

1. Name of Listed Entity : NLC India Limited

2. Quarter ending : 31st March, 2018

| I. Composition of Board of Directors: | | | | | | | | |
|---------------------------------------|-----------------------|------------------------|---|---|----------|---|--|---|
| Title Mr/ Ms | Name of the Director | Pan ⁵ & DIN | Category (Chairperson/ Executive/ Non-Executive/ Independent/ Nominee) ⁶ | 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) |
| Mr. | S.K.Acharya | ADAPA6903F 03357603 | Chairperson-Executive | 01.10.2015 | -- | 1 | Nil | Nil |
| Mr. | Rakesh Kumar | AJHPK5524H 02865335 | Executive | 23.05.2012 | -- | 1 | 1 | 0 |
| Mr. | Subir Das | ADWPD1011B 06988287 | Executive | 30.09.2014 | -- | 1 | 1 | Nil |
| Mr. | V.Thangapandian | ACTPT8883H 07255163 | Executive | 01.09.2015 | -- | 1 | 2 | Nil |
| Mr. | P.Selvakumar | AAVPS416IR 07347130 | Executive | 01.01.2016 | -- | 1 | 1 | Nil |
| Mr. | R.Vikraman | AACPV3897L 07601778 | Executive | 09.12.2016 | -- | 1 | Nil | Nil |
| Mr. | Suresh Kumar | AJUPK7760L 06440021 | Non-Executive | 09.06.2017 | -- | 1 | Nil | Nil |
| Mr. | Vikram Kapur | AAAPK0757A 00463564 | Non-Executive | 29.03.2017 | -- | 1 | 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 Padma nabhan | ACAPN3833C 01565909 | Independent | 02.02.2017 | 3 Years* | 1 | Nil | 1 |
| Ms. | Monika Arora | AAGPA5120M 01065112 | Independent | 02.03.2017 | 3 years* | 1 | Nil | Nil |
| Mr | Indrajit Pal | AAEPP8364J 00163967 | Independent | 06.09.2017 | 3 years* | 1 | Nil | Nil |

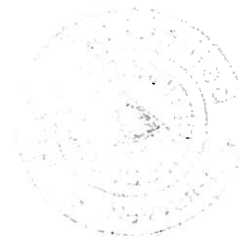
*The tenure as fixed by the Govt. is three years from the date of notification or until further orders.

II. Composition of Committees:

| Name of Committee | Name of Committee Members | Category (Chairperson/ Executive/ Non-Executive/ Independent/Nominee) ⁵ |
|--|----------------------------|--|
| 1.Audit Com mittee | Shri.K.Madhavan Nair | Chairman-Independent |
| | Shri.Azad Singh Toor | Independent |
| | Shri.Chandra Prakash Singh | Independent |
| | Shri.Subir Das | Executive |
| 2.Nominatio n & Remuneration Committee | Shri.Azad Singh Toor | Chairman-Independent |
| | Shri.Chandra Prakash Singh | Independent |
| | Shri.Vikram Kapur | Non-executive |
| 3.Risk Mana gement 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) | |
| 14.11.2017 | 23.01.2018 | 14.11.2017 to 23.01.2018 - 69 days | |
| | 14.02.2018 | 23.01.2018 to 14.02.2018 - 21 days | |
| | 19.03.2018 | 14.02.2018 to 19.03.2018 - 32 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* |
| 14.02.2018 | Yes | 07.11.2017 | 07.11.2017 to 14.11.2017 - 6 days |
| 19.03.2018 | Yes | 14.11.2017 | 14.11.2017 to 14.02.2018- 91 days |
| | | | 14.02.2018 to 19.03.2018 - 32 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* |
| 05.03.2018 | Yes | 30.10.2017 | ---- |
| (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* |
| Nil | NA | 27.12.2017 | ---- |
| (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* |
| 14.02.2018 | Yes. | 14.11.2017 | ---- |
| * 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 | | NA | |
| 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) Nomination and Remuneration Committee

(c) Stakeholders Relationship Committee

(d) 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:

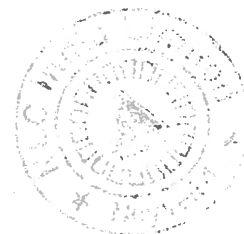
1. Composition of Board of Directors {Regulation 17(2) of LODR}:

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.

Name & Designation :


Company Secretary

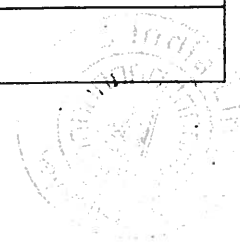
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CIL India Ltd.,
New Delhi-607801



| 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 resigned or removed from Board of Directors of the Company and hence 'Not applicable'. |
| Board Composition | 17(1) | Regulation 17(1) (a) : Yes. 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. |
| 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 27.09.2017. |
| Meeting of Audit Committee | 18(2) | Yes |
| Composition of Nomination & Remuneration Committee | 19(1) & (2) | No. Requirements not complied with during the period from 01.04.2017 to 11.04.2017. 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) | Yes. |
| 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 |
| Approval for Material Related Party Transactions | 23(4) | NA |
| Composition of Board of Directors of Unlisted Material Subsidiary | 24(1) | Yes. |
| 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 |

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|---|---------------|------|
| 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 2/2

COMPANY SECRETARY
 NLC India Ltd.,
 Nayveli-607601.

