

1. Name of Listed Entity : NLC India Limited
Quarter ending : 31st March, 2019

I. Composition of Board of Directors:

Title Mr/ Ms	Name of the Director	Pan [§] &	Category (Chairperson/ Executive/ Non-Executive/ Independent/ Nominee) [§]	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.	Rakesh Kumar	AJHPK5524H 02865335	Chairperson-Executive	28.09.2018	—	1	—	—
Mr.	V.Thangapandian	ACTPT8883H 07255163	Executive	01.09.2015	—	1	3	Nil
Mr.	R.Vikraman	AACPV3897L 07601778	Executive	09.12.2016	—	1	1	Nil
Mr.	Nadella Naga Maheswar Rao	ABMPR0483R 08148117	Executive	29.06.2018	—	1	2	Nil
Mr.	Prabhakar Chowki	AERPC5238D 08199813	Executive	28.11.2018	—	1	1	Nil
Mr.	Suresh Kumar	AJUPK7760L 06440021	Non-Executive	09.06.2017	—	1	Nil	Nil
Mr.	Md.Nasimuddin	ABTPN8194Q 02026939	Non-Executive	24.09.2018	—	1	Nil	Nil
Mr.	Azad Singh Toor	AAGPT8430M 07358170	Independent	17.11.2018	1 year*	1	1	Nil
Mr.	K.Madhavan Nair	AAIPN2018D 07366493	Independent	17.11.2018	1 year*	1	Nil	1
Ms.	Nalini Padmanabhan	ACAPN3833C 01565909	Independent	02.02.2017	3 Years*	1	1	1
Mr	Indrajit Pal	AAEPP8364J 00163967	Independent	06.09.2017	3 years*	1	Nil	Nil
Mr.	P.Vishnu Dev	AGVPP0016G 08308279	Independent	19.12.2018	3 years*	1	Nil	1

*The tenure as fixed by the Govt. is three years/one year 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) [§]
1.Audit Committee	Shri.K.Madhavan Nair	Chairman-Independent
	Shri.Azad Singh Toor	Independent
	Ms.Nalini Padmanabhan	Independent
	Shri.V.Thangapandian	Executive
	Shri.Nadella Naga Maheswar Rao	Executive
2.Nomination & Remuneration Committee	Ms.Nalini Padmanabhan	Chairman-Independent
	Shri.Md.Nasimuddin	Non-executive
	Shri.Azad Singh Toor	Independent
3.Risk Management Committee (if applicable)	Shri.Indrajit Pal	Chairman-Independent
	Shri.V.Thangapandian	Executive
	Shri.R.Vikraman	Executive
	Shri.Nadella Naga Maheswar Rao	Executive
	Shri.Prabhakar Chowki	Executive
4.Stakeholders Relationship Committee	Dr.P.Vishnu Dev	Chairman-Independent
	Shri.V.Thangapandian	Executive
	Shri.R.Vikraman	Executive
	Shri.Prabhakar Chowki	Executive

[§] 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)
09.10.2018	12.02.2019	24.12.2018 to 12.02.2019 - 49 days
30.10.2018	18.03.2019	12.02.2019 to 18.03.2019 - 33 days
14.11.2018		
24.12.2018		

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*
12.02.2019	Yes	30.10.2018	14.11.2018 to 12.02.2019 - 89 days
18.03.2019	Yes	14.11.2018	12.02.2019 to 18.03.2019 - 33 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*
18.03.2019	Yes	24.12.2018	----

(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*
23.01.2019	Yes	Nil	----

(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*
12.02.2019	Yes.	14.11.2018	----

* 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:

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 4/4/19



I. Disclosure on website in terms of Listing Regulations:

Item	Compliance Status (Yes/No/NA) <small>refer note below</small>
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) <small>refer note below</small>
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 30.07.2018.
Meeting of Audit Committee	18(2)	Yes
Composition of Nomination & Remuneration Committee	19(1) & (2)	No. Requirements not complied with during the period from 27.08.2018 to 23.09.2018. 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

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 of Listed Entity have been complied.

Name & Designation

Jain
4/4/19
Company Secretary

