised on behalf of the Company to do all such acts, deeds, matters and things as they may, in their absolute discretion, deem necessary, expedient, proper or desirable and to settle all questions, difficulties or doubts that may arise in this regard at any stage without requiring the Board and/ or Chairman - cum-Managing Director to secure any further consent or approval of the Members of the Company to the end and intent that they shall be deemed to have given their approval


K.N. Ravindra
Executive Director-Company Secretary
National Aluminium Co. Ltd.
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thereto expressly by the authority of the above resolution and Shri K. N. Ravindra, ED-Company Secretary be and is hereby authorised to do necessary filings with the statutory authorities."

2. APPROVAL FOR BUYBACK OF EQUITY SHARES NOT EXCEEDING 25% OF THE TOTAL NUMBER OF EQUITY SHARES IN THE PAID UP SHARE CAPITAL OF THE COMPANY

To consider and, if thought fit, to pass, with or without modification(s), the following resolution as a Special Resolution:

"RESOLVED THAT pursuant to the provisions of Sections 68, 69 and 70 and all other applicable provisions, if any, of the Companies Act, 2013, as amended and in accordance with the Articles of Association of the Company, the Companies (Share Capital and Debentures) Rules, 2014 (the "Share Capital Rules") to the extent applicable, and in compliance with the Buyback Regulations, including any amendments, statutory modifications or re-enactments, for the time being in force and subject to such other approvals, permissions and sanctions as may be necessary and subject to such conditions and modifications, if any, as may be prescribed or imposed by the appropriate authorities while granting such approvals, permissions and sanctions, which may be agreed by the Board of Directors of the Company (hereinafter referred to as the "Board", which expression shall include any Committee constituted by the Board to exercise its powers, including the powers conferred by this Resolution), consent of the members be and is hereby accorded for the buyback by the Company of its fully paid-up equity shares of ₹ 5/- each not exceeding 64,43,09,628 (Sixty Four Crores Forty Three Lakhs Nine Thousand Six Hundred and Twenty Eight) equity shares (representing 25% of the total number of equity shares in the paid up share capital of the Company) at a price of ₹ 44/- per equity share (Rupees Forty Four only) ("Buyback Offer Price") payable in cash for an aggregate consideration not exceeding ₹ 2834,96,23,632/- (Rupees Two Thousand Eight Hundred Thirty Four Crore Ninty Six Lakhs Twenty Three Thousand Six Hundred Thirty two only) ("Buyback Offer Size") being 22.15 % which is not exceeding 25% of the aggregate of the fully paid-up share capital and free reserves as per the audited accounts of the Company for the financial year ended March 31, 2015 from the equity shareholders of the Company, as on the record date, on a proportionate basis through the "Tender offer" route as prescribed under the Buyback Regulations ("Buyback")."

"RESOLVED FURTHER THAT the Company, to the extent legally permissible, implement the Buyback using the "Mechanism for acquisition of shares through Stock Exchange" notified by SEBI vide circular CIR/CFD/POLICYCELL/1/2015 dated April 13, 2015."

"RESOLVED FURTHER THAT such Buyback may be made out of the Company's free reserves and / or such other sources as may be permitted by law through "Tender Offer" route and as required by the Buyback Regulations and the Companies Act, the Company may buyback equity shares from all the existing members holding equity shares of the Company on a proportionate basis, provided 15% (fifteen percent) of the number of equity shares which the Company proposes to buyback or number of equity shares entitled as per the shareholding of small shareholders as on the record date, whichever is higher, shall be reserved for the small shareholders, as prescribed under proviso to Regulation 6 of the Buyback Regulations."

"RESOLVED FURTHER THAT the Buyback from non-resident members holding equity shares of the Company, Overseas Corporate Bodies (OCBs), Foreign Institutional Investors (FIIs) / Foreign Portfolio Investors (FPIs) and shareholders of foreign nationality, if any, etc. shall be subject to such approvals if any, and to the extent

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necessary or required from the concerned authorities including approvals from the Reserve Bank of India under the Foreign Exchange Management Act, 1999 and the rules, regulations framed thereunder, if any."

"RESOLVED FURTHER THAT the Board be and is hereby authorized to delegate all or any of the power(s) conferred hereinabove as it may in its absolute discretion deem fit, to any Director(s) / Officer(s) / Authorised Representative(s) / Committee ("Buyback Committee") of the Company in order to give effect to the aforesaid Resolutions, including but not limited to finalizing the terms of the Buyback like record date, entitlement ratio, the timeframe for completion of Buyback; appointment of merchant bankers, Brokers, Solicitors, Depository Participants, advertising agencies and other advisors / consultants / intermediaries / agencies, as may be required, for the implementation of the Buyback; Preparation, signing and filing of the public announcement, the Draft letter of offer / Letter of Offer with the Securities and Exchange Board of India, the stock exchanges and other appropriate authorities and to make all necessary applications to the appropriate authorities for their approvals including but not limited to approvals as may be required from the Securities and Exchange Board of India, Reserve Bank of India under the Foreign Exchange Management Act, 1999 and the rules, regulations framed thereunder; and to initiate all necessary actions for preparation and issue of various documents including letter of offer, obtaining all necessary certificates and reports from statutory auditors and other third parties as required under applicable law, extinguishment of dematerialized shares and physical destruction of share certificates in respect of the equity shares bought back by the Company, and such other undertakings, agreements, papers, documents and correspondence, under the Common Seal of the Company, as may be required to be filed in connection with the Buyback with the Securities and Exchange Board of India, Reserve Bank of India, Stock Exchanges, Registrar of Companies, Depositories and / or other regulators and statutory authorities as may be required from time to time."

"RESOLVED FURTHER THAT nothing contained herein shall confer any right on the part of any shareholder to offer and / or any obligation on the part of Company or the Board or the Buyback Committee to buyback any shares, and / or impair any power of the Company or the Board or the Buyback Committee to terminate any process in relation to such buyback, if so permissible by law."

"RESOLVED FURTHER THAT for the purpose of giving effect to this Resolution, the Board and/or Dr. T K Chand, Chairman-cum-Managing Director be and are hereby jointly and/or severally empowered and authorised on behalf of the Company to accept and make any alteration(s), modification(s) to the terms and conditions as it may deem necessary, concerning any aspect of the Buyback, in accordance with the statutory requirements as well as to give such directions as may be necessary or desirable, to settle any questions, difficulties or doubts that may arise and generally, to do all acts, deeds, matters and things as the Board and/or the Chairman-cum-Managing Director may, in absolute discretion deem necessary, expedient, usual or proper in relation to or in connection with or for matters consequential to the Buyback without seeking any further consent or approval of the members or otherwise to the end and intent that they shall be deemed to have given their approval thereto expressly by the authority of this Resolution."

Certified True Copy


(K.N. RAVINDRA) Ravindra
ED-COMPANY SECRETARY
Executive Director / Company Secretary
National Aluminium Co. Ltd.
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