NOTICE OF THE 60TH ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT THE 60TH ANNUAL GENERAL MEETING ("AGM") OF THE MEMBERS OF BHARAT ALUMINIUM CO. LTD. (" THE COMPANY") WILL BE HELD ON MONDAY, 24TH AUGUST 2026 AT 3:30 P.M. IST THROUGH VIDEO CONFERENCING ("VC") / OTHER AUDIO-VISUAL MODE ("OAVM") TO TRANSACT THE FOLLOWING BUSINESSES:

ORDINARY BUSINESS

1. To receive, consider and adopt the Audited Financial Statements of the Company for the Financial Year ended 31st March 2026, 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 2026, and the reports of the Board of Directors and Auditors thereon, as circulated to the Members, be and are hereby received, considered and adopted.**"**

2. To re-appoint Mr. Tarun Jain (DIN-00006843), Non-Executive Director of the Company, who retires by rotation and being eligible, offers himself for re-appointment as a Director and in this regard, 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, Mr. Tarun Jain (DIN-00006843), who retires by rotation at this meeting and being eligible has offered himself for re-appointment, be and is hereby re-appointed as Non-Executive Director of the Company, whose office shall be liable to retirement by rotation.**"**

3. To Consider and appoint M/s M S K A & Associates LLP (Formerly known as M S K A & Associates), Chartered Accountants (Firm Registration No. 105047W/W101187) as the Statutory Auditors of the Company and to authorize Board of Directors to fix their remuneration, 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 139, 142 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), M/s M S K A & Associates LLP (Formerly known as M S K A & Associates), Chartered Accountants (Firm Registration No. 105047W/W101187) be and are hereby appointed as the Statutory Auditors of the Company for a first term of 5 (Five) consecutive years to hold office from the conclusion of 60th Annual general meeting until the conclusion of the 65th Annual General Meeting of the Company, on such remuneration as may be decided by the Board of Directors in consultation with the Statutory Auditors of the Company.

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.**"**

SPECIAL BUSINESS

4. To ratify the remuneration of Cost Auditor for the financial year ending 31st March 2027 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 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 Ramnath Iyer & Co. (Firm Registration No. 000019), 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, 2027, amounting to ₹3,00,000/- (Rupees Three Lakhs 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.**"**

5. To Appoint Mr. Tapan Kumar Chand (DIN-01710900), as an Independent 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 Sections 149, 150, 152, 160, 161 and any other applicable provisions of Companies Act, 2013 read with Schedule IV and the Companies (Appointment and Qualifications of Directors) Rules, 2014 (including any statutory modification(s) or amendment(s) thereto or re-enactment(s) thereof for the time being in force), the provisions of Regulation 24 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and applicable clauses of the Article of Association, Based on the recommendation of the Nomination & Remuneration Committee and the Board of Directors of the Company, approval of the Members be and is hereby accorded for appointment of Mr. Tapan Kumar Chand (DIN-01710900), as a Indepedant Director of the Company, who was appointed as an Additional Director (in the capacity of an Independent Director) of the Company by the Board of Directors with effect from 24th June 2026 and submitted a declaration that he meets the criteria of independence under Section 149(6) of the Act and is eligible for appointment under the provisions of the Act, and the Rules made thereunder, and in respect of whom the Company has received a notice in writing from a Member under Section 160(1) of the Act proposing his candidature for the office of an Independent Director, not liable to retire by rotation, for a first term from 24th June 2026 upto 30th April 2027.

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.**"**

6. To Appoint Mr. Thomas Mathew T (DIN-00130282), as an Independent 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 Sections 149, 150, 152, 160, 161 and any other applicable provisions of Companies Act, 2013 read with Schedule IV and the Companies (Appointment and Qualifications of Directors) Rules, 2014 (including any statutory modification(s) or amendment(s) thereto or re-enactment(s) thereof for the time being in force) and applicable clauses of the Article of Association, Based on the recommendation of the Nomination & Remuneration Committee and the Board of Directors of the Company, approval of the Members be and is hereby accorded for appointment of Mr. Thomas Mathew T (DIN-00130282) as a Indepedant Director of the Company, who was appointed as an Additional Director (in the capacity of an Independent Director) of the Company by the Board of Directors with effect from 19th October 2025, and submitted a declaration that he meets the criteria of independence under Section 149(6) of the Act and is eligible for appointment under the provisions of the Act, and the Rules made thereunder and in respect of whom the Company has received a notice in writing from a Member under Section 160(1) of the Act proposing his candidature for the office of an Independent Director, not liable to retire by rotation, for a term of two (2) consecutive years i.e., from 19th October 2025 upto 18th October, 2027.

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."

7. Appointment of Mr. Rajesh Kumar Singh (DIN-11704248) as a Director of the Company and 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 provision of Section 152, 160, 161 and any other applicable provisions of Companies Act, 2013 and the Companies (Appointment and Qualifications of Directors) Rules, 2014 (including any statutory modification(s) or amendment(s) thereto or re-enactment(s) thereof for the time being in force) and applicable clauses of the Article of Association, Based on the recommendation of the Nomination & Remuneration Committee and the Board of Directors of the Company, approval of the Members be and is hereby accorded for appointment of Mr. Rajesh Kumar Singh (DIN-11704248) who was appointed as an additional director of the Company with effect from 30th May 2026, and who holds office as such up to the date of this Annual General Meeting, and in respect of whom the Company has received a notice in writing from a member under Section 160(1) of the Act proposing his candidature for the office of Director of the Company, be and is hereby appointed as a Director of the Company whose period of office shall be liable to determination by retirement of Directors by rotation.

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."

8. Appointment of Mr. Rajesh Kumar Singh (DIN-11704248) as a Whole Time Director of the Company and to Consider and if thought fit, to pass, with or without modification(s), the following resolution a **Special Resolution**: "

"**RESOLVED THAT** pursuant to the provisions of Section 160, 179, 196, 197, 198, 203 read with schedule V and other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) and the Articles of Association of the Company and based on the recommendation of the Nomination & Remuneration Committee and approval of the Board of Directors in its meeting held 29th May 2026, the consent of the members of the Company be and is hereby accorded to appoint Mr. Rajesh Kumar Singh (DIN-11704248) as Whole-Time Director of the Company, designated as Chief Executive Officer (CEO) of the Company w.e.f. 30th May 2026 to 29th May 2027 or for such shorter period as may be prescribed under applicable laws, on the terms and conditions including remuneration as set out in the explanatory statement annexed to the notice convening this meeting notwithstanding that such remuneration may exceed the limits specified under Section 197 and Schedule V of the Act.

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."

9. Appointment of Mr. Sushil Kumar Roonga (DIN-00309302), as Non Executive Director and Chairman of the Company 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 Sections 149, 152, 161 and any other applicable provisions of Companies Act, 2013 read with applicable rules under the Companies (Appointment and Qualification of Directors) Rules, 2014 thereunder (including any statutory modification(s) or amendment(s) thereto or re-enactment(s) thereof for the time being in force) and applicable clauses of the Article of Association, based on the recommendation of the Nomination & Remuneration Committee and the Board of Directors of the Company, approval of the Members be and is hereby accorded for appointment of Mr. Sushil Kumar Roonga (DIN-00309302), as a Non-Executive Director designated as the Chairman of the Company, who was appointed as an Additional Director designated as Non-Executive Director and Chairman of the Company w.e.f. 14th July 2026, and in respect of whom the Company has received a notice in writing from a Member under Section 160(1) of the Act proposing his candidature for the office of Non-Executive Director and Chairman, for a term of 1 (one) year with effect from 14th July 2026 to 13th July 2027, and he shall be liable to retire by rotation.

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: 10th July 2026
Place : Delhi

By order of the Board

BHARAT ALUMINIUM COMPANY New Delhi

Wageesha

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. 03/2025 dated 22.09.2025** read together with the previous General Circular no. 20/2020 dated 05.05.2020, General Circular no. 02/2022 dated 05.05.2022, General Circular no. 10/2022 dated 28.12.2022, General Circular no. 09/2023 dated 25.09.2023 and General Circular no.09/2024 dated 19.09.2024 (collectively to be referred to as "**MCA Circulars**"), issued by Ministry of Corporate Affairs (**MCA**), the Companies are allowed holding the Annual General Meeting ("**AGM**") through Video Conferencing ("**VC**")/Other Audio Visual-Means ("**OAVM**") without the physical presence of the Members at a common venue, till the further order said behalf issued by MCA. Hence, in compliance with the MCA Circulars and applicable provisions of the Companies Act, 2013 ("**Act**"), the 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 AGM as set out in **Item No. 4 to Item No. 9**, 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 & 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 to Annexure V,** 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/Power of Attorney 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 2025-26 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 2025-26 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, other statutory committees 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 I'd(s) 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. 4:

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 23rd April 2026, approved the appointment of M/s Ramnath Iyer & Co., as the Cost Auditor of the Company at remuneration of ₹3,00,000/- (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, 2027.

Accordingly, ratification by the Members is being sought for the remuneration payable to the Cost Auditor for FY 2026-27 by way of an Ordinary Resolution as set out in Item No. 4 of the Notice.

The Board of Directors recommends the Ordinary Resolution as set out for this Item No. 4 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. 4 of the Notice, except to the extent of their shareholding.

Item No. 5:

Pursuant to Section 161 of the Companies Act, 2013, the Board of directors, w.e.f. 24th June 2026, appointed Mr. Tapan Kumar Chand (DIN-01710900) as an Additional Director (in the capacity of Independent Director) of the Company for a first term, with effect from 24th June 2026 to 30th April 2027, subject to the approval of the shareholders through an ordinary resolution.

The Company has received the following for his appointment as an Independent Director;

a. Consent in writing to act as Director in Form DIR-2
b. Intimation in Form DIR-8 to the effect that he is not disqualified to the Act as a Director
c. A declaration to the effect that he meets the criteria of independence as provided in sub-section (6) of Section 149 of the Act
d. A declaration that, he is in compliance with Rules 6(1) and 6(2) of the Companies (Appointment and Qualification of Directors) Rules, 2014, with respect to his registration with the data bank of independent directors maintained by the Indian Institute of Corporate Affairs.

The Nomination and Remuneration Committee and Board of Directors of the Company has recommended the appointment of Mr. Tapan Kumar Chand (DIN-01710900).

In the opinion of the NRC Committee and the Board, Mr. Chand fulfils the conditions for independence specified in the Act, the Rules made thereunder, and such other laws / regulations for the time being in force, to the extent applicable to the Company.

The Board noted that Mr. Chand's skills, background and experience are aligned to the role and capabilities identified by the NRC and that he is eligible for appointment as an Independent Director.

The resolution seeks the approval of members for the appointment of Mr. Tapan Kumar Chand (DIN-01710900) as an Independent Director of the Company for a first term, effective 24th June 2026 to 30th April 2027, pursuant to Sections 149, 152 and other applicable provisions of the Act and the Rules (made thereunder including any stattory modification(s) or re-enactment(s) thereof) and he shall not be liable to retire by rotation.

As required under Secretarial Standard - 2, other requisite information is annexed as "**Annexure-II**", and forms a part of this Notice. Your Directors recommend the Resolution at Item No. 5 for approval by the Members by way of an Ordinary Resolution. The aforesaid director may be deemed to be interested in the resolution to the extent of the fee for attending the meetings as may be payable, if any, in the Company.

Except Mr. Chand to the extent of his shareholding interest, if any, in the Company, 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. 5 of the Notice, except to the extent of their shareholding.

Item No. 6:

Pursuant to Section 161 of the Companies Act, 2013, the Board of directors, w.e.f. 19th October 2025, appointed Mr. Thomas Mathew T (DIN-00130282) as an Additional Director (in the capacity of Independent Director) of the Company for a term of two (2) years with effect from 19th October 2025 to 18th October 2027, subject to the approval of the shareholders through an ordinary resolution.

The Company has received the following for his appointment as an Independent Director;

a. Consent in writing to act as Director in Form DIR-2
b. Intimation in Form DIR-8 to the effect that he is not disqualified to the Act as a Director
c. A declaration to the effect that he meets the criteria of independence as provided in sub-section (6) of Section 149 of the Act
d. A declaration that, he is in compliance with Rules 6(1) and 6(2) of the Companies (Appointment and Qualification of Directors) Rules, 2014, with respect to his registration with the data bank of independent directors maintained by the Indian Institute of Corporate Affairs.

The Nomination and Remuneration Committee and Board of Directors of the Company has recommended the appointment of Mr.Thomas Mathew T (DIN-00130282).

P.O Balco Nagar, Korba – 495684, Chhattisgarh | **Website:** www.balcoindia.com | **Email:** balco.secretarial@vedanta.onmicrosoft.com
REGISTERED OFFICE: Aluminium Sadan, Core 6, Scope Complex, 7, Lodhi Road – 110003, New Delhi, India | **Tel:** 011-42262400
CIN: U74899DL1965PLC004518

In the opinion of the NRC Committee and the Board, Mr. Mathew fulfils the conditions for independence specified in the Act, the Rules made thereunder, and such other laws / regulations for the time being in force, to the extent applicable to the Company.

The Board noted that Mr. Mathew's skills, background and experience are aligned to the role and capabilities identified by the NRC and that he is eligible for appointment as an Independent Director.

The resolution seeks the approval of members for the appointment of Mr. Thomas Mathew T (DIN-00130282) as an Independent Director of the Company for a term of two (2) years effective 19th October 2025 to 18th October 2027, pursuant to Sections 149, 152 and other applicable provisions of the Act and the Rules (made thereunder including any statutory modification(s) or re-enactment(s) thereof) and he shall not be liable to retire by rotation.

As required under Secretarial Standard-2, other requisite information is annexed as "**Annexure-III**", and forms a part of this Notice. Your Directors recommend the Resolution at Item No. 6 for approval by the Members by way of an Ordinary Resolution. The aforesaid director may be deemed to be interested in the resolution to the extent of the fee for attending the meetings as may be payable, if any, in the Company.

Except Mr. Mathew to the extent of his shareholding interest, if any, in the Company, 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. 6 of the Notice, except to the extent of their shareholding.

Item No. 7 & 8:

On the recommendation of the Nomination and Remuneration Committee, the Board of Directors of the Company considered and approved the appointment of Mr. Rajesh Kumar Singh (DIN-11704248) at their meeting held on 29th May 2026, as an Additional Director on the Board of the Company with effect from 30th May 2026 (designated as Chief Executive Officer and Whole time Director) in accordance with the provisions contained in Section 161, 196, 197, 198 and 203 of the Companies Act, 2013, read with Schedule V, and other applicable provisions, if any of Companies act, 2013 along with rules made thereunder and subject to any regulatory approvals that may be required by operation of law, and Mr. Rajesh Kumar Singh (DIN:11704248) shall hold office up to the date of this Annual General Meeting. Accordingly consent of the members is sought for appointment of Mr. Rajesh Kumar Singh as Director of the company designated as Whole-Time Director and Chief Executive Officer of the Company, effective from 30th May 2026 to 29th May 2027.

Approval of the Members is required by way of a special resolution for Item No. 07 & 08, for appointment and payment of remuneration to Mr. Rajesh Kumar Singh (DIN-11704248) on the terms and conditions of the appointment and remuneration payable as recommended by the Nomination and Remuneration Committee and approved by board at their meeting dated 29th May 2026.

Proposed Remuenration:

Particulars	Amount in ₹
Annual Base Salary (incl. Gratuity, Superannuation etc.)	1,25,23,212
Total Annual Bonus Target	50,09,285
Total Stock Option Target	70,76,473
Other Benefits	9,60,000
Total	**2,55,68,970**

**** Remuneration structure represented the current framework and would be subject to revision in line with annual increments approved by the Company in accordance with its remuneration policy.***

The remuneration proposed for Mr. Singh for the position of Chief Executive Officer & Whole-time Director is within the limits prescribed under Section 197 of the Companies Act, 2013, read with the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014. The same shall be subject to revision in line with the annual increments approved by the Company, in accordance with its remuneration policy.

The Board accordingly recommends Item No. 07 & 08 as special resolution, of the accompanying Notice for approval of the Members.

Except Mr. Singh, none of the Directors and Key Managerial Personnel of the Company or their relatives are concerned or interested financially or otherwise, in the resolutions set out at Item No. 7 & 8 except to the extent of their shareholding. The Statement Containing Additional Information as Required Under Schedule V of the Act for the Item No. 7 & 8.

GENERAL INFORMATION

1. Nature of Industry: **Aluminium production and Power Generation**

2. Date of commencement of Commercial production: 27th November, 1965

3. In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus: Not Applicable

4. Financial performance based on given indicators:

(in ₹ Crore)

Particulars	FY 2025-26	FY 2024-25
Income from Operations and Other Income	17,379	15,808
Operating Profit(Before Interest, Depreciation & Tax)	7,126	4,534
Profit/(Loss) Before Tax	6,461	3,931
Tax Expense	1,637	962
Net Profit/(Loss) After Tax	4,825	2,969

5. Foreign investments or collaborations, if any: The Company has not made any Foreign Investments and neither entered into any collaborations during the last year.

I. INFORMATION ABOUT THE APPOINTEE:

1. **Background details:**

   Mr. Rajesh Kumar Singh

   Mr. Rajesh Kumar Singh, CEO – Metal, BALCO, holds a Bachelor's degree in Metallurgical Engineering from NIT Raipur (formerly - GEC Raipur) and has over 28 years of professional experience. He has been associated with the Group since 2004 and has extensive experience in smelter operations, having overseen end-to-end activities across smelting and allied service areas. He has played a significant role in driving expansion, improving operational efficiency, and supporting the overall growth of the smelter business.

   Prior to joining BALCO, Mr. Singh held key positions at ISPAT Profiles India Limited, Pune and Hindalco Industries Limited, Renukut. Within BALCO, he has progressed through various leadership roles, including Head – Pot Room, COO – Metal, and IBU Deputy CEO – Metal, before being elevated to CEO – Metal.

   Mr. Singh demonstrates strong leadership, strategic vision, and effective team management capabilities. He consistently focuses on operational excellence and adherence to high standards of performance and governance, thereby contributing to the stability and sustained growth of operations.

2. **Past Remuneration:** Drawn in capacity of CEO – Metal: ₹ 2,61,75,621

3. **Recognition or awards:** NA

4. **Job Profile and his Suitability:**

   Under Mr. Singhs's leadership, the Company focuses on achieving sustainable growth driven by operational excellence, digital transformation, and ESG initiatives. Key priorities include enhancing metal production, achieving the milestone of 1 MTPA through capacity expansion and process optimisation, improving cost efficiencies through automation and supply chain integration, and accelerating the transition towards renewable energy to reduce the carbon footprint.

5. **Remuneration Proposed:**

   As stated in Explanatory Statement as Item No. 7 & 8 of this Notice.

6. **Comparative remuneration profile with respect to industry, size of the company, profile of the position and person**

   The remuneration as proposed of Mr. Rajesh Kumar Singh is comparable to that drawn by the peers in the similar capacity in the industry and is commensurate with the size of the Company and diverse nature of its businesses. Considering their general industry and the specific company profile the proposed remuneration is in line with the industry levels and that of comparatively placed Companies in India.

7. **Pecuniary relationship directly or indirectly with the company, or relationship with the managerial personnel, if any.**
   Beside the remuneration proposed to be paid to Mr. Singh, he does not have any other pecuniary relationship with the Company or relationship with any other Director or Managerial person.

As required under Secretarial Standard-2, other requisite information is annexed as "**Annexure-IV**", and forms a part of this Notice.

Item No. 9:
Pursuant to Section 161 of the Companies Act, 2013, the Board of directors, w.e.f. 14th July 2026, appointed Mr. Sushil Kumar Roongta (DIN-00309302) as an Additional Director designated as Non-Executive Director and Chairman of the Company, for a term of 1 (one) year with effect from 14th July 2026 to 13th July 2027, liable to retire by rotation, subject to the approval of the shareholders through an ordinary resolution.

The Company has received the following for his appointment as an Director;

a. Consent in writing to act as Director in Form DIR-2.
b. Intimation in Form DIR-8 to the effect that he is not disqualified to the Act as a Director.

The Nomination and Remuneration Committee and Board of Directors of the Company has recommended the appointment of Mr. Sushil Kumar Roongta (DIN-00309302). The Board noted that Mr. Roongta's skills, background and experience are aligned to the role and capabilities identified by the NRC and that he is eligible for appointment as an Non-Executive Director and Chairman of the Company.

The resolution seeks the approval of members for the appointment of Mr. Sushil Kumar Roongta (DIN-00309302) as an Non-Executive Director and Chairman of the Company, for a term of 1 (one) year with effect from 14th July 2026 to 13th July 2027, who shall be liable to retire by rotation, pursuant to Sections 149, 152 and other applicable provisions of the Act and the Rules (made thereunder including any stattory modification(s) or re-enactment(s) thereof).

As required under Secretarial Standard - 2, other requisite information is annexed as "**Annexure-V**", and forms a part of this Notice. Your Directors recommend the Resolution at Item No. 9 for approval by the Members by way of an Ordinary Resolution. The aforesaid director may be deemed to be interested in the resolution to the extent of the fee for attending the meetings as may be payable, if any, in the Company.

Except Mr. Roongta to the extent of his shareholding interest, if any, in the Company, 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. 9 of the Notice, except to the extent of their shareholding.

Date: 10th July 2026
Place: Delhi

By order of the Board

Wageesha Agarwal
Company Secretary
ACS-67456

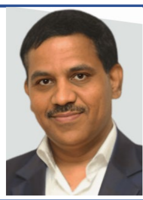
Registered Office:

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

Annexure-I

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 **Mr. Tarun Jain**

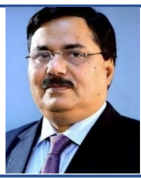


Category of the Director	:	Non-Executive Director
Director Identification Number (DIN)	:	00006843
Age	:	66 Y
Qualification	:	Mr. Jain is a fellow member of both the Institute of Chartered Accountants of India and the Institute of Company Secretaries of India and is a graduate of the Institute of Cost and Works Accountants of India.
Brief Resume/Experience (including expertise in specific functional area)	:	Mr. Jain has over 40 years of extensive experience in corporate finance, audit and accounting, tax and secretarial practice, and strategic financial matters. He also serves on the Board of Vedanta Medical Research Foundation, Aart Corporate Advisors Private Limited. Additionally, he has previously served on the Boards of Vedanta Limited, Cairn India Limited, Sterlite Opportunities and Ventures Limited, and Vedanta Aluminium Limited.
Date of first appointment / re-appointment on the Board	:	02nd March 2001
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 2026	:	NIL
Remuneration Last Drawn (including Sitting fees)	:	Please refer the Corporate Governance Report of FY26.
Remuneration proposed to be paid	:	Not applicable
Relationship with other Directors/KMPs/Managers	:	None as per the definition of Relatives specified in the Companies Act, 2013.
Number of Board meetings attended during the year	:	Please refer the Corporate Governance Report of FY26.
Directorships, in other companies as on 31st March 2026	:	Six (6) 1. Aart Corporate Advisors Private Limited 2. Vedanta Medical Research Foundation 3. Rajtaru Charity Foundation 4. Rushabhnath Digamber Jain Foundation 5. Jain International Trade Organisation 6. Shree Khandelwal Digamber Jain Samaj Foundation
Membership / Chairpersonship of Committee of Other Companies as on 31st March 2026	:	Nil

Annexure-II

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 **Mr. Tapan Kumar Chand**



Category of the Director	:	Independant Director
Director Identification Number (DIN)	:	01710900
Age	:	66 Y
Qualification	:	Mr. Chand is a Gold Medallist from Utkal University, holds postgraduate qualifications in Public Administration and History, a degree in Law, and has undergone advanced management and corporate governance programmes in India and abroad.
Brief Resume/Experience (including expertise in specific functional area)	:	Mr. Tapan Kumar Chand is a senior industry professional with over three decades of experience in mining and manufacturing, including aluminium, steel, and coal. He served as Chairman-cum-Managing Director of NALCO, leading a significant turnaround and strengthening its position as a low-cost global producer. He has also held leadership roles at KABIL and other industry institutions, and has contributed to sectoral strategy, capacity expansion, and development of new business areas such as green energy and critical minerals.
Date of first appointment / re-appointment on the Board	:	24th June 2026
Terms & Conditions of appointment / re-appointment	:	Appointment of Director, as an Independent Director of the Company, in terms of Section 152 & 161 of the Companies Act 2013
Shareholding in the Company as on 31st March 2026	:	NIL
Remuneration Last Drawn (including Sitting fees)	:	NIL
Remuneration proposed to be paid	:	Not applicable
Relationship with other Directors/KMPs/Managers	:	None as per the definition of Relatives specified in the Companies Act, 2013.
Number of Board meetings attended during the year	:	Not applicable
Directorships, in other companies as on 31st March 2026	:	Four (4) 1.Odisha Special Grade Alumina Limited 2.TP Southern Odisha Distribution Limited 3.Swarnagarbha Mining & Mineral Private Limited 4.Min Minerals Private Limited
Membership / Chairpersonship of Committee of Other Companies as on 31st March 2026	:	**TP Southern Odisha Distribution Limited** Audit Committee - Member

BHARAT ALUMINIUM CO. LTD.

P.O Balco Nagar, Korba – 495684, Chhattisgarh | **Website:** www.balcoindia.com | **Email:** balco.secretarial@vedanta.onmicrosoft.com
REGISTERED OFFICE: Aluminium Sadan, Core 6, Scope Complex, 7, Lodhi Road – 110003, New Delhi, India | **Tel:** 011-42262400
CIN: U74899DL1965PLC004518

Annexure-III

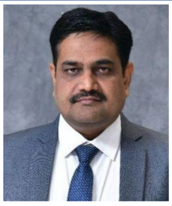
Details of the Directors seeking appointment/re-appointment in terms of Secretarial Standard-2 on General Meetings issued by the Institute of Company Secretaries of India and approved by the Central Government under Section 118(10) of Companies Act, 2013:

Name of Director		**Mr. Thomas Mathew T**
Category of the Director	:	Independant Director
Director Identification Number (DIN)	:	00130282
Age	:	72 Y
Qualification	:	Mr. Thomas Mathew T holds a Postgraduate Diploma in Management, a Postgraduate Degree in Economics, a Law Degree, and is an Associate of the Insurance Institute of India
Brief Resume/Experience (including expertise in specific functional area)	:	With over four decades of strategic leadership and operational experience in the life insurance and reinsurance sectors in India, Mr. Mathew has held several distinguished positions. He served as Senior Advisor – Insurance at McKinsey & Company and was Chairperson of the Reinsurance Committee of IRDAI. He brings extensive experience from multinational corporations, having served as a Director on the Boards of Larsen & Toubro Ltd, Mahindra & Mahindra Ltd, Tata Power Ltd, Voltas Ltd, IFCI Ltd, Canara HSBC Life Insurance Co., and L&T Finance Ltd. Mr. Mathew has also contributed to academia and industry bodies, having been a member of the Governing Council of MDI Gurgaon and the Actuarial Institute of India, and serving as Chairperson of the National Insurance Academy, Pune.
Date of first appointment / re-appointment on the Board	:	19th October 2025
Terms & Conditions of appointment / re-appointment	:	Appointment of Director, as an Independent Director of the Company, in terms of Section 161 of the Companies Act 2013
Shareholding in the Company as on 31st March 2026	:	NIL
Remuneration Last Drawn (including Sitting fees)	:	Please refer the Corporate Governance Report of FY26.
Remuneration proposed to be paid	:	NIL
Relationship with other Directors/KMPs/Managers	:	None as per the definition of Relatives specified in the Companies Act, 2013.
Number of Board meetings attended during the year	:	Please refer the Corporate Governance Report of FY26.
Directorships, in other companies as on 31st March 2026	:	Two (2) 1. ESL Steel Limited 2. Hindustan Zinc Limited
Membership / Chairpersonship of Committee of Other Companies as on 31st March 2026	:	**ESL Steel Ltd.** Audit Committee – Chairperson Nomination & Remuneration Committee – Chairperson Stakeholder Relationship Committee – Chairperson Corporate Social Responsibility Committee – Chairperson **Hindustan Zinc Ltd.** Nomination & Remuneration Committee - Member

Annexure-IV

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 **Mr. Rajesh Kumar Singh**

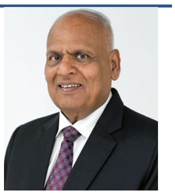


Category of the Director	:	Chief Executive Officer & Whole-Time Director
Director Identification Number (DIN)	:	11704248
Age	:	53 Y
Qualification	:	Mr. Rajesh Kumar Singh T holds B.E. in Metallurgical Engineering from GEC Raipur
Brief Resume/Experience (including expertise in specific functional area)	:	Mr. Singh has more than 28 years of work experience and has been associated with the Group since 2004. He has overseen the entire smelter operations in his career and has played a critical role in the expansion, growth, and efficient operation of the smelter and allied service areas. He possesses excellent leadership and team management ability. His leadership over the years has demonstrated a high degree of strategic foresight, operational excellence, and commitment to operational values. His dedication has contributed to the sustained growth and stability of smelter and other areas.
Date of first appointment / re-appointment on the Board	:	30th May 2026
Terms & Conditions of appointment / re-appointment	:	Appointment of Director, as a Director of the Company, in terms of Section 152 & 161 of the Companies Act 2013
Shareholding in the Company as on 31st March 2026	:	NIL
Remuneration Last Drawn (including Sitting fees)	:	No Remuneration during FY26 as a Whole-Time Director
Remuneration proposed to be paid#	:	₹ 3,70,55,500/-
Relationship with other Directors/KMPs/Managers	:	None as per the definition of Relatives specified in the Companies Act, 2013.
Number of Board meetings attended during the year	:	Not applicable
Directorships, in other companies as on 31st March 2026	:	Nil
Membership / Chairpersonship of Committee of Other Companies as on 31st March 2026	:	Nil

 # Subject to revision in line with the annual increments approved by the Company, in accordance with its remuneration policy.

Annexure-V

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		Mr. Sushil Kumar Roongta
Category of the Director	:	Non-Executive Director
Director Identification Number (DIN)	:	00309302
Age	:	75 Y
Qualification	:	Mr. Roongta is an electrical engineer from Birla Institute of Technology & Science (BITS), Pilani, and a post Graduate Diploma in Business Management – International Trade, from the Indian Institute of Foreign Trade (IIFT), New Delhi
Brief Resume/Experience (including expertise in specific functional area)	:	Mr. Roongta is the former Chairman of Steel Authority of India Limited (SAIL) and a distinguished industry leader with extensive experience in the metals, power, and public sector sectors. He has led large-scale business transformations and public sector reforms. He has held leadership positions in premier industry bodies including FICCI, CII, ASSOCHAM, and the World Steel Association, and is widely recognized for his expertise in corporate governance, strategic leadership, policy formulation, and turnaround management. He also chaired the Planning Commission's expert committee on CPSE reforms, whose recommendations are regarded as a benchmark for public sector transformation. He has been associated with the Board of Directors of the Company since 2012.
Date of first appointment-/ re-appointment on the Board	:	First Appointment – 31st January 2012 Subsequent change in designation/re-appointment - 14th July 2022, 14th July 2024 Current Appointment – 14th July 2026
Terms & Conditions of appointment / re-appointment	:	In Compliance of the Companies Act, 2013 read with the rules made thereunder.
Shareholding in the Company as on 31st March 2026	:	NIL
Remuneration Last Drawn (including Sitting fees)	:	Please refer the Corporate Governance Report of FY26.
Remuneration proposed to be paid	:	NA
Relationship with other Directors/KMPs/Managers	:	None as per the definition of Relatives specified in the Companies Act, 2013.
Number of Board meetings attended during the year	:	Please refer the Corporate Governance Report of FY26.
Directorships, in other companies as on 31st March 2026	:	Ten (10) 1. JK Paper Limited 2. Jubilant Pharmova Limited 3. Titagarh Rail Systems Limited 4. Bharat Aluminium Co. Ltd. 5. Jubilant Ingrevia Limited 6. Shree Cement Limited 7. Baxy Limited

		8. JSW Steel Limited 9. Sushasvi Foundation 10. IREP Dhan Private Limited
Membership / Chairpersonship of Committee of Other Companies as on 31st March 2026	:	**Audit Committee** Jubilant Pharmova Limited - Member Jubilant Ingrevia Limited - Chairperson Bharat Aluminium Co Ltd - Member J K Paper Limited - Member Baxy Limited - Member Shree Cement Limited - Member **Nomination & Remuneration Committee** Jubilant Pharmova Limited - Chairperson Bharat Aluminium Co Ltd - Member Titagarh Rail Systems Limited - Member J K Paper Limited -Chairperson Shree Cement Limited - Member Baxy Limited - Chairperson **Corporate Social Responsibility Committee** Jubilant Pharmova Limited - Member Jubilant Ingrevia Limited - Member Bharat Aluminium Co Ltd - Chairperson Baxy Limited – Member JSW Steel Ltd. - Member **Stakeholders' Relationship Committee-** Jubilant Ingrevia Limited - Member **Member in Risk Management Committee** Jubilant Ingrevia Limited - Member Jubilant Pharmova Limited - Chairman J K Paper Limited - Member Titagarh Rail Systems Limited - Member Shree Cement Limited – Chairperson JSW Steel Ltd. – Chairperson **Quality Committee** Jubilant Pharmova Limited - Member **Business Responsibility & Sustainability Committee** JSW Steel Ltd- Member