



NEYVELI LIGNITE CORPORATION LIMITED

(A Government of India Enterprise)

Office of the Chairman-cum-Managing Director

Regd. Office: 'Neyveli House', No.135, Periyar EVR High Rd., CHENNAI-600 010.

Corporate Office: Block-1, Neyveli-607 801, Cuddalore District, Tamil Nadu.

Phone: 04142/252205. Fax: 04142-252645, 252646

CIN:L93090TN1956GOI003507

Web-site:www.nlcindia.com:E-mail:cosec@nlcindia.com

Lr.No.Secy/Cl.31/2014

Dt.30.12.2014

To

The Bombay Stock Exchange Limited,
Pirozejeejeebhoy Towers
Dalal Street
Mumbai

Scrip Code : 513683

Dear sirs,

Sub: Clause 31 of the Listing Agreement - Reg.

Ref: Lr.No.Secy/Cl.31/2014 Dt.30.12.2014

We have furnished a copy of the Postal Ballot Notice vide reference cited.

Further, we would like to inform that the results of the Postal Ballot will be announced on or before 6th February,2015.

This is for information please.

Thanking you.

Yours faithfully
for Neyveli Lignite Corporation Limited


Company Secretary 30/12/14



Handwritten signature

NEYVELI LIGNITE CORPORATION LTD.

(Navratna - Government of India Enterprise)

Regd. Office: 'Neyveli House', No.135, Periyar EVR High Road,
Kilpauk, Chennai - 600 010. Ph : 044-28364617. Fax: 044-28364625

Corporate Office: Block-1, Neyveli-607 801, Cuddalore District, Tamil Nadu.
Phone: 04142-252205 Fax: 04142-252645, 252646

CIN: L93090TN1956GOI003507 Website: www.nlcindia.com, E-mail: investors@nlcindia.com

Dear Member,

Notice pursuant to Section 110 of the Companies Act, 2013

Notice is hereby given pursuant to Section 110 and other applicable provisions, if any, of the Companies Act, 2013, (the "Act"), and other applicable rules and regulations for the time being in force, that the resolutions appended are proposed to be passed as special resolutions by way of postal ballot. The explanatory statement pertaining to the aforesaid resolutions setting out the material facts concerning each item and the reasons thereof is annexed hereto along with a Postal Ballot Form for your consideration.

RESOLUTIONS:

1. Creation of mortgage/charge on the assets of the Company for securing the borrowing from time to time

"Resolved that consent of the Company be and is hereby accorded in terms of Section 180(1)(a) and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force) and any other applicable laws and provisions of Articles of Association of the Company, to the Board of Directors of the Company ("the Board") or any Committee thereof, to create charge, hypothecation, mortgage, pledge in addition to existing charges, mortgages and hypothecations created by the Company on any moveable and / or immoveable properties of the Company wheresoever situated, both present and future and on the whole or substantially the whole of an undertaking or the undertakings of the Company in favour of any banks, financial institutions, body corporates, trustees for the holders of Debentures/ Bonds/ Other Instruments/ Securities on such terms and conditions and covenants as the Board or the Committee thereof may deem fit for securing borrowings of funds, availed or to be availed, from time to time, by way of Term Loans, External Commercial Borrowings, other credit facilities, Issue of Debentures/ Bonds/ other Securities etc., not exceeding the limit prescribed under Section 180(1)(c) of the Companies Act, 2013.

Resolved further that the Board of Directors of the Company (including any Committee duly constituted and approved by the Board of Directors) be and is hereby authorised and it shall always be deemed to have been so authorised to finalise and execute with the lenders the requisite agreements, documents, deeds and writings for borrowings and/or creating the aforesaid mortgage(s) and/or charges / hypothecation etc., and to do all such other acts, deeds and things and to take all such steps as may be required or considered necessary or incidental thereto for giving effect to the above resolution."

2. Alteration of Articles of Association of the Company

Resolved that pursuant to the provisions of Section 14 of the Companies Act, 2013, and other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modification(s) or re-enactment thereof, for the time being in force), the Articles of Association of the Company be altered in the following manner:

a. Amendment to Article 1 – Definitions

"The Act" or "the said Act" means the Companies Act (I of 1956) or the Companies Act, 2013 or the Act or Acts for the time being in force concerning Joint Stock Companies and affecting the Company and wherever specific reference of Sections of Companies Act, 1956 has been mentioned in the Articles, the same shall be deemed to be referring to the corresponding provisions of the Companies Act, 2013 or the Act for the time being in force and the Rules made thereunder and in case of inconsistency or variation of any of the Articles with the Companies Act, 2013/Rules or the Act for the time being in force, the provisions of the Companies Act, 2013/Rules or the Act for the time being in force, shall prevail and the said Article(s) shall be deemed to have been amended to that extent.

b. Amendment to Article 75(1)(a) – Appointment of Chairman and Directors

Subject to provisions of the Act, so long as the President of India holds at least 51% of the paid-up Equity Share Capital of the Company, the President of India may from time to time appoint a Chairman of Board of Directors, a Managing Director or a Chairman-cum-Managing Director, Whole-time Directors, Part-time Official Directors and other Directors, including Government Representatives on the Board and determine the period for which they will hold the office and the salary and allowances payable to them.

c. Insertion of new Clause 135A – General Authority

Wherever in the Act, it has been provided that the Company shall have any right, privilege or authority or that the Company could carry out any transaction only if the Company is so authorized by its Articles, then and in that case by virtue of this Article, the Company is hereby specifically authorized, empowered and entitled to have such right, privilege or authority, to carry out such transactions as have been permitted by the Act without there being any separate/specific article in that behalf herein provided.

By Order of the Board of Directors

**K.VISWANATH
Company Secretary**

Date : 11.12.2014

Place : Chennai

NOTES:

1. An explanatory statement pursuant to Section 102 of the Act, setting out the material facts and reasons for the proposed special resolutions at Item Nos. 1 to 2 above, are appended herein below along with the Postal Ballot Form for your consideration.
2. The Notice is being sent to all the Members, whose names appear in the Register of Members/list of Beneficial Owners as received from National Securities Depository Limited ("NSDL")/Central Depository Services (India) Limited ("CDSL") as on 19th day of December 2014.
3. A member desirous of exercising vote by postal ballot may cast the vote by ticking the appropriate boxes in the Postal Ballot Form enclosed in the form of Business Reply Inland Letter Card (BRILC) and send the same to the Scrutiniser to the address printed on the BRILC. Postage will be borne by the Company. In compliance with the provisions of Sections 108 and 110 and other applicable provisions of the Act, read with the Companies (Management and Administration) Rules, 2014 and the Listing Agreement entered into with the Stock Exchanges, the Company has made arrangements for e-voting facility through CDSL as an option to all the Members of the Company who are eligible to vote on the above resolutions. There will be one Postal Ballot Form/ e-voting for every Client ID No./ Folio No., irrespective of the number of joint holders. Members can opt any one mode of voting i.e., either by Postal Ballot or through e-voting. In case Members cast their votes both by Postal Ballot and e-voting, the votes cast through e-voting shall prevail and votes cast through postal ballot form shall be considered as invalid. Members desiring to opt for e-voting as per facilities arranged by the Company are requested to read the notes appended herein below.
4. As per Section 110 of the Act, read with Rule 22 of the Companies (Management and Administration) Rules, 2014, Notice of Postal Ballot may be served on the Members through electronic means. Members who have registered their e-mail IDs with the Company and consented for receiving communications through electronic mode are being sent this Notice of Postal Ballot by e-mail. Members who have received such electronic communication but intend to exercise their vote through ballot paper, may write to the Company Secretary, Corporate Office, Neyveli-607801 or to M/s. Integrated Enterprises (I) Limited, the Depository Registrar and Share Transfer Agent (**DR & STA**) Unit : NLC Ltd., 2nd Floor, "Kences Towers", No. 1, Ramakrishna Street, North Usman Road, TNagar, Chennai – 600 017 for the same.
5. Shri. R. Balasubramaniam, Practicing Company Secretary has been appointed as the Scrutinizer for conducting the postal ballot/e-voting process in a fair and transparent manner.
6. You are requested to carefully read the instructions provided in this notice and record your assent (for) or dissent (against) on the resolutions and affix your signature at the designated place in the Postal Ballot Form. The original Postal Ballot Form completed in all respects is required to reach the Scrutinizer not later than the close of working hours i.e. 5.30 p.m. on the 29th January 2015. In respect of physical voting by non-individual shareholders, a certified copy of the relevant Board Resolution/ appropriate authorisation with the specimen signature(s) of the authorised signatory(ies) duly attested should be sent by e-mail to corpserv@integratedindia.in and the Postal Ballot Form completed in all respect should be sent separately to the address mentioned therein. Postal Ballot Forms deposited in person at the address mentioned in the BRILC will also be accepted.
7. Any Postal Ballot Form received after the last date mentioned in the Postal Ballot Notice shall be treated as if the reply from the shareholder has not been received.
8. References to Postal Ballot(s) in this notice include votes received electronically. Upon completion of the scrutiny of the Postal Ballot Forms and the e-voting, the Scrutinizer will submit his report to the Chairman/Director. The results of voting will be declared as stipulated under the relevant Rules and intimated to the Stock Exchanges where the shares of the Company are listed.

9. Voting through electronic means;

The instructions for shareholders voting electronically are as under:

- (i) The e-voting period commences on 31.12.2014 (09:00 A.M.) and ends on 29.01.2015 (05:30 P.M.). During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of 19th December, 2014, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) The shareholders should log on to the e-voting website www.evotingindia.com
- (iii) Click on Shareholders.

- (iv) Now Enter your User ID.
 - a. For CDSL: 16 digits beneficiary ID,
 - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - c. Members holding shares in Physical Form should enter their Registered Folio Number.
- (v) Next enter the Image Verification as displayed and Click on Login.
- (vi) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any company, then your existing password is to be used.
- (vii) If you are a first time user follow the steps given below:

For Members holding shares in Demat Form and Physical Form

- PAN** : Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders). Members who have not updated their PAN with the Company/ Depository Participant are requested to use the first two letters of their name and the 8 digits of the sequence number printed on the Postal Ballot Form in the PAN field. Eg. If your name is Ramesh Kumar with sequence number 00000125 then enter RA00000125 in the PAN field.
- DOB** : Enter the Date of Birth in dd/mm/yyyy format as recorded in your demat account or in the company records for the said demat account or folio.
- Dividend Bank Details** : Enter the Dividend Bank Details as recorded in your demat account or in the company records for the said demat account or folio. Please enter the DOB or Dividend Bank Details in order to login. If the details are not recorded with the depository or company please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (iv).

- (viii) After entering these details appropriately, click on "SUBMIT" tab.
- (ix) Members holding shares in physical form will then directly reach the Company selection screen. However, members holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (x) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (xi) Click on the EVSN for Neyveli Lignite Corporation Limited on which you choose to vote.
- (xii) On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- (xiii) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- (xiv) After selecting the resolution you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.
- (xv) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- (xvi) You can also take out print of the voting done by you by clicking on "Click here to print" option on the Voting page.
- (xvii) If Demat account holder has forgotten the same password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xviii) **Note for Non – Individual Shareholders and Custodians**
 - Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to www.evotingindia.com and register themselves as Corporates.
 - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
 - After receiving the login details they have to create a compliance user using the admin login and password. The Compliance user would be able to link the account(s) for which they wish to vote on.
 - The list of accounts should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
 - A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
- (xix) In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at www.evotingindia.com, under help section or write an email to helpdesk.evoting@cdslindia.com

10. In case of any queries or grievances regarding postal ballot/ e-voting, Members may write to Company Secretary or to the DR & STA, at the address mentioned above or send an e-mail to helpdesk.evoting@cdslindia.com or investors@nclindia.com or corpserv@integratedindia.in

EXPLANATORY STATEMENT

Explanatory Statement pursuant to Section 102 of the Companies Act, 2013.

Item No.1

Your Company is in the process of implementing the Neyveli New Thermal Power Project Station (NNTPPS) at a sanctioned cost of Rs.5,907.11 crore with a debt : equity of 70:30. In order to meet the debt requirement for this project as well as for the projects under consideration, your Company may have to avail funding in the form of term loan(s) from Bank(s)/ Financial Institution(s)/ other lenders or issue Secured Non-convertible Redeemable Bonds/ Debentures. Generally, the Company is required to secure the above borrowing by way of mortgages/ charges/ hypothecation etc., on all or any of the moveable or immoveable properties of the Company.

In terms of Section 180 (1)(a) of the Companies Act, 2013 approval of shareholders is sought by way of Special Resolution in order to enable the Company to create such mortgage/ charge/ hypothecation etc., on the moveable and immoveable properties of the Company, both present and future and on the whole or substantially the whole of the undertaking or undertakings of the Company, wherever situated up to the limit prescribed under Sec.180(1)(c) of the Companies Act, 2013 for borrowing by the Company viz., up to an aggregate limit of the paid-up share capital of the Company and its free reserves apart from temporary loans obtained from the company's bankers in the ordinary course of business.

The Board recommends the Resolution at Item No. 1 of the Notice for approval of the shareholders by a Special Resolution.

None of the Directors, Key Managerial Personnel and relatives thereof are interested or concerned in the proposed resolution.

The relevant documents are available for inspection at the Registered Office during the voting period.

Item No.2.

Due to the new Companies Act, 2013 coming into force, some changes are required to be incorporated in the present Articles of Association (AoA). In the present AoA, the reference of Sections of previous Company Law (Companies Act, 1956) has been given in many Articles. In view of the above, it is proposed to amend the definition of the word "Act" given in the present AoA so as also to mean that wherever the Sections of Companies Act, 1956 has been mentioned in the Articles the same shall deemed to be referring to the corresponding provisions of Companies Act, 2013 or the Act for the time being in force and in case of inconsistency or variation, the provisions of Companies Act, 2013 or the Act for the time being in force shall prevail. Further, the concept of appointment of Independent Directors and other categories of Directors have been brought in the new Companies Act, 2013. In view of the above, it is proposed to include the same in the Article empowering the President of India to appoint such Directors on the Board of the Company. The new Act requires specific authorisation in the AoA for certain actions provided under the Act. It is proposed to insert a new Clause under the heading "General Authority" to enable the Company to carry out such activities as per the provisions of the Act.

The existing Articles of Association of the Company along with the Articles of Association incorporating therein the proposed alterations are available for inspection to all the members of the Company at the Registered Office of the Company during business hours till the completion of voting period. Pursuant to the provisions of Section 14 of Companies Act, 2013, amendment of Articles of Association would require approval of shareholders by way of special resolution. Accordingly, this matter has been placed before the shareholders for approval.

The Board recommends the Resolution at Item No. 2 of the Notice for approval of the shareholders by a Special Resolution.

None of the Directors, Key Managerial Personnel and relatives thereof are interested or concerned in the proposed resolution.

By Order of the Board of Directors

K.VISWANATH
Company Secretary

Date : 11.12.2014

Place : Chennai

Important Note to shareholders : Information as per MGT 1- Register of Members

Pursuant to the Companies Act, 2013 coming into force, Section 88 (1) (a) of the Act mandates every company to maintain the Register of members as per the format MGT - 1 prescribed in Rule 3 (1) of the Companies (Management and Administration) Rules, 2014. We are in the process of updating details pertaining to all the Shareholders of the Company and hence Members holding shares in physical form are requested to send the following details separately duly signed by the Sole / First shareholder to our Depository Registrar and Share Transfer Agent, M/s.Integrated Enterprises (India) Limited, quoting their name and folio no. at the address mentioned below.

1. E-mail ID 2. CIN/Registration No.:(in case the shareholder is a Body Corporate) 3. Unique Identification No. 4. Father's/Mother's/Spouse's name 5. Phone No./Email ID 6. Status 7. Occupation 8. PAN No. 9. Nationality

Members holding shares in demat mode are requested to update the above mentioned details with their respective Depository Participant (DP).

Address of our Depository Registrar and Share Transfer Agent:

Integrated Enterprises (India) Limited, Unit : Neyveli Lignite Corporation Limited
2nd Floor, "Kences Towers", No. 1 Ramakrishna Street, North Usman Road, T Nagar,
Chennai – 600 017. Phone : 044-28140801 to 28140803,
Fax : 044-28142479 Email : corpseiv@integratedindia.in