



NLC INDIA LIMITED

(Navratna' - A Government of India Enterprise)

Regd. Office: First Floor, No.8, Mayor Sathyamurthy Road,
FSD, Egmore Complex of Food Corporation of India, Chetpet, Chennai-600 031
Corporate Office: Block-1, Neyveli-607 801, Cuddalore District, Tamil Nadu.
Phone: 04142/252205. Fax: 04142-252645, 252646
CIN:L93090TN1956GOI003507
Web-site:www.nlcindia.com: e-Mail:cosec@nlcindia.in



Lr.No.Secy/Reg. 24A of LODR/2019

Dt.30.05.2019

To The National Stock Exchange of India Ltd Plot No. C/1, G Block Bandra-Kurla Complex Bandra (E), Mumbai-400 051. Scrip Code : NLCINDIA	To The Bombay Stock Exchange Ltd Phiroze JeeJeebhoy Towers Dalal Street Mumbai-400 001. Scrip Code : 513683
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Dear Sirs,

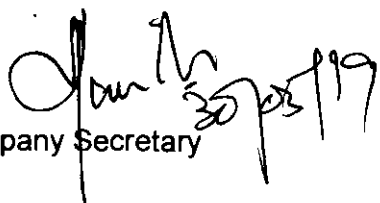
Sub: Secretarial Compliance Report pursuant to Regulation 24A of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 for the Financial Year 2018-19.

As required under Regulation 24A of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (LODR), read with SEBI Circular No. CIR/CFD/CMD1/27/2019 dated 8th February 2019, the Secretarial Compliance Report for the Financial Year 2018-19 issued by M/s. A.K. Jain & Associates, Company Secretaries, Chennai is enclosed.

Please take the same on record.

Thanking you,

Yours faithfully,
for NLC India Limited


Company Secretary

Encl: a/a

A. K. JAIN & ASSOCIATES
COMPANY SECRETARIES



S. Anil Kumar Jain B.Com., FCS
Balu Sridhar M.A.C.S., FCS., LLB
Pankaj Mehta B.Com (C.S.), ACS

SECRETARIAL COMPLIANCE REPORT
OF
NLC INDIA LIMITED
FOR THE FINANCIAL YEAR ENDED 31.03.2019

We, A.K. Jain & Associates, have examined:

- a) all the documents and records made available to us and explanation provided by NLC INDIA LIMITED ("the listed entity),
- b) the filings/ submissions made by the listed entity to the stock exchanges,
- c) website of the listed entity,
- d) any other document/ filing, as may be relevant, which has been relied upon to make this certification,

for the year ended 31.03.2019 in respect of compliance with the provisions of:

- a) the Securities and Exchange Board of India Act, 1992 ("SEBI Act") and the Regulations, circulars, guidelines issued thereunder; and
- b) the Securities Contracts (Regulation) Act, 1956 ("SCRA"), rules made thereunder and the Regulations, circulars, guidelines issued thereunder by the Securities and Exchange Board of India ("SEBI");

The specific Regulations, whose provisions and the circulars/ guidelines issued thereunder, have been examined, include:-

- a) Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.
- b) Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018; (No transaction during the review Period)
- c) Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
- d) Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018;
- e) Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014; (No transaction during the review Period)
- f) Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008;

S. Anil Kumar Jain

- g) Securities and Exchange Board of India (Issue and Listing of Non-convertible and Redeemable Preference Shares) Regulations, 2013; (No transaction during the review Period)
- h) The Securities and Exchange Board of India (Prohibition of insider Trading) Regulations, 2015;
- i) Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client;
- j) The Securities and Exchange Board of India (Depositories and Participants) Regulations, 2018;

and circulars/ guidelines issued thereunder;

and based on the above examination, We hereby report that, during the Review Period:

- a) The listed entity has complied with the provisions of the above Regulations and circulars/ guidelines issued thereunder, except in respect of matters specified below:-

Sr. No	Compliance Requirement (Regulations/ circulars / guidelines including specific clause)	Deviations	Observations/ Remarks of the Practicing Company Secretary
1.	Regulation 17(1)(b) of SEBI (LODR) Regulations, 2015	Independent Directors in the Board	The Board of Directors of the Company did not comprise with the required number of Independent Directors
2.	Regulation 18(1)(b) of SEBI (LODR) Regulations, 2015	Two-thirds of the members of audit committee shall be independent directors	For a part of the year (from 12.02.2019 to 31.03.2019), the composition of the Audit Committee did not comply with the requirements as prescribed under the Listing Regulations
3.	Regulation 18(1)(d) of SEBI (LODR) Regulations, 2015	Presence of Chairperson of the Audit Committee in the AGM	The Chairperson of the Audit Committee was not present in the 62 nd Annual General Meeting

- b) The listed entity has maintained proper records under the provisions of the above Regulations and circulars/ guidelines issued thereunder in so far as it appears from our examination of those records.
- c) The following are the details of actions taken against the listed entity/ its promoters/ directors/ material subsidiaries either by SEBI or by Stock Exchanges (including under the Standard Operating Procedures issued by SEBI through various circulars) under the aforesaid Acts/ Regulations and circulars/ guidelines issued thereunder:

J. Srinivas



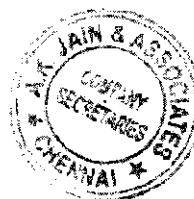
Sr. No	Action taken by	Details of violation	Details of Action taken E.g. fines, warning letter, debarment, etc.	Observations/Remarks of the Practicing Company Secretary, if any
1	The National Stock Exchange of India Ltd (NSE) and BSE Ltd (BSE)	Regulation 17(1) (b) of SEBI (LODR) Regulation, 2015	NSE and BSE each imposed fine of Rs. 542800/- (Q3/18-19)	<p>The Company has requested Ministry of Coal, the Administrative Ministry for nomination of requisite number of Independent Directors on the Board of NLC India Limited</p> <p>The Company has also requested the Stock Exchanges for waiver of the fine imposed and referred the matter to the Administrative Ministry for taking up the issue with the Ministry of Finance for waiver of the fine imposed by the Stock Exchanges</p>

d) The listed entity has taken the following actions to comply with the observations made in previous reports:

Sr. No	Observations of the Practicing Company Secretary in the previous reports	Observations made in the secretarial compliance report for the year ended. (The years are to be mentioned)	Actions taken by the listed entity, if any	Comments of the Practicing Company Secretary on the actions taken by the listed entity
Not Applicable				

Place: Chennai
Date: 30.05.2019

For A.K.JAIN & ASSOCIATES
Company Secretaries



B. Sridhar
BALU SRIDHAR
Partner
FCS No. 5869
C. P. No. 3550