

1. Name of Listed Entity : NLC India Limited

2. Quarter ending : 31st March, 2017

I. Composition of Board of Directors:

Title Mr/ Ms	Name of the Director	Pan ⁵ &	Category (Chairperson/ Executive/ Non-Executive/ Independent/ Nominee) ⁵	Date of Appointment in the current terms/ Cessation	Tenure*	No. of Directorship in listed entities including this listed entity (Refer Regulation 25(1) of Listing Regulations)	Number of Memberships in Audit/ Stake holder Committee(s) including this listed entity (Refer Regulation 26(1) of Listing Regulations)	No. of post of Chair person in Audit/stake holder Committee held in listed entities including this listed entity. (Refer Regulation 26(1) of Listing Regulations)
		DIN						
Mr.	S.K.Acharya	ADAPA6903F 03357603	Chairperson-Executive	01.10.2015	--	NA	Nil	Nil
Mr.	Rakesh Kumar	AJHPK5524H 02865335	Executive	23.05.2012	--	NA	1	1
Mr.	Subir Das	ADWPD1011B 06988287	Executive	30.09.2014	--	NA	1	Nil
Mr.	V.Thangapandian	ACTPT8883H 07255163	Executive	01.09.2015	--	NA	2	Nil
Mr.	P.Selvakumar	AAVPS416IR 07347130	Executive	01.01.2016	--	NA	1	Nil
Mr.	R.Vikraman	AACPV3897L 07601778	Executive	09.12.2016	--	NA	Nil	Nil
Mr.	R.P.Gupta	AEJPG5117M 03388822	Non-Executive	30.08.2016	--	NA	Nil	Nil
Mr.	Vikram Kapur	AAAPK0757A 00463564	Non-Executive	29.03.2017	--	NA	Nil	Nil
Mr.	Chandra Prakash Singh	AMGPS5253D 00594463	Independent	17.11.2015	3 years*	1	1	Nil
Mr.	Azad Singh Toor	AAGPT8430M 07358170	Independent	03.12.2015	3 years*	1	1	1
Mr.	K.Madhavan Nair	AAIPN2018D 07366493	Independent	11.12.2015	3 years*	1	Nil	1
Ms.	Nalini Padmanabhan	ACAPN3833C 01565909	Independent	02.02.2017	3 Years*	1	Nil	Nil
Ms.	Monika Arora	AAGPA5120M 01065112	Independent	02.03.2017	3 years*	1	Nil	Nil
Mr	Rajeev Ranjan	AAHPR5558B 01806973	Non-Executive	Ceased w.e.f. 06.03.2017	---	---	---	---

*The tenure as fixed by the Govt. is three years from the date of notification or until further orders.

II. Composition of Committees:

Name of Committee	Name of Committee Members	Category (Chairperson/ Executive/ Non-Executive/ Independent/Nominee) ⁵
1.Audit Committee	Shri.K.Madhavan Nair	Chairman-Independent
	Shri.Azad Singh Toor	Independent
	Shri.Chandra Prakash Singh	Independent
	Shri.Subir Das	Executive
2.Nomination & Remuneration Committee	Shri.Azad Singh Toor	Chairman-Independent
	Shri.Chandra Prakash Singh	Independent
3.Risk Management Committee (if applicable)	Shri.Rakesh Kumar	Chairman-Executive
	Shri.P.Selvakumar	Executive
	Shri.Subir Das	Executive
	Shri.V.Thangapandian	Executive
4.Stakeholders Relationship Committee	Shri.Azad Singh Toor	Chairman-Independent
	Shri.Rakesh Kumar	Executive
	Shri.V.Thangapandian	Executive

⁵ Category of Directors means Executive/Non-executive/Independent/Nominee. If a Director fits into more than one category write all category, write all categories separating them with hyphen.

III. Meeting of Board of Directors:			
Date(s) of Meeting (if any) in the previous quarter	Date(s) of Meeting (if any) in the relevant quarter	Maximum gap between any two consecutive (in number of days)	
04.11.2016	25.01.2017	04.11.2016 to 25.01.2017 - 33 days	
08.12.2016	31.01.2017	08.12.2016 to 31.01.2017 - 47 days	
	09.02.2017	25.01.2017 to 09.02.2017 - 5 days	
	20.03.2017	31.01.2017 to 20.03.2017 - 8 days	
		09.02.2017 to 20.03.2017 - 38 days	
IV. Meeting of Committees:			
(i) Audit Committee:			
Date(s) of meeting of the Committee in the relevant quarter	Whether requirement of Quorum met (Details)	Date(s) of meeting of the committee in the previous quarter	Maximum gap between any two consecutive meetings in number of days*
09.02.2017	Yes	08.12.2016	08.12.2016 to 09.02.2017 – 62 days
20.03.2017	Yes		09.02.2017 to 20.03.2017 – 38 days
(ii) Nomination & Remuneration Committee :			
Date(s) of meeting of the Committee in the relevant quarter	Whether requirement of Quorum met (Details)	Date(s) of meeting of the committee in the previous quarter	Maximum gap between any two consecutive meetings in number of days*
No of meeting held during the relevant quarter	NA	No of meeting held during the previous quarter	----
(iii) Risk Management Committee :			
Date(s) of meeting of the Committee in the relevant quarter	Whether requirement of Quorum met (Details)	Date(s) of meeting of the committee in the previous quarter	Maximum gap between any two consecutive meetings in number of days*
17.03.2017	Yes	No of meeting held during the previous quarter	---
(iv) Stakeholders Relationship Committee :			
Date(s) of meeting of the Committee in the relevant quarter	Whether requirement of Quorum met (Details)	Date(s) of meeting of the committee in the previous quarter	Maximum gap between any two consecutive meetings in number of days*
09.02.2017	Yes.	04.11.2016	----
* This information has to be mandatorily be given for Audit Committee, for rest of the Committees giving this information is optional.			
V. Related Party Transactions :			
Subject		Compliance Status(Yes/No/NA) refer note below	
Whether prior approval of Audit Committee obtained		Yes	
Whether shareholder approval obtained for material RPT		NA	
Whether details of RPT entered into pursuant to omnibus approval have been reviewed by Audit Committee		Yes	
Note: 1.In the column "Compliance Status", compliance or non-compliance may be indicated by Yes/No/NA. For example, if the Board has been composed in accordance with the requirements of Listing Regulations. "Yes" may be indicated. Similarly, in case the Listed Entity has no related party transactions, the word, N.A., may be indicated.			
2. If status is "NO" details of Non-compliance may be given here.			



VI. Affirmations:

2.The composition of the following committees is in terms of SEBI (Listing Obligations and Disclosure Requirements) Regulations,2015:

(a) Audit Committee

(b) Stakeholders Relationship Committee

(c) Risk Management Committee

3.The Committee members have been made aware of their powers, role and responsibilities as specified in SEBI (Listing Obligations and Disclosure Requirements) Regulations,2015.

4.The meetings of the Board of Directors and the above committees have been conducted in the manner as specified in SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015.

5.The report submitted in the previous quarter was placed before Board of Directors.

Note:

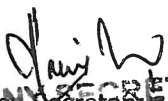
1.I. Composition of Board of Directors {Regulation 17(2) of LODR}:

It is informed that the number of Independent Directors on the Board of the Company as per the present composition is less than 50% of the Board of Directors of the Company. Since the Company is a Government Company, as per the Articles of Association of the Company, the power to appoint Directors vests with the President of India. The issue relating to the appointment of required number of Independent Directors on the Board of the Company, has been referred to the Ministry of Coal, the Administrative Ministry in order to comply with the requirement of having 50% of the Board of Directors with Independent Directors.

II. Composition of Nomination and Remuneration Committee {Regulation 19(1) of LODR}:

The composition of Nomination and Remuneration Committee was fully complying with prescribed requirements up to the period 5th March, 2017 till the relinquishment of a Non-executive Director who was the Member of the Committee, from the Board of the Company w.e.f.06.03.2017. Nomination and Remuneration Committee, as per the requirements will be reconstituted shortly in terms of the requirement of the LODR.

Name & Designation :


COMPANY SECRETARY
NLC India Ltd.,
Neyveli-597801.



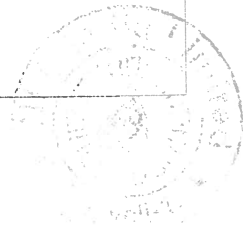
I. Disclosure on website in terms of Listing Regulations:		
Item	Compliance Status (Yes/No/NA) refer note below	
Details of Business	Yes	
Terms and conditions of appointment of independent directors	Yes	
Composition of various committees of Board of Directors	Yes	
Code of Conduct of Board of Directors and Senior Management Personnel	Yes	
Details of establishment of Vigil mechanism/Whistle Blower Policy	Yes	
Criteria of making payments to Non-executive Directors	NA	
Policy on dealing with Related Party Transactions	Yes	
Policy for determining 'Material' subsidiaries	Yes	
Details of familiarization programmes imparted to Independent Directors	Yes	
Contact information of the designated officials of the listed entity who are responsible for assisting and handling investor grievances	Yes	
Email address for grievance redressal and other relevant details	Yes	
Financial results	Yes	
Shareholding pattern	Yes	
Details of agreements entered into with the media companies and/or their associates	NA	
New Name and the Old name of the Listed Entity	Yes	
II. Annual Affirmations		
Particulars	Regulation Number	Compliance Status (Yes/No/NA) refer note below
Independent Director(s) have been appointed in terms of specified criteria of 'Independence' and/or 'Eligibility'	16(1) (b) & 25(6)	Yes. Note: The Independent Directors are appointed by the Ministry of Coal, the Administrative Ministry and the criteria laid down will be observed by the Administrative Ministry. Regulation 25(6)- NA. During the year No Independent Director had relinquished or removed from Board of Directors of the Company and hence 'Not applicable'.
Board Composition	17(1)	No. Requirements not complied with as under; 1.Requirement to have at least 50% of the Board with Non-executive Directors- for the periods from 20.06.2016 to 15.08.2016 & 09.12.2016 to 01.02.2017. 2. Requirement to have at least one woman director – for the period from 20.06.2016 to 01.02.2017. It is informed that since the company is a Government Company, as per the Articles of Association of the Company, the power to appoint Directors vests with the President of India. Ministry of Coal, Government of India was addressed with regard to the requirements. Regulation 17(1)(b)- During the year , the requirement was not complied with fully. It is informed that the number of Independent Directors on the Board of the Company as per the present composition is less than 50% of the Board of Directors of the Company. Since the Company is a Government Company, as per the Articles of Association of the Company, the power to appoint Directors vests with the President of India. The issue relating to the appointment of required number of Independent Directors on the Board of the Company, has been referred to the Ministry of Coal, Government of India.



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Meeting of Board of Directors	17(2)	Yes
Review of Compliance Reports	17(3)	Yes
Plans for orderly succession for appointments	17(4)	Yes. Note: Being a Government Company, CMD and Functional Directors, Official Part-time Directors and Independent Directors are appointed by Ministry of Coal, the Administrative Ministry. The Management has plans and procedures for orderly succession for Senior Management.
Code of Conduct	17(5)	Yes
Fees/Compensation	17(6)	Yes
Minimum Information	17(7)	Yes
Compliance Certificate	17(8)	Yes
Risk Assessment & Management	17(9)	Yes
Performance Evaluation of Independent Directors	17(10)	NA. Note: Being a Government Company, the Independent Directors and other Directors on the Board are appointed by the Government of India. The appointing authority has its own process for evaluation. It is also stated that Ministry of Corporate Affairs has granted exemption to Government Companies for similar provisions on performance evaluation.
Composition of Audit Committee	18(1)	Yes. However, the Chairperson of Audit Committee who was away abroad, had authorized a Member to attend the AGM held on 15.09.2016.
Meeting of Audit Committee	18(2)	Yes
Composition of Nomination & Remuneration Committee	19(1) & (2)	No. Requirements not complied with during the period from 06.07.2016 to 07.12.2016 and 06.03.2017 to 31.03.2017. During the year, the composition of Nomination and Remuneration Committee was fully complying with the prescribed requirements excepting during the period mentioned above due to the relinquishment of a Non-executive Director who was the Member of the Committee, from the Board of the Company.
Composition of Stakeholder Relationship Committee	20(1) & (2)	No. Requirements not complied with during the period from 20.06.2016 to 08.07.2016 as the Non-executive Director who was the Chairperson of the Committee relinquished w.e.f. 20.06.2016 and the Committee was reconstituted as per the requirements w.e.f.09.07.2016.
Composition and Role of Risk Management Committee	21(1),(2),(3),(4)	Yes
Vigil Mechanism	22	Yes
Policy for Related Party Transaction	23(1),(5),(6),(7) & (8)	Yes.
Prior or Omnibus approval of Audit Committee for all Related Party Transactions	23(2),(3)	Yes

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Approval for Material Related Party Transactions	23(4)	NA
Composition of Board of Directors of Unlisted Material Subsidiary	24(1)	NA. Note: Subsidiary companies are not presently a Material Non-listed Subsidiary Companies as defined in the clause. Hence, the requirements are not applicable.
Other Corporate Governance requirements with respect to subsidiary of listed entity	24(2),(3),(4),(5) & (6)	Yes. Note: Regulations 24(5) & (6) - Not applicable.
Maximum Directorship & Tenure	25(1) & (2)	Yes. Note: Being a Government Company, the appointment and tenure are decided by the Administrative Ministry.
Meeting of independent directors	25(3) & (4)	Yes
Familiarization of independent directors	25(7)	Yes
Memberships in Committees	26(1)	Yes
Affirmation with compliance to code of conduct from members of Board of Directors and Senior management personnel	26(3)	Yes.
Disclosure of Shareholding by Non-Executive Directors	26(4)	Yes
Policy with respect to Obligations of directors and senior management	26(2) & 26(5)	Yes.

Note :

1. In the column "Compliance Status", compliance or non-compliance may be indicated by Yes/No/N.A.. For example, if the Board has been composed in accordance with the requirements of Listing Regulations, "Yes" may be indicated. Similarly, in case the Listed Entity has no related party transactions, the words "N.A." may be indicated.
2. If status is "No" details of non-compliance may be given here.
3. If the Listed Entity would like to provide any other information the same may be indicated here.

III Affirmations: The Company has approved Material Subsidiary Policy and the Corporate Governance Requirements with respect to subsidiary if Listed Entity have been complied.

Name & Designation



Company Secretary

COMPANY SECRETARY

NLC India Ltd.,
Neyveli-607801.

