



## 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.30/2016

Dt.15.03.2016

To

The Bombay Stock Exchange Limited,  
Pirozejeejeebhoy Towers  
Dalal Street  
Mumbai.

**Scrip Code : 513683**

Dear sirs,

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

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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. Approval for Change of name of the Company from "Neyveli Lignite Corporation Limited" to "NLC India Limited" and consequent alteration to Memorandum of Association and Articles of Association of the Company.

The Company has expanded its activities to other parts of the Country and also has embarked upon expansion plans to add power generation capacity by foraying into coal and renewable energy sources like wind and solar based power generation. Further, The Company has also plans to acquire power assets and to engage in coal mining besides development of domestic coal block(s) allotted by the Government of India. Since the present activities of the Company are no longer restricted to lignite mining and confined to Neyveli region alone as brought out above, approval of Members is being sought through Postal Ballot for the change in the name of the Company from "**Neyveli Lignite Corporation Limited** to **NLC India Limited**' and consequent alteration in Memorandum and Articles of Association.

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

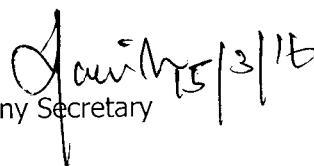
The present Object Clause of Memorandum of Association (MOA) of Company authorises all forms of power generation, certain agencies insist for specific clause in the object clause of MOA for power generation through other forms of energy sources. Further, the Company is also planning to diversify into producing iron ingots with high purity by using lignite instead of coking coal. Approval of Members is being sought through the Postal Ballot for amendment of Objects Clause of Memorandum of Association as stated in the Notice of Postal Ballot.

3. Alteration of Articles of Association of the Company.

As per the existing Article 80 of the Articles of Association of the Company, the Common Seal of the Company can be affixed on any instrument only with the approval of the Board and in the presence of at least one Director. Approval of Members is being sought through Postal Ballot for approval of alteration of Articles of Association to enable affixation of Common Seal in the presence of such persons as may be authorised by the Board.

Thanking you.

Yours faithfully  
for Neyveli Lignite Corporation Limited

  
Company Secretary



CERTIFIED TRUE COPY  
Neyveli Lignite Corporation Ltd.,

*J. A. L.*  
COMPANY SECRETARY.

## NEYVELI LIGNITE CORPORATION LTD.

(“Navratna” - Government of India Enterprise)

Registered Office: First Floor, No.8, Mayor Sathyamurthy Road,  
FSD, Egmore Complex of Food Corporation of India, Chetpet, Chennai - 600 031.  
Phone: 044-28364613, 28364620, Fax: 044-28364619

Corporate Office: Block-1, Neyveli-607 801, Cuddalore District, Tamil Nadu.  
CIN No.: L93090TN1956GOI003507, Website: www.nlcindia.com, Email: investors@nlcindia.com  
Phone: 04142-252205, Fax: 04142-252645 & 252646.

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/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. Approval for Change of name of the Company from “Neyveli Lignite Corporation Limited” to “NLC India Limited” and consequent alteration to Memorandum of Association and Articles 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, 14 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 subject to approval of Central Government, Ministry of Corporate Affairs 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 for changing the name of the Company from “Neyveli Lignite Corporation Limited” to “NLC India Limited”.

Resolved further that upon receipt of fresh Certificate of Incorporation consequent upon change of name, the old name “Neyveli Lignite Corporation Limited” be substituted with the new name “NLC India Limited” and clause I of the Memorandum of Association of the Company be substituted with the following clause:

Name of the Company I The Name of the Company is “NLC India Limited”

Resolved further that the name of the Company wherever appears in the Memorandum of Association and the Articles of Association of the Company be substituted with the new name “NLC India Limited”.

Resolved further that the Board of Directors of the Company be and is hereby authorised to take all other steps as may be required to give effect to the aforesaid resolution.

#### 2. 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 (a) and III 2(b) by replacing with the following objects:

2. To carry on in India or any part of the World all kinds of business including backward and forward integration in energy value chain relating to;
  - a) mining, utilisation and processing of lignite, gypsum and other minerals in every way, the trade and business of lignite mine and colliery proprietors and of gypsum mine and mine owners or operators, miners, smelters and metallurgists, manufacturers of coke, iron ore ingot, lignite briquettes raw and carbonised and by-products of lignite, including spirit, oils and waxes, contractors, merchants, importers, exporters and farmers in all their respective branches.
  - 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.

Resolved further that the Board of Directors of the Company be and is hereby authorised to take all other steps as may be required to give effect to the aforesaid resolution.

#### 3. Alteration of Articles 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 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 existing Article 80 of Articles of Association of the Company be altered by replacing with the following Article:

The Seal shall not be affixed to any instrument except by the authority of a resolution of the Board of Directors and in the presence of such person as authorized by the Board.

Resolved further that the Board of Directors of the Company be and is hereby authorised to take all other steps as may be required to give effect to the aforesaid resolution.

By Order of the Board of Directors

K. VISWANATH  
Company Secretary

Date : 04.03.2016

Place : Neyveli

**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 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 cut-off date i.e. 4<sup>th</sup> day of March 2016. 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.
3. As per Section 110 of the Act, read with Rule 22 of the Companies (Management and Administration) Rules, 2014, Notice of Postal Ballot shall be 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 by e-mail. For others the Notice together with Business Reply Inland Letter Card (BRILC) has been sent in the permitted mode.
4. 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 Scrutiniser 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, Neyveli-607801 or to M/s. Integrated Enterprises(I) Limited, the Depository Registrar and Share Transfer Agent (DR & STA) for the same.
5. 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 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 the 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 by 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.
6. The Board of Directors of the Company (the "Board") has appointed Shri. R. Balasubramaniam, Practicing Company Secretary as the Scrutinizer for conducting the postal ballot/e-voting process in a fair and transparent manner.
7. In case where the Postal Ballot Form has been signed by an Authorised Representative of a Body Corporate, a certified copy of the relevant authorization to vote on the Postal Ballot should accompany the Postal Ballot Form.
8. 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 13.04.2016. 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 corpseiv@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.
9. 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.
10. A Member cannot vote both by Post and e-voting and in case, if votes are casted both by post and e-voting, the votes cast by post shall be treated as invalid.
11. 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 15.04.2016. The results of voting will be declared on 15.04.2016, Friday, at 05.30 P.M. at Corporate Office, Neyveli Lignite Corporation 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\\_2016\\_result.pdf](https://www.nlcindia.com/investor/pb_2016_result.pdf)

**12. 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 in to an arrangement with Central Depository Services 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 e-voting period commences on 15.03.2016 (09.00 A.M.) and ends on 13.04.2016 (05.00 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 04.03.2016, 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](http://www.evotingindia.com)

- (iii) Click on Shareholders.
- (iv) 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 their Registered 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](http://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.
- Dividend Bank Details : 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.
- OR** Date of Birth (DOB) : 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 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 changed 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](http://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](mailto: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](mailto: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](http://www.evotingindia.com), under help section or write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com)

13. In case of any queries or grievances regarding postal ballot/e-voting, Members may write to Shri. K. Viswanath, Company Secretary, Corporate Office, Neyveli Lignite Corporation Limited, Block-1, Neyveli – 607 801 or to the M/s. Integrated Enterprises India Limited, the DR & STA, at the address mentioned below or send an e-mail to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) or [investors@nclindia.com](mailto:investors@nclindia.com) or [corpserv@integratedindia.in](mailto:corpserv@integratedindia.in)

**EXPLANATORY STATEMENT**

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

**Item No.1**

Your Company has expanded its activities to other parts of the country and also has embarked upon expansion plans to add power generation capacity by foraying into coal and renewable energy sources like wind and solar based power generation. Further, Your Company has also plans to acquire power assets and to engage in coal mining besides development of domestic coal block(s) allotted by the Government of India.

Since the present activities of the Company are no longer restricted to lignite mining and confined to Neyveli region alone as brought out above, the Board of Directors at their meeting held on 29.09.2015 has accorded in-principle approval for change of name of the Company from "Neyveli Lignite Corporation Limited" to "NLC India Limited", subject to the approval of Ministry of Coal (MOC), concerned Regulatory/Statutory Authorities and obtaining approval of shareholders.

Pursuant to Company's application for reservation of name filed with Ministry of Corporate Affairs (MCA) on 29.02.2016, the MCA has made available the name "NLC India Limited" for a period of 60 days from the date of application.

Pursuant to Sections 13 and 14 of the Companies Act, 2013, approval of members of the Company is required by way of Special Resolution for alteration of Memorandum and Articles of Association of the Company for the above name change.

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

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

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

#### Item No.2

The present Object Clause of Memorandum of Association (MOA) of Company authorises all forms of power generation, certain agencies insist for specific clause in the object clause of MOA for power generation through other forms of energy sources. It is proposed to make necessary amendment in the object clause of the MOA for providing specific clause for power generation through other forms of energy sources. Further, your Company is also planning to diversify into producing iron ingots with high purity by using lignite instead of coking coal. It is also proposed to include the above in the object clause of the MOA.

The Board of Directors at their meeting held on 29.09.2015 has accorded approval for amendment of Clause III 2 (a) and III 2 (b) of the Object Clause in the Memorandum of Association of the Company subject to approval of Shareholders of the Company. Pursuant to Sections 4 and 13 of the Companies Act, 2013, approval of members of the Company is required by way of 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 recommends the Resolution at Item No. 2 of the Notice for approval of the shareholders by way of a Special Resolution.

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

#### Item No.3

As per the existing Article 80 of the Articles of Association of the Company, the Common Seal of the Company can be affixed on any instrument only with the approval of the Board and in the presence of at least one Director. The Board of Directors at their meeting held on 29.09.2015 have approved for amending the above Article to enable affixation of Common Seal in the presence of such person as may be authorised by the Board.

Pursuant to Section 14 of the Companies Act, 2013, approval of members of the Company is required by way of Special Resolution for alteration of Articles of Association of the Company.

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

The Board recommends the Resolution at 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 relatives are interested or concerned in the proposed resolution.

By Order of the Board of Directors

K. VISWANATH  
Company Secretary

Date : 04.03.2016

Place : Neyveli

### IMPORTANT NOTE TO SHAREHOLDERS

#### 1. Change in Registered Office of the Company:

Members may kindly note that the Registered office of the Company has been shifted from 'Neyveli House', No.135, Periyar EVR High Road, Kilpauk, Chennai - 600 010 to "First Floor, No.8, Mayor Sathyamurthy Road, FSD, Egmore Complex of Food Corporation of India, Chetpet, Chennai - 600 031".

#### 2. Information as per MGT 1- Register of Members:

Pursuant to Section 88 (1) (a) of the Companies Act, 2013, every Company is required 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 Shareholders of the Company and hence Members holding shares in physical form are requested to provide the following details to our Depository Registrar and Share Transfer Agent, M/s.Integrated Enterprises (India) Limited, quoting their name and folio no. so as to update the Register of Members as per the provisions of the Companies Act, 2013.

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. Status, 6. Occupation, 7. PAN NO. & 8. Nationality

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

#### Address of Our Depository Registrar and Share Transfer Agent:

M/s.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