



NEYVELI LIGNITE CORPORATION LIMITED

(Navratna - Government of India Enterprise)

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

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: investors@nlcindia.com

NOTICE OF ANNUAL GENERAL MEETING

NOTICE is hereby given that the fifty ninth Annual General Meeting of Members of the Company will be held on Wednesday, the 16th September, 2015 at "Sathguru Gnanananda Hall" Narada Gana Sabha, No.314, TTK Road, Alwarpet, Chennai - 600 018 at 15.00 hours to transact the following business:

ORDINARY BUSINESS :

1. To receive, consider and adopt the Audited Standalone Profit and Loss Account for the year ended 31st March, 2015 and the Balance-sheet as on that date and also the Consolidated Financial Statements as on that date along with the reports of Directors' & Auditors and comments of Comptroller and Auditor General of India.
2. To declare final dividend for the year 2014-15 and confirm the Interim Dividend paid for that year.
3. To appoint a Director in the place of Shri. Sarat Kumar Acharya (DIN 03357603) who retires by rotation and being eligible offers himself for re-appointment.

SPECIAL BUSINESS :

4. To consider and if thought fit, to pass with or without modification, the following resolution as an Ordinary Resolution:

"RESOLVED that pursuant to Section 152 and other applicable provisions, if any, of the Companies Act, 2013 and in terms of Ministry of Coal letter No.21/15/2013-ASO dated 29th September, 2014, Shri. Subir Das (DIN 06988287), be and is hereby appointed as a Director of the Company liable to retire by rotation".

5. To consider and if thought fit, to pass with or without modification, the following resolution as an Ordinary Resolution:

"RESOLVED that pursuant to Section 152 and other applicable provisions, if any, of the Companies Act, 2013 and in terms of Ministry of Coal letter No.21/9/2013-ASO (part-II) dated 11th June, 2015, Smt. Sujata Prasad (DIN 06587461), be and is hereby appointed as a Director of the Company liable to retire by rotation".

6. To consider and if thought fit, to pass with or without modification, the following resolution as an Ordinary Resolution:

"RESOLVED that pursuant to Section 152 and other applicable provisions, if any, of the Companies Act, 2013 and in terms of Ministry of Coal letter No.21/9/2013-ASO (part-II) dated 15th July, 2015, Shri. Rajesh Lakhoni (DIN 01288879), be and is hereby appointed as a Director of the Company liable to retire by rotation".

7. To consider and if thought fit, to pass with or without modification, the following resolution as an Ordinary Resolution:

"Pursuant to Rule 14 of the Companies (Audit and Auditors) Rules, 2014, the remuneration of ₹ 3.00 lakh (plus applicable taxes) fixed for the Cost Auditor appointed under Section 148(3) of the Companies Act, 2013 for the year 2015-16 be and is hereby ratified".

Place : Chennai
Date : 07.08.2015

CERTIFIED TRUE COPY
Neyveli Lignite Corporation Ltd.,

By order of the Board
K.Viswanath
Company Secretary

1 COMPANY SECRETARY.

NOTES:

1. The Register of Members and the Share Transfer Books of the Company will remain closed from 10th September, 2015 to 16th September, 2015 (both days inclusive) for annual closing and determining the entitlement of the shareholders to the final dividend if any, declared for the financial year 2014-15.
2. The relevant statement pursuant to Section 102 of the Companies Act, 2013 setting out the details relating to Special Business at the meeting is annexed hereto.
3. **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE ON A POLL INSTEAD OF HIMSELF/HERSELF AND SUCH A PROXY NEED NOT BE A MEMBER OF THE COMPANY.**
4. **A person can act as proxy on behalf of members not exceeding fifty (50) and holding in the aggregate not more than ten percent of the total share capital of the company. However, a member holding more than ten percent of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as proxy for any other person or Member.**
The instrument of Proxy in order to be rated effective should be deposited at the Registered Office of the Company, duly completed and signed, not less than 48 hours before the commencement of the meeting. A proxy form is sent herewith. Proxies submitted on behalf of the companies, societies etc., must be supported by an appropriate resolution/authority, as applicable.
5. Shri R. Balasubramaniam, Practising Company Secretary has been appointed as the Scrutiniser to scrutinise the e-voting process in a fair and transparent manner.
6. Corporate Members/FILs/Financial Institutions intending to send their authorised representatives to attend the Annual General Meeting are requested to send a duly certified copy of the Board Resolution/such other documents authorising their representatives to attend and vote at the Annual General Meeting well in advance.
7. Members holding shares in electronic form are hereby informed that bank particulars registered against their respective depository accounts will be used by the Company for payment of final dividend. The Company or its Registrar cannot act on any request received directly from the Members holding shares in electronic form for any change of bank particulars or bank mandates. Such changes are to be intimated only to the Depository Participant of the Members. Members holding shares in physical form and desirous of either registering bank particulars or changing bank particulars already registered against their respective folios for payment of dividend are requested to write to the Company or to M/s. Integrated Enterprises (India) Ltd., the Share Transfer Agent and Depository Registrar of the Company.
8. Members who hold shares in physical form in multiple folios in identical names or the joint holding in the same order of names are requested to send their share certificates to the Company/Integrated Enterprises (India) Limited for consolidation into single folio.
9. Rule 11 of the Companies (Accounts) Rules, 2014 provides for circulation of financial statements in electronic mode. Further, as per Rule 18(3)(1) of the Companies (Management and Administration) Rules, 2014, an advance opportunity is required to be provided to the Members to register or change their e-mail address for the purpose of sending notice of the meetings by the Company. In view of the above, it is proposed to send all the documents, notices convening general meetings, audited financial statements, directors' report, auditors' report and every other documents required by law to be annexed or attached thereto etc., in electronic form, **subject to the shareholders consenting for the same.** Hence the Members are requested to register their e-mail addresses with M/s. Integrated Enterprises (India) Limited, the Depository Registrar and Share Transfer Agent of the Company as per the format enclosed as Annexure -3, in case, members wish to receive the above documents in electronic form. It may also be noted that shareholders opting to receive communication in electronic mode shall also be furnished free of cost, with a copy of the above mentioned documents, upon receipt of a request to **investors@nlcindia.com.**
10. Pursuant to provisions of the Companies Act, the dividend amounts which remain unclaimed for a period of seven years are required to be transferred to Investors Education and Protection Fund constituted by the Central Government.
In terms of IEPF (Uploading of information regarding unpaid and unclaimed amounts lying with Companies) Rules, 2012, the Company has uploaded the information in respect of unclaimed Dividends on the web-site of the Company viz., **www.nlcindia.com** in the following link http://nlcindia.com/index.php?file_name=investor_06 and the shareholders by providing their Folio No./Client ID, the details of unclaimed dividend can be obtained.
11. To prevent fraudulent transactions, members are advised to exercise due diligence and notify the Company of any change in their address.
12. Details under Clause 49 of the Listing Agreement with the Stock Exchange in respect of the Directors seeking appointment/re-appointment at the Annual General Meeting, forms integral part of the notice.

13. Electronic copy of the Annual Report for the year 2014-15, Notice of 59th AGM along with Attendance Slip and Proxy Form are being sent to the Members **who have given consent to receive the same in electronic mode.**
14. **Members attention is invited to the proviso to Section 136 (1) of the Companies Act, 2013, wherein listed companies may send only an Abridged Balance sheet & Profit & Loss Statement in the prescribed form to every member of the company.** Complete Balance sheet and Profit Loss Statement, other statements and notes thereto prepared as per the requirements of the Schedule III of the Companies Act, 2013 are available in Company's website www.nlcindia.com
15. Members may also note that the Notice of the 59th Annual General Meeting and the Annual Report for 2014-15 will also be available on the Company's website www.nlcindia.com for download. The physical copies of the aforesaid documents will also be available at the Company's Registered Office at Chennai for inspection during normal business hours on working days.
16. **Voting through electronic means;**
- Pursuant to the stipulations in Clause 35 B of the Listing Agreement read with Section 108 of the Companies Act, 2013 and the relevant rules, the Company has entered in to an arrangement with Central Depository Services Limited (CDSL) to facilitate the Members to exercise their right to vote at the Annual General Meeting by Electronic means.
 - The facility for voting, either through electronic voting system or ballot or polling paper shall also be made available at the meeting and the members attending the meeting who have not already cast their vote by remote e-voting shall be able to exercise their right at the meeting.

The instructions for shareholders voting electronically are as under:

- The voting period begins on 12th September, 2015 (9:00 A.M.) and ends on 15th September, 2015 (5:00 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 9th September, 2015 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- Shareholders who have exercised e-voting would not be entitled to vote at the meeting venue.
- The shareholders should log on to the e-voting website www.evotingindia.com.
- Click on Shareholders.
- Now Enter your User ID
 - For CDSL: 16 digits beneficiary ID,
 - For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - Members holding shares in Physical Form should enter Folio Number registered with the Company.
- Next enter the Image Verification as displayed and Click on Login.
- 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.
- If you are a first time user follow the steps given below:

For Members holding shares in Demat Form and Physical Form	
PAN	<p>Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)</p> <ul style="list-style-type: none"> • 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 in the PAN field. • In case the sequence number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. Eg. If your name is Ramesh Kumar with sequence number 1 then enter RA00000001 in the PAN field.
Dividend Bank Details OR Date of Birth (DOB)	<p>Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login.</p> <p>If both 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 (v).</p>

- (ix) After entering these details appropriately, click on "SUBMIT" tab.
- (x) 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.
- (xi) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (xii) Click on the EVSN of Neyveli Lignite Corporation Limited.
- (xiii) 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.
- (xiv) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- (xv) 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.
- (xvi) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- (xvii) You can also take a print of the votes cast by clicking on "Click here to print" option on the Voting page.
- (xviii) If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xix) **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 a Compliance User should be created 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 linked in the login 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.
- (xx) 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 or investors@nlcindia.com or corpserv@integratedindia.in



EXPLANATORY STATEMENT AS REQUIRED UNDER SECTION 102 OF THE COMPANIES ACT, 2013**Item No. 4 to 6**

Shri. Subir Das (DIN 06988287) was inducted in to the Board as an Additional Director w.e.f. 30th September, 2014 in pursuance of Ministry of Coal letter No. 21/15/2013-ASO dated 29th September, 2014 and in terms of Section 161 of the Companies Act, 2013. Shri. Subir Das holds office upto the date of the ensuing Annual General Meeting.

Smt. Sujata Prasad (DIN 06587461) was inducted in to the Board as an Additional Director w.e.f. 11th June, 2015 in pursuance of Ministry of Coal letter No. 21/9/2013-ASO (part-II) dated 11th June, 2015, and in terms of Section 161 of the Companies Act, 2013. Smt. Sujata Prasad holds office upto the date of the ensuing Annual General Meeting

Shri. Rajesh Lakhoni (DIN 01288879) was inducted in to the Board as an Additional Director w.e.f. 15th July, 2015 in pursuance of Ministry of Coal letter No. 21/9/2013-ASO (part-II) dated 15th July, 2015 and in terms of Section 161 of the Companies Act, 2013. Shri. Rajesh Lakhoni holds office upto the date of the ensuing Annual General Meeting

Notice has been received u/s 160 of the Companies Act, 2013 from a Member signifying his intention to propose the appointment of Shri. Subir Das, Smt. Sujata Prasad and Shri. Rajesh Lakhoni as Directors of the Company at the ensuing Annual General Meeting. Hence, necessary resolutions are placed before the Meeting for Members' approval.

Shri. Subir Das, Smt. Sujata Prasad and Shri. Rajesh Lakhoni are deemed to be interested in the proposed resolution to the extent of their appointment as a Director. No other Directors and Key Managerial Personnel of the Company are interested in the resolution. Directors recommend the resolution for Members' approval.

The brief resume and other particulars of the Directors proposed for appointment/re-appointment are furnished in Annexure-2.

Item No. 7

Rule 14 of the Companies (Audit and Auditors) Rules, 2014 requires ratification of the shareholders for the remuneration fixed for the Cost Auditor of the Company appointed under Section 148(3) of the Companies Act, 2013.

Accordingly, necessary resolution seeking ratification of members for fixation of remuneration of the Cost Auditor appointed for the year 2015-16 is proposed.

None of the Directors and Key Managerial Personnel of the Company are interested in the resolution. Directors recommend the resolution as proposed in the Notice for Members' approval.

BRIEF RESUME OF DIRECTORS PROPOSED FOR APPOINTMENT/RE-APPOINTMENT:

1. Shri. Subir Das (DIN 06988287) aged 57 years, did his graduation in Mining from Indian School of Mines, Dhanbad and holds First Class Mine Managers Certificate. Shri. Subir Das started his career as an Executive Trainee with Eastern Coalfields Limited, a subsidiary of Coal India Limited (CIL) in the year 1980 and during the last three and half decades, he had held various important positions in many of the subsidiaries of CIL. Shri. Subir Das assumed charge as Director (Mines) w.e.f.30.09.2014 and the terms and conditions of his appointment including remuneration are as per the Ministry of Coal letter No. 21/15/2013-ASO dated 29th September, 2014. Prior to his joining, he was holding the position of General Manager in Bharat Coking Coal Limited, a subsidiary of CIL. Shri Subir Das has vast experience in both underground mechanised long wall mining & large open cast mining and was involved in various projects of the Subsidiaries of CIL and also instrumental in many of its achievements.

Shri. Subir Das is not on the Board/Committees of any other Companies. Shri. Subir Das does not hold any shares in the Company. Shri. Subir Das attended four out of five Board Meetings held after his assumption of charge in the Company during the financial year 2014-15. Shri. Subir Das is not related to any of the Directors and Key Managerial Personnel of the Company.

2. Smt. Sujata Prasad (DIN 06587461), aged 57 years, is on the Board of the Company w.e.f. 11.06.2015. Smt. Sujata Prasad has held senior positions in different ministries and departments of the Central Government. In addition to her current position as the Joint Secretary & Financial Advisor (FA) of Ministry of Coal, she is FA of the Mines, Corporate Affairs, Youth Affairs and Sports Ministries and is on the Board and other major Committees of Coal India, Hindustan Copper, Hindustan Zinc and BALCO. Smt. Sujata Prasad has been inducted as the Official Part-time Director w.e.f. 11.06.2015 and the terms and conditions are as per Ministry of Coal letter. 21/9/2013-ASO (part-II) dated 11th June, 2015. The terms of remuneration is as per the policy of the Government.

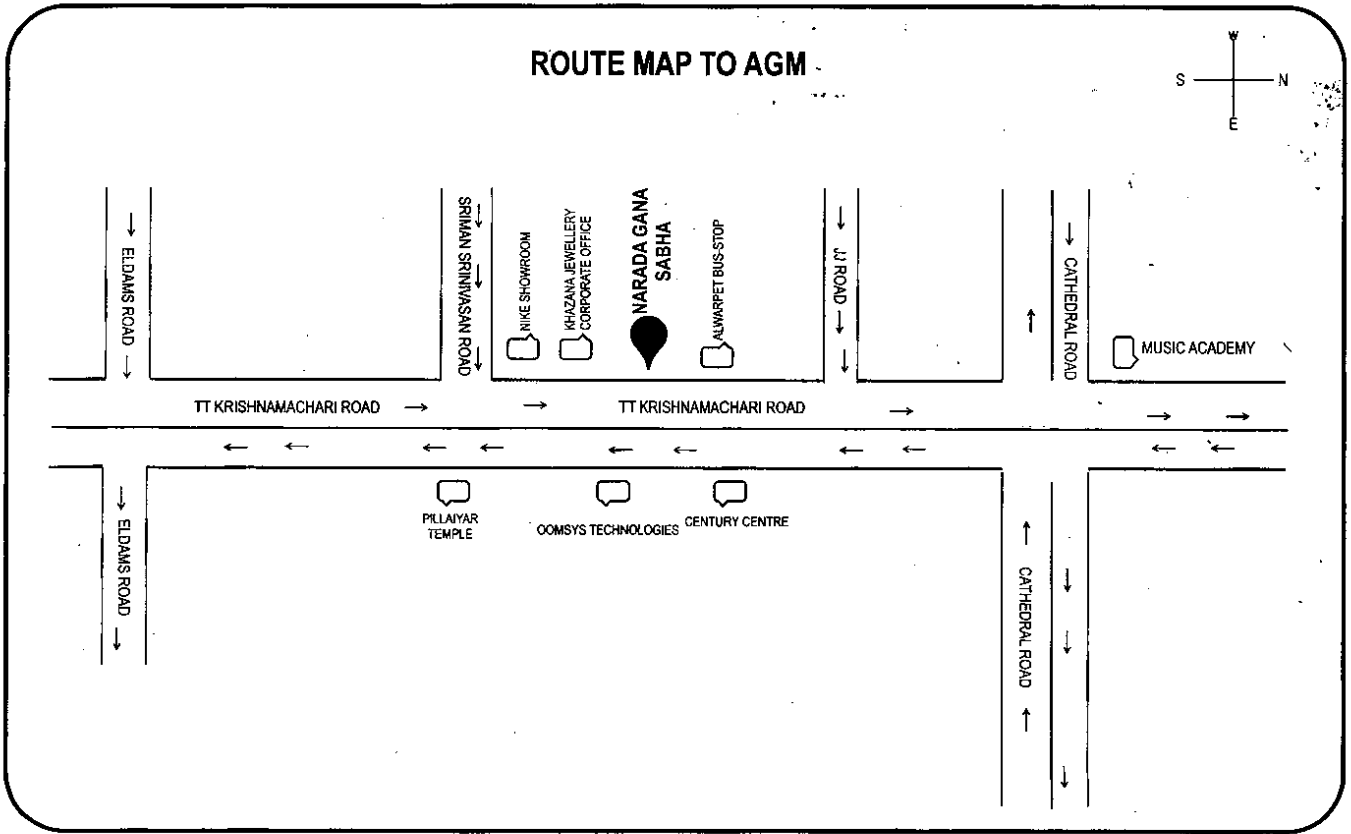
Smt. Sujata Prasad is in the Board of Coal India Limited, Bharat Aluminium Company Limited, Hindustan Copper Limited, and Hindustan Zinc Limited and is a Member of Audit Committee and Stake Holders Relationship Committee, Nomination and Remuneration Committee of Coal India Limited and is a Member of Audit Committee and Corporate Social Responsibility Committee of Hindustan Zinc Limited. Attendance of Smt. Sujata Prasad at the Board Meetings held during the financial year 2014-15 does not arise as she has been inducted in to the Board during the current year 2015-16. Smt. Sujata Prasad does not hold any shares in the Company and is not related to any of the Directors and Key Managerial Personnel of the Company.

3. Shri. Rajesh Lakhoni, (DIN 01288879), aged 46 years, presently Secretary to Government of Tamil Nadu, Energy Department, is a member of the Indian Administrative Service. Shri. Rajesh Lakhoni, is on the Board of the Company w.e.f. 15.07.2015 and the terms and conditions are as per the Ministry of Coal letter 21/9/2013-ASO (part-II) dated 15th July, 2015. The terms of remuneration is as per the policy of the Government. In addition to his current position as the secretary to Government of Tamilnadu, Energy Department, he is a Director on the Boards of TNEB Limited, TANGEDCO, TANTRANSOCO, Tamil Nadu Power Finance, Poompuhar Shipping Corporation Limited and Tamil Nadu Civil Supplies Corporation and

is not a Member in any Committees. Shri. Rajesh Lakhoni does not hold any shares in the Company. Attendance of Shri. Rajesh Lakhoni at the Board Meetings held during the financial year 2014-15 does not arise as he has been inducted in to the Board during the current year. Shri. Rajesh Lakhoni is not related to any of the Directors, Key Managerial Personnel of the Company.

- Shri. Sarat Kumar Acharya (DIN 03357603) aged 57 years, holds a Honours Degree in Economics and Post Graduation in Personnel Management. An expert in strategic HR with equal proficiency in operations, Shri. Sarat Kumar Acharya carries with him over three decades of rich experience. Shri. Sarat Kumar Acharya assumed charge as Director (HR) w.e.f. 16.12.2010 and the terms and conditions of his appointment including remuneration are as per the Ministry of Coal letter No. 21/15/2009-ASO dated 9th December, 2010. Prior to joining NLC, he held a position of Head, Corporate HR and NTPC-SAIL Power Company, a joint venture of NTPC and SAIL.

Shri. Sarat Kumar Acharya is not on the Board/Committees of any other Companies. Shri. Sarat Kumar Acharya does not hold any shares in the Company. Shri. Sarat Kumar Acharya attended seven out of nine Board meetings held during the financial year 2014-15. Shri. Sarat Kumar Acharya is not related to any of the Directors and Key Managerial Personnel of the Company.



Format for Registration of e-mail id of the Members

Folio No. / DP ID and Client ID	
Name of First / Sole shareholder	
PAN NO	
e-mail address to be registered for the purpose of Green Initiative in the Corporate Governance*	

* The members already registered their e-mail id can also change/update their e-mail id for the purpose of e-communication

I/We hereby give consent for receiving all the documents, notices convening general meetings, audited financial statements, directors' report, auditors' report and every other documents required by law to be annexed or attached thereto etc. in electronic form. I/We hereby declare that the particulars given above are correct and complete and further undertake that I/We will update regularly to the company if there is any change in my/our e-mail address.

Signature(s) of Sole/First Holder