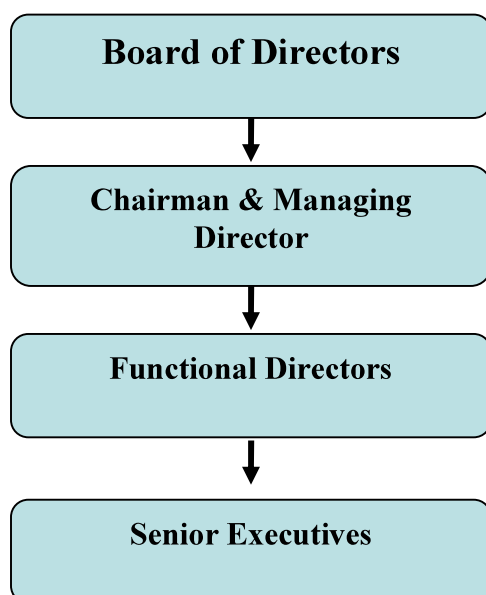


(iii) The procedure followed in the decision making process, including channels of supervision and accountability.

The Organisation Chart of the Company giving the details of channels and supervision is given at **Annexure**.

Delegation of Powers (DOP), as amended from time to time, is followed to take decisions/approvals for various matters by different levels of officers of the Company for efficient conduct of day to day affairs of the Company.

The decisions making process in the Company involves the following Channel:



Overall management of the Company rests with the Board of Directors of the Company, the highest decision making body within the Company.

The Board of Directors is accountable to the shareholders of the Company, which is the ultimate authority of a Company. Since 51.5 % of the equity share capital of the Company is held by the Govt. of India, NALCO is a Government company. Therefore, the Board of Directors of the Company is also accountable to Government of India.

As per the provisions of the Companies Act, 2013 certain matters require the approval of the shareholders of the Company in general meeting. Similarly, in terms of the Articles of Association of the Company and guidelines of Department of Public Enterprises certain matters require the approval of the President of India.



The primary role of the Board is that of trusteeship to protect and enhance shareholders' value. The Board oversees the Company's strategic direction, reviews corporate performance, authorizes and monitors strategic decision, ensures regulatory compliance and safeguards interests of shareholders. The Board ensures that the Company is managed in a manner that fulfils stakeholders aspirations and societal expectations.

The day-to-day management of the Company is entrusted with the Chairman -cum- Managing Director, who is supported by Functional Directors and other senior Officers of the Company.

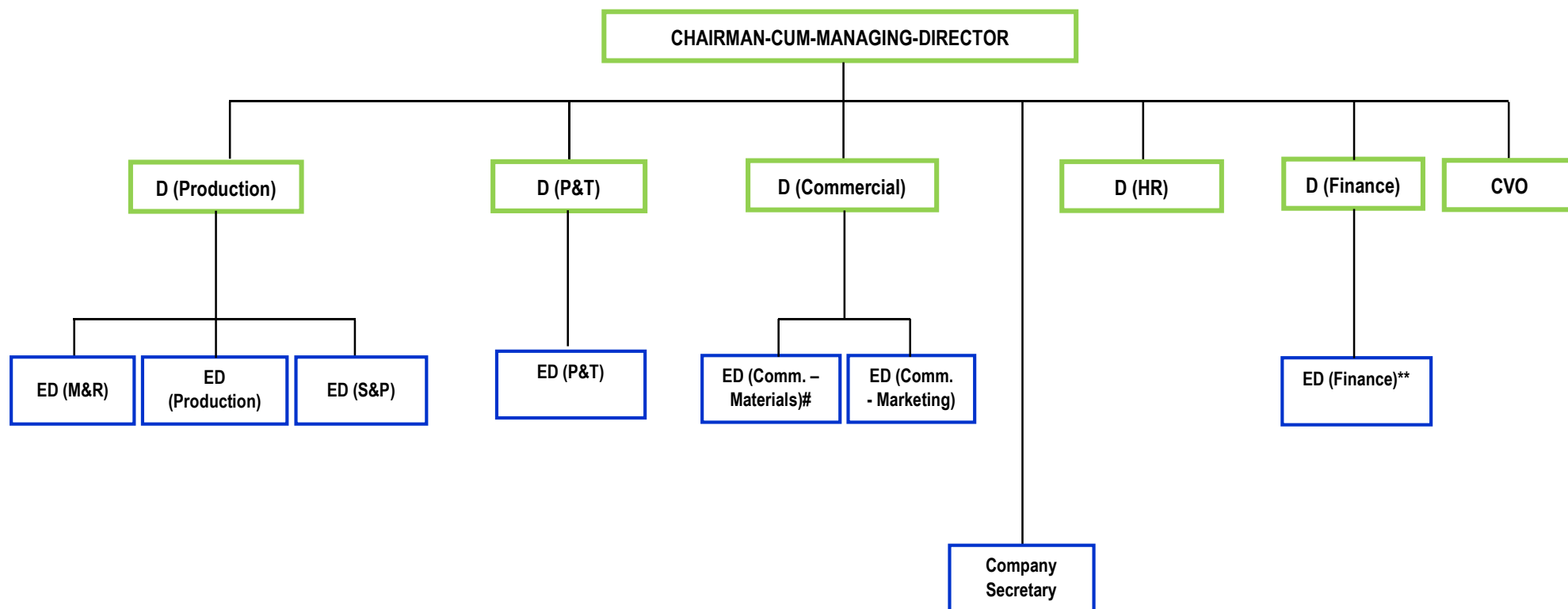
The Board of Directors has also set up several Committees with specific functions and powers.

For effective discharge of his functions, the Board of Directors has delegated substantial powers to the Chairman-cum- Managing Director. The Chairman -cum-Managing Director, in turn, sub-delegated specified power to Functional Directors and other Officers subject to due control being retained by him and subject to such conditions which are consistent with the need of prompt, effective and efficient discharge of responsibilities entrusted to such a Director/Officer. Delegation of Powers (DOP), as amended from time to time, is followed to take decisions/approvals for various matters by different levels of officers of the Company for efficient conduct of day to day affairs of the Company.

The Chairman-cum-Managing Director is accountable to the Board of Directors. Functional Directors are accountable to the Chairman -cum- Managing Director. The Officers are accountable to concerned Functional Directors.

NALCO signs every year Memorandum of Understanding (MoU) with the Administrative Ministry, Ministry of Mines, Govt. of India. The targets agreed between NALCO and the Ministry of Mines, Govt. of India for the year is shown in the MoU. The MoU can be viewed at "Investor Services" page of our website.

## Existing Top Level Organogram - NALCO



**NB:**

CMD	– Chairman-cum-Managing Director
HR	– Human Resources
P&T	– Project & Technical
CVO	– Chief Vigilance Officer
S&P	– Smelter & Power
M&R	– Mines & Refinery
H&A	– HRD & Administration

\*\*Vacant - At present, GGM (Finance) is exercising the power of ED (Finance)

# Vacant