



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. Secy/68th AGM/2024

Date: 02.09.2024

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 68th Annual General Meeting, Book Closure Date, Record Date & Cut-off Date.

We write to inform that the **68th Annual General Meeting (AGM)** of the Company is scheduled to be held on **Wednesday, 25th September, 2024 at 15:00 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 **Thursday, 19th September, 2024 to Wednesday, 25th September, 2024** (both days inclusive) and the company has fixed **Wednesday, 18th September, 2024** 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 2023-24.

Further, in terms of Section 108 of the Companies Act, 2013 and the rules notified thereunder, the Company has fixed **Wednesday, 18th September, 2024** 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 68th AGM. The remote e-voting period commences at 09:00 Hours (IST) on **Saturday, 21st September, 2024** and ends at 17:00 Hours (IST) on **Tuesday, 24th September, 2024**.

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

This is for your information and records.

Thanking You,

Yours faithfully,

for NLC India Limited

**Company Secretary
& Compliance Officer**



NLC India Limited

("Navratna" - Government of India Enterprise)

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Corporate Office: Block-1, Neyveli - 607 801, Cuddalore District, Tamil Nadu.
CIN: L93090TN1956GOI003507, Website: www.nlcindia.in
Email: investors@nlcindia.in, Phone No.: 044-28369139

NOTICE OF 68TH ANNUAL GENERAL MEETING

NOTICE is hereby given that the **Sixty-Eighth (68th)** Annual General Meeting (AGM) of the Members of the Company will be held on **Wednesday, the 25th September, 2024** at **15:00 Hours (IST)** through Video Conferencing ("VC")/Other Audio-Visual Means ("OAVM") to transact the following businesses:

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, 2024, together with the Reports of the Board of Directors and Auditors thereon and the comments of the Comptroller and 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, 2024, together with the Report of the Board of Directors and Auditors thereon and the 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 @15% (₹1.50 per equity share) & to approve the declaration of Final Dividend @15% (₹1.50 per equity share) for the Financial Year 2023-24 and to pass the following resolution as an Ordinary Resolution:**

"RESOLVED THAT the Interim Dividend @15% (₹1.50 per equity share) paid and the Final Dividend @15% (₹1.50 per equity share) recommended by the Board of Directors of the Company, aggregating to 30% (₹3.00 per equity share) on the paid-up share capital of ₹ 13,86,63,66,090/- of the Company be and is hereby declared as the Dividend for the Financial year 2023-24."

- 3. To appoint a Director in place of Dr. Suresh Chandra Suman (DIN: 09549424), who retires by rotation & being eligible, offers himself for re-appointment and to pass the following resolution as an Ordinary Resolution:**

"RESOLVED THAT Dr. Suresh Chandra Suman (DIN: 09549424), Director, be and is hereby re-appointed as a Director of the Company liable to retire by rotation."

4. To appoint a Director in place of Smt. Vismita Tej (DIN: 08255194), who retires by rotation & being eligible, offers herself for re-appointment and to pass the following resolution as an Ordinary Resolution:

"RESOLVED THAT Smt. Vismita Tej (DIN: 08255194), Director, be and is hereby re-appointed as a Director of the Company liable to retire by rotation."

SPECIAL BUSINESS:

5. To consider the appointment of Dr. Prasanna Kumar Acharya (DIN: 09625170) as a 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. Prasanna Kumar Acharya (DIN: 09625170), who was appointed as Director (Finance) by the President of India vide Ministry of Coal (MoC) Letter No.21/19/2022-ESTABLISHMENT dated 18th December, 2023 and appointed as an Additional Director by the Board of Directors with effect from 15th January, 2024 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 Whole-Time Director of the Company for a period of 5 years w.e.f. 15th January, 2024 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 & ratify the remuneration fixed to the Cost Auditors of the Company for the year 2024-25 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 2024-25, fixed to R.M. Bansal and Co., the Cost Auditor appointed under Section 148(3) of the Companies Act, 2013, for the financial year 2024-25 be and is hereby ratified."

By order of the Board of Directors

R. Udhayashankar
Company Secretary

Place: Chennai
Date: 31.08.2024

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, 10/2022 dated December 28, 2022 and subsequent circulars issued in this regard, the latest being General Circular No. 09/2023 dated September 25, 2023 (collectively referred to as "MCA Circulars") has permitted the holding of the Annual General Meeting (AGM) 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. 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 19th September, 2024 to 25th September, 2024 (both days inclusive) for AGM and for determining the entitlement of the shareholders for the final dividend declared, if any, for the financial year 2023-24. The Registers and documents required under the Act 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 AGM, will be paid within 30 days from the date of AGM to the Members or their mandates whose name appears in the Company's Register of Members on the record date i.e., 18th September, 2024.
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 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, Hyderabad 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. 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: einward@integratedindia.in

9. In compliance with the aforesaid MCA Circulars and SEBI Circular dated October 7th, 2023, Notice of the AGM along with the Annual Report for FY 2023-24 is being sent only through electronic mode to those Members whose e-mail addresses are registered with the Company / Depositories. Members may note that the Notice and Annual Report for FY 2023-24 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 <https://www.evoting.nsdl.com>. However, physical copies of the Annual Reports will be sent on the request of the shareholders.
10. To support the green initiative, Members holding shares in physical mode, 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 e-mail ids with their depositories.
11. Members are requested to intimate changes, if any, pertaining to their name, postal address, e-mail 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.

SEBI, vide circular Nos. SEBI/HO/MIRSD/MIRSD_RTAMB/P/CIR/2021/655 dated November 03, 2021, SEBI/HO/MIRSD/MIRSD_RTAMB/P/ CIR/2021/687 dated December 14, 2021, SEBI/HO/ MIRSD/MIRSD-PoD-1/P/CIR/2023/70 dated May 17, 2023, SEBI/HO/MIRSD/POD-1/P/CIR/2023/181 dated November 17, 2023, and SEBI/HO/MIRSD/POD-1/P/CIR/2024/81 dated June 10, 2024 (SEBI Circulars) had mandated shareholders holding shares in physical form to furnish the following details (PAN and KYC details) to the Company/R&STA:

- i. Valid PAN including that of joint shareholders duly linked with Aadhaar;
- ii. Complete Postal Address with PIN Code and Mobile Number;
- iii. Bank Account details (Bank Name, Branch, Bank Account No, IFSC and MICR code);
- iv. Specimen Signature;

Also, pursuant to the above SEBI Circulars, for shares held in physical form, with effect from April 01, 2024, in case of non-updation of PAN and KYC details except "choice of nomination", the shareholders holding shares in physical form shall be eligible for the following only after furnishing KYC details:

- a. to lodge grievance or avail any service request from the R&STA, only after furnishing the complete documents / details as mentioned above.

- b. to receive any payment of dividend only through electronic mode in respect of shares held in the folio in physical form.

Shareholders holding shares in physical form who have not yet updated the above said details in their folio are requested to send the relevant forms duly filled, signed by shareholder(s), including joint holders, if any, along with self-attested proofs / relevant enclosures, as specified in the respective forms, to the address of R&STA on or before 25th September, 2024.

For shares held in physical form, the Final dividend, if any, for the financial year 2023-24, will be paid only through electronic mode, upon furnishing the PAN and KYC details, in entirety.

Shareholders could download the relevant Forms from the website of R&STA through the link <https://www.integratedregistry.in/KYCRegister.aspx>.

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 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 has 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 send an e-mail at investors@nlcindia.in or to the R&STA and the said claim will be entertained as per the notifications / circulars 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 No. IEPF-5 available on www.iepf.gov.in or www.mca.gov.in.
14. Members holding multiple folios are requested to get their holdings consolidated.
15. 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 dematerialised form with a depository and further, the transmission or transposition of securities held in physical or dematerialised form shall be effected only in dematerialized form. In view of this and to eliminate all risks associated with physical shares, Members holding shares in physical form are requested to consider converting their physical holdings to dematerialized form. Members can contact the Company or Company's R&STA, for assistance in this regard.

16. 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.
17. Members attending the AGM through VC / OAVM shall be counted for the purpose of quorum under Section 103 of the Act.
18. 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 / R&STA (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 and any other document which may be required to avail the tax treaty benefits.

19. Instructions for 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 served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the AGM without restriction on account of first come first served basis.
2. Pursuant to the provisions of Section 108 of the 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 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 venue voting on the date of the AGM will be provided by NSDL.

3. The remote e-voting period begins on 21st September, 2024 at 9:00 A.M. and ends on 24th September, 2024 at 5:00 P.M. 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 i.e. 18th September, 2024, may cast their vote electronically. The voting right of shareholders shall be in proportion to their share in the paid-up equity share capital of the Company as on the record date i.e. 18th September, 2024.

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 e-mail Id in their demat accounts in order to access e-Voting facility.

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

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL.	<ol style="list-style-type: none"> 1. Existing IDeAS user can visit the e-Services website of NSDL Viz. https://eservices.nsd.com either on a Personal Computer or on a mobile. On the e-Services home page click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section, this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on "Access to e-Voting" under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. 2. If you are not registered for IDeAS e-Services, option to register is available at https://eservices.nsd.com. Select "Register Online for IDeAS Portal" or click at https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp 3. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsd.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon

“Login” which is available under ‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number held with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be re-directed 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 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.

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

NSDL Mobile App is available on



Individual Shareholders holding securities in demat mode with CDSL

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 use 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 & E-mail 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 re-directed 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 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.
Any person holding shares in physical form and non-individual shareholders	Any person holding shares in physical form and non-individual shareholders, who acquires shares of the Company and becomes member of the Company after the notice is sent through e-mail and holds shares as on the cut-off date i.e. 30.08.2024 , may obtain the login ID and password by sending a request at evoting@nsdl.com or Issuer/R&STA. However, if you are already registered with NSDL for remote e-voting, then you can use your existing user ID and password for casting your vote. If you forgot your password, you can reset your password by using "Forgot User Details/Password" or "Physical User Reset Password" option available on www.evoting.nsdl.com or call on 022 - 4886 7000.
In case of Individual Shareholders holding securities in demat mode	In case of Individual Shareholders holding securities in demat mode who acquires shares of the Company and becomes a Member of the Company after sending of the Notice and holding shares as of the cut-off date i.e. 30.08.2024 may follow steps mentioned in the Notice of the AGM under "Access to NSDL e-Voting system".

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.com or call at 022 - 4886 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. 1800-21-09911

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 e-mail ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your e-mail ID. Trace the e-mail sent to you from NSDL from your mailbox. Open the e-mail 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 e-mail ID is not registered, please follow steps mentioned below in **process for those shareholders whose e-mail 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.com 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 Annual General Meeting on NSDL e-Voting system.](#)

How to cast your vote electronically and join Annual 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 cast your vote during the Annual 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. Corporate Members, FIIs / Financial Institution and Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) who intend to attend the AGM 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 at dhr300@gmail.com with a copy marked to evoting@nsdl.com. 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 or send a request to Ms. Pallavi Mhatre, Senior Manager at evoting@nsdl.com

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

1. In case shares are held in physical mode, please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) by e-mail to investors@nclindia.in.
2. In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) to investors@nclindia.in. If you are an Individual 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 shareholders/members may send a request to evoting@nsdl.com 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 e-mail 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 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 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. Members 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. 18th September, 2024 may register themselves as a speaker by sending their request from their registered e-mail address mentioning their name, DPID and Client ID/folio number, PAN, mobile number at investors@nclindia.in on or before 21st September, 2024 (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, e-mail 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.com or call 1800 1020 990 / 1800 22 44 30.

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

Item No. 4

Dr. Prasanna Kumar Acharya (DIN: 09625170) was appointed as Director (Finance) on Whole-time basis by the President of India vide Ministry of Coal Letter No.21/19/2022-ESTABLISHMENT dated 18th December, 2023. Accordingly, the Board of Directors appointed Dr. Prasanna Kumar Acharya (DIN: 09625170) as an Additional Director w.e.f. 15th January, 2024, 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 Dr. Prasanna Kumar Acharya (DIN: 09625170), 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. Prasanna Kumar Acharya (DIN: 09625170) 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 Dr. Prasanna Kumar Acharya 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. 5

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-imbusement 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 2024-25, fixed to R M Bansal and Co, the Cost Auditor appointed under Section 148(3) of the Companies Act, 2013, is placed before the meeting for Member's approval. None of the Directors or Key Managerial Personnel of the Company or their relatives are interested in the resolution.

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

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

Name	Dr. Suresh Chandra Suman	Smt. Vismita Tej	Dr. Prasanna Kumar Acharya
DOB/Age	01 st June 1968 / 56 years	18 th September 1965 / 58 Years	20 th July 1972/ 52 years
Date of Appointment	11 th May 2022	22 nd February 2023	15 th January 2024
Qualification & Experience	As per Annexure - 3	As per Annexure - 3	As per Annexure - 3
Shareholding in the company	NIL	NIL	NIL
Number of Board Meetings attended during the year	15	15	4
Relationship with other Directors, Manager or KMP	NA	NA	NA
Other Directorships	1. Coal Lignite Urja Vikas Private Limited 2. MNH Sakthi Limited 3. NLC India Renewables Limited 4. NLC Tamil Nadu Power Limited	NIL	1. NLC Tamil Nadu Power Limited 2. Neyveli Uttar Pradesh Power Limited 3. NLC India Renewables Limited
Listed Entities resigned in the past three years	NIL	NIL	NIL
Memberships/ Chairmanship of Committees across all Public Companies*	2	NIL	3

* 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. Dr. Suresh Chandra Suman**

Dr. Suresh Chandra Suman, a Mining Engineer, assumed the position of Director (Mines) at NLC India Limited on 11th May, 2022. He graduated with distinction from Bihar Institute of Technology and holds a Doctorate in Coal Mining Safety from IIT (Indian School of Mines), Dhanbad. Dr. Suman has extensive experience in the mining industry, having served for 23 years at Eastern Coalfields Ltd., a challenging subsidiary of Coal India Limited and 3 years at South Eastern Coalfields Ltd. He has held various responsible positions in both Coal India Limited and NLC India Limited, including Manager of Mines and Agent of Mines.

Under his leadership, two Neyveli mines received a 5-star rating from the Ministry of Coal. Dr. Suman is a visionary leader with expertise in greenfield and brownfield mining projects, MDO contracts, project planning, contract management and both underground and opencast mining. He hails from Koderma, Jharkhand.

2. Smt. Vismita Tej

Smt. Vismita Tej belongs to the Indian Revenue Service (Income Tax) 1990 Batch. She holds MA (Political Science, Utkal University, Odisha), MA (Gender Studies, University of Essex, UK), MA, Diploma, (Public Policy and Sustainable Development, TERI University, New Delhi) and MPhil (International Studies, Jawaharlal Nehru University, New Delhi). Smt. Vismita Tej was posted in various capacities in the Income Tax Department at Bhubaneswar, Patna, Hyderabad, Ranchi and Delhi. She has wide experience in assessment, investigation, administration and policy. She was also posted as Chief Vigilance Officer (CVO), Central Coalfields Limited, Ranchi (2009-2014). Presently, she is posted on deputation as Additional Secretary, Ministry of Coal, Govt. of India.

3. Dr. Prasanna Kumar Acharya

Dr. Prasanna Kumar Acharya is a seasoned professional with over 28 years of experience in Central, State and Private-owned Organizations. Dr. Acharya is a Fellow member of the Institute of Cost and Management Accountant and an Associate Member of the Institute of Company Secretaries of India. He also holds a Bachelor's degree in Commerce (Honors) from Utkal University, Odisha, a Bachelor's in Law (LLB) from MS Law College, Cuttack, Odisha, Master's in Commerce from Ravenshaw University, Odisha and obtained a Master's in Business Administration (MBA).

Dr. Acharya's professional journey encompasses diverse roles in Power Generation, Transmission, Distribution, Mining and Transport Sector.

His expertise lies in areas such as Accounts, Taxation, Project Finance, Fund Raising and Automation. His professional exposure extends to system improvement, digitisation, empowerment and collaboration initiatives.
