



CREATING WEALTH FOR WELLBEING

NLC INDIA LIMITED

(formerly Neyveli Lignite Corporation Limited)

(A Government of India Enterprise)

Regd. Office: First Floor, No.8, Mayor Sathyamurthy Road,
FSD, Egmore Complex of Food Corporation of India, Chetpet, Chennai-600 031
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/Reg.30/2017

Dt.17.10.2017

To The Bombay Stock Exchange Limited, Pirozejeebhoy Towers Dalal Street Mumbai. Scrip Code : 513683	To The National Stock Exchange Of India Ltd Plot No.C/1,G Block Bandra-Kurla Complex Bandra(E) MUMBAI-400 051 Scrip Code : NLCINDIA
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Dear sirs,

Sub: Regulation 30 of SEBI (Listing Obligations and Disclosure Requirements) Regulations,2015.

As required under Regulation 30 of SEBI(Listing Obligations and Disclosure Requirements) Regulations, 2015, we send herewith a copy of the Postal Ballot Notice seeking approval of the Members for the following transactions for your reference and record;

1.Enhancement of Borrowing Powers of the Company & Creation of Security on the Properties of the Company in favour of the Lenders:

It is proposed to seek the consent of the Members by way of special resolution to enhance the borrowing powers of the Board up to Rs. 35,154 crore (apart from temporary loans obtained from company's bankers in the ordinary course of business) and also for creation of mortgage/charge on the properties of the Company upto the said limit in favour of the lenders.

2. Amendment to Object clause of Memorandum of Association of the Company.

In order to further expand its business and to improve the revenue earning capacity, the Company has proposed to enter into power trading business and in this regard, it is proposed to acquire the trading license under the Electricity Act, 2003 issued by the CERC.

Pursuant to Sections 4 and 13 of the Companies Act, 2013, approval of Members of the Company is required by way of a Special Resolution for amendment to Object Clause of the Memorandum of Association of the Company to provide "trading in electricity" as one of the objects in the Memorandum of Association.

Thanking you.

Yours faithfully
for NLC India Limited

Company Secretary


12/10



NLC India Limited

(formerly Neyveli Lignite Corporation Limited)
(Navratna - Government of India Enterprise)

Regd. Office: First Floor, No. 8, Mayor Sathyamurthy Road,
FSD, Egmore Complex of Food Corporation of India, Chetpet, Chennai-600 031.
Corporate Office: Block-1, Neyveli-607 801, Cuddalore District, Tamil Nadu.
Phone: 04142 / 252205 Fax: 04142-252 645, 252 646
CIN:L93090TN1956GOI003507
Website: www.nlcindia.com e-Mail: investors@nlcindia.com

Dear Member(s),

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 / e-voting. 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. ENHANCEMENT OF BORROWING POWERS OF THE COMPANY

To consider and if thought fit, to pass the following resolution as a **Special Resolution**:

"RESOLVED THAT pursuant to the provisions of Section 180(1)(c) and all other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modifications or re-enactment thereof, for the time being in force), the rules notified thereunder and the Articles of Association of the Company, the consent of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as the **"Board"** which term shall be deemed to include any committee thereof) to borrow money from time to time, through loans, advances, credit etc., for both domestic and foreign currency borrowings from banks, financial institutions and other sources, provided that the total amount so borrowed by the Board (apart from temporary loans obtained or to be obtained from the Company's bankers in the ordinary course of business) shall not at any time exceed ₹35,154 crore (rupees thirty five thousand one hundred and fifty four crore) or the aggregate of the paid-up capital and free reserves of the Company, whichever is higher."

"RESOLVED FURTHER THAT the Board be and is hereby authorized to do all such acts, deeds and things and to execute all such documents, instruments and writings as may be required to give effect to this resolution."

2. CREATION OF SECURITY ON THE PROPERTIES OF THE COMPANY IN FAVOUR OF THE LENDERS

To consider and if thought fit, to pass the following resolutions as a **Special Resolution**:

"RESOLVED THAT in supersession of the earlier special resolution passed by shareholders and pursuant to the provisions of Section 180(1)(a) and all other applicable provisions if any, of the Companies Act, 2013 (including any statutory modification or re-enactment thereof, for the time being in force), the rules notified thereunder and the Articles of Association of the Company and such other approvals as may be necessary, consent of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as the **"Board"** which term shall be deemed to include any committee thereof) to create such charges, mortgages and hypothecations in addition to the existing charges, mortgages and hypothecations created by the Company, on such movable and immovable properties, both present and future and in such manner as the Board may deem fit, to mortgage and / or charge, in addition to the mortgages / charges created / to be created by the Company in such form and manner and with such ranking and at such time and on such terms as the Board may determine, on all or any of the moveable / immoveable properties of the Company, both present and future and / or whole or any part of undertaking(s) of the Company in favour of the Bank(s), Financial Institution (s), Lender(s), Trustee(s) for the holders of Bonds / Debentures / other instruments (hereinafter referred to as Securities) for securing the borrowings of the Company availed / to be availed by way of loan(s) in foreign currency and / or rupee currency and Securities issued / to be issued by the Company, from time to time, provided that the total amount of loans / borrowing together with interest thereon, additional interest, compound interest, liquidated damages, commitment charges, premia on pre-payments or on redemption, costs, charges, expenses and all other monies payable by the Company in respect of the said loans / borrowing / Securities, for which the charge / mortgage is created / to be created, shall not, at any time exceed ₹35,154 crore (rupees thirty five thousand one hundred and fifty four crore) or the aggregate of the paid up capital and free reserves of the Company, whichever is higher."

"RESOLVED FURTHER THAT for the purpose of giving effect to the above resolution, the Board or officers authorized by them in this regard be and are hereby authorized to finalize, settle and execute such documents / deeds / writings / papers / agreements as may be required and do all such acts, deeds, matters and things, as it may in its absolute discretion deem necessary, proper or desirable and to settle any question, difficulties or doubts that may arise with regard to borrowings and creating mortgages / charges as aforesaid."

3. AMENDMENT TO OBJECT CLAUSE OF MEMORANDUM OF ASSOCIATION OF THE COMPANY

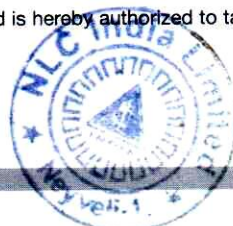
To consider and if thought fit, to pass the following resolution as a **Special Resolution**:

RESOLVED THAT pursuant to the provisions of Sections 4,13 and all other applicable provisions, if any, of the Companies Act, 2013 read with Companies (Incorporation) Rules, 2014 (including any statutory modifications or re-enactment thereof for the time being in force) and any other Regulatory / Statutory approvals as may be required in this matter, consent of the Members of the Company be and is hereby accorded to the Board of Directors of the Company to amend existing Object Clause III 2(b) by replacing with the following objects:

2(b) Generation, development and accumulation of electricity from all sources including Thermal, Wind, Solar and other Non-Conventional / Renewable Energy Sources, electromotive force or other similar agency in one or more Power Stations and transmission, distribution and supply and sale of such power in bulk or otherwise for distribution by other parties and in bulk and retail for industries, factories, mines, lighting streets, markets, public places, public or private buildings, railways, tramways and other places or things and to carry on the business of purchasing, procuring, selling, importing, exporting and trading of all forms of electric power both conventional and non-conventional on commercial basis.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to take all other steps as may be required to give effect to the aforesaid resolution.

Date: 07.10.2017
Place: Neyveli



By order of the Board of Directors
K.VISWANATH
Company Secretary

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 3 above, are appended herein below along with the Postal Ballot Form.
2. The Notice is being sent to all Members, whose names appear on the Register of Members / list of Beneficial Owners as downloaded by National Securities Depository Limited ("NSDL") / Central Depository Services (India) Limited ("CDSL") as on the cut-off date i.e., 11th October, 2017. A person who is not a member as on the cut-off date should treat this notice for information purposes only. The voting rights of the shareholders shall be in proportion to their shares of the paid-up equity share capital of the Company as on the cut-off date. As per Section 110 of the Act, read with Rule 22 of the Companies (Management and Administration) Rules, 2014, Notice of Postal Ballot is served on the Members through electronic means to those members who have registered their e-mail IDs with the Company or with the Depository Participants. For others the Notice together with Business Reply Inland Letter Card (BRILC) has been sent through the permitted mode. 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 BRILC and send the same to the Scrutinizer to the address printed on the BRILC. Postage will be borne by the Company. Members who have received such electronic communication but intend to exercise their vote through ballot paper may write to the Company Secretary, Corporate Office, NLC India Limited, Block-1, Neyveli-607801 or to Integrated Registry Management Services Private Limited, the Depository Registrar and Share Transfer Agent (DR & STA) for the same.
3. 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 SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company has made arrangements for e-voting facility through CDSL as an option to all 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 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 alone 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 at para no. 6. The Board of Directors of the Company (the "Board") has appointed Shri. Balu Sridhar (CP No. 3550), Partner, A.K.Jain & Associates, Company Secretaries as the Scrutinizer for conducting the postal ballot / e-voting process in a fair and transparent manner.
4. 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 is required to reach the Scrutinizer not later than the close of working hours i.e. 5.00 p.m. on 14th November, 2017. Any Postal Ballot Form received thereafter shall be treated as if the reply from the shareholder has not been received. 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 csdstd@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.
5. 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 on 17th November, 2017. The results of voting will be declared on Friday, 17th November, 2017, at 05:30 P.M. at Corporate Office, NLC India Limited, Block-1, Neyveli - 607 801 and intimated to the Stock Exchanges where the shares of the Company are listed. The results of the postal ballot will be also available in the following link https://www.nlcindia.com/investor/pb_2017_result.pdf.

6. Voting through electronic means;

Pursuant to the stipulations in SEBI Listing Regulations and as per provisions of Section 108 of the Companies Act, 2013 read with the relevant rules, the Company has entered into an arrangement with the Central Depository Services (India) Limited (CDSL) to facilitate the Members to exercise their right to vote through electronic means.

The instructions for shareholders voting electronically are as under;

- (i) The voting period begins on 16th October, 2017 (9:00 A.M.) and ends on 14th November, 2017 (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 i.e. 11th October, 2017 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 Folio Number registered with the Company.
- (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) <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)	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. <ul style="list-style-type: none">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 (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 of NLC INDIA LIMITED for e-voting.
- (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 a print of the votes cast by clicking on "Click here to print" option on the Voting page.
- (xvii) If a demat account holder has forgotten the changed 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.
- (xviii) Shareholders can also cast their vote using CDSL's mobile app m-Voting available for android based mobiles. The m-Voting app can be downloaded from Google Play Store. Apple and Windows phone users can download the app from the App Store and the Windows Phone Store respectively. Please follow the instructions as prompted by the mobile app while voting on your mobile.
- (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.
- (xxi) In case of any queries or grievances regarding postal / e-voting, Members may write to Shri. K. Viswanath, Company Secretary, Corporate Office, NLC India Limited, Block-1, Neyveli-607801 or to Integrated Registry Management Services Private Limited, the DR & STA at II Floor, 'Kences Towers' No.1, Ramakrishna Street, North Usman Road, T.Nagar, Chennai-600 017 or send an e-mail to helpdesk.evoting@cdslindia.com or investors@nclindia.com or csdstd@integratedindia.in



EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013.

Item No. 1 & 2

Section 180(1)(c) of the Companies Act 2013, provide that the Board of Directors of a Company shall exercise the powers to borrow money, where the money to be borrowed, together with the money already borrowed by the Company will exceed aggregate of its paid-up share capital and free reserves, (apart from temporary loans obtained from the Company's bankers in the ordinary course of business) only with the consent of the company by a special resolution. The limit upto which the Board of Directors is presently empowered to borrow as per Sec.180(1)(c) of the Act is ₹11463.36 crore (i.e., aggregate of the Paid-up Share Capital and Free Reserves as on 31.03.2017).

The Company on its own and also through Subsidiaries / Joint Venture Companies has proposed to enhance its lignite mining capacity from the present 30.6 MTPA to 62.15 MTPA, coal mining of 31.0 MTPA and the power generation from the present 4379 MW to 21011 MW, by the year 2025. Considering the fund requirements for the projects under implementation and also for other projects under formulation, the overall all borrowing would cross the said limit as mentioned in earlier para. In view of the above, it is proposed to seek the consent of the Members to enhance the borrowing limits to ₹35,154 crore (apart from temporary loans obtained from company's bankers in the ordinary course of business) through the Postal Ballot under Section 110 of the Companies Act, 2013 by way of a Special Resolution.

Since the mortgage and / or charge by the Company on its moveable and / or immovable properties and / or the whole or any part of the undertaking(s) of the Company in favour of the Lender(s), may be regarded as a disposal of the Company's undertaking(s) within the meaning of section 180(1)(a) of the Companies Act 2013, the Members of the Company had earlier given their consent for creation of such security / charge on the assets of the Company for its borrowings, up to the limit prescribed under Sec.180(1)(c) of the Act. Since it is proposed to enhance the borrowing limit to ₹35,154 crore, which is beyond the limit prescribed under Sec.180(1)(a), consent of the shareholders is sought vide Resolution No. 2 by way of a Special Resolution.

The Board of Directors of your Company recommends the Special Resolutions as set out in Items No. 1 & 2 in the accompanied notice for the approval of the Members.

None of the Directors, Key Managerial Personnel and their relatives are, in any way, concerned or interested in the said resolutions either financially or otherwise in the resolutions.

Item No. 3

As per the present Object Clause of the Memorandum of Association, the Company is empowered, *inter-alia*, to carry on the business in the areas of mining, utilization and processing of lignite, gypsum and other minerals in every way, including trading, generation of electricity from all sources including Thermal, Wind, Solar and other Non-Conventional / Renewable Energy Sources, transmission, distribution and supply and sale of such power in bulk or otherwise for distribution by other parties and in bulk and retail etc.

In order to further expand its business and to improve the revenue earning capacity, the Company has proposed to enter into power trading business and in this regard, it is proposed to acquire the trading license under the Electricity Act, 2003 issued by the CERC.

Proviso to clause (1) of Regulation 3 of the Trading Licence Regulations, 2009 of CERC stipulate that, in case of a Company incorporated under the Companies Act, 1956, the applicant should have been authorized to undertake trading in electricity in its Objects Clause of Memorandum of Association. The present Object Clause of the Company does not specifically provide for undertaking 'trading in electricity'. Pursuant to Sections 4 and 13 of the Companies Act, 2013, approval of Members of the Company is required by way of a Special Resolution for amendment to Object Clause of the Memorandum of Association of the Company.

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

The Board of Directors of your Company recommends the Special Resolution as set out in Item No. 3 of the Notice for approval of the shareholders by way of a special resolution.

None of the Directors, Key Managerial Personnel and their relatives are, in any way, concerned or interested in the said resolution either financially or otherwise in the resolution.

By Order of the Board of Directors

Date: 07.10.2017

Place: Neyveli

K.Viswanath
Company Secretary

To support the green initiative, Members are requested to register/update their e-mail addresses with DR & STA of the Company, 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. Members holding shares in electronic form may also register/update their email ids with their depositories. It may also be noted that the shareholders opting to receive communication in electronic mode will be furnished free of cost, with a copy of the above mentioned documents, upon receipt of a request to investors@nlcindia.com.

