



NLC INDIA LIMITED

(formerly Neyveli Lignite Corporation Limited)
(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/2020

Dt.14.07.2020

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 Security name: NLC29 & NLC30	To The Bombay Stock Exchange Ltd Phiroze JeeJeebhoy Towers Dalal Street Mumbai-400 001. Scrip Code : 513683 , 958806 & 959237
---	---

Dear Sirs,

Sub: Secretarial Compliance Report pursuant to Regulation 24A of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 for the Financial Year 2019-20.

In terms of 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 and relaxation provided by SEBI vide Circular No. SEBI/HO/CFD/CMD1/CIR/P/2020/38 dated 19th March 2020 due to the COVID – 19 pandemic, the Secretarial Compliance Report for the Financial Year 2019-20 issued by M/s. A.K. Jain & Associates, Company Secretaries, Chennai is enclosed.

This is for your information and record.

Thanking you,

Yours faithfully,
for NLC India Limited

K Viswanath
Company Secretary



SECRETARIAL COMPLIANCE REPORT

OF

NLC INDIA LIMITED

FOR THE FINANCIAL YEAR ENDED 31.03.2020

We, A.K. JAIN & ASSOCIATES, have examined:

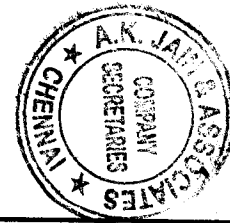
- a) all the documents and records made available to us and explanation provided by **NLC INDIA LIMITED** ("the listed entity),
- b) the filings/ submissions made by the listed entity to the stock exchanges,
- c) website of the listed entity,
- d) any other document/ filing, as may be relevant, which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

for the year ended 31.03.2020 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; (**Not applicable for the period under review**)
- 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; (**Not applicable for the period under review**)

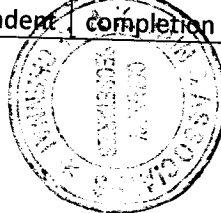


- e) Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014; **(Not applicable for the period under review)**
- f) Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008;
- g) Securities and Exchange Board of India (Issue and Listing of Non-convertible and Redeemable Preference Shares) Regulations, 2013; **(Not applicable for the period under review)**
- 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: -

S. No	Compliance Requirement (Regulations/ circulars / guidelines including specific clause)	Deviations	Observations/ Remarks of the Practicing Company Secretary
1.	Regulation 17(1)(a) & (1)(b) of SEBI (LODR) Regulations, 2015	<p>The number of Non-Executive Directors on the Board is less than 50% of the total strength during the period from 10.02.2020 to 01.03.2020</p> <p>The Board of Directors did not comprise a Woman Director and an Independent Woman Director from 02.02.2020 to 31.03.2020</p> <p>The number of Independent Directors on the Board is less than 50% of the total strength during the period from 01.04.2019 to 01.08.2019 and from 17.11.2019 to 31.03.2020</p>	<p>The listed entity is a Government Company and the Directors including the Independent Directors of the listed entity are appointed by the Government of India.</p> <p>The Company has periodically communicated to the Ministry of Coal, Government of India, being the Administrative Ministry, for appointment of Independent Directors including Woman Director, from time to time.</p>
2.	Regulation 18(1)(b) of SEBI (LODR) Regulations, 2015	The Audit Committee did not comprise of the required number of Directors and with two-thirds of the Members as Independent	During the year, consequent to relinquishment of 2 Independent Directors from the Board with effect from 17.11.2019 on completion of their tenure, the



B. S. S.

		Directors during 17.11.2019 to 04.12.2019.	Audit committee comprised of only 2 Directors and hence the requirement of having minimum 3 members have not been complied with till re-constitution of the Committee w.e.f 05.12.2019.
3.	Regulation 18(1)(d) of SEBI (LODR) Regulations, 2015	The Chairperson of the Audit Committee was not present at the 63 rd Annual general meeting of the Company to answer shareholder's queries.	The Chairperson of the Audit Committee who was away from the Country on that date and hence was unable to attend the AGM. However, he had authorized a Member of the Audit Committee who was also an Independent Director to attend the 63 rd AGM held on 01.08.2019.
4.	Regulation 19(1) & (2) of SEBI (LODR) Regulations, 2015	The Nomination and Remuneration Committee did not comprise of the minimum required number of 3 Directors during the period from 26.09.2019 to 03.10.2019 and from 17.11.2019 to 04.12.2019	The composition of NRC was not complying with the requirements from 26.09.2019 till 03.10.2019 consequent to relinquishment of one of the member from the Board. The Committee was re-constituted by the Board in accordance with the requirements w.e.f 04.10.2019. Further, consequent to relinquishment of one more member from the Board w.e.f 17.11.2019, the number of members reduced from 3 to 2 nos. and the requirements were not complied with till re-constitution of the Committee w.e.f 05.12.2019 in accordance with the requirements.
5.	Regulation 24(1) of SEBI (LODR) Regulations, 2015	The requirement of appointment of one Independent Director from the Board of the Holding Company on the Board of Subsidiary Company has not been complied with from 02.02.2020.	Consequent to relinquishment of the Independent Director from the Board of the Holding Company upon cessation of tenure, the said Director also ceased to be a Director on the Board of the Subsidiary Company w.e.f 02.02.2020 and hence the requirement has not been complied with since 02.02.2020. The Company has referred to Ministry of Coal, the administrative Ministry for appointment of one Independent Director from the Board of the Company on the Board of the Subsidiary Company.



Handwritten signature

6.	Regulation 17(10) of SEBI(LODR) 2015 and Regulation 19(4) read with Schedule II Part D (A) of the SEBI(LODR), 2015	The evaluation of Independent Directors has not been done by the entire Board of Directors. The required policies / criteria for appointment of Directors on the Board were not formulated by the Nomination and Remuneration Committee.	The listed entity has not carried out the performance evaluation of the Independent Directors of the listed entity during the review period, as Independent Directors are appointed by the Government of India As informed by the Company, the Govt. of India, the appointing authority has its own set of processes in determining the criteria and also for evaluation of the performance of Independent Directors at the time of appointment / re-appointment.
----	--	--	--

- 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:

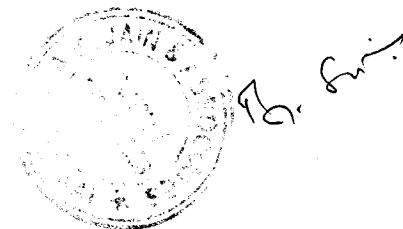
Sr. No	Action taken by	Details of violation	Details of Action taken E.g. fines, warning letter, debarment, etc.	Observations/Remarks of the Practicing Company Secretary, if any
1	BSE & NSE	Regulation 18(1)	The Company was levied a fine for the Quarter ended March 31, 2019 for not having two-thirds of the Audit Committee with Independent Directors during the period 12.02.2019 to 31.03.2019	On superannuation of one Executive Director from the Board, the Audit Committee was fully complying with the requirements since 01.04.2019 and the same was informed to the Exchanges.
2	BSE & NSE	Regulation 17(1)	During the year, the Company was levied fines by BSE and NSE for non-compliance with the requirements pertaining to the composition of the Board for the quarters ended Mar 31, 2019, June 30,	The Company has given its reply to the Exchanges stating that the Company is a Government Company and the Government of India is the competent authority for appointment of Directors on the Board of the Company. The Company has referred to Ministry of Coal, the



			2019. BSE has levied a fine for non-compliance with the requirements pertaining to the composition of the Board for the quarter ended Sep 30, 2019.	administrative Ministry for appointment of requisite number of Independent Directors on the Board. The Company had also requested Ministry of Coal to take up the matter with the Ministry of Finance for waiver of fine levied.
--	--	--	--	---

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

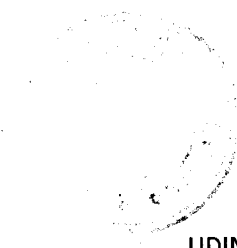
Sr. No	Observations of the Practicing Company Secretary in the previous reports	Observations made in the secretarial compliance report for the year ended. (The years are to be mentioned)	Actions taken by the listed entity, if any	Comments of the Practicing Company Secretary on the actions taken by the listed entity
1	The Board of Directors of the Company did not comprise with the required number of Independent Directors	31.03.2019	Ministry of Coal (MOC) has been apprised of the requirements to have adequate number of Independent Directors on the Board of the Company in terms of the requirements of SEBI (LODR) and MOC has been requested to expedite the appointment.	The Company has taken up the matter with the Ministry of Coal, the Administrative Ministry for the appointment of requisite number of Independent Directors on the Board.
2	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	31.03.2019	Consequent to the superannuation of one Executive Director on 31.03.2019, the composition of the Audit Committee is fully complying with the requirements with effect from 01.04.2019	On superannuation of one Executive Director from the Board, the Audit Committee was fully complying with the requirements since 01.04.2019.
3	The Chairperson of the Audit Committee was not present in the 62 nd Annual General Meeting	31.03.2019	The Company had given a specific request to the Chairman of the Audit Committee to attend the 63 rd Annual	The Chairperson of the Audit Committee who was away from the Country on that date and hence was unable to attend the 63 rd AGM.



			General Meeting.	However, as authorized by the Chairperson of the Audit Committee, a Member of the Committee who was also an Independent Director attended the 63 rd AGM held on 01.08.2019.
--	--	--	------------------	--

Place: Chennai
Date: 13/07/2020

For A.K.JAIN & ASSOCIATES
Company Secretaries



A handwritten signature in black ink, appearing to read 'Balu Srividhar'.

BALU SRIDHAR

Partner

FCS No. 5869

C. P. No. 3550

UDIN: F005869B000447178