



NLC INDIA LIMITED

(Navratna - A Government of India Enterprise)

Regd. Office: First Floor, No.8, Mayor Sathyamurthy Road,
FSD, Egmore Complex of Food Corporation of India, Chetpet, Chennai-600 031
Corporate Office: Block-1, Neyveli-607 801, Cuddalore District, Tamil Nadu.

Phone: 04142/252205. Fax: 04142-252645, 252646

CIN:L93090TN1956GOI003507

Web-site:www.nlcindia.com: e-Mail:cosec@nlcindia.in



Lr.No.Secy/AGM/2020

Dt. 07.09.2020

To	To
The National Stock Exchange of India Ltd Plot No. C/1, G Block Bandra-Kurla Complex Bandra(E), Mumbai-400 051.	The BSE Ltd Phiroze JeeJeebhoy Towers Dalal Street Mumbai-400 001.
Scrip Code: NLCINDIA Security name: NLC29, NLC30, NLC25	Scrip Code : 513683,958806, 959237, 959834

Dear Sir(s),

Sub: Intimation of Annual General Meeting Book Closure and Cut-off Date

We wish to inform that the 64th Annual General Meeting of the Company is scheduled to be held on Tuesday, 29th September, 2020 at 3.00 P.M. (IST) through Video Conferencing (VC). The Notice convening the Annual General Meeting is forwarded herewith.

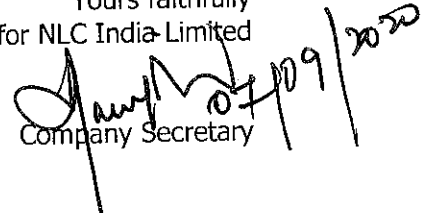
Pursuant to Regulation 42 of the SEBI (Listing Obligations and Disclosure Requirements), 2015, the Register of Members and Share Transfer Books of the Company will remain closed from 23rd September, 2020 to 29th September, 2020 (Both days inclusive) for taking record of the Members of the Company for the purpose of Annual General Meeting.

Further, in terms of Section 108 of the Companies Act, 2013 and the rules notified thereunder, the Company has fixed 24th September, 2020 as the Cut-off date to record the entitlement of the Shareholders to cast their votes by electronic means at the above Annual General meeting.

As per SEBI Circular no. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated 12th May, 2020, AGM Notice along with Annual Report will be sent to those shareholders who have registered their email ID with their DP / our RTA.

Thanking you

Yours faithfully
for NLC India Limited


Company Secretary



NLC India Limited

("Navratna" - 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. Phone No.: 044-28364613-16. Fax: 044-28364619

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: investors@nlcindia.in

NOTICE

NOTICE is hereby given that the Sixty Fourth Annual General Meeting of the Members of the Company will be held on Tuesday, the 29th September, 2020 at 03.00 P.M. 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, 2020, together with the Board's Report, the Auditor's Report thereon and comments of the Comptroller and Auditor General of India and if thought fit, 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, 2020, together with the Board's Report, the Auditor's Report thereon and comments of the Comptroller and Auditor General of India thereon placed before the Meeting be and are hereby approved and adopted."

2. To confirm the Interim Dividend paid for the year 2019-20 and if thought fit, to pass the following resolution as an Ordinary Resolution:

"RESOLVED that the Interim Dividend @ 70.60% (₹ 7.06 per share) paid on the paid-up equity share capital of ₹ 1386,63,66,090/- of the Company be and is hereby confirmed and declared as the dividend for the Financial Year 2019-20."

3. To appoint a Director in the place of Shri. R Vikraman (DIN 07601778), who retires by rotation and being eligible, offers himself for re-appointment and if thought fit, to pass the following resolution as an Ordinary Resolution:

"RESOLVED that Shri. R Vikraman (DIN 07601778) Director, who retires by rotation and being eligible, offering himself for re-appointment, be and is hereby re-appointed as a Director of the Company."

SPECIAL BUSINESS :

4. To consider the appointment of Dr. V. Muralidhar Goud (DIN 03595033) as an Independent Director of the Company and if thought fit, to pass the following resolution as an Ordinary Resolution:

"RESOLVED that pursuant to Sections 149, 152 and other applicable provisions, if any of the Companies Act, 2013, and the rules framed thereunder, read with Schedule IV to the Act, as amended from time to time, Dr. V. Muralidhar Goud (DIN 03595033), who was appointed as a Non-official Part-time Director (Independent Director) by the President of India vide Ministry of Coal (MoC) Letter No.21/33/2018-BA (part II) (vi) dated 10th July 2019 for a period of 3 years from the date of above notification of MoC or until its further orders, whichever is earlier and appointed by the Board of Directors as an Additional Director w.e.f. 17.07.2019 and subsequently appointed again on 02.08.2019, 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 an Independent Director of the Company upto a period of three years from the date of the above notification of MoC and on such terms & conditions as may be fixed by the Government of India, not liable to retire by rotation."

5. To consider the appointment of Shri N K Narayanan Namboothiri (DIN 08527157) as an Independent Director of the Company and if thought fit, to pass the following resolution as an Ordinary Resolution:

"RESOLVED that pursuant to Sections 149, 152 and other applicable provisions, if any of the Companies Act, 2013, and the rules framed thereunder, read with Schedule IV to the Act, as amended from time to time, Shri N K Narayanan Namboothiri (DIN 08527157), who was appointed as a Non-official Part-time Director (Independent Director) by the President of India vide Ministry of Coal (MoC) Letter No.21/33/2018-BA (part II) (vi) dated 10th July 2019 for a period of 3 years from the date of above notification of MoC or until its further orders, whichever is earlier and appointed as an Additional Director by the Board of Directors on 02.08.2019 and who holds office upto the date of the ensuing Annual General Meeting under Section 161 of the Companies Act, 2013 be and is hereby appointed as an Independent Director of the Company upto a period of three years from the date of above notification of MoC and on such terms & conditions as may be fixed by the Government of India, not liable to retire by rotation."

6. To consider the appointment of Shri. Jaikumar Srinivasan (DIN 01220828) as a Director of the Company and if thought fit, to pass the following resolution as an Ordinary Resolution:

"RESOLVED that pursuant to Sections 149, 152 and other applicable provisions, if any of the Companies Act, 2013, Shri. Jaikumar Srinivasan (DIN 01220828), who was appointed as Director (Finance) by the President of India vide Ministry of Coal (MoC) Letter No. 21/3/2019-BA dated 30th December 2019 and appointed as an Additional Director by the Board of Directors with effect from 5th February, 2020 and who holds office upto the date of the ensuing Annual General Meeting under Section 161 of the Companies Act, 2013 be and is hereby appointed as the Director of the Company on such terms & conditions, remuneration, tenure as may be determined by the Government of India from time to time and that he shall be liable to retire by rotation."

7. To consider the appointment of Shri. S K Prabakar (DIN 01238040) as a Director of the Company and if thought fit, to pass the following resolution as an Ordinary Resolution:

"RESOLVED that pursuant to Sections 149, 152 and other applicable provisions, if any of the Companies Act, 2013, Shri. S K Prabakar (DIN 01238040), who was appointed as a Part-time Official Director by the President of India vide Ministry of Coal (MoC) Letter No.21/3/2011(part)-ASO/BA dated 2nd July,2020 and appointed as an Additional Director by the Board of Directors with effect from 2nd July, 2020 and who holds office upto the date of the ensuing Annual General Meeting under Section 161 of the Companies Act, 2013, be and is hereby appointed as the Director of the Company on such terms & conditions, tenure as may be by determined by the Government of India and that he shall be liable to retire by rotation."

8. To consider & ratify the remuneration fixed to the Cost Auditors of the Company for the year 2020-21 and if thought fit, 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 Rupees Four Lakh (₹ 4,00,000/-) (plus applicable taxes) and out-of-pocket expenses at actuals restricted to 50% of the audit fee, with an additional fee of Rupees Twenty five thousand (₹ 25,000/-) (plus applicable taxes) for the new Units if any commissioned during the financial year 2020-21 fixed for the Cost Auditor M/s Dhananjay V. Joshi & Associates appointed under Section 148(3) of the Companies Act, 2013 for the year 2020-21 be and is hereby ratified".

Place : Neyveli
Date : 07.09.2020

By order of the Board

K.Viswanath
Company Secretary

NOTES :

1. In view of the massive outbreak of the COVID-19 pandemic, the Ministry of Corporate Affairs ("MCA") has vide its circular dated May 5, 2020 read with circulars dated April 8, 2020 and April 13, 2020 respectively (collectively referred to as "MCA Circulars") permitted the holding of the Annual General Meeting ("AGM") through VC / OAVM, without the physical presence of the Members at a common venue. In compliance with the provisions of the Companies Act, 2013 ("Act"), SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations") and MCA Circulars, the AGM of the Company is being held through VC / OAVM.
2. 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 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, 2020 to 29th September, 2020 (both days inclusive) for Annual General Meeting.
4. 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.
5. The relevant details, pursuant to Regulations 26(4) and 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 Director seeking re-appointment at this AGM is annexed hereto at Annexure - 2.
6. None of the Directors of the Company is in any way related to each other.

7. Corporate Members/FIs/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 by email through its registered email address to akjainassociates@gmail.com with a copy marked to evoting@nsdl.co.in.

Shri. Balu Sridhar (CP No. 3550), Partner, A.K.Jain & Associates, Company Secretaries, Chennai 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

8. 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.

9. In compliance with the aforesaid MCA Circulars and SEBI Circular dated May 12, 2020, Notice of the AGM along with the Annual Report 2019-20 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 2019-20 will also be available on the Company's website www.nlcindia.com, 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 <https://www.evoting.nsdl.com>.
10. 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.

11. 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.
12. 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.
13. Pursuant to provisions of the Companies Act, the dividend amounts which remain unclaimed for a period of seven years 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.com.
14. 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.com. Members who have not claimed their dividend/shares, can write to the Company secretary at the Registered Office/Corporate Office or e-mail at investors@nlcindia.in or to our Registrar and Share transfer Agent and the said claim will be entertained on further notification/circular from IEPF Authority. 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.
15. Members holding multiple folios are requested to get their holdings consolidated.
16. As per Regulation 40 of SEBI Listing Regulations, as amended, securities of listed companies can be transferred only in dematerialized form with effect from, April 1, 2019, except in case of request received for transmission or transposition of securities. 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 of 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.
18. Members attending the AGM through VC / OAVM shall be counted for the purpose of quorum under Section 103 of the Companies Act, 2013.
19. Since the AGM will be held through VC / OAVM, the Route Map is not annexed in this Notice.
20. Pursuant to Finance Act 2020, dividend income will be taxable in the hands of shareholders w.e.f. April 1, 2020 and 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.

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

Voting through electronic means:

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 dated April 08, 2020, April 13, 2020 and May 05, 2020 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.

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 : Log-in to NSDL e-Voting system at <https://www.evoting.nsdl.com/>

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

Details on Step 1 is mentioned below:

How to Log-into 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 'Shareholders' section.
3. A new screen will open. You will have to enter your User ID, your Password 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. Your password details 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.
- 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.

Details on Step 2 is given below:

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

1. After successful login at Step 1, you will be able to see the Home page of e-Voting. Click on e-Voting. Then, click on Active Voting Cycles.
2. After click on Active Voting Cycles, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle is in active status.
3. Select "EVEN" of company for which you wish to cast your vote.
4. Now you are ready for e-Voting as the Voting page opens.
5. 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.

6. Upon confirmation, the message "Vote cast successfully" will be displayed.
7. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
8. 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 akjainassociates@gmail.com with a copy marked to evoting@nsdl.co.in.
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.: 1800-222-990 or send a request at evoting@nsdl.co.in

Other Instructions

- i. The remote e-voting period commences on Saturday, 26th September, 2020 (9:00 a.m. IST) and ends on Monday, 28th September, 2020 (5:00 p.m. IST). During this period, Members holding shares either in physical form or in dematerialized form, as on Thursday, 24th September, 2020 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.
- ii. The Members who have cast their vote by remote e-voting prior to the AGM may also attend/ participate in the AGM through VC / OAVM but shall not be entitled to cast their vote again.
- iii. The voting rights of Members shall be in proportion to their shares in the paid-up equity share capital of the Company as on the cut-off date.
- iv. The Scrutinizer shall, immediately after the conclusion of voting at the AGM, first count the votes cast during the AGM, thereafter unblock the votes cast through remote e-voting and make, not later than 48 hours of conclusion of the Meeting, a consolidated Scrutinizer's Report of the total votes cast in favour or against, if any, to the Chairman or a person authorised by him in writing who shall countersign the same.
- v. The result declared along with the Scrutinizer's Report shall be placed on the Company's website www.nlcindia.com and on the website of NSDL at www.evoting.nsdl.com and will also be furnished to the Stock Exchanges where the shares of the Company are listed.

Process for those shareholders whose email ids are not registered with the depositories for procuring Annual Report, User ID & Password and registration of e-mail id 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@nlcindia.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@nlcindia.in
3. Alternatively members may send an e-mail request to evoting@nsdl.co.in for obtaining User ID and Password by proving the details mentioned in Point (1) or (2) as the case may be.

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

1. Member will be provided with a facility to attend the EGM/AGM through VC/OAVM through the NSDL e-Voting system. Members may access the same at <https://www.evoting.nsdl.com> under shareholders/members login by using the remote e-voting credentials. The link for VC/OAVM will be available in shareholder/members 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. Further members can also use the OTP based login for logging into the e-Voting system of NSDL.
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.

EXPLANATORY STATEMENT AS REQUIRED UNDER SECTION 102 OF THE COMPANIES ACT, 2013**Item Nos. 4 to 7**

Dr V Muralidhar Goud (DIN 03595033) was appointed as a Non-official Part-time Director (Independent Director) by the President of India vide Ministry of Coal (MoC) Letter No.21/33/2018-BA (part II) (vi) dated 10th July 2019 for a period of 3 years from the date of above notification of MoC or until its further orders, whichever is earlier and appointed by the Board of Directors as an Additional Director w.e.f 17.07.2019 and subsequently appointed again on 02.08.2019, after conclusion of the 63rd Annual General Meeting held on 01st August 2019. In terms of Section 161 of the Companies Act, 2013, Dr V Muralidhar Goud holds office up to the date of the ensuing Annual General Meeting.

Shri N K Narayanan Namboothiri (DIN 08527157) was appointed as a Non-official Part-time Director (Independent Director) by the President of India vide Ministry of Coal (MoC) Letter No.21/33/2018-BA (part II) (vi) dated 10th July 2019 for a period of 3 years from the date of above notification of MoC or until its further orders, whichever is earlier and subsequently appointed as an Additional Director by the Board of Directors on 02.08.2019. In terms of Section 161 of the Companies Act, 2013. Shri N K Narayanan Namboothiri holds office up to the date of the ensuing Annual General Meeting.

Dr. V. Muralidhar Goud and Shri. NK Narayanan Namboothiri, Independent Directors are not liable to retire by rotation.

Shri. Jaikumar Srinivasan (DIN 01220828), was inducted into the Board as an Additional Director w.e.f. 05.02.2020 in pursuance of Ministry of Coal Letter no. 21/3/2019-BA dated 30th December, 2019 and in terms of Section 161 of the Companies Act,2013, Shri. Jaikumar Srinivasan holds office upto the date of ensuing Annual General Meeting.

Shri. S K Prabakar (DIN 01238040), was inducted into the Board as an Additional Director w.e.f. 02.07.2020 in pursuance of Ministry of Coal Letter no. 21/3/2011(part)-ASO/BA dated 2nd July, 2020 and in terms of Section 161 of the Companies Act,2013, Shri. S K Prabakar holds office upto the date of ensuing Annual General Meeting.

Notice has been received under section 160 of the Companies Act, 2013 from a member signifying his intention to propose the appointment of Dr V Muralidhar Goud, Shri N K Narayanan Namboothiri, Shri Jaikumar Srinivasan and Shri S K Prabakar as Directors of the Company at the ensuing Annual General Meeting.

Dr V Muralidhar Goud and Shri N K Narayanan Namboothiri, have given a declaration that they meet the criteria of Independence as provided in Section 149(6) of the Companies Act, 2013 and Regulation 16(1)(b) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

Dr V Muralidhar Goud, Shri N K Narayanan Namboothiri, Shri Jaikumar Srinivasan and Shri S K Prabakar are deemed to be interested in their proposed resolutions to the extent of their appointment as Directors. No other Directors or Key Managerial Personnel of the Company or their relatives are interested in the resolutions.

Dr V Muralidhar Goud, Shri N K Narayanan Namboothiri, Shri Jaikumar Srinivasan and Shri S K Prabakar do not hold any shares in the Company, either in their individual capacity or on a beneficial basis for any other person.

Directors recommend the resolution as set out in Item Nos. 4 to 7 of Notice for Members' approval.

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

Item No. 8

Rule 14 of the Companies (Audit and Auditors) Rules, 2014 requires ratification of the 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 Rupees Four Lakh (₹ 4,00,000/-) (plus applicable taxes) and out-of-pocket expenses at actuals restricted to 50% of the audit fee, with an additional fee of Rupees Twenty Five Thousand (₹ 25,000/-) (plus applicable taxes) for the new Units if any commissioned, fixed for the Cost Auditor M/s Dhananjay V. Joshi & Associates appointed for the year 2020-21 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.

BRIEF RESUME OF DIRECTORS PROPOSED FOR APPOINTMENT OF DIRECTORS:

1. Shri. R Vikraman, aged 58 years, is a Mechanical Engineer from prestigious ACCE & Tech, Karaikudi, holds a Post Graduate Degree in Business Administration (MBA) with Silver Medal for University second rank. Shri. R. Vikraman joined this Company as Graduate Engineer Trainee in the year 1986. Prior to assuming change as Director (HR) on 09.12.2016, he held various important positions in the Company. Shri. R. Vikraman was involved and instrumental in the successful construction, commissioning and operation of Thermal Power Station-II – Stage-II (4X210MW) Project without time and cost overrun. After switching over his line of service from Engineering to Management, he had been at the helm of affairs of Corporate HR Department for over ten years bringing in a number of innovations in HR domain functions. After the Corporate assignment, he took over as the Head of the HR Departments of NLC's Mine-II & Mine-II Expansion and Thermal Power Station-II, before becoming the "Group Head of HR" of all Thermal Units.

Shri. R. Vikraman has excelled in every challenging assignment entrusted to him and his significant contribution in HR include efficient crisis management, ensuring no production loss despite man-days loss, disciplining the units he had served and ensuring smooth & cordial Industrial climate.

After taking over as Director (HR), he has successfully concluded the Wage and Incentive Schemes Revision for Non-Executives through a long term 'Bi-partite settlement' without any agitation/strike, first time in the history of the Company and introduced Performance based sanction of Annual Increment w.e.f. 01.01.2017. Shri R.Vikraman spearheaded in arriving at a long-term settlement between the Workmen of the Contractors and the Contractor Employers on a number of issues including wage hike more recently.

Contribution of Shri R.Vikraman enabled him to be awarded with 'Top Rankers Excellence Award for HR Leadership-2019' by Top Rankers Management, 'Global HR Leadership Award' instituted by the World HRD Congress and 'Pride of HR' in CPSE category instituted by the World Human Resource Development Congress.

Shri. R Vikraman is not on the Board/Committee of any other Listed Company. Shri. R Vikraman had attended all Board meetings during the financial year 2019-20. Shri. R Vikraman does not hold any shares in the Company and is not related to any of the Directors or Key Managerial Personnel of the Company or their relatives.

2. Dr. V. Muralidhar Goud, aged 51 years, an active Social Worker holds his Masters Degree in Public Administration. He has received his Doctorate from Osmania University, Hyderabad, Telangana and pursues his Post-Doctoral Fellowship at ICSSR. He has served as a Part-time Lecturer during 1992-98. He is a former Advisor Committee Member at Nehru Yuva Kendra and also a former State Level Advisor Committee Member, Food Corporation of India. Presently, he is the Chairman of Amma Urban & Rural Development Organisation (AUDRO), a NGO. Dr. V. Muralidhar Goud is not on the Board of any other Listed Companies.

Dr. V. Muralidhar Goud had attended all Board meetings, after his induction in to the Board during the financial year 2019-20 and no remuneration other than sitting fees is being paid to him for attending the meetings of Board / Committee thereof. Dr. V. Muralidhar Goud is not related to any of the Directors or Key Managerial Personnel of the Company or their relatives.

3. Shri. N K Narayanan Namboothiri, aged 61 years is a leading law practitioner from Kottayam, Kerala. Having graduated from Kerala university, he then pursued LLB from Mangalore University. He is an active social worker and has very close relationships with many Social, Cultural and Educational Institutions. His firm, Namboothiri and Associates is a leading law firm in the city and he has many Junior advocates practicing under his guidance. Shri N K Narayanan Namboothiri is not on the Board of any other Listed Companies.

Shri. N K Narayanan Namboothiri had attended all Board meeting after his induction in to the Board during the financial year 2019-20 and no remuneration other than sitting fees is being paid to him for attending the meetings of Board / Committee thereof. Shri N K Narayanan Namboothiri is not related to any of the Directors or Key Managerial Personnel of the Company or their relatives.

4. Shri. Jaikumar Srinivasan, aged 53 years, has assumed charge as Director(Finance) of the Company on 5th February 2020 and he is also the Chief Financial Officer of the Company. Shri. Jaikumar Srinivasan is a B.Com graduate from the University of Nagpur and Associate Member of Cost & Management Accountants of India.

Shri. Jaikumar Srinivasan has more than 28 years of experience in Power Sector including the Power Sector reforms and unbundling and Restructuring of the State Discom. Prior to his appointment he served for 2 years as Director (Finance) of M/s. Maharashtra State Electricity and Distribution Company Limited (Mahavitaran), prior to which he was the Director Finance of Maharashtra State Power Generation Company (Mahagenco), Govt of Maharashtra entities. He also served as part time Director in Mahaguj Colliery Company Limited, UCM Coal Company Ltd. and other Subsidiary Companies of MAHAGENCO.

He was instrumental in achieving financial closure for all generation projects of MAHAGENCO commissioned between 2009-2014 including financial assistance from multilateral agencies viz. IBRD and KfW. He has vast knowledge on all Financial, Regulatory and Commercial aspects of Power generation and distribution business and have concluded several PPAs and also project development through competitive bidding route. Experience of participation in selection of MDO for development of captive coal mine. He was part of the steering committee which successfully implemented SAP system in MAHAGENCO. He has undergone a study on Best Practices in Power Sector at SDA Bocconi University in Milan and ESCP Business School in Torino & Paris.

Shri. Jaikumar Srinivasan is not on the Board/Committee of any other Listed Company. Shri. Jaikumar Srinivasan had attended all Board meetings after his induction in to the Board during the financial year 2019-20. Shri. Jaikumar Srinivasan is not related to any of the Directors or Key Managerial Personnel of the Company or their relatives.

5. Shri S K Prabakar, aged 54 years, is a Graduate in Electrical Engineering and a Member of Indian Administrative Service (1989 Batch), has held various important positions in Government Departments and is presently serving as the Principal Secretary to Government of Tamilnadu, Energy Department, Chennai.

Shri S K Prabakar is not on the Board/Committee of any other Listed Company. Shri S K Prabakar has been inducted w.e.f. 02.07.2020 and hence, the question of attending the Board meeting during the financial year 2019-20 does not arise. Shri S K Prabakar is not related to any of the Directors or Key Managerial Personnel of the Company or their relatives.
