



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: cosec@nlcindia.in Phone: 044-28360027, Fax: 044-28360057



Lr. No. Secy/AGM/2022

Date: 07.09.2022

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 BSE Ltd. Phiroze Jeeleebhoy Towers, Dalal Street. Mumbai - 400 001. Scrip Code: 513683.
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Dear Sir(s),

Sub: Intimation of 66th Annual General Meeting, Book Closure Date, Record Date & Cut-off Date.

We wish to inform that the 66th Annual General Meeting of the Company is scheduled to be held on Thursday, **29th September, 2022** at 15.00 hours (IST) through Video Conferencing (“VC”)/Other Audio Visual Means (“OAVM”) in accordance with the applicable circulars issued by Ministry of Corporate Affairs and Securities Exchange Board of India. The Notice convening the Annual General Meeting is attached herewith.

Pursuant to Regulation 42 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Register of Members and Share Transfer Books of the Company will remain closed from Friday, **23rd September, 2022** to Thursday, **29th September, 2022** (both days inclusive) and has fixed Thursday, **22nd September, 2022** as the Record Date for taking record of the Members of the Company for the purpose of Annual General Meeting and Final Dividend, if any declared for the financial year 2021-22.

Further, in terms of Section 108 of the Companies Act, 2013 and the rules notified thereunder, the Company has fixed Thursday, **22nd September, 2022** as the Cut-off Date for the purpose of remote e-voting, to record the entitlement of the Members to cast their votes electronically at the 66th Annual General Meeting. The remote e-voting period commences on Monday, **26th September, 2022** (9:00 a.m. IST) and ends on Wednesday, **28th September, 2022** (5:00 p.m. IST).

As per SEBI Circular no. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated 12th May, 2020 and SEBI/HO/CFD/CMD 2/CIR/P/2022/62 dated 13th May, 2022, AGM Notice along with Annual Report will be sent to those Members who have registered their email ID with their Depository Participant/our RTA.

Thanking You

Yours faithfully,
for NLC India Limited

Digitally signed by
Viswanath K
Date: 2022.09.07 17:01:42
+05'30'
Viswanath K
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. website: www.nlcindia.in, E-mail: investors@nlcindia.in

NOTICE

NOTICE is hereby given that the Sixty Sixth Annual General Meeting (AGM) of the Members of the Company will be held on Thursday, 29th September, 2022 at 15:00 Hours IST through Video Conferencing ("VC")/Other Audio Visual Means ("OAVM") to transact the following business:

ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Financial Statements including Consolidated Financial Statements of the Company for the Financial Year ended 31st March, 2022, together with the Board's Report and the Auditor's Report thereon and the comments of the Comptroller & Auditor General of India and to pass the following resolution as an Ordinary Resolution:

"RESOLVED that the Audited Financial Statements including Consolidated Financial Statements of the Company for the Financial Year ended 31st March, 2022, together with the reports of the Board of Directors and Auditor's Report thereon and the comments of the Comptroller & Auditor General of India, placed before the Meeting be and are hereby approved and adopted."

2. To confirm the Interim Dividend paid @15% (₹ 1.50 per equity share) & to approve the declaration of Final Dividend @15% (₹ 1.50 per equity share) for the Financial Year 2021-22 and to pass the following resolution as an Ordinary Resolution:

"RESOLVED that the Interim Dividend @15% (₹ 1.50 per equity share) paid and the Final Dividend @15% (₹ 1.50 per equity share) recommended by the Board of Directors of the Company, aggregating to 30% (₹ 3.00 per equity share) on the paid up share capital of ₹ 1386,63,66,090/- of the Company be and is hereby declared as the Dividend for the Financial Year 2021-22.

3. To appoint a Director in the place of Shri Ramesh Chand Meena (DIN 08009394), who retires by rotation & being eligible, offers himself for reappointment and in this regard to pass the following resolution as an Ordinary Resolution:

“RESOLVED that Shri Ramesh Chand Meena (DIN 08009394), Director be and is hereby re-appointed as a Director of the Company liable to retire by rotation.”

SPECIAL BUSINESS

4. To consider & ratify the remuneration fixed to the Cost Auditors of the Company for the Financial Year 2022-23 and in this regard to pass the following resolution as an Ordinary Resolution:

“RESOLVED that pursuant to Section 148 read with Rule 14 of the Companies (Audit and Auditors) Rules, 2014, the remuneration of ₹ 5,00,000/- (Rupees five lakh only) (plus applicable taxes) and re-imburement of expenditures including out-of-pocket expenses at actuals restricted to 20% of the audit fee, with an additional fee of ₹ 25,000/- (Rupees twenty five thousand only) (plus applicable taxes) for the new Units, if any, commissioned during the financial year 2022-23, fixed to R M Bansal and Co., the Cost Auditor appointed under Section 148(3) of the Companies Act, 2013, for the Financial Year 2022-23 be and is hereby ratified.”

By order of the Board of Directors

K. Viswanath
Company Secretary

Place: Chennai
Date: 20.08.2022

NOTES:

1. In view of the continuing COVID-19 pandemic, the general meetings of the companies shall be conducted as per the guidelines issued by the Ministry of Corporate Affairs (MCA) vide Circular No. 20/2020 dated May 05, 2020, Circular No. 02/2021 dated January 13, 2021, Circular No. 19/2021 dated December 08, 2021 and Circular No. 21/2021 dated December 14, 2021 and Circular No. 2/2022 dated May 05, 2022 (MCA Circulars) and SEBI vide Circular no. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated May 12, 2020 read with SEBI/HO/CFD/CMD2/CIR/P/2021/11 dated January 15, 2021 and SEBI/HO/CFD/CMD2/CIR/P/2022/62 dated May 13, 2022 (SEBI Circulars). The forthcoming AGM will thus be held through video conferencing (VC) or other audio visual means (OAVM) in compliance with applicable provisions of the Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with above mentioned Circulars. Hence, Members can attend and participate in the ensuing AGM through VC/OAVM.
2. Since this AGM is being held pursuant to the MCA and SEBI Circulars through VC / OAVM, physical attendance of Members has been dispensed with. Accordingly, the facility for appointment of proxies by the Members will not be available for the AGM and hence the Proxy Form and Attendance Slip are not annexed to this Notice.
3. The Register of Members and Share Transfer books of the Company will remain closed from 23rd September, 2022 to 29th September, 2022 (both days inclusive) for Annual General Meeting and for determining the entitlement of the shareholders for the final dividend declared if any, for the financial year 2021-22. The Registers and documents required under Companies Act, 2013, will be available for inspection by the members electronically at the AGM.
4. The Final Dividend on equity shares, as recommended by the Board of Directors, if declared at the Annual General Meeting, will be paid within 30 days from the date of AGM to the Members or their mandates whose name appear in the Company's Register of Members on the Record date i.e., 22nd September, 2022.
5. The relevant explanatory statement pursuant to Section 102 of the Companies Act, 2013 setting out the details relating to Special Business at the meeting is annexed hereto at **Annexure-1**.
6. The relevant details, pursuant to Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India, in respect of Director seeking re-appointment / appointment at this AGM is annexed hereto at **Annexure - 2**.
7. None of the Directors of the Company are related to each other in any way.

8. Shri. Naresh Kumar Sinha, Proprietor, of M/s. Kumar Naresh Sinha & Associates, Company Secretaries, has been appointed as the Scrutinizer for scrutinizing the remote e-voting process as well as voting during the meeting in a fair and transparent manner.
9. Corporate Members/FIIs/Financial Institutions intending to attend the Annual General Meeting are requested to send a duly certified copy of the Board Resolution/such other documents authorizing their representatives to attend the Annual General Meeting through VC / OAVM on its behalf and to vote through remote e-voting. The said Resolution / Authorization shall be sent to the Scrutinizer through its registered email address to kumarnareshsinha@gmail.com with a copy marked to evoting@nsdl.co.in.
10. Integrated Registry Management Services Pvt Ltd., is the Depository Registrar and Share Transfer Agent for the Company (DR & STA). The details of their address, contact numbers are as under:

Address: II Floor, 'Kences Towers', No.1, Ramakrishna Street,
North Usman Road, T.Nagar, Chennai-600017.
Tel.No.: 044-28140801-03, FaxNo.:044-28142479
E-mail id: csdstd@integratedindia.in.
11. In compliance with the aforesaid MCA Circulars and SEBI Circular dated 13 May, 2022, Notice of the AGM along with the Annual Report 2021-22 is being sent only through electronic mode to those Members whose email addresses are registered with the Company / Depositories. Members may note that the Notice and Annual Report 2021-22 will also be available on the Company's website www.nlcindia.in, websites of the Stock Exchanges i.e. BSE Limited and National Stock Exchange of India Limited at www.bseindia.com and www.nseindia.com respectively, and on the website of NSDL. However physical copies of the Annual Reports will be sent on the request of the shareholders.
12. To support the green initiative, Members are requested to register/update their e-mail addresses with DR & STA of the Company, for receiving the documents in electronic form. Members holding shares in electronic form may also register/update their email ids with their depositories.
13. Members are requested to intimate changes, if any, pertaining to their name, postal address, email address, telephone/ mobile numbers, Permanent Account Number (PAN), mandates, nominations, power of attorney, bank details such as, name of the bank and branch details, bank account number, MICR code, IFSC code, etc., to their Depository Participants (DPs) in case the shares are held by them in electronic form and to Integrated Registry Management Services Pvt Ltd. in case the shares are held by them in physical form through form ISR-1 by e-mail to csdstd@integratedindia.in.
14. In case of joint holders, the Member whose name appears as the first holder in the order of names as per the Register of Members of the Company will be entitled to vote at the AGM.

15. Pursuant to provisions of the Companies Act, 2013, the dividend amounts which remain unclaimed for a period of seven consecutive years or more are required to be transferred to the Investors Education and Protection Fund constituted by the Central Government. The information in respect of unclaimed Dividends has been uploaded on the website of the Company viz., www.nlcindia.in. Pursuant to notification of the Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016, all shares in respect of which dividend have remained unpaid or unclaimed for seven consecutive years or more shall be transferred to IEPF Authority. The details of such shareholders and shares due for transfer to the IEPF Authority is available at www.nlcindia.in. Members who have not claimed their dividend / shares, may write to the Company Secretary at the Registered Office / Corporate Office or e-mail at investors@nlcindia.in or to the Registrar and Share Transfer Agent. Members, whose unclaimed dividends / shares have been transferred to IEPF, may claim the same by making an online application to the IEPF Authority in web Form No. IEPF-5 available on www.iepf.gov.in and the said claim will be entertained as per the notification / circular issued by IEPF Authority, from time to time
16. Members holding multiple folios are requested to get their holdings consolidated.
17. As per Regulation 40 of SEBI Listing Regulations, as amended, transmission / transposition of securities of listed companies shall be effected only in dematerialized form. In view of this and to eliminate all risks associated with physical shares, Members holding shares in physical form are requested to consider converting their physical holdings to dematerialized form. Members can contact the Company or Company's Registrar and Share Transfer Agent, for assistance in this regard.
18. Members can avail the nomination facility by filing Form SH-13, as prescribed under Section 72 of the Companies Act, 2013 and Rule 19(1) of the Companies (Share Capital and Debentures) Rules, 2014, with the Company.
19. Members attending the AGM through VC / OAVM shall be counted for the purpose of quorum under Section 103 of the Companies Act, 2013.
20. Since the AGM will be held through VC / OAVM, the Route Map is not annexed to this Notice.
21. Pursuant to Finance Act 2020, the Company is required to deduct tax at source from dividend paid to shareholders at the prescribed rates. For the prescribed rates for various categories, the shareholders are requested to refer to the Finance Act, 2020 and amendments thereof. The shareholders are requested to update their PAN with the Company/ RTA (in case of shares held in physical mode) and depositories (in case of shares held in demat mode).

A Resident individual shareholder with PAN and who is not liable to pay income tax can submit a yearly declaration in Form No. 15G/15H, to avail the benefit of non-

deduction of tax at source. Shareholders are requested to note that in case their PAN is not registered, the tax will be deducted at a higher rate of 20%

Non-resident shareholders can avail beneficial rates under tax treaty between India and their country of residence, subject to providing necessary documents i.e., No Permanent Establishment and Beneficial Ownership Declaration, Tax Residency Certificate, Form 10F, any other document which may be required to avail the tax treaty benefits.

22. Members may please note that SEBI vide its Circular No. SEBI/HO/MIRSD/MIRSD_RTAMB/P/CIR/2022/8 dated January 25, 2022 has mandated the listed companies to issue securities in dematerialized form only while processing service requests viz. Issue of duplicate securities certificate; claim from unclaimed suspense account; renewal/exchange of securities certificate; endorsement; sub-division/splitting of securities certificate; consolidation of securities certificates/folios; transmission and transposition. Accordingly, Members are requested to make service requests by submitting a duly filled and signed Form ISR – 4, the format of which is available on the Company's website at www.nlcindia.in and at the website of RTA at https://www.integratedindia.in/Corporate_Container.aspx?RTI/STA.

23. Instructions for e-voting and joining the AGM are as follows:

Voting through electronic means:

1. The Members can join the AGM in the VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the AGM through VC/OAVM will be made available for 1000 members on first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the AGM without restriction on account of first come first served basis.
2. Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 (as amended), and the Circulars issued by the Ministry of Corporate Affairs, the Company is providing facility of remote e-voting to its Members in respect of the business to be transacted at the AGM. For this purpose, the Company has entered into an agreement with National Securities Depository Limited (NSDL) for facilitating voting through electronic means, as the authorized agency. The facility of casting votes by a member using remote e-voting system as well as e-voting during the AGM will be provided by NSDL.
3. The remote e-voting period commences on 26th September, 2022 (9:00 a.m. IST) and ends on 28th September, 2022 (5:00 p.m. IST). During this period, Members holding shares either in physical form or in dematerialized form, as on

22nd September, 2022 i.e., cut-off date, may cast their vote electronically. The e-voting module shall be disabled by NSDL for voting thereafter. Those Members, who will be present in the AGM through VC / OAVM facility and have not cast their vote on the Resolutions through remote e-voting and are otherwise not barred from doing so, shall be eligible to vote through e-voting system during the AGM.

The instructions for e-voting are as under:

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 and joining virtual meeting 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.	<ol style="list-style-type: none"> 1. Existing IDeAS user can visit the e-Services website of NSDL Viz. https://eservices.nsd.com 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 or joining virtual meeting & voting during the meeting. 2. If you are not registered for IDeAS e-Services, option to register is available at https://eservices.nsd.com. Select "Register Online for IDeAS Portal" or click at https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp 3. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsd.com/ 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

	<p>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 or joining virtual meeting & voting during the meeting.</p> <p>4. Shareholders/Members can also download NSDL Mobile App “NSDL Speede” facility by scanning the QR code mentioned below for seamless voting experience.</p> <p style="text-align: center;">NSDL Mobile App is available on</p> <div style="display: flex; justify-content: center; align-items: center;">  App Store  Google Play </div> <div style="display: flex; justify-content: center; align-items: center; gap: 20px;">   </div>
<p>Individual Shareholders holding securities in demat mode with CDSL</p>	<ol style="list-style-type: none"> 1. 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 https://web.cdslindia.com/myeasi/home/login or www.cdslindia.com and click on New System My easi. 2. 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. 3. If the user is not registered for Easi/Easiest, option to register is available at https://web.cdslindia.com/myeasi/Registration/EasiRegistration 4. Alternatively, the user can directly access e-Voting page by providing demat Account Number and PAN No. from a link in www.cdslindia.com 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.

<p>Individual Shareholders (holding securities in demat mode) login through their depository participants</p>	<p>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.</p>
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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
<p>Individual Shareholders holding securities in demat mode with NSDL</p>	<p>Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at toll free no.: 1800 1020 990 and 1800 22 44 30</p>
<p>Individual Shareholders holding securities in demat mode with CDSL</p>	<p>Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at 022- 23058738 or 022-23058542-43</p>

B) Login Method for e-Voting and joining virtual meeting 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: <https://www.evoting.nsdl.com/> 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 <https://eservices.nsdl.com/> 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 use 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 "**Forgot User Details/Password?**"(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 www.evoting.nsdl.com.
 - c) If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.co.in 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 and join General Meeting on NSDL e-Voting system.

How to cast your vote electronically and join General Meeting 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 and General Meeting is in active status.
2. Select "EVEN" of company for which you wish to cast your vote during the remote e-Voting period and casting your vote during the General Meeting. For joining virtual meeting, you need to click on "VC/OAVM" link placed under "Join Meeting".
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 kumareshsinha@gmail.com with a copy marked to evoting@nsdl.co.in. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) can also upload their Board Resolution / Power of Attorney / Authority Letter etc. by clicking on "**Upload Board Resolution / Authority Letter**" displayed under "**e-Voting**" tab in their login.
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 www.evoting.nsdl.com or call on toll free no.: 1800 1020 990 and 1800 22 44 30 or send a request to Ms. Pallavi Mhatre, Senior Manager, NSDL at evoting@nsdl.co.in

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 investors@nclindia.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 investors@nclindia.in . 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. **Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode.**
3. Alternatively shareholder/members may send a request to evoting@nsdl.co.in for procuring user id and password for e-voting by providing above mentioned documents.
4. 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 required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.

THE INSTRUCTIONS FOR MEMBERS FOR e-VOTING ON THE DAY OF THE AGM ARE AS UNDER:-

1. The procedure for e-Voting on the day of the AGM is same as the instructions mentioned above for remote e-voting.
2. Only those Members/ shareholders, who will be present in the AGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system in the AGM.
3. Members who have voted through Remote e-Voting will be eligible to attend the AGM. However, they will not be eligible to vote at the AGM.
4. The details of the person who may be contacted for any grievances connected with the facility for e-Voting on the day of the AGM shall be the same person mentioned for Remote e-voting.

INSTRUCTIONS FOR MEMBERS FOR ATTENDING THE AGM THROUGH VC/OAVM ARE AS UNDER:

1. Member will be provided with a facility to attend the AGM through VC/OAVM through the NSDL e-Voting system. Members may access by following the steps mentioned above for **Access to NSDL e-Voting system**. After successful login, you can see link of "VC/OAVM link" placed under "**Join meeting**" menu against company name. You are requested to click on VC/OAVM link placed under Join General Meeting menu. The link for VC/OAVM will be available in Shareholder/Member login where the EVEN of Company will be displayed. Please note that the members who do not have the User ID and Password for e-Voting or have forgotten the User ID and Password may retrieve the same by following the remote e-Voting instructions mentioned in the notice to avoid last minute rush.
2. Members are encouraged to join the Meeting through Laptops for better experience.
3. Further Members will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
4. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
5. Shareholders who would like to express their views/have questions may send their questions in advance mentioning their name demat account number/folio number, email id, mobile number at investors@nlcindia.in . The same will be replied by the company suitably.
6. Members those who are holding shares of the Company as on the cut-off date i.e. 22nd September, 2022 may register themselves as a speaker by sending their request

from their registered email address mentioning their name, DP ID and Client ID/folio number, PAN, mobile number at investors@nlicindia.in on or before 24th September, 2022 (5:00 p.m. IST). Those Members who have registered themselves as a speaker will only be allowed to express their views/ask questions during the AGM.

7. When a pre-registered speaker is invited to speak at the meeting but he / she does not respond, the next speaker will be invited to speak. Accordingly, all speakers are requested to get connected to a device with video/ camera along with good internet speed.
8. The Company reserves the right to restrict the number of questions and number of speakers, as appropriate, for smooth conduct of the AGM.
9. Members who need assistance before or during the AGM, can contact Ms. Pallavi Mhatre, Senior Manager, NSDL at evoting@nsdl.co.in or call 1800 1020 990 / 1800 22 44 30.

**EXPLANATORY STATEMENT AS REQUIRED
UNDER SECTION 102 OF THE COMPANIES ACT, 2013.**

ITEM No. 4

Rule 14 of the Companies (Audit and Auditors) Rules, 2014 requires ratification of shareholders for the remuneration fixed for the Cost Auditor of the Company appointed under Section 148(3) of the Companies Act, 2013. Accordingly, necessary resolution seeking ratification for the remuneration of ₹ 5,00,000/- (Rupees five lakh only) (plus applicable taxes) and re-imbursement of expenditures including out-of-pocket expenses at actuals restricted to 20% of the audit fee, with an additional fee of ₹ 25,000/- (Rupees twenty five thousand only) (plus applicable taxes) for the new Units, if any, commissioned during the financial year 2022-23, fixed to R M Bansal and Co., the Cost Auditor appointed under Section 148(3) of the Companies Act, 2013, is placed before the meeting for Member's approval. None of the Directors or Key Managerial Personnel of the Company or their relatives are interested in the resolution.

Directors recommend the resolution for Members' approval.

Annexure-2

BRIEF RESUME OF DIRECTOR PROPOSED FOR RE-APPOINTMENT

Shri. Ramesh Chand Meena, aged 57 years, is a Graduate in Electrical Engineering and Master in Communication Engineering. Ministry of Coal vide its letter dated 23.12.2021 has appointed Shri. Ramesh Chand Meena on the Board of Directors. He is a member of Indian Administrative Service, has held various important positions in Government of Tamil Nadu. Shri. Ramesh Chand Meena is presently serving as the Additional Chief Secretary to Government of Tamil Nadu, Energy Department.

Shri Ramesh Chand Meena is not on the Board / Committee of any other Listed Company. Shri Ramesh Chand Meena attended two Board Meetings out of three Board Meetings held during the financial year 2021-22. Shri Ramesh Chand Meena does not hold any shares in the Company either in their individual capacity or on a beneficial basis for any other person and is not related to any of the Directors or Key Managerial Personnel of the Company or their relatives. His date of first appointment on the Board of Directors of the Company is 23.12.2021. No remuneration is being paid to Shri. Ramesh Chand Meena, Director.
