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/70th AGM/2026 **Date: 07.09.2026**

To **National Stock Exchange of India Ltd.** Exchange Plaza 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**

Sir/Madam,

Sub: Intimation and Notice of 70th Annual General Meeting of the Company for the Financial Year 2025-26.

***

We write to inform that the 70th Annual General Meeting (AGM) of the Company is scheduled to be held on **Tuesday, 29th September, 2026 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 **Wednesday, 23rd September, 2026 to Tuesday, 29th September, 2026 (both days inclusive) and the Company has fixed Tuesday, 22nd September, 2026** 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 2025-26.

Further, in terms of Section 108 of the Companies Act, 2013 and the rules notified thereunder, the Company has fixed **Tuesday, 22nd September, 2026** 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 70th AGM. The remote e-voting period commences at 09:00 Hours (IST) on **Friday, 25th September, 2026** and ends at 17:00 Hours (IST) on **Monday, 28th September, 2026.**

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/Notice2025-26.pdf

This is for your information and records.

Thanking You,
Yours faithfully,

For NLC India Limited

SUSHANTA KUMAR PANDA
Digitally signed by SUSHANTA KUMAR PANDA
Date: 2026.09.07 23:32:59 +05'30'

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 70TH ANNUAL GENERAL MEETING

NOTICE is hereby given that the Seventieth **(70th)** Annual General Meeting (AGM) of the Members of the Company will be held on **Tuesday, the 29th day of September, 2026 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 and Consolidated Audited Financial Statements of the Company for the Financial Year ended 31st March, 2026, 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 and Consolidated Audited Financial Statements of the Company for the Financial Year ended 31st March, 2026, 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 @ ₹3.6 per equity share (36%) and to declare the Final Dividend @ ₹0.25 per equity share (2.5%) for the Financial Year 2025-26 and to pass the following resolution as an Ordinary Resolution:**

   "RESOLVED to confirm the Interim Dividend @ ₹3.6 per equity share (36%) and to declare the Final Dividend @ ₹0.25 per equity share (2.5%) as recommended by the Board of Directors of the Company, aggregating to ₹3.85 per equity share (38.5%) 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 2025-26.**"**

3. **To appoint a Director in place of Dr. Prasanna Kumar Acharya (DIN: 09625170), 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, Dr. Prasanna Kumar Acharya (DIN: 09625170), 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 Dr. Suresh Chandra Suman (DIN: 09549424), 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, Dr. Suresh Chandra Suman (DIN: 09549424), 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 appointment of Shri Rajesh Pratap Singh Sisodia (DIN: 10224070) as 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 Rajesh Pratap Singh Sisodia (DIN: 10224070) who was appointed as Director (Projects and Planning) by the President of India vide Ministry of Coal (MoC's) Letter No.F.No.21/14/2023-ESTABLISHMENT dated 26th November, 2025 and appointed as an Additional Director on the Board of Directors of the Company with effect from 02.12.2025 and who holds office up to the date of the ensuing Annual General Meeting under Section 161 of the Companies Act, 2013, be and is hereby appointed as a Director of the Company w.e.f. 02nd December, 2025 till the date of his superannuation i.e. 31st May, 2028 or until further orders, whichever is earlier on such terms & conditions, remuneration as may be determined by the Government of India from time to time and that he shall be liable to retire by rotation.**"**

6. **To consider the appointment of Shri Anil Meshram (DIN: 06632929) 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 Anil Meshram (DIN: 06632929), I.A.S., Principal Secretary to the Government of Tamil Nadu, Energy Department, who was Nominated as a part-time Official Director by the President of India vide Ministry of Coal (MoC's) Letter No. 21/3/2011-ASO/ESTT-Part(1) [FTS-344343] dated 03rd June, 2026 and appointed as an Additional Director (Part Time Official Director) by the Board of Directors with effect from 03.06.2026 and who holds office up to the date of the ensuing Annual General meeting under Section 161 of the Companies Act, 2013, be and is hereby appointed as a Government Nominee Director of the Company and shall be liable to retire by rotation.**"**

7. **To consider the appointment of Shri Gopal Singh (DIN: 11815925) 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 Gopal Singh (DIN: 11815925), Joint 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-(i) dated 07.07.2026 and appointed as an Additional Director (Part-time Official Director) by the Board of Directors w.e.f. 10th July, 2026, who holds office up to the date of the ensuing Annual General meeting under Section 161 of the Companies Act, 2013, be and is hereby appointed as a Government Nominee Director of the Company and shall be liable to retire by rotation.**"**

8. **To consider the appointment of Shri Poonam Chandrakar (DIN: 11748295) 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 Poonam Chandrakar (DIN: 11748295) 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(B) dated 15th July, 2026 for a period of Three (3) years or until further orders and subsequently appointed by the Board of Directors as an Additional Director (Independent Director) w.e.f. 16th July, 2026 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 Three (03) years from the date of appointment i.e. 16.07.2026 or until its further orders, whichever is earlier and on such terms & conditions as may be fixed by the Government of India.**"**

9. **To Sale/transfer Renewable Energy Assets of the Company to its Wholly owned Subsidiary, NLC India Renewables Limited and to pass the following resolution as a Special Resolution:**

   "RESOLVED THAT pursuant to the provisions of Section 180 of the Companies Act, 2013, Regulation 37A of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and other applicable provisions, if any, of the Companies Act, 2013, Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, and other applicable laws, rules, regulations, circulars and guidelines (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), subject to such approvals, consents, permissions and sanctions as may be necessary, the consent of the Members of the Company be and is hereby accorded to transfer 2,138.96 MW of Renewable Energy Assets, (of which 1783.96 MW is operational capacity and 355 MW is under construction capacity) as detailed in the Explanatory Statement, to NLC India Renewables Limited (NIRL), wholly owned subsidiary, under the Business Transfer Agreement, including its addendum(s), executed between the Company and NLC India Renewables Limited (NIRL), a Wholly Owned Subsidiary of the Company, for a lumpsum value of Rs. 2,419.24 Crore for 1430 MW and an estimated value of Rs. 1,020.36 Crore (subject to Auditors Certification) for 708.96 MW along with all contracts/documents, Plant & equipment, requisite permits required for conducting RE Business, and with related liabilities pertaining to such Renewable Energy Assets.

   RESOLVED FURTHER THAT the Board be and is hereby authorized to do such further acts, deeds and things as may be necessary to give effect to the above resolution including filing applications and make representation in respect thereof and seek approval from statutory/administrative authorities, financial institutions/banks etc., in this regard as may be applicable and deal with any matters, take necessary steps in this matter as the Board may in its absolute discretion deem necessary, desirable and expedient to give effect to this resolution and to settle any question/difficulty that may arise in this regard and incidental thereto, without being required to seek any further consent or approval of the Members or otherwise to the end and intent that the Members shall be deemed to have given their approval thereto expressly by the authority of this resolution.**”**

10. **To consider & ratify the remuneration of Cost Auditors of the Company for the Financial Year 2026-27 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-imbursement 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 2026-27, 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 2026-27 that may be required to be prepared and submitted by the Cost Auditors under applicable statue, be and is hereby ratified.

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.**”**

By order of the Board of Directors
NLC India Limited

Sushanta Kumar Panda
Place: Chennai **Company Secretary**
Date: 05.09.2026 **Membership No. FCS 11740**

NOTES:

1. The Ministry of Corporate Affairs (“MCA”) has vide General Circular No. 03/2025 dated 22nd September, 2025 read with previous General Circular No. 09/2024 dated September 19, 2024, 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 the 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 23rd September, 2026 to 29th September, 2026 (both days inclusive) for AGM and for determining the entitlement of the shareholders for the final dividend declared, if any, for the financial year 2025-26. 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. 22nd September, 2026.

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 2025-26. Accordingly, the Board of Directors has fixed audit fee of ₹50,00,000/- (Rupees Fifty Lakh only) (excluding applicable taxes) for the Statutory Auditors for the financial year 2025-26 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 2026-27 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 for the year 2026-27 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 Business 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, contact numbers are as under:

   Address: 2nd Floor, ´Kences Towers’, No.1, Ramakrishna Street, North Usman Road, T. Nagar, Chennai - 600017.
   Tel. No.: 044-28140801-03, E-mail id: einward@integratedindia.in Website: www.integratedregistry.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 2025-26 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 2025-26 will also be available on the Company’s website www.nlcindia.in, websites of the Stock Exchanges i.e. BSE Limited and National Stock Exchange of India Limited at www.bseindia.com and www.nseindia.com, respectively. Further, the Notice of AGM 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 13th 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 respective Depository Participant(DP).

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 DP, in case the shares are held by them in electronic form.

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

    i. Valid PAN including that of joint shareholders duly linked with Aadhaar;

    ii. Complete Postal Address with PIN Code and Mobile Number;

    iii. Bank Account details (Bank Name, Branch, Bank Account No, IFSC and MICR code);

    iv. Specimen Signature;

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

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

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

    Shareholders holding shares in physical form who have not yet updated the above said details in their folio are requested to send the relevant forms duly filled, signed by shareholder(s), including joint holders, if any, along with self-attested proofs/relevant enclosures, as specified in the respective forms, to the address of R&STA as mentioned above on or before 22nd September, 2026.

    For shares held in physical form, the Final dividend, if any, for the Financial Year 2025-26, 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://ipostatus.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 notification of the Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016, all shares in respect of which dividend has remained unpaid or unclaimed for seven (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.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 dematerialized form shall be effected only in dematerialized form. Further, pursuant to the recent SEBI Circular no: HO/38/13/11(2)2026-MIRSD-POD/ I/3750/2026 dated 30th January, 2026 shareholders are hereby informed that a special window has been opened from February 05, 2026 to February 04, 2027 for transfer and dematerialisation ("demat") of physical securities which were sold/purchased prior to April 01, 2019. All such securities so transferred shall be mandatorily credited to the transferee only in demat mode. Transferees 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, 2026, 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, 2026. 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.121 {i.e erstwhile Form 15G (applicable to individuals only in respect of dividend income)/Form 15H (applicable to an Individual who is 60 years and older)}, 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 41 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 entered into an agreement with National Securities Depository Limited (NSDL) for facilitating voting through electronic means, as the authorized agency. The facility of casting votes by a member using remote e-Voting system as well as venue e-voting on the date of the AGM will be provided by NSDL.

3. The remote e-voting period begins on Friday, 25th September, 2026 at 09:00 A.M. and ends on Monday, 28th September, 2026 at 05:00 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 cut-off date i.e. 22nd September, 2026, 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., 22nd September, 2026.

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.	1. For OTP based login you can click on https://eservices.nsdl.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.nsdl.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.nsdl.com. Select **"Register Online for IDeAS Portal"** or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp 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 hold with NSDL), Password/OTP and a Verification Code as shown on the screen. 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. 5. Shareholders/Members can also download NSDL Mobile App **"NSDL Speede"** facility by scanning the QR code mentioned below for seamless voting experience. NSDL Mobile App is available on Download on the App Store GET IT ON Google Play
Individual Shareholders holding securities in demat mode with CDSL	1. Users who have opted for CDSL Easi/Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login Easi/Easiest are requested to visit CDSL website www.cdslindia.com and click on login icon & New System Myeasi Tab and then use your existing my easi username & password. 2. After successful login the Easi/Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the 'e-Voting service providers' website directly. 3. If the user is not registered for Easi/Easiest, option to register is available at CDSL website www.cdslindia.com and click on login & New System Myeasi Tab and then click on registration option. 4. Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.

Type of shareholders	Login Method
Individual Shareholders (holding securities in demat mode) login through their depository participants	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. upon logging in, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected 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 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.
Any person holding shares in physical form and non-individual shareholders	Any person holding shares in physical form and non-individual shareholders, who acquires shares of the Company and becomes member of the Company after the notice is sent through e-mail and holds shares as on the **cut-off date i.e. 22nd September, 2026**, may obtain the login ID and password by sending a request at evoting@nsdl.com or Issuer/R&STA. However, if you are already registered with NSDL for remote e-voting, then you can use your existing user ID and password for casting your vote. If you forgot your password, you can reset your password by using "Forgot User Details/Password" or "Physical User Reset Password" option available on www.evoting.nsdl.com or call on 022 - 4886 7000.
In case of Individual Shareholders holding securities in demat mode	In case of Individual Shareholders holding securities in demat mode who acquires shares of the Company and becomes a Member of the Company after sending of the Notice and holding shares as of the **cut-off date i.e. 22nd September, 2026** may follow steps mentioned in the Notice of the AGM under "Access to NSDL e-Voting system".

Important note: Members who are unable to retrieve User ID/Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. NSDL and CDSL.

Login type	Helpdesk details
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.com or call at 022 - 4886 7000
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at toll free no. 1800-21-09911

B) Login Method for e-Voting and joining virtual meeting for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode.

How to Log-in to NSDL e-Voting website?

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile.
2. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section.
3. A new screen will open. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen.

   Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at https://eservices.nsdl.com/ with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.
4. Your User ID details are given below:

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID For example if your DP ID is IN300*** and Client ID is 12****** then your user ID is IN300***12******.
b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID For example if your Beneficiary ID is 12************** then your user ID is 12**************
c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the company For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001***

5. Password details for shareholders other than Individual shareholders are given below:
   a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
   b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.
   c) How to retrieve your 'initial password'?
      (i) If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email 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 email ID is not registered, please follow steps mentioned below in **process for those shareholders whose email ids are not registered**.
6. If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:
   a) Click on **"Forgot User Details/Password?"**(If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com.
   b) **"Physical User Reset Password?"** (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.
   c) If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.com mentioning your demat account number/folio number, your PAN, your name and your registered address etc.
   d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.
7. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.
8. Now, you will have to click on "Login" button.
9. After you click on the "Login" button, Home page of e-Voting will open.

Step 2: Cast your vote electronically and join Annual General Meeting on NSDL e-Voting system.

How to cast your vote electronically and join Annual General Meeting on NSDL e-Voting system?

1. After successful login at Step 1, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle and General Meeting is in active status.
2. Select "EVEN" of company for which you wish to cast your vote during the remote e-Voting period and casting your vote during the 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. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) 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 to 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 (Name of NSDL Official) at evoting@nsdl.com

Process for those shareholders whose email 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 email to (Company email id).
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 (Company email id). If you are an Individual shareholders 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 shareholder/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 email 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 casted 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. Member 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. 22nd September, 2026 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@nlcindia.in on or before 26th September, 2026 (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@nlcindia.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 - 4886 7000.

ANNEXURE – 1

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

Item No. 5

Shri Rajesh Pratap Singh Sisodia (DIN: 10224070) was appointed as Director (Planning and Projects) on whole-time basis by the President of India vide Ministry of Coal Letter No. F.No.21/14/2023-ESTABLISHMENT dated 26th November, 2025. Accordingly, the Board of Directors appointed Shri Rajesh Pratap Singh Sisodia (DIN: 10224070) as an Additional Director w.e.f. 02nd December, 2025 in terms of Section 161 of the Companies Act, 2013, who holds office up to 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 Rajesh Pratap Singh Sisodia (DIN: 10224070), as Director of the Company. Pursuant to the provisions of Section 152(2) of the Companies Act, 2013, every Director shall be appointed in a General Meeting by way of Ordinary Resolution.

The Board of Directors recommended the appointment of Shri Rajesh Pratap Singh Sisodia (DIN: 10224070) as a Whole-time Director of the Company. His brief resume, inter-alia, giving nature of expertise in specific functional area, shareholding in the Company, other Directorship, Membership/Chairmanship of Committees and other particulars are enclosed with this Notice.

None of the Directors, Key Managerial Personnel or their relatives except Shri Rajesh Pratap Singh Sisodia is concerned or interested in the resolution to the extent of his appointment as a Director.

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

Item No. 6

Shri Anil Meshram, I.A.S., Principal Secretary, to the Government of Tamil Nadu, Energy Department, was appointed as Part Time Official Director of the Company by the President of India vide Ministry of Coal (MoC) Letter No. 21/3/2011-ASO/ESTT-Part(1) [FTS-344343] dated 03rd June, 2026. Accordingly, the Board of Directors appointed Shri Anil Meshram (DIN: 06632929) as an Additional Director w.e.f. 03rd June, 2026 in terms of Section 161 of the Companies Act, 2013, who holds office up to 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 Anil Meshram (DIN: 06632929), as Director of the Company. Pursuant to the provisions of Section 152(2) of the Companies Act, 2013, every Director shall be appointed in a General Meeting by way of Ordinary Resolution.

The Board of Directors recommended the appointment of Shri Anil Meshram (DIN: 06632929) as a 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 Anil Meshram is concerned or interested in the resolution to the extent of his appointment as a Director.

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

Item No. 7

Shri Gopal Singh, Joint Secretary, Ministry of Coal was appointed as Part-time Official Director of the Company by the President of India vide Ministry of Coal Letter No. 21/3/2011-BA/Estt-(i) dt. 07.07.2026, in place of Shri Sanoj Kumar Jha (DIN: 11100701) Further, the Ministry of Coal, being the Administrative Ministry, has entrusted Shri Sanoj Kumar Jha, Additional Secretary, Ministry of Coal, with the additional charge of Chairman and Managing Director (CMD) of the Company for an initial period of three months with effect from 01.07.2026, or until the appointment of a regular incumbent to the post, or until further orders, whichever is earlier.

Accordingly, the Board of Directors appointed Shri Gopal Singh (DIN: 11815925) as an Additional Director w.e.f. 10.07.2026 in terms of Section 161(1) of the Companies Act, 2013, who holds office up to 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 Gopal Singh (DIN: 11815925), as Director of the Company. Pursuant to the provisions of Section 152(2) of the Companies Act, 2013, every Director shall be appointed in a General Meeting by way of Ordinary Resolution.

The Board of Directors recommended the appointment of Shri Gopal Singh (DIN: 11815925) 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 Gopal Singh is concerned or interested in the resolution to the extent of his appointment as a Director.

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

Item No. 8

Ministry of Coal (MoC) vide its Letter No. 21/21/2022-Estt(B) dated 15th July, 2026 appointed Shri Poonam Chandrakar (DIN: 11748295) as an Independent Director of the Company for a period of three (03) years from the date of the appointment i.e 16.07.2026 or until further orders, whichever is earlier. Accordingly, the Board of Directors appointed Shri Poonam Chandrakar (DIN: 11748295) as an Additional Director w.e.f. 16th July, 2026, 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 Poonam Chandrakar (DIN: 11748295), as an Independent Director of the Company.

None of the Directors, Key Managerial Personnel or their relatives except Shri Poonam Chandrakar (DIN: 11748295) 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 Poonam Chandrakar (DIN: 11748295) as an Independent Director of the Company, not liable to retire by rotation. Shri Poonam Chandrakar (DIN: 11748295) 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 Special Resolution.

Item No. 9

The Company had entered into a Business Transfer Agreement and subsequent addendum thereto, with NLC India Renewables Limited, wholly owned subsidiary, for sale/transfer of Renewable Energy Assets with an aggregate capacity of 2,138.96 MW, (of which 1783.96 MW is operational capacity and 355 MW is under construction capacity), through slump sale as defined under Income Tax Act, 1961 at a value of Rs. 3,439.60 Crore, of which Rs.1,020.36 Crore pertains to 708.96 MW considering the asset value as at 30th June, 2026 (with the final consideration to be adjusted based on the revised Asset value as at the date of transfer). The transfer, inter-alia, includes all contracts/ documents, Plant & equipment, requisite permits required for conducting RE Business, along with related liabilities pertaining to such Renewable Energy Assets.

The following renewable energy assets have been transferred from the Company to NIRL vide Business Transfer Agreement and its subsequent addendums:

Project	Capacity (MW)	Nature	Location
Operational			
10 MW Solar Project	10	Solar	Neyveli, Tamil Nadu
130 MW Solar Project	130	Solar	Neyveli – 65 MW Neyveli – 65 MW
500 MW Solar Project	500	Solar	Chelliyanallur – 100 MW Thoppalakarai – 100 MW Sethupuram – 100 MW Parattanatham – 100 MW Kadamangalam – 50 MW Ettankulam – 50 MW
709 MW Solar Project	709	Solar	Kamuthi – 100 MW Therkkupatti – 100 MW Maranthai – 100 MW Avanthandai – 109 MW Onamakulam – 100 MW Poolangal – 100 MW Pudur – 100 MW
Andaman 20 MW Solar Project	20	Solar	Andaman
51 MW Wind Project	51	Wind	Tenkasi, Tamil Nadu
10 MW Ground mounted Solar Project	10	Solar	Neyveli, Tamil Nadu
300 MW Solar Power Project – CPSU Scheme	300	Solar	Rajasthan
50 MW Mined Out Area Solar	50	Solar	Neyveli
1.06 MW Roof Top Solar	1.06	Solar	Neyveli
2.9 MW Roof Top Solar (RTS)	2.9	Solar	Neyveli
Under Construction			
4 MW Green Hydrogen	4	Green Hydrogen	Neyveli
1 MW Floating Solar (FTS)	1	Solar	Rajasthan
50 MW Wind PAN India SECI	50	Wind	Gujarat
100 MW Solar Power Project SECI	100	Solar	Gujarat
200 MW Solar Power Project – CPSU Scheme	200	Solar	Gujarat
Total	**2,138.96**		

The aforesaid transfer is being made with a view to carry the renewable energy business through a separate entity which shall enhance the management and operational efficiency of the RE Business and unlock the potential value of the RE Business. Such transfer shall also aid in efficient allocation of Capital based on the specific requirements and growth prospects of the Renewable Energy Business. The proposed sale/transfer of the Renewable Energy Business is expected to provide greater focus and flexibility to independently pursue opportunities in the rapidly expanding renewable energy sector. A dedicated renewable energy entity would be better positioned to participate in tenders, develop projects, raise project-specific financing, attract strategic and financial investors.

The proceeds from the transfer would be utilised for business requirements / investments in accordance with applicable laws and regulatory requirements.

Pursuant to the provisions of Regulation 37A of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, applicable provisions of the Companies Act, 2013 and rules made thereunder, the listed entity shall take approval of shareholders, w.r.t. sale of an undertaking, by way of special resolution before diluting its shareholding below hundred percent in its wholly owned subsidiary to which the whole or substantially the whole of the undertaking of such listed entity was transferred.

It is pertinent to mention that NLC India Renewables Limited a Wholly owned subsidiary Company to whom the Renewable Assets had been transferred under BTA is in the process of Initial Public Offering (IPO) and process for listing is underway. Post IPO the stake of the Company in NIRL would fall below 100% which triggers the requirement to comply with the provisions of second provisio of sub-regulation 2 of Regulation 37A of SEBI (LODR) Regulation, 2015, in order to comply with requirement of Regulation 37A of SEBI Listing Regulation, 2015. Accordingly, it is proposed to take approval of shareholders of the Company by way of Special Resolution for the subject sale/transfer prior to dilution of shareholding of the Company in the NIRL below hundred percent.

None of the Directors, Key Managerial Personnel or their relatives are concerned or interested in the resolution except to the extent of their shareholding, if any, in the Company.

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

Item No. 10

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-imbursement 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 the additional Units, if any, commissioned during the Financial Year 2026-27, fixed to Dhananjay V Joshi Associates, Cost Accountants, appointed as the Cost Auditors by the Board of Directors of the Company under Section 148(3) of the Companies Act, 2013, for conducting the audit of the Cost Records of the Company and providing Cost Audit Report, and all such reports, annexures, records and documents that may be required to be prepared and submitted by the Cost Auditors under applicable statute, is placed before the meeting for Members' 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.

ANNEXURE – 2

BRIEF RESUME OF DIRECTOR PROPOSED FOR RE- APPOINTMENT/APPOINTMENT

Name	Shri Rajesh Pratap Singh Sisodia	Shri Anil Meshram	Shri Gopal Singh	Shri Poonam Chandrakar
DOB/Age	19th May,1968/58 years	18th July, 1971/55 years	04th June, 1972/ 54 years	12th January, 1964/62 years
Date of Appointment	02nd December, 2025	03rd June, 2026	10th July, 2026	16th July, 2026
Qualification & Experience	As per Annexure-3	As per Annexure-3	As per Annexure-3	As per Annexure-3
Shareholding in the company	NIL	NIL	NIL	NIL
Number of Board Meetings attended during the year	3	NIL	NIL	NIL
Relationship with other Directors, Manager or KMP	NA	NA	NA	NA
Other Directorships	1. NLC Tamil Nadu Power Limited 2. NLC India Renewables Limited 3. Coal Lignite Urja Vikas Private Limited 4. NIRL Rajasthan Renewables Limited 5. Neyveli Uttar Pradesh Power Limited 6. NLC Rajasthan Power Limited 7. NIRL NCRTC Renewables Limited 8. NLC India Green Enrgy Limited	1. Tamil Nadu Green Energy Corporation Limited 2. IREL Tamin Limited 3. Tamilnadu Transport Development Finance Corporation Limited 4. Poompuhar Shipping Corpn Limited 5. TNEB Limited 6. Tamilnadu Power Finance And Infrastructure Development Corporation Limited 7. Tamilnadu Transmission Corporation Limited 8. Tamil Nadu Power Distribution Corporation Limited 9. Tamil Nadu Power Generation Corporation Limited	NIL	NIL
Listed Entities resigned in the past three years	NIL	NIL	NIL	NIL
Memberships/Chairmanship of Committees across all Public Companies*	3	NIL	NIL	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 be/en taken into consideration.

ANNEXURE – 3

BRIEF PROFILE OF DIRECTORS PROPOSED FOR RE-APPOINTMENT/APPOINTMENT

1. Shri Rajesh Pratap Singh Sisodia

Shri Rajesh Pratap Singh Sisodia prior to joining NLCIL was serving Bharat Heavy Electricals Ltd. as Executive Director. He possesses more than 35 years of experience in Large size Thermal Power Plant and Renewable Energy. He worked in BHEL in design and engineering, site construction, project management and Marketing and contract management functions. He was associated in BHEL in introduction of new technology in area of gas turbines, Supercritical Boiler and Turbine sets, Coal gasification and Air-Cooled Condenser for supercritical sets. He graduated in Mechanical Engineering from Regional Engineering College, Kurukshetra.

2. Shri Anil Meshram

Shri Anil Meshram is an IAS officer of the 2000 batch belonging to the Tamil Nadu Cadre, presently serving as Principal Secretary, Energy Department, Government of Tamil Nadu.

3. Shri Gopal Singh

Shri Gopal Singh is a 2003 Batch Indian Forest Service (IFS) officer of the Bihar Cadre, presently serving as Joint Secretary in the Ministry of Coal, Government of India. He is holding Ph.D. in Agronomy from Indian Agriculture Research Institute, New Delhi. In his present role in the Ministry of Coal, he is entrusted with key responsibilities relating to coal sector administration and policy, including welfare, land acquisition, rehabilitation, industrial relations, and other strategic matters assigned to his division.

4. Shri Poonam Chandrakar

Shri Poonam Chandrakar is an experienced public administrator with over two decades of expertise in governance, public administration, and policy implementation. He has held various leadership roles in public service, contributing to administrative reforms, infrastructure development, and stakeholder engagement across diverse sectors, including power, mining, and public administration. He holds a Bachelor's Degree in Arts from Kakatiya University, Warangal, and a Diploma in Marketing Management from Indira Gandhi National Open University (IGNOU). He has also completed courses in Journalism and Arogya Ratna. His extensive experience in public administration and governance has equipped him with a comprehensive understanding of institutional management, policy execution, and strategic decision-making.