



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/69th AGM/2025

Date: 04.09.2025

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 and Notice of 69th Annual General Meeting of the Company for the Financial Year 2024 - 25.

We write to inform that the **69th Annual General Meeting (AGM)** of the Company is scheduled to be held on **Saturday, 27th September, 2025** 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 **Saturday, 20th September, 2025** to **Saturday, 27th September, 2025** (both days inclusive) and the Company has fixed **Friday, 19th September, 2025** as the Record Date/Cut-Off 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 2024-25.

Further, in terms of Section 108 of the Companies Act, 2013 and the rules notified thereunder, the Company has fixed **Friday, 19th September, 2025** 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 69th AGM. The remote e-voting period commences at 09:00 Hours (IST) on **Tuesday, 23rd September, 2025** and ends at 17:00 Hours (IST) on **Friday, 26th September, 2025**.

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.

The Notice of Annual General Meeting is also available on the website of the Company at the link: <https://www.nlcindia.in/webassets/investor/Notice2024-25.pdf>

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)

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

NOTICE OF 69TH ANNUAL GENERAL MEETING

NOTICE is hereby given that the Sixty-Ninth (69th) Annual General Meeting (AGM) of the Members of the Company will be held on **Saturday, the 27th day of September, 2025 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 Standalone Audited Financial Statements including Consolidated Audited Financial Statements of the Company for the Financial Year ended 31st March, 2025, together with the Reports of the Board of Directors and Statutory 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 Standalone Audited Financial Statements including Consolidated Audited Financial Statements of the Company for the Financial Year ended 31st March, 2025, together with the Report of the Board of Directors and Statutory Auditors thereon and the comments of the Comptroller and Auditor General of India, placed before the Meeting be and are hereby approved and adopted.”

2. **To confirm the Interim Dividend paid @ ₹1.50 per equity share (15%) and to declare the Final Dividend @ ₹1.50 per equity share (15%) for the Financial Year 2024-25 and to pass the following resolution as an Ordinary Resolution:**

“RESOLVED to confirm the Interim Dividend @ ₹1.50 per equity share (15%) and to declare the Final Dividend @ ₹1.50 per equity share (15%) as recommended by the Board of Directors of the Company, aggregating to ₹3.00 per equity share (30%) 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 2024-25.”

3. **To appoint a Director in place of Shri Samir Swarup (DIN: 09648745), who retires by rotation and being eligible, offers himself for re-appointment and to pass the following resolution as an Ordinary Resolution:**

“RESOLVED THAT pursuant to the provisions of Section 152 and other applicable provisions of the Companies Act, 2013, Shri Samir Swarup (DIN: 09648745), who retires by rotation at this meeting and being eligible, offers himself for re-appointment, be and is hereby re-appointed as Director of the Company, liable to retire by rotation.”

4. **To appoint a Director in place of Shri M Venkatachalam (DIN: 10045337), who retires by rotation and being eligible, offers himself for re-appointment and to pass the following resolution as an Ordinary Resolution:**

“RESOLVED THAT pursuant to the provisions of Section 152 and other applicable provisions of the Companies Act, 2013, Shri M Venkatachalam (DIN: 10045337), who retires by rotation at this meeting and being eligible, offers himself for re-appointment, be and is hereby re-appointed as Director of the Company, liable to retire by rotation.”

Special Business:

5. **To consider the Re-appointment of Shri Meethale Thundiyl Ramesh (DIN: 07313892) as an Independent Director of the Company and to pass the following resolution as a Special Resolution:**

“RESOLVED THAT pursuant to the provisions of Section 149, 152 and other applicable provisions, if any, of the Companies Act, 2013 (the Act) and rules made thereunder, read with Schedule IV to the Act, as amended from time to time 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 Meethale Thundiyl Ramesh (DIN: 07313892) who was re-appointed as a non-official Independent Director by the President of India vide Ministry of Coal (MoC’s) Letter No. 21/21/2022-Estt dated 28th March, 2025 for a period of One (1) year or until further orders and subsequently appointed by the Board of Directors as an Additional Director (Independent Director) w.e.f. 28th March, 2025 under Section 161 of the Act, who holds office up to the date of ensuing Annual General Meeting, be and is hereby appointed as an Independent

Director of the Company, not liable to retire by rotation, for a period of One (1) year from the date of the above notification of MoC or until further orders, whichever is earlier and on such terms & conditions as may be fixed by the Government of India.”

6. **To consider the appointment of Dr. Vasant Ashok Patil (DIN: 09352913) as an Independent Director of the Company and to pass the following resolution as a Special Resolution:**

“RESOLVED THAT pursuant to the provisions of Section 149, 152 and other applicable provisions, if any, of the Companies Act, 2013 (the Act) and rules made thereunder, read with Schedule IV to the Act, as amended from time to time 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. Vasant Ashok Patil (DIN: 09352913) who was appointed as a non-official Independent Director by the President of India vide Ministry of Coal (MoC’s) Letter No. 21/21/2022-Estt dated 28th March, 2025 for a period of One (1) year or until further orders and subsequently appointed by the Board of Directors as an Additional Director (Independent Director) w.e.f. 28th March, 2025 under Section 161 of the Act, who holds office up to the date of ensuing Annual General Meeting, be and is hereby appointed as an Independent Director of the Company, not liable to retire by rotation, for a period of One (1) year from the date of the above notification of MoC or until its further orders, whichever is earlier and on such terms & conditions as may be fixed by the Government of India.”

7. **To consider the appointment of Shri Pradeep Kumar Saraogi (DIN: 03083365) as an Independent Director of the Company and to pass the following resolution as a Special Resolution:**

“RESOLVED THAT pursuant to the provisions of Section 149, 152 and other applicable provisions, if any, of the Companies Act, 2013 (the Act) and rules made thereunder, read with Schedule IV to the Act, as amended from time to time 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 Pradeep Kumar Saraogi (DIN: 03083365) who was appointed as a non-official Independent Director by the President of India vide Ministry of Coal (MoC’s) Letter No. 21/21/2022- Estt dated 28th March, 2025 for a period of one (1) year or until further orders and subsequently appointed by the Board of Directors as an Additional Director (Independent Director) w.e.f. 28th March, 2025 under Section 161 of the Act, who

holds office up to the date of ensuing Annual General Meeting, be and is hereby appointed as an Independent Director of the Company, not liable to retire by rotation, for a period of One (1) year from the date of the above notification of MoC or until its further orders, whichever is earlier and on such terms & conditions as may be fixed by the Government of India.”

8. **To consider the appointment of Shri Sanoj Kumar Jha (DIN: 11100701) 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 (the Act) 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 Sanoj Kumar Jha (DIN: 11100701), Additional Secretary, Ministry of Coal, Government of India who was nominated as Part-time Official Director by the President of India vide Ministry of Coal (MoC’s) Letter No. 21/3/2011-BA/Estt-(ii) dated 1st May, 2025 and appointed as an Additional Director (Part-time Official Director) by the Board of Directors w.e.f. 9th May, 2025, who holds office up to the date of ensuing Annual General Meeting under Section 161 of the Act, be and is hereby appointed as a Government Nominee Director of the Company and shall be liable to retire by rotation.

9. **To consider & ratify the remuneration of Cost Auditors of the Company for the Financial Year 2025-26 and to pass the following resolution as an Ordinary Resolution:**

“RESOLVED THAT pursuant to the provisions of Section 148 and other applicable provisions, if any, of the Companies Act, 2013 read with Rule 14 of the Companies (Audit and Auditors) Rules, 2014, (including any statutory modification(s) or re-enactment thereof for the time being in force), the remuneration of ₹6,00,000/- (Rupees Six Lakh only) (plus applicable taxes) and re-imbursment of expenditures including out-of-pocket expenses restricted to 20% of the audit fee, with an additional fee of ₹25,000/- (Rupees Twenty Five Thousand only) (plus applicable taxes) for each additional Units, if any, commissioned during the financial year 2025-26, fixed to Dhananjay V Joshi Associates, Cost Accountants, appointed as the Cost Auditors by the Board of Directors of the Company for conducting the audit of the Cost Records of the Company and providing Cost Audit Report, and all such reports, annexures, records and documents, for the financial year 2025-26 that may be required to be prepared and submitted by the Cost Auditors under applicable statute, be and is hereby ratified.

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RESOLVED FURTHER THAT the Board of Directors or any other person(s) authorised by the Board be and is hereby authorised to do all acts, deeds, matters and things as may be considered necessary, desirable or expedient for giving effect to this resolution.”

10. **To consider the appointment of Secretarial Auditor of the Company for a term of 5 (five) years from FY 2025-26 to FY 2029-30 and to pass the following resolution as an Ordinary Resolution:**

“**RESOLVED THAT** pursuant to Section 204 and other applicable provisions, if any, of the Companies Act, 2013, Rule 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and Regulation 24A and other 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), D. Hanumanta Raju & Co., Practising Company Secretaries, Hyderabad (Unique Identification No. P1990AP015500), be and is hereby appointed as Secretarial Auditor of the Company for a term of 5 years commencing from FY 2025-26 till FY 2029-30, at a total audit fees of ₹3,36,300/- (Rupees Three Lakh Thirty-Six Thousand Three Hundred only) (including applicable taxes) and other terms & conditions, as may be mutually agreed upon between the Board of Directors of the Company and the Secretarial Auditors.

RESOLVED FURTHER THAT the Board of Directors or any other person(s) authorised by the Board be and is hereby authorised do all such acts and carry out things as are necessary or deemed fit to give effect to the above resolution.”

**By order of the Board of Directors
NLC India Limited**

**Prashant Vinay Kaushik
Company Secretary
Membership No. ACS 54929**

Place: Chennai
Date: 04.09.2025

NOTES:

1. The Ministry of Corporate Affairs (“MCA”) has vide General Circular No. 09/2024 dated September 19, 2024 read with other previous MCA General Circular No. 09/2023 dated September 25, 2023, No. 10/2022 dated December 28, 2022, No. 02/22 dated May 5, 2022, No.17/2021 dated April 13, 2021 and No. 20/2020 dated May 5, 2020, No. 17/2020 dated April 13, 2020 and No. 14/2020 dated April 8, 2020 (collectively referred to as “MCA Circulars”) and Securities and Exchange Board of India (SEBI) vide circular no. SEBI/HO/CFD/CFDPoD-2/

P/ CIR/ 2024/ 133 dated October 3, 2024 (“SEBI Circular”) has permitted holding of 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 SEBI (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. Pursuant to the Circular No. 14/2020 dated April 08, 2020, issued by the Ministry of Corporate Affairs and since this AGM is being held 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. However, in terms of provisions of Section 112 and Section 113 of the Act, representatives of the Members such as the President of India or a Governor of a state or body corporate can attend the AGM through VC/OAVM and cast their votes through e-voting.
3. The Register of Members and Share Transfer Books of the Company will remain closed from 20th September, 2025 to 27th September, 2025 (both days inclusive) for AGM and for determining the entitlement of the shareholders for the final dividend declared, if any, for the financial year 2024-25. 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. 19th September, 2025.
5. Pursuant to Section 139 of the Companies Act, 2013, the Auditors of a Government Company are to be appointed or re-appointed by the Comptroller and Auditor General of India (C&AG) and in pursuant to Section 142 of the Companies Act, 2013, their remuneration is to be fixed by the Company in the Annual General Meeting or in such manner as the Company in general meeting may determine. The Members of the Company had authorized the Board of Directors to fix the remuneration of Statutory Auditors for the financial year 2024-25. Accordingly, the Board of Directors has fixed audit fee of ₹45,00,000/- (Rupees Forty-Five Lakh only) (excluding applicable taxes) for the Statutory Auditors for the financial year

2024-25 in addition to applicable GST and reimbursement of actual travelling and out-of-pocket expenses for visits to accounting units. The Statutory Auditors of the Company for the year 2025-26 are yet to be appointed by the C&AG. Accordingly, the Members may authorize the Board to fix an appropriate remuneration of Statutory Auditors as may be deemed fit by the Board for the year 2025-26 and for subsequent financial years.

6. 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 Businesses to be transacted at the meeting is annexed hereto at **Annexure-1**.
7. 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**.
8. 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.
9. Integrated Registry Management Services Pvt Ltd., is the Registrar and Share Transfer Agent for the Company (R&STA). The details of their address and 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
10. In compliance of the aforesaid MCA Circulars and SEBI Circular dated 3rd October, 2024, Notice of the AGM along with the Annual Report for FY 2024-25 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 of AGM and Annual Report for FY 2024-25 will also be available on the Company's website at 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. Further, the Notice of AGM notice shall also be available on the website of National Securities Depositories Limited (NSDL) (the agency providing Remote e-Voting facility and e-voting system during the AGM) at www.evoting.nsdl.com. However, physical copies of the Annual Reports will be sent on the request of the shareholders.
11. Further, in terms of SEBI Listing Regulations, as amended vide circular dated 12th December 2024, for those

shareholders whose email id is not registered, a letter providing the web-link, including the exact path where complete details of the Annual Report are available, will be sent at their registered address.

12. 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.
13. 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.
- 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

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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 as mentioned above on or before 25th September, 2025.

For shares held in physical form, the Final dividend, if any, for the financial year 2024-25, 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>.

14. In case of joint holders, the Member whose name appears as the first holder in the order of names as per the Register of Members of the Company will be entitled to vote at the AGM.
15. Pursuant to provisions of the Act, the dividend amounts which remain unclaimed for a period of seven (7) 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 at www.nlcindia.in. Pursuant to 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 (7) 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.
16. Members holding multiple folios are requested to get their holdings consolidated.
17. 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. Further, pursuant to the recent SEBI circular dated 2nd July, 2025, shareholders are hereby informed that a special window has been opened from 7th July, 2025 to 6th January, 2026 for re-lodgement of transfer deeds that were originally lodged before 1st April, 2019 but were rejected, returned, or not processed due to deficiencies in documents or process. This initiative

is intended to safeguard investor interests and provide one final opportunity for shareholders who missed the earlier re-lodgement deadline of 31st March, 2021. All such re-lodged securities shall be transferred only in dematerialized form, and due process will be followed for the transfer-cum-demat requests. Shareholders holding such physical securities are advised to take note and initiate the necessary steps within the stipulated window. Members can contact the Company or Company's R&STA, for assistance in this regard.

18. 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.
19. The attendance of the Members attending the AGM through VC/OAVM will be counted for the purpose of ascertaining the quorum under Section 103 of the Companies Act, 2013.
20. 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.
21. 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), the Secretarial Standards issued by the ICSI, 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 engaged 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 on the date of the AGM will be provided by NSDL.
3. The remote e-voting period begins on Tuesday, 23rd September, 2025 at 9:00 A.M. and ends on Friday, 26th September, 2025 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. 19th September, 2025, 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 cut-off date i.e. 19th September, 2025.

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 09th December, 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. For OTP based login you can click on https://eservices.nsd.com/SecureWeb/evoting/evotinglogin.jsp. You will have to enter your 8-digit DP ID, 8-digit Client Id, PAN No., Verification code and generate OTP. Enter the OTP received on registered email id/mobile number and click on login. 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. 2. 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. 3. 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

Type of shareholders	Login Method
	<p>4. 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 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.</p> <p>5. Shareholders/Members can also download NSDL Mobile App “NSDL Speede” facility by scanning the QR code mentioned below for seamless voting experience.</p> <p style="text-align: center;">NSDL Mobile App is available on</p> <div style="display: flex; justify-content: center; align-items: center;"> <div style="margin-right: 20px;">  App Store </div> <div>  Google Play </div> </div> <div style="display: flex; justify-content: center; align-items: center; margin-top: 10px;">   </div>
<p>Individual Shareholders holding securities in demat mode with CDSL</p>	<ol style="list-style-type: none"> 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. 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. 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. 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.
<p>Individual Shareholders (holding securities in demat mode) login through their depository participants</p>	<p>You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. Upon logging in, you will be able to see e-Voting option. Click on e-Voting option, you will be 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.</p>
<p>Any person holding shares in physical form and non-individual shareholders</p>	<p>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. 19th September, 2025, 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.</p>
<p>In case of Individual Shareholders holding securities in demat mode</p>	<p>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. 19th September, 2025 may follow steps mentioned in the Notice of the AGM under “Access to NSDL e-Voting system”.</p>

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 by 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.

Notice

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@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. 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. 19th September, 2025 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 24th September, 2025 (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 022 - 48867000.

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

Item No. 5

Ministry of Coal (MoC) vide its Letter No. 21/21/2022-Estt dated 28th March, 2025 re-appointed Shri Meethale Thundiyl Ramesh (DIN: 07313892) as an Independent Director of the Company for a period of one (1) year from the date of the above notification of MoC or until further orders, whichever is earlier. Accordingly, the Board of Directors appointed Shri Meethale Thundiyl Ramesh (DIN: 07313892) as an Additional Director w.e.f. 28th March, 2025, 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. Meethale Thundiyl Ramesh (DIN: 07313892), as an Independent Director of the Company.

None of the Directors, Key Managerial Personnel or their relatives except Shri Meethale Thundiyl Ramesh (DIN: 07313892) is concerned or interested in the resolution to the extent of his appointment as a Director and he does not hold any share in the Company, either in his individual capacity or on a beneficial basis for any other person.

The Board of Directors recommended the appointment of Shri Meethale Thundiyl Ramesh (DIN: 07313892), as an Independent Director of the Company, not liable to retire by rotation. Shri Meethale Thundiyl Ramesh (DIN: 07313892) has given a declaration that he meets the criteria of independence as provided in Section 149(6) of the Companies Act, 2013. 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.

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

Item No. 6

Ministry of Coal (MoC) vide its Letter No. 21/21/2022- Estt dated 28th March, 2025 appointed Dr. Vasant Ashok Patil (DIN: 09352913) as an Independent Director of the Company for a period of one (1) year from the date of the above notification of MoC or until further orders, whichever is earlier. Accordingly, the Board of Directors appointed Dr. Vasant Ashok Patil (DIN: 09352913) as an Additional Director w.e.f. 28th March, 2025, 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. Vasant Ashok Patil (DIN: 09352913) as an Independent Director of the Company.

None of the Directors, Key Managerial Personnel or their relatives except Dr. Vasant Ashok Patil (DIN: 09352913) is concerned or interested in the resolution to the extent of his appointment as a Director and he does not hold any share in the Company, either in his individual capacity or on a beneficial basis for any other person.

The Board of Directors recommended the appointment of Dr. Vasant Ashok Patil (DIN: 09352913) as an Independent Director of the Company, not liable to retire by rotation. Dr. Vasant Ashok Patil (DIN: 09352913) has given a declaration that he meets the criteria of independence as provided in Section 149(6) of the Companies Act, 2013. 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.

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

Item No. 7

Ministry of Coal (MoC) vide its Letter No. 21/21/2022- Estt dated 28th March, 2025 appointed Shri Pradeep Kumar Saraogi (DIN: 03083365) as an Independent Director of the Company for a period of one (1) year from the date of the above notification of MoC or until further orders, whichever is earlier. Accordingly, the Board of Directors appointed Shri Pradeep Kumar Saraogi (DIN: 03083365) as an Additional Director w.e.f. 28th March, 2025, 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 Pradeep Kumar Saraogi (DIN: 03083365) as an Independent Director of the Company.

None of the Directors, Key Managerial Personnel or their relatives except Shri Pradeep Kumar Saraogi (DIN: 03083365) is concerned or interested in the resolution to the extent of his appointment as a Director and he does not hold any share in the Company, either in his individual capacity or on a beneficial basis for any other person.

The Board of Directors recommended the appointment of Shri Pradeep Kumar Saraogi (DIN: 03083365) as an Independent Director of the Company, not liable to retire by rotation. Shri Pradeep Kumar Saraogi (DIN: 03083365) has given a declaration that he meets the criteria of independence as provided in Section

149(6) of the Companies Act, 2013. 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.

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

Item No. 8

Shri Sanoj Kumar Jha, Additional Secretary, Ministry of Coal was appointed as Part-time Official Director of the Company by the President of India vide Ministry of Coal (MoC's) Letter No. 21/3/2011-/BA/Estt-(ii) dated 1st May, 2025. Accordingly, the Board of Directors appointed Shri Sanoj Kumar Jha (DIN: 11100701) as an Additional Director w.e.f. 9th May, 2025 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. Sanoj Kumar Jha (DIN: 11100701), as Director of the Company.

The Board of Directors recommended the appointment of Shri Sanoj Kumar Jha (DIN: 11100701) as Government Nominee Director of the Company, liable to retire by rotation. 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 Sanoj Kumar Jha 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 an Ordinary Resolution.

Item No. 9

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, proposal seeking ratification for the remuneration of ₹6,00,000/- (Rupees Six Lakh only) (plus applicable taxes) and re-imburement of expenditures including out-of-pocket expenses at actuals restricted to 20% of the audit fee, with an additional fee of ₹25,000/- (Rupees Twenty Five Thousand only) (plus applicable taxes) for the additional Units if any, commissioned during the financial year 2025-26, fixed to Dhananjay V Joshi Associates, 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 an Ordinary Resolution.

Item No. 10

As per Section 204 of the Companies Act, 2013 read with applicable Rules made thereunder and Regulation 24A(1)(b) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, a Secretarial Audit firm shall be appointed as Secretarial Auditor of the Company for a term of 5 consecutive years, with the approval of shareholders accorded in the Annual General Meeting (AGM), on the basis of recommendation of the Board of Directors.

The Board of Directors, based on recommendation of the Audit Committee, after evaluating and considering various factors such as industry experience, competency of the audit team, efficiency in conduct of audit, independence, etc., has approved the appointment of D. Hanumanta Raju & Co., Practising Company Secretaries, Hyderabad, a peer reviewed firm (Firm Registration No. P1990AP015500) as Secretarial Auditor of the Company at a total fee of Rs. 3,36,300/- (including GST) for a period of 5 years commencing from FY 2025-26 till FY 2029-30, subject to the approval of shareholders in the Annual General Meeting.

D. Hanumanta Raju & Co. has provided confirmation that the firm is not disqualified and is eligible to be appointed as Secretarial Auditors in terms of Regulation 24A of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. In addition to the secretarial audit, D. Hanumanta Raju & Co. shall provide such other services in the nature of certifications and other professional work, as approved by the Board of Directors. The services to be rendered by D. Hanumanta Raju & Co. as Secretarial Auditors is within the purview of the said regulation read with SEBI circular no. SEBI/ HO/CFD/CFD-PoD-2/CIR/P/2024/185 dated December 31, 2024. The firm has provided its consent to act as the Secretarial Auditors of the Company.

D. Hanumanta Raju & Co. is a well-known firm of Practising Company Secretaries founded in 1990 and based in Hyderabad, a Peer Reviewed firm ensuring the highest standards in professional practices. The firm has a team of 3 partners and focussed on providing comprehensive professional services in corporate law, SEBI regulations and allied fields, delivering strategic solutions to ensure regulatory adherence and operational efficiency.

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 an Ordinary Resolution.

Annexure – 2

BRIEF RESUME OF DIRECTORS PROPOSED FOR RE-APPOINTMENT / APPOINTMENT

Name	Shri Samir Swarup	Shri Venkatachalam	Shri Sanoj Kumar Jha
DOB/Age	17 th May, 1968/ 57 years	15 th May, 1966 / 59 Years	14 th November, 1973/ 51 years
Date of Appointment	27 th February, 2023	26 th April, 2023	9 th May, 2025
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	13	13	NIL
Relationship with other Directors, Manager or KMP	NA	NA	NA
Other Directorships	Coal Lignite Urja Vikas Private Limited	1. NLC Tamil Nadu Power Limited 2. Neyveli Uttar Pradesh Power Limited 3. NLC Rajasthan Power Limited.	1. Bharat Coking Coal Limited
Listed Entities resigned in the past three years	NIL	NIL	NIL
Memberships/ Chairmanship of Committees across all Public Companies*	NIL	2	2

* 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.

Name	Shri M.T Ramesh	Dr. Vasant Ashok Patil	Shri Pradeep Kumar Saraogi
DOB/Age	5 th March 1970 / 55 years	28 th October 1972/ 52 Years	20 th April 1972/ 53 years
Date of Appointment	28 th March,2025	28 th March,2025	28 th March,2025
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	NIL	NIL	NIL
Relationship with other Directors, Manager or KMP	NA	NA	NA
Other Directorships	NIL	NIL	1. Ishan Infradevelopers Private Limited 2. Bundelkhand Infra Industries Private Limited
Listed Entities resigned in the past three years	NIL	NIL	NIL
Memberships/Chairmanship of Committees across all Public Companies*	1	1	2

* 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 RE-APPOINTMENT/APPOINTMENT

1. Shri Samir Swarup

Shri Samir Swarup was appointed as Director (Human Resources) of NLC India Limited on 27th February, 2023. During his tenure in NLC India Limited, the core values of company was revised in alignment with present business context with the acronym “NLCILCOMMITTS”. He has been instrumental in implementation of many new Policies/Schemes at NLCIL which inter-alia include Succession Planning & Leadership Development policy, Idea Generation Scheme (MYIDEA), three year training scheme for Project Affected Persons of Neyveli Project and provision of Special Leave for executives working in Mine, Power Stations and Projects.

Prior to joining NLC India Limited, he was working as Executive Director (Personnel & Administration) at Corporate Office SAIL at New Delhi. Having started his career in SAIL in the year 1991, during his professional journey of more than three decades, he has contributed in all the domain areas of Human Resources in various Units of SAIL including Corporate Office. He has also served as a Director in Indian Iron and Steel Sector Skill Council, an organization mandated under National Skill Development Corporation (NSDC).

Shri Swarup is recipient of prestigious “People Leader of the Year” award at the People Matters Infini-T Awards India 2025.

2. Shri M. Venkatachalam

Shri M. Venkatachalam, Director (Power), NLCIL, is a Distinguished Scientist and a Mechanical Engineer from University of Madras with a MBA in Financial Management. Before joining NLCIL, he was an Executive Director at NPCIL possessing 35 years of rich experience of Nuclear station operations, project construction and commissioning, implementation of robust safety systems, versatile site activities and corporate functions. He has major expertise in upgradation and life extension activities of nuclear power plants and has showcased resilience in handling tsunami event at Madras Atomic Power Station and bringing back units after natural calamities. He was Station Director at Kakrapar Atomic Power Project, Gujarat where he was instrumental in erection and commissioning India's first indigenous 700 MW nuclear power plant. He is a recipient of the prestigious NPCIL excellence award and several meritorious group awards. He is an identified World Association Nuclear Operators (WANO) expert, served as Public Awareness Committee Chairman and delivered TEDx talks and UGC Edusat lectures on Nuclear Power Courses.

After joining NLCIL, he spearheaded various strategic initiatives including signing of MoUs with prestigious

organisations/institutions. Under his leadership, NLCIL added 660 MW thermal capacity and commenced project activities at NLCIL's prestigious project at Odisha.

3. Shri M.T Ramesh

Shri M.T. Ramesh is a dedicated social worker with a Bachelor's degree in History. Over the past three decades, he has actively participated in numerous social service activities, demonstrating his commitment to the betterment of society. Additionally, he engages in philanthropic endeavours to contribute positively to the community.

4. Dr. Vasant Ashok Patil

Dr. Vasant Ashok Patil is a Medical Practitioner and having specialisation in Ophthalmology. He has been providing medical services through Eye and Cataract Camps since last 22 years. Dr. Patil is also engaged in social activities which includes taking camps in Adivasi Tribal areas in distinct fields like education, culture, health, farming, motivation and self-employment.

Dr. Patil is also engaged in education sector as a President of Ekal Vidyalaya, Shahada Anchal Samiti and as a Chairman of Vidya Bharati affiliated Saraswati Vidya Mandir, Shahada he has been involved in providing school education and skill development programme to tribal area children and youths.

5. Shri Pradeep Kumar Saraogi

Shri Pradeep Kumar Saraogi is holding MA degree in Political Science from Bundelkhand University. He is a member of Bharatiya Janata Party's State Working Committee. He is also holding the position of District President of District Olympic Association, Patron of Amateur Mallakhamb Association, Uttar Pradesh.

Shri Saraogi is active in social and political arena since student life and has worked for the betterment of society by helping the poor and needy people in various ways. With his continued efforts, he has provided assistance to number of youths in sports area through RSMF in order to promote and upgrade the talent of youth. With his consistent efforts through various socio-cultural activities, he is contributing a lot to the society.

6. Shri Sanoj Kumar Jha

Shri Sanoj Kumar Jha, Indian Administrative Service batch of 1997, Sikkim cadre, he is a graduate in Physics from Hindu College (University of Delhi). He holds M.Sc. degree in Public Policy & Management from King's College, London (UK). He has also completed a Master's level course (Advanced Management Programme in Public Policy) from Indian School of Business (ISB). He has done

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several trainings in the fields of trade, infrastructure, environment, power, economics, data analysis and global poverty.

He is presently Additional Secretary at the Ministry of Coal, Government of India.

He has worked in various capacities with the Government of India, the Government of Sikkim and the Government

of Jharkhand. He has also worked with United Nations Development Programme (UNDP) at Kabul, Afghanistan, where he was attached to the Afghan Ministry of Commerce and Industry. He possesses experience in the fields of district administration, rural development, planning, tourism, commerce and industry, animal husbandry, mines & geology, power and food processing.
