# NLC India Limited



('Navratna' - Government of India Enterprise) Registered Office: No.135, EVR Periyar High Road, Kilpauk, Chennai-600 010. Corporate Office: Block-1, Neyveli-607 801, Cuddalore District, Tamil Nadu. CIN: L93090TN1956GOI003507, Website: www.nlcindia.in

email: investors@nlcindia.in Phone: 044-28360037, Fax: 044-28360057



Lr.No.Secy/Reg.30 of LODR/2022

Dt. 31.05.2022

То	То
The National Stock Exchange of India Ltd.	The BSE Ltd.
Plot No. C/1, G Block	Phiroze JeeJeebhoy Towers,
Bandra-Kurla Complex	Dalal Street,
Bandra (E), Mumbai-400 051.	Mumbai-400 001.
AND 4000	
Scrip Code: NLCINDIA	Scrip Code: 513683

Dear Sirs,

Sub: Regulation 30 - Disclosure of events or information under SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 - Postal Ballot Notice.

As required under Regulation 30 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, we send herewith a copy of the Postal Ballot Notice seeking approval of the Members for the following businesses by way of Special/Ordinary Resolution (as the case may be):

- 1) To approve the appointment of Shri M.T. Ramesh (DIN 07313892) as an Independent Director of the Company as a Special Resolution
- 2) To approve the appointment of Shri. Suresh Chandra Suman (DIN 09549424) as a Director of the Company as an Ordinary Resolution

The Postal Ballot Notice for seeking the approval of the Members for the aforesaid business is enclosed.

In compliance to the General Circular Nos. 14/2020 dated April 8, 2020 and 17/2020 dated April 13, 2020 read with other relevant circulars, including General Circular Nos. 10/2021 dated June 23, 2021 and 20/2021 dated December 8, 2021 and 3/2022 dated May 5, 2022, issued by the Ministry of Corporate Affairs, Government of India ("MCA Circulars"), Secretarial Standard on General Meetings ("SS-2") issued by the Institute of Company Secretaries of India and any other applicable law, rules and regulations (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), for seeking the approval of the Members to transact the Business as set out below and as contained in the Postal Ballot Notice dated 20th May, 2022 ("Postal Ballot Notice"), by passing the said resolutions through Postal Ballot, by way of remote e-voting process. The Company has engaged the services of NSDL for providing remote e-Voting facilities to the Members, enabling them to cast their vote electronically and in a secure manner.

The Postal Ballot Notice is being sent by e-mail only to those eligible Members who have already registered their e-mail address with the Depositories / their depository participant / the Company's Registrar and Share Transfer Agents, Integrated Registry Management Services Private Limited / the Company or who will register their e-mail address with Integrated Registry Management Services Private Limited, on or before 5:00 p.m. (IST) on June 24, 2022.

The Postal Ballot Notice along with explanatory statement, instructions for e-voting are also available on the website of the Company: www.nlcindia.in and on the website of NSDL www.evoting.nsdl.com.

Thanking You.

Yours faithfully for NLC India Limited

Company Secretary



# **NLC India Limited**

("Navratna" - Government of India Enterprise)

Regd. Office: No.135, EVR Periyar High Road, Kilpauk, Chennai 600 010

Phone No.: 044-28360037. Fax: 044-28360057

Corporate Office: Block-1, Neyveli - 607 801, Cuddalore District, Tamil Nadu.

CIN: L93090TN1956GOI003507. Web-site: www.nlcindia.in,

E-mail: investors@nlcindia.in

Dear Member(s),

**NOTICE** is hereby given pursuant to Section 108 and 110 and other applicable provisions, if any, of the Companies Act, 2013 ('Act'), read with the Companies (Management and Administration) Rules, 2014, ('Rules'), Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('SEBI Listing Regulations'), Secretarial Standard on General Meetings ("SS-2") issued by the Institute of Company Secretaries of India and other applicable laws, rules and regulations (including any statutory modification or re-enactment thereof for the time being in force and as amended from time to time), guidelines prescribed by the Ministry of Corporate affairs ("MCA"), Government of India, for holding general meeting / conducting postal ballot process through electronic voting (remote e-voting) vide General Circular 14/2020 dated April 8, 2020, General Circular 17/2020 dated April 13, 2020, General Circular 22/2020 dated June 15, 2020, General Circular 33/2020 dated September 28, 2020, General Circular 39/2020 dated December 31, 2020, General Circular 10/2021 dated June 23, 2021, General Circular 20/2021 dated December 8, 2021, General Circular dated 3/2022 dated May 5, 2022 and other relevant circulars and notifications issued by the Ministry of Corporate Affairs (hereinafter collectively referred to as 'the MCA Circulars') and other applicable laws and regulations (including any statutory modification or re-enactment thereof for the time being in force) that the following special business set out below are proposed to be passed by the Members of NLC India Limited ('Company'), by means of Postal Ballot through remote e-voting ("E-voting").

#### **SPECIAL BUSINESS**

1) To approve the appointment of Shri M.T. Ramesh (DIN 07313892) as an Independent Director of the Company by passing the following as a Special Resolution:

"RESOLVED that pursuant to Sections 149, 152 and other applicable provisions, if any of the Companies Act, 2013, and the rules framed thereunder, read with Schedule IV to the Act, as amended from time to time and the applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), Shri M.T. Ramesh (DIN 07313892) who was notified for appointment as a

Non-official Part-time Director (Independent Director) by the President of India vide Ministry of Coal (MoC) Letter No. 21/19/2021-BA/Estt dated 23<sup>rd</sup> March, 2022 and was appointed by the Board of Directors as an Additional Director w.e.f. 06<sup>th</sup> April, 2022 under Section 161 of the Companies Act, 2013 be and is hereby appointed as an Independent Director of the Company not liable to retire by rotation, for a period of three years with effect from the date of the above notification of MoC or until its further orders, whichever is earlier and on such terms & conditions as may be fixed by the Government of India."

# 2) To approve the appointment of Shri. Suresh Chandra Suman (DIN 09549424) as a Director of the Company by passing the following as an Ordinary Resolution:

"RESOLVED that pursuant to Sections 149, 152 and other applicable provisions, if any of the Companies Act, 2013, and the applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations 2015 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), Shri Suresh Chandra Suman (DIN 09549424) who was notified for appointment as Director (Mines) by the President of India vide Ministry of Coal (MoC) Letter No.21/20/2020-ESTABLISHMENT dated 11<sup>th</sup> May, 2022 and appointed as an Additional Director by the Board of Directors w.e.f. 11<sup>th</sup> May, 2022 under Section 161 of the Companies Act, 2013, be and is hereby appointed as a Director of the Company for a period of five years with effect from 11<sup>th</sup> May, 2022 or until further orders, whichever is earliest and on such terms & conditions, remuneration, tenure as may be determined by the Government of India from time to time and that he shall be liable to retire by rotation."

By Order of the Board of Directors

K.Viswanath

**Company Secretary** 

Place: Chennai

Date: 20.05.2022

#### **NOTES:**

- 1. An Explanatory Statement under Section 102(1) of the Act setting out all material facts relating to the resolutions mentioned in this Postal Ballot Notice is annexed.
- In accordance with the MCA circulars, the Postal Ballot Notice is being sent only in electronic form to Members whose names appear on the Register of Members/List of Beneficial Owners as received from the National Securities Depository Limited ('NSDL') and Central Depository Services (India) Limited ('CDSL') as on 27<sup>th</sup> May, 2022 (cut-off date) and who have

registered their e-mail addresses with the Company/Depositories. The Postal Ballot Notice has also been placed on the websites of the Company and NSDL. Physical copies of the Postal Ballot Notice along with Postal Ballot forms and pre-paid business reply envelopes are not being sent to Members for this Postal Ballot in line with the exemption provided in the MCA circulars.

- 3. The Company has engaged the services of NSDL to provide e-voting facility to its Members. The e-voting period commences from 9.00 a.m (IST) on 01<sup>st</sup> June, 2022 and ends at 5.00 p.m. (IST) on 30<sup>th</sup> June, 2022. The e-voting module will be disabled by NSDL thereafter. Communication of assent or dissent of the Members would take place only through the e-voting system. Once the vote on the resolution is cast by the Member, he/she shall not be allowed to change it subsequently. The detailed instructions for e-voting forms part of the Postal Ballot Notice.
- 4. If your e-mail address is not registered with the RTA in case of shares held in physical mode / with the Depositories in case of shares held in demat mode, you may register on or before 5:00 p.m. (IST) on 24th June, 2022, by sending an email to the RTA at their email ID: <a href="mailto:csdstd@integratedindia.in">csdstd@integratedindia.in</a> mentioning your Folio / Demat account No., for receiving Postal Ballot Notice dated 20.05.2022
- 5. Members may note that this Postal Ballot Notice will also be made available on the Company's website, <a href="www.nlcindia.in">www.nlcindia.in</a>, websites of the Stock Exchanges where the equity shares of the Company are listed i.e. BSE Limited, <a href="www.bseindia.com">www.bseindia.com</a> and National Stock Exchange of India Limited, <a href="www.nseindia.com">www.nseindia.com</a> and on the website of the E-voting service provider (i.e.) NSDL <a href="www.evoting.nsdl.com">www.evoting.nsdl.com</a>
- 6. For permanent updation of email / Mobile / KYC details, Members holding shares in physical mode may submit the details in Form ISR-1 to our RTA as per SEBI circular dated November 3, 2021. Members holding shares in demat mode are requested to contact their Depository Participant (DP) for updation of KYC details in their demat accounts.
- 7. Member(s) whose names appear on the Register of Members/List of Beneficial Owners as on the cut-off date will be considered for E-voting. A person who is not a member as on the cut-off date should treat this Notice for information purpose only.
- 8. Pursuant to Regulation 36(3) of the SEBI Listing Regulations and Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India, the relevant details of Directors being appointed are annexed to this notice.
- 9. In compliance with the provisions of Section 108 and 110 of the Act, read with Rule 20 and 22 of the Rules, Regulation 44 of the SEBI Listing Regulations and MCA Circulars, the Company is offering facility of E-voting to all Members to enable them to cast their votes electronically. Members are requested to follow the procedure as stated in the Notes in this regard.

- 10.M/s Kumar Naresh Sinha & Associates, Practising Company Secretaries, Noida has been appointed as the Scrutinizer for conducting the Postal Ballot only through the E-voting process in a fair and transparent manner.
- 11. The Scrutinizer will submit their report to the Chairman or to any authorized person of the Company and the results of the Postal Ballot will be announced within 2 working days of conclusion of e-voting as stipulated under SEBI (LODR) Regulations. The said results would be displayed at the Registered Office of the Company and intimated to the National Stock Exchange of India Limited (NSE) and BSE Limited (BSE) where the shares of the Company are listed. Additionally, the results will also be uploaded on the Company's website www.nlcindia.in and on the website of NSDL (www.evoting.nsdl.com).
- 12.A Member cannot exercise his/her vote through proxy on Postal Ballot. The voting rights of Members shall be in proportion to their shares in the paid-up equity share capital of the Company as on the cut-off date i.e., 27<sup>th</sup> May, 2022.
- 13. The resolutions, if passed with requisite majority by the Members through Postal Ballot shall be deemed to be passed on the last date of the voting period i.e., 30th June, 2022 and shall be deemed to have been passed at a general meeting of the Members convened in that behalf.

#### **EVOTING INSTRUCTIONS**

#### **How do I vote electronically using NSDL e-Voting system?**

The way to vote electronically on NSDL e-Voting system consists of "Two Steps" which are mentioned below:

# Step 1: Access to NSDL e-Voting system

A) Login method for e-Voting for Individual shareholders holding securities in demat mode

In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

Login method for Individual shareholders holding securities in demat mode is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL.	1. Existing IDeAS user can visit the e-Services website of NSDL Viz. <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a> either on a Personal Computer or on a mobile. On the e-Services home page click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section, this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on "Access to e-Voting" under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be re-directed to e-Voting website of NSDL for casting your vote
	during the remote e-Voting period.  2. If you are not registered for IDeAS e-Services, option to register is available at <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a> . Select "Register
	Online for IDeAS Portal" or click at
	Online for IDeAS Portal" or click at <a href="https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp</a> 3. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <a href="https://www.evoting.nsdl.com/">https://www.evoting.nsdl.com/</a> either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period.

 Shareholders/Members can also download NSDL Mobile App "NSDL Speede" facility by scanning the QR code mentioned below for seamless voting experience.

#### **NSDL** Mobile App is available on



Individual
Shareholders
holding
securities in
demat mode
with CDSL

- Existing users who have opted for Easi / Easiest, they can login through their user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi / Easiest are <a href="https://web.cdslindia.com/myeasi/home/login">https://web.cdslindia.com/myeasi/home/login</a> or <a href="www.cdslindia.com">www.cdslindia.com</a> and click on New System Myeasi.
- After successful login of Easi/Easiest the user will be also able to see the E Voting Menu. The Menu will have links of e-Voting service provider i.e. NSDL. Click on NSDL to cast your vote.
- If the user is not registered for Easi/Easiest, option to register is available at <a href="https://web.cdslindia.com/myeasi/Registration/EasiRegistration">https://web.cdslindia.com/myeasi/Registration/EasiRegistration</a>
- 4. Alternatively, the user can directly access e-Voting page by providing demat Account Number and PAN No. from a link in <a href="www.cdslindia.com">www.cdslindia.com</a> home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the demat Account. After successful authentication, user will be provided links for the respective ESP i.e. **NSDL** where the e-Voting is in progress.

Individual		
Shareholders		
(holding		
securities in		
demat mode)		
login through		
their		
depository		
participants		

You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. upon logging in, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.

**Important note:** Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

# Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. NSDL and CDSL.

Login type	Helpdesk details
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at <a href="mailto:evoting@nsdl.co.in">evoting@nsdl.co.in</a> or call at toll free no.: 1800 1020 990 and 1800 22 44 30
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at <a href="helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or contact at 022- 23058738 or 022-23058542-43

B) Login Method for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode.

# **How to Log-in to NSDL e-Voting website?**

- 1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <a href="https://www.evoting.nsdl.com/">https://www.evoting.nsdl.com/</a> either on a Personal Computer or on a mobile.
- 2. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section.
- 3. A new screen will open. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen. Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <a href="https://eservices.nsdl.com/">https://eservices.nsdl.com/</a> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.
- 4. Your User ID details are given below:

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID
	For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12******.
b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID
	For example if your Beneficiary ID is 12******* then your user ID is 12*********
c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the company
	For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001***

- 5. Password details for shareholders other than Individual shareholders are given below:
  - a) If you are already registered for e-Voting, then you can user your existing password to login and cast your vote.
  - b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.
  - c) How to retrieve your 'initial password'?
    - (i) If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.
    - (ii) If your email ID is not registered, please follow steps mentioned below in process for those shareholders whose email ids are not registered
- 6. If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:
  - a) Click on "<u>Forgot User Details/Password?</u>"(If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com.
  - b) **Physical User Reset Password?**" (If you are holding shares in physical mode) option available on <a href="https://www.evoting.nsdl.com">www.evoting.nsdl.com</a>.
  - c) If you are still unable to get the password by aforesaid two options, you can send a request at <u>evoting@nsdl.co.in</u> mentioning your demat account number/folio number, your PAN, your name and your registered address etc.
  - d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.
- 7. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.
- 8. Now, you will have to click on "Login" button.
- 9. After you click on the "Login" button, Home page of e-Voting will open.

#### Step 2: Cast your vote electronically on NSDL e-Voting system.

### How to cast your vote electronically on NSDL e-Voting system?

- 1. After successful login at Step 1, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle.
- 2. Select "EVEN" of company for which you wish to cast your vote during the remote e-Voting period.
- 3. Now you are ready for e-Voting as the Voting page opens.
- 4. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on "Submit" and also "Confirm" when prompted.
- 5. Upon confirmation, the message "Vote cast successfully" will be displayed.
- 6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
- 7. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

# **General Guidelines for shareholders**

- 1. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to <a href="mailto-kumarnareshsinha@gmail.com">kumarnareshsinha@gmail.com</a> with a copy marked to <a href="mailto-kumarnareshsinha@gmail.com">evoting@nsdl.co.in</a>.
- 2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the "Forgot User Details/Password?" or "Physical User Reset Password?" option available on www.evoting.nsdl.com to reset the password.
- 3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of <a href="www.evoting.nsdl.com">www.evoting.nsdl.com</a> or call on toll free no.: 1800 1020 990 and 1800 22 44 30 or send a request to Ms. Sarita Mote at <a href="evoting@nsdl.co.in">evoting@nsdl.co.in</a>

Process for those shareholders whose email ids are not registered with the depositories for procuring user id and password and registration of e mail ids for e-voting for the resolutions set out in this notice:

- 1. In case shares are held in physical mode please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) by email to csdstd@integratedindia.in
- 2. In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) to <a href="mailto:csdstd@integratedindia.in">csdstd@integratedindia.in</a>. If you are an Individual shareholders holding securities in demat mode, you are requested to refer to the login method explained at step 1 (A) i.e. <a href="mailto:Login method for e-Voting for Individual shareholders holding securities in demat mode">csdstd@integratedindia.in</a>. If you are an Individual shareholders holding securities in demat mode.
- 3. Alternatively shareholder/members may send a request to <a href="mailto:evoting@nsdl.co.in">evoting@nsdl.co.in</a> for procuring user id and password for e-voting by providing above mentioned documents.

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# EXPLANATORY STATEMENT AS REQUIRED UNDER SECTION 102(1) OF THE COMPANIES ACT, 2013

Pursuant to Ministry of Coal (MoC) Letter No. 21/19/2021-BA/Estt dated 23<sup>rd</sup> March, 2022, Shri M.T. Ramesh (DIN 07313892), was inducted into the Board as Non-Official Part time Directors for a period of 3 years from the date of above notification of MoC or until its further orders, whichever is earlier and appointed by the Board of Directors as Additional Directors w.e.f. 06<sup>th</sup> April, 2022 under Section 161 of the Companies Act, 2013.

Further Pursuant to Ministry of Coal (MoC) Letter No. 21/20/2020-ESTABLISHMENT dated 11<sup>th</sup> May, 2022, Dr Suresh Chandra Suman (DIN 09549424), was inducted into the Board as Director (Mines) and appointed by the Board of Directors as an Additional Director w.e.f. 11.05.2022 under Section 161 of the Companies Act, 2013.

Notices have been received under Section 160 of the Companies Act, 2013 from a Member signifying his intention to propose the appointment of Shri M.T. Ramesh and Dr Suresh Chandra Suman as Directors of the Company. Nomination and Remuneration Committee of the Company has recommended for the proposed appointment of Dr Suresh Chandra Suman as Directors of the Company

Shri M.T. Ramesh have given a declaration that they meet the criteria of Independence as provided in Section 149(6) of the Companies Act, 2013.

Shri M.T. Ramesh and Dr Suresh Chandra Suman are deemed to be interested in the proposed resolutions to the extent of their appointment as Director. No other Directors or Key Managerial Personnel of the Company or their relatives are interested in the resolutions.

Shri M.T. Ramesh and Dr Suresh Chandra Suman do not hold any share in the Company, either in their individual capacity or on a beneficial basis for any other person.

Shri M.T. Ramesh and Dr Suresh Chandra Suman are not related to any of the Directors or Key Managerial Personnel of the Company or their relatives, as per the disclosures received from them.

As per Regulation 17 (1C) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the listed entity shall ensure that approval of shareholders for appointment of a person on the Board of Directors is taken at the next general meeting or within a time period of three months from the date of appointment, whichever is earlier.

Further, as per the provision of Regulation 25(2A) of SEBI (LODR) Regulations, 2015 the appointment of an Independent Director of a listed entity, shall be subject to the approval of shareholders by way of a special resolution.

Directors recommend the resolutions as set out in Item No.1 & 2 of Notice for Members' approval.

The brief resume of Directors proposed for appointment/re-appointment are furnished in Annexure-2.

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Annexure-2

# BRIEF RESUME OF DIRECTORS PROPOSED FOR APPOINTMENT OF DIRECTORS:

1. Shri M.T. Ramesh holds Bachelor's degree in History. He is an eminent Social Worker who has been actively involved in various social service activities for the past three decades. He is also involved in various kinds of philanthropy works for the betterment of the society.

No remuneration other than sitting fees is being paid to Shri M.T. Ramesh for attending the meetings of the Board or Committee thereof.

Shri M.T. Ramesh is independent of the Management and possesses appropriate skills, experience & knowledge for appointment as an Independent Director.

Shri M.T. Ramesh is not on the Board/Committee of any other Listed Company. Shri M.T. Ramesh had attended all Board Meetings held till date during the FY 2022-23, after his induction in to the Board.

2. Dr. Suresh Chandra Suman has assumed charge as Director (Mines) of NLC India Limited on 11th May, 2022. He is a Mining Engineer, having graduated with distinction from the reputed Birsa Institute of Technology, Sindri, Jharkhand. Dr. Suman holds a Doctorate in Coal Mining Safety from IIT (Indian School of Mines), Dhanbad. He also holds a First Class Mine Manager Competency Certificate (Coal) from the Directorate General of Mines Safety and a Post Graduate Diploma in Human Resource Management from IGNOU.

Prior to his appointment, he was Executive Director/Mines, NLCIL. He has handled many challenging jobs successfully. As General Manager/Mine Planning, he was instrumental in successfully awarding the work order for Talabira II & III OCP in Sambalpur & Jharsuguda District, Odisha under MDO

mode and finalizing the MDO Tender for the green field project-Pachwara South Coal Block in Jharkhand state. As Head of Talabira II & III OCP, he independently handled many challenges in Land Acquisition, Rehabilitation and was instrumental in obtaining environmental clearances in record time to commence coal production ahead of time. He introduced the State-of-art technology in reclamation for High tech Farming and hydroponic farming over 250 acres of mined out land. During his tenure as ED/Mines, two Neyveli mines received 5 star rating from MoC. Also, he was instrumental in Mine-I bagging the prestigious safety award – "National safety award" for the years 2018, 2019 and 2020, for the "lowest injury frequency rate" and Mine-II bagging the National Safety Award for the year 2020 under "longest accident free period."

Dr. Suman started his initial career in one of the challenging subsidiary of Coal India Limited, Eastern Coalfields Ltd. serving 23 years and 3 years at South Eastern Coalfields Ltd., holding various responsible positions and has rich experience in both Opencast and Underground Mines prior to joining NLC India Limited in 2016.

Dr. S C Suman hails from Koderma, Jharkhand and is a visionary leader and strategist, experienced in Greenfield and Brownfield Mining projects, MDO Contracts, Projects & Planning, Underground and Opencast Mining. His rich experience and expertise will help NLCIL grow further to greater heights.

Dr. Suresh Chandra Suman is not on the Board/Committee of any other Listed Company. No Board Meeting has been held after induction of Dr. Suresh Chandra Suman into the Board during the year 2022-23.

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