



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: 044-28369139



Lr.No. NLC/Secy/67th AGM/2023

Date: 02.09.2023

To 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 Jeejeebhoy Towers, Dalal Street, Mumbai - 400 001. Scrip Code: 513683
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Sir/Madam,

Sub: Intimation of 67th Annual General Meeting, Book Closure Date, Record Date & Cut-off Date.

We wish to inform that the 67th Annual General Meeting (AGM) of the Company is scheduled to be held on **Tuesday, 26th September, 2023** at 11:00 Hours (IST) through Video Conferencing (VC)/Other Audio Visual Means (OAVM). The Notice convening the Annual General Meeting is attached herewith.

Pursuant to Section 91 of the Companies Act, 2013 and 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 **Wednesday, 20th September, 2023** to **Tuesday, 26th September, 2023** (both days inclusive) and the company has fixed **Tuesday, 19th September, 2023** as the Record Date for taking record of the Members of the Company for the purpose of Annual General Meeting and Final Dividend, if approved, for the financial year 2022-23.

Further, in terms of Section 108 of the Companies Act, 2013 and the rules notified thereunder, the Company has fixed **Tuesday, 19th September, 2023** as the Cut-off Date for the purpose of remote e-voting, to record the entitlement of the Members to cast their votes at the 67th AGM. The remote e-voting period commences at 09:00 Hours (IST) on **Friday, 22nd September, 2023** and ends at 17:00 Hours (IST) on **Monday, 25th September, 2023**.

The Notice of the AGM along with Integrated Annual Report of the Company is being sent to those Members who have registered their email ID with their Depository Participant/our RTA.

Thanking You,

Yours faithfully,
for NLC India Limited

**Company Secretary
& Compliance Officer**



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CIN: L93090TN1956GOI003507 Website: www.nlcindia.in

Email: investors@nlcindia.in, Phone No.: 044-28369139

NOTICE OF 67TH ANNUAL GENERAL MEETING

NOTICE is hereby given that the Sixty Seventh (67th) Annual General Meeting (AGM) of the Members of the Company will be held on Tuesday, 26th September, 2023 at 11:00 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, 2023, together with the Reports of the Board of Directors and Auditor's 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, 2023, together with the Board's Report and the 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 @20% (₹2.00 per equity share) for the financial year 2022-23 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 @20% (₹2.00 per equity share) recommended by the Board of Directors of the Company, aggregating to 35% (₹3.50 per equity share) on the paid-up share capital of ₹13,86,63,66,090/- of the Company be and is hereby declared as the Dividend for the Financial year 2022-23."

- 3. To appoint a Director in place of Shri K. Mohan Reddy (DIN: 09514050), 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 K Mohan Reddy (DIN: 09514050), Director be and is hereby re-appointed as a Director of the Company liable to retire by rotation."

SPECIAL BUSINESS

- 4. To consider the appointment of Smt. Vismita Tej (DIN: 08255194) as a Government Nominee Director of the Company and to pass the following resolution as an Ordinary Resolution:**

"RESOLVED THAT pursuant to the provisions of Section 149, 152 and other applicable provisions, if any of the Companies Act, 2013 and rules made thereunder, 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) and Articles of Association of the Company, Smt. Vismita Tej (DIN: 08255194), Additional Secretary, Ministry of Coal, Government of India who was appointed as Part-time Director by the President of India, vide Ministry of Coal (MoC) Letter No.21/3/2011-ASO/BA/Estt dated 22nd February, 2023 and appointed as an Additional Director by the Board of Directors with effect from 22nd February, 2023 and who holds office up to the date of the ensuing Annual General Meeting under Section 161 of the Companies Act, 2013, be and is hereby appointed as a Government Nominee Director of the Company and shall be liable to retire by rotation."

- 5. To consider the appointment of Shri Samir Swarup (DIN: 09648745) as Director (Human Resources) of the Company and to pass the following resolution as an Ordinary Resolution:**

"RESOLVED THAT pursuant to the provisions of Section 149, 152 and other applicable provisions, if any of the Companies Act, 2013 and rules made thereunder, 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) and Articles of Association of the Company, Shri Samir Swarup (DIN: 09648745), who was appointed as Director (Human Resources) by the President of India vide Ministry of Coal (MoC) Letter No.21/7/2022-ESTABLISHMENT dated 20th February, 2023 and appointed as an Additional Director by the Board of Directors with effect from 27th February, 2023 and who holds office up to the date of the ensuing Annual General Meeting under Section 161 of the Companies Act, 2013, be and is hereby appointed as Whole-Time Director of the Company for a period of

5 years w.e.f. 27th February, 2023 or until further orders, whichever is earlier on such terms & conditions, remuneration as may be determined by the Government of India from time to time and that he shall be liable to retire by rotation."

6. To consider the appointment of Shri M. Venkatachalam (DIN: 10045337) as Director (Power) of the Company and to pass the following resolution as an Ordinary Resolution:

"RESOLVED THAT pursuant to the provisions of Section 149, 152 and other applicable provisions, if any of the Companies Act, 2013 and rules made thereunder, 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) and Articles of Association of the Company, Shri M. Venkatachalam (DIN: 10045337), who was appointed as Director (Power) by the President of India vide Ministry of Coal (MoC) Letter No. 21/15/2022-ESTABLISHMENT dated 17th April, 2023 and appointed as an Additional Director by the Board of Directors with effect from 26th April, 2023 and who holds office up to the date of the ensuing Annual General Meeting under Section 161 of the Companies Act, 2013, be and is hereby appointed as Whole-Time Director of the Company w.e.f. 26th April 2023 till the date of his superannuation i.e. 31st May, 2026 or until further orders, whichever is earlier on such terms & conditions, remuneration as may be determined by the Government of India from time to time and that he shall be liable to retire by rotation"

7. To consider the appointment of Dr. Beela Rajesh (DIN: 02729408) as a Government Nominee Director of the Company and to pass the following resolution as an Ordinary Resolution:

"RESOLVED THAT pursuant to the provisions of Section 149, 152 and other applicable provisions, if any of the Companies Act, 2013 and rules made thereunder, 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) and Articles of Association of the Company, Dr. Beela Rajesh (DIN: 02729408), Principal Secretary to the Government of Tamil Nadu, Energy Department, who was appointed as a Part-time Official Director by the President of India vide Ministry of Coal (MoC) Letter No. 21/3/2011-ASO/ESTT-Part(1)[FTS-344343] dated 10th July, 2023 and appointed as an Additional Director by the Board of Directors with effect from 10th July, 2023 and who holds office up to the date of the ensuing Annual General Meeting under Section 161 of the Companies Act, 2013, be and is hereby appointed as a Government Nominee Director of the Company and shall be liable to retire by rotation."

8. To consider and ratify the remuneration fixed to the Cost Auditors of the Company for the year 2023-24 and 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) (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) (plus applicable taxes) for the new Units, if any, commissioned during the financial year 2023-24, fixed to R M Bansal and Co., the Cost Auditor appointed under Section 148(3) of the Companies Act, 2013, for the financial year 2023-24 be and is hereby ratified.”

By order of the Board of Directors

R. Udhayashankar
Company Secretary

Place: Chennai
Date: 30.08.2023

NOTES:

1. The Ministry of Corporate Affairs ("MCA") inter-alia, vide its General Circular Nos. 14/2020 dated April 8, 2020 and 17/2020 dated April 13, 2020, followed by General Circular Nos. 20/2020 dated May 5, 2020, and subsequent circulars issued in this regard, the latest being General Circular No. 10/2022 dated December 28, 2022 (collectively referred to as "MCA Circulars") has permitted the holding of the Annual General Meeting through Video Conferencing ("VC") or through Other Audio-Visual Means ("OAVM"), without the physical presence of the Members at a common venue. In accordance with the MCA Circulars, provisions of the Companies Act, 2013 ("the Act") and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations"), the AGM of the Company is being held through VC / OAVM. The deemed venue for the AGM shall be the Registered Office of the Company.
2. Pursuant to Section 105 of the Act, a proxy is allowed to be appointed, to attend and vote at a general meeting on behalf of a member who is not able to attend personally. Since this AGM is being held pursuant to the MCA 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, Attendance Slip and Route Map of the venue are not annexed to this Notice.
3. The Register of Members and Share Transfer books of the Company will remain closed from 20th September, 2023 to 26th September, 2023 (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 2022-23. 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. 19th September, 2023.
5. The relevant explanatory statement pursuant to Section 102 of the Act read with Secretarial Standards issued by the Institute of Company Secretaries of India and SEBI Listing Regulations 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 Regulations and Secretarial Standard on General Meetings issued by the

Institute of Company Secretaries of India, in respect of Directors seeking appointment / re - appointment at this AGM is annexed hereto at **Annexure-2**.

- 7.** M/s. D Hanumanta Raju & Co., Practising Company Secretaries has been appointed as the Scrutinizer for scrutinizing the remote e-voting process as well as e-voting during the meeting in a fair and transparent manner.
- 8.** 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 the registered email address to dh300@gmail.com with a copy marked to evoting@nsdl.co.in.
- 9.** Integrated Registry Management Services Pvt. Ltd., is the Registrar and Share Transfer Agent for the Company (R&STA). The details of their address, contact numbers are as under:

Address: IInd Floor, 'Kences Towers', No.1, Ramakrishna Street,
North Usman Road, T. Nagar, Chennai-600017.
Tel.No.:044-28140801-03, Fax No.:044-28142479
E-mail id: corpserv@integratedindia.in
- 10.** In compliance with the aforesaid MCA Circulars and SEBI Circular dated January 5, 2023, Notice of the AGM along with the Annual Report for FY 2022-23 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 for FY 2022-23 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 at www.evoting.nsdl.com. However, physical copies of the Annual Reports will be sent on the request of the shareholders.
- 11.** To support the green initiative, Members are requested to register/update their e-mail addresses with R&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.
- 12.** 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, IFS 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. (R&STA) in case the shares are held by them in physical form through Form ISR-1. SEBI vide its circular dated 16th March, 2023 has mandated furnishing of PAN, KYC details and Nomination by holders of physical securities, failing which the physical folios shall be frozen by RTA on or after 1st October, 2023.

- 13.** 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.
- 14.** Pursuant to provisions of the Act, 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 (IEPF) 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 send an e-mail at investors@nlcindia.in or to the R&STA and the said claim will be entertained as per the notification / circular issued by IEPF Authority, from time to time. 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 IEPF-5 available on www.iepf.gov.in or www.mca.gov.in.
- 15.** Members holding multiple folios are requested to get their holdings consolidated.
- 16.** As per Regulation 40 of SEBI Listing Regulations, as amended, requests for effecting the transfer of securities shall not be processed unless the securities are held in the dematerialised form with a depository and further that the transmission of securities held in physical or dematerialised form shall be effected only in dematerialised 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.
- 17.** Members can avail the nomination facility by filing Form SH-13, as prescribed under Section 72 of the Act and Rule 19(1) of the Companies (Share Capital and Debentures) Rules, 2014, with the Company. If a

Member desires to opt out or cancel the earlier nomination and record a fresh nomination, he/she may submit the same in Form ISR-3 or Form SH-14 as the case may be.

- 18.** Members attending the AGM through VC / OAVM shall be counted for the purpose of quorum under Section 103 of the Act.
- 19.** 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.

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

- 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 serve basis.
- 2.** Pursuant to the provisions of Section 108 of the Act read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI Listing Regulations (as amended), and the Circulars issued by the Ministry of Corporate Affairs from time to time, 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 engaged 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 venue voting on the date of the AGM will be provided by NSDL.

3. The remote e-voting period begins on 22nd September, 2023 at 09:00 Hours IST and ends on 25th September, 2023 at 17:00 Hours IST. The remote 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 Members, whose names appear in the Register of Members / Beneficial Owners as on the record date (cut-off date) i.e. 19th September, 2023, may cast their vote electronically.

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 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"> 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. 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

	<ol style="list-style-type: none"> 3. 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. 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 or joining virtual meeting & voting during the meeting. 4. Shareholders/Members can also download NSDL Mobile App "NSDL Speede" facility by scanning the QR code mentioned below for seamless voting experience. <div style="text-align: center;"> <p>NSDL Mobile App is available on</p>    </div>
<p>Individual Shareholders holding securities in demat mode with CDSL</p>	<ol style="list-style-type: none"> 1. Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login Easi /Easiest are requested to visit CDSL website www.cdslindia.com and click on login icon & New System Myeasi Tab and then user your existing Myeasi username & password. 2. After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the e-voting is in progress as per the information provided by company. On clicking the e-voting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly. 3. If the user is not registered for Easi/Easiest, option to register is available at CDSL website www.cdslindia.com and click on login & New System Myeasi Tab and then click on registration option.

	4. Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on 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 able to see the e-Voting option where the e-voting is in progress and also able to directly access the system of all e-Voting Service Providers.
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 evoting@nsdl.co.in or call at 022 - 4886 7000 and 022 - 2499 7000
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 helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 22 55 33

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 email to chr300@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.: 022 - 4886 7000 and 022 - 2499 7000 or send a request to Ms. Pallavi Mhatre, Senior Manager 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 email 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), Aadhaar (self-attested scanned copy of Aadhaar 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), Aadhaar (self-attested scanned copy of Aadhaar Card) to investors@nclindia.in. If you are an Individual shareholder 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" placed under "**Join meeting**" menu against company name. You are requested to click on VC/OAVM link placed under Join 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. Members those who are holding shares of the Company as on the cut-off date i.e. 19th September, 2023 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@nclindia.in on or before 21st September, 2023 (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.
6. 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.
7. 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@nclindia.in. The same will be replied by the company suitably.
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

Smt. Vismita Tej, Additional Secretary, Ministry of Coal was appointed as Part-time Director by the President of India vide Ministry of Coal Letter No.21/3/2011-ASO/BA/Estt dated 22nd February, 2023. Accordingly, the Board of Directors appointed Smt. Vismita Tej (DIN: 08255194) as an Additional Director w.e.f. 22nd February, 2023 in terms of Section 161 of the Companies Act, 2013, who holds office upto the date of ensuing Annual General Meeting. The Company has received notice under Section 160 of the Companies Act, 2013 signifying her candidature for Directorship of the Company. Nomination and Remuneration Committee of the Company has recommended for the proposed appointment of Smt. Vismita Tej (DIN: 08255194), as Director of the Company. Pursuant to the provisions of Section 152(2) of the Companies Act, 2013, every Director shall be appointed in a General Meeting by way of Ordinary Resolution.

The Board of Directors recommended the appointment of Smt. Vismita Tej (DIN: 08255194) as Government Nominee Director of the Company, liable to retire by rotation. Her brief resume, inter-alia, giving nature of expertise in specific functional area, shareholding in the Company, other Directorship, Membership/ Chairmanship of Committees and other particulars are enclosed with this notice.

None of the Directors, Key Managerial Personnel or their relatives except Smt. Vismita Tej is concerned or interested in the resolution to the extent of her appointment as a Director.

The Board of Directors recommends the resolution for approval of Shareholders as Ordinary Resolution.

Item No. 5

Shri Samir Swarup (DIN: 09648745) was appointed as Director (Human Resources) on whole time basis by the President of India vide Ministry of Coal Letter No.21/7/2022-ESTABLISHMENT dated 20th February, 2023. Accordingly, the Board of Directors appointed Shri Samir Swarup (DIN: 09648745) as an Additional Director w.e.f. 27th February, 2023 in terms of Section 161 of the Companies Act, 2013, who holds office upto the date of ensuing Annual General Meeting. The Company has received notice under Section 160 of the Companies Act, 2013 signifying his candidature for Directorship of the Company. Nomination and Remuneration Committee of the Company has recommended for the proposed appointment of Shri Samir Swarup (DIN: 09648745), as Director of the Company. Pursuant to the provisions of Section 152(2) of the Companies Act, 2013, every Director shall be appointed in a General Meeting by way of Ordinary Resolution.

The Board of Directors recommended the appointment of Shri Samir Swarup (DIN: 09648745) as a Whole-Time Director of the Company. His brief resume, inter-alia, giving nature of expertise in specific functional area, shareholding in the Company, other Directorship, Membership/ Chairmanship of Committees and other particulars are enclosed with this notice.

None of the Directors, Key Managerial Personnel or their relatives except Shri Samir Swarup is concerned or interested in the resolution to the extent of his appointment as a Director.

The Board of Directors recommends the resolution for approval of Shareholders as Ordinary Resolution.

Item No. 6

Shri M. Venkatachalam (DIN: 10045337) was appointed as Director (Power) on whole time basis by the President of India vide Ministry of Coal Letter No.21/15/2022-ESTABLISHMENT dated 17th April, 2023. Accordingly, the Board of Directors appointed Shri M. Venkatachalam (DIN: 10045337) as an Additional Director w.e.f. 26th April, 2023 in terms of Section 161 of the Companies Act, 2013, who holds office upto the date of ensuing Annual General Meeting. The Company has received notice under Section 160 of the Companies Act, 2013 signifying his candidature for Directorship of the Company. Nomination and Remuneration Committee of the Company has recommended for the proposed appointment of Shri M. Venkatachalam (DIN: 10045337), as Director of the Company. Pursuant to the provisions of Section 152(2) of the Companies Act, 2013, every Director shall be appointed in a General Meeting by way of Ordinary Resolution.

The Board of Directors recommended the appointment of Shri M. Venkatachalam (DIN: 10045337) as a Whole-Time Director of the Company. His brief resume, inter-alia, giving nature of expertise in specific functional area, shareholding in the Company, other Directorship, Membership/ Chairmanship of Committees and other particulars are enclosed with this notice.

None of the Directors, Key Managerial Personnel or their relatives except Shri M. Venkatachalam is concerned or interested in the resolution to the extent of his appointment as a Director.

The Board of Directors recommends the resolution for approval of Shareholders as Ordinary Resolution.

Item No. 7

Dr. Beela Rajesh (DIN: 02729408), Principal Secretary to the Government of Tamil Nadu, Energy Department, was appointed as Part-time Official Director by the President of India vide Ministry of Coal Letter No. 21/3/2011-ASO/ESTT-Part(1)[FTS-344343] dated 10th July, 2023. Accordingly, the Board of Directors appointed Dr. Beela Rajesh (DIN: 02729408) as an Additional Director w.e.f.

10th July, 2023 in terms of Section 161 of the Companies Act, 2013, who holds office upto the date of ensuing Annual General Meeting. The Company has received notice under Section 160 of the Companies Act, 2013 signifying her candidature for Directorship of the Company. Nomination and Remuneration Committee of the Company has recommended for the proposed appointment of Dr. Beela Rajesh (DIN: 02729408), as Director of the Company. Pursuant to the provisions of Section 152(2) of the Companies Act, 2013, every Director shall be appointed in a General Meeting by way of Ordinary Resolution.

The Board of Directors recommended the appointment of Dr. Beela Rajesh (DIN: 02729408) as Government Nominee Director of the Company, liable to retire by rotation. Her brief resume, inter-alia, giving nature of expertise in specific functional area, shareholding in the Company, other Directorship, Membership/ Chairmanship of Committees and other particulars are enclosed with this notice.

None of the Directors, Key Managerial Personnel or their relatives except Dr. Beela Rajesh is concerned or interested in the resolution to the extent of her appointment as a Director.

The Board of Directors recommends the resolution for approval of Shareholders as Ordinary Resolution.

ITEM No. 8

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) (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) (plus applicable taxes) for the new Units if any commissioned during the financial year 2023-24, fixed to M/s 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.

The Board of Directors recommends the resolution for approval of Shareholders as Ordinary Resolution.

**BRIEF RESUME OF DIRECTORS PROPOSED
FOR RE-APPOINTMENT/APPOINTMENT**

Name	Shri K Mohan Reddy	Smt. Vismita Tej	Shri Samir Swarup	Shri M. Venkatachalam	Smt. Beela Rajesh
DOB / Age	12 th May 1964 / 59 Years	18 th Sep. 1965 / 58 Years	17 th May 1968 / 55 Years	15 th May 1966 / 57 Years	15 th Nov.1969 / 53 Years
Date of appointment	21 st February 2022	22 nd February 2023	27 th February 2023	26 th April 2023	10 th July 2023
Qualification & Experience	As per Annexure - 3	As per Annexure - 3	As per Annexure - 3	As per Annexure - 3	As per Annexure - 3
Shareholding in the company	Nil	Nil	Nil	Nil	Nil
Number of Board Meetings attended during the year	11	1	1	NA	NA
Relationship with other Directors, Manager or KMP	NA	NA	NA	NA	NA
Other Directorships	1. NLC Tamil Nadu Power Limited 2. Coal Lignite Urja Vikas Private Limited 3. NLC India Renewables Limited	Nil	Nil	1. NLC Tamil Nadu Power Limited 2. Neyveli Uttar Pradesh Power Limited	1. Tamil Nadu Transmission Corporation Limited 2. Tamil Nadu Generation and Distribution Corporation Limited 3. Tamil Nadu Power Finance and Infrastructure Development Corporation Limited 4. TNEB Limited 5. Poompuhar Shipping Corpn Limited 6. Tamil Nadu Green Climate Company

Memberships/ Chairmanship of Committees across all Public Companies*	2	Nil	Nil	1	Nil
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*In line with Regulation 26 of SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015, membership of the Audit Committee and Stakeholders' Relationship Committee have only been taken into consideration.

**BRIEF PROFILE OF DIRECTORS PROPOSED FOR APPOINTMENT
/ RE-APPOINTMENT**

1. Shri K. Mohan Reddy

Shri K. Mohan Reddy, a Mining Engineer, holds a First Class Mine Manager Competency Certificate (Coal) from the Directorate General of Mines Safety (DGMS). He also possesses an MBA degree in Finance and has completed advanced strategic management courses from prestigious institutions such as IIM Lucknow and ISB Hyderabad. With over 34 years of experience in the Energy Sector, including Mining and Power Generation, Shri K. Mohan Reddy currently serves as the Director (Planning & Projects) at NLC India Limited. Before assuming this role, he was the CEO of Neyveli Uttar Pradesh Power Limited, where he played a pivotal role in various achievements and developments. He has also made significant contributions to the geographical expansion of the Company, including the signing of a memorandum of understanding with Assam state for establishing 1 GW Solar plants. Prior to joining NLC India Limited in 2013, Shri K. Mohan Reddy held important positions in Western Coalfields, a subsidiary of Coal India Limited and Singareni Collieries Company Limited.

2. Smt. Vismita Tej

Smt. Vismita Tej, a member of the Indian Revenue Service (Income Tax) 1990 Batch, brings a wealth of experience to her role. With academic qualifications including MA in Political Science from Utkal University, MA in Gender Studies from the University of Essex, MA and Diploma in Public Policy and Sustainable Development from TERI University and M.Phil in International Studies from Jawaharlal Nehru University, Smt. Vismita Tej has a strong educational background.

Throughout her career, she has served in various capacities within the Income Tax Department in Bhubaneshwar, Patna, Hyderabad, Ranchi and Delhi, gaining extensive experience in assessment, investigation, administration and policy. From 2009 to 2014, she held the position of Chief Vigilance Officer (CVO) at Central Coalfields Limited in Ranchi. Currently, she is serving on deputation as Additional Secretary at the Ministry of Coal, Government of India.

3. Shri Samir Swarup

Shri Samir Swarup assumed the charge of Director (Human Resources) at NLC India Limited on 27th February, 2023. Prior to joining NLCIL, he served as Executive Director (P&A) at the Corporate Office of Steel Authority of India Limited (SAIL), where he oversaw the entire Personnel and Administration stream. With over three decades of experience, Shri Swarup has made significant contributions to various aspects of Human Resources, including recruitment, industrial relations, organization development, shop floor HR and CSR. He holds a post-graduate

degree in Political Science and an MBA in Human Resource Management. Throughout his career, he has worked at different units of SAIL, such as Alloy Steels Plant in Durgapur, Bokaro Steel Plant in Bokaro and Central Marketing Organization in Kolkata. Shri Swarup has also served in the Vigilance Branch of SAIL and held the position of Director in the Indian Iron and Steel Sector Skill Council, an organization under the National Skill Development Corporation (NSDC).

4. Shri M. Venkatachalam

Shri M. Venkatachalam is a Mechanical Engineer from the University of Madras and holds the distinguished position of Distinguished Scientist in the Department of Atomic Energy. He has a diverse range of specializations and qualifications in project management, finance and corporate governance. Prior to joining NLCIL, he served as an Executive Director at the Nuclear Power Corporation of India Limited (NPCIL). With 35 years of experience in nuclear station operations, project construction, commissioning and corporate functions, Shri Venkatachalam has played a significant role in various capacities. Some notable achievements include the erection and commissioning of the first 700 MW unit at Kakrapar Atomic Power Project, major upgradation and life extension activities at Madras Atomic Power Station (MAPS) and handling natural calamities such as the tsunami event at MAPS. He has also contributed to the standardization of procedures, preparation of codes and guides and enhancing human performance for safe and reliable operation of units. Shri Venkatachalam is recognized as an expert by the World Association Nuclear Operators (WANO) and has delivered talks on commissioning and operation to senior international personnel. He has actively participated in public awareness initiatives, engaging with students, state officials and community elders and has received several awards, including the prestigious NPCIL Excellence Award and meritorious group awards.

5. Dr. Beela Rajesh

Dr. Beela Rajesh holds MBBS from Madras Medical College. She is a member of Indian Administrative Service 1997 Batch (TN Cadre). She has held various important positions in Government of Tamil Nadu. She started her career as Sub-Collector, Chengalpattu, Tamil Nadu. She also served as Special Officer, CM Grievance Cell, Government of Tamil Nadu. She also served as Collector, Dhanbad, Government of Jharkhand. She also served with Government of India as Executive Director, Handloom Export Promotion Council, Ministry of Textiles, Government of India. She also served various important key assignments and positions in Govt. of Tamil Nadu viz., Fisheries Department, Department of Housing, Health & Family Welfare, Commercial Taxes & Registration and Land Reforms. Dr. Beela Rajesh is presently serving as the Principal Secretary to Government of Tamil Nadu, Energy Department.
