



## NLC India Limited

("Navratna" - A Govt. of India Enterprise)

**Regd. Office:** First Floor, No.8, Mayor Sathyamurthy Road, FSD, Egmore Complex of Food Corporation of India, Chetpet, Chennai - 600 031. Phone No.: 044-28364613-16. Fax: 044-28364619

**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.in

### NOTICE OF 63<sup>rd</sup> ANNUAL GENERAL MEETING

NOTICE is hereby given that the sixty third Annual General Meeting of the Members of the Company will be held on Thursday, the 1<sup>st</sup> August, 2019 at 14:30 hours at "Kamaraj Arangam", 498-500, Anna Salai, Teynampet, Chennai - 600 006 to transact the following business:

#### ORDINARY BUSINESS :

1. To receive, consider and adopt the Audited Standalone Profit and Loss Statement for the year ended 31<sup>st</sup> March, 2019, the Balance Sheet and the Cash Flow Statement as on that date, 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 confirm the Interim Dividend paid for the year 2018-19.
3. To appoint a Director in the place of Shri. Nadella Naga Maheswar Rao (DIN 08148117), who retires by rotation and being eligible, offers himself for re-appointment.

#### SPECIAL BUSINESS :

4. To consider and if thought fit, to pass 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.21/3/2011-ASO/BA dated 24<sup>th</sup> September,2018, Shri. Md.Nasimuddin (DIN 02026939), 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 the following resolution as an Ordinary Resolution:  
"RESOLVED THAT pursuant to the provisions of Sections 149, 152 and other applicable provisions, if any, of the Companies Act, 2013 and in terms of Ministry of Coal letter No.21/33/2018-BA(ii) dated 17<sup>th</sup> November, 2018, Shri. Azad Singh Toor (DIN 07358170), be and is hereby appointed as an Independent Director of the Company for a period of 1 year with effect from 17<sup>th</sup> November, 2018, or until further orders from Ministry of Coal, whichever is earlier, not liable to retire by rotation."
6. To consider and if thought fit, to pass the following resolution as an Ordinary Resolution:  
"RESOLVED THAT pursuant to the provisions of Sections 149, 152 and other applicable provisions, if any, of the Companies Act, 2013 and in terms of Ministry of Coal letter No.21/33/2018-BA(ii) dated 17<sup>th</sup> November, 2018, Shri. K Madhavan Nair (DIN 07366493), be and is hereby appointed as an Independent Director of the Company for a period of 1 year with effect from 17<sup>th</sup> November 2018, or until further orders from Ministry of Coal, whichever is earlier, not liable to retire by rotation."
7. To consider and if thought fit, to pass 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. 21/32/2017-BA dated 27<sup>th</sup> November, 2018, Shri. Prabhakar Chowki (DIN 08199813), be and is hereby appointed as a Director of the Company liable to retire by rotation."

8. To consider and if thought fit, to pass the following resolution as an Ordinary Resolution:

"RESOLVED that pursuant to Sections 149, 152 and other applicable provisions, if any, of the Companies Act, 2013 and in terms of Ministry of Coal Letter No21/33/2018-BA(iv) dated 13th December, 2018, Dr. P. Vishnu Dev (DIN 08308279), be and is hereby appointed as an Independent Director of the Company for a period of 3 year with effect from 13<sup>th</sup> December, 2018, or until further orders from Ministry of Coal, whichever is earlier not liable to retire by rotation."

9. To consider and if thought fit, to pass, 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. 21/31/2018-BA dated 16<sup>th</sup> April, 2019, Shri. Shaji John (DIN 08418401), be and is hereby appointed as a Director of the Company liable to retire by rotation."

10. To consider and if thought fit, to pass 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.21/3/2011-ASO/BA dated 3<sup>rd</sup> May, 2019, Shri. Vinod Kumar Tiwari (DIN 03575641), be and is hereby appointed as a Director of the Company liable to retire by rotation."

11. To consider and if thought fit, to pass the following resolution as an Ordinary Resolution:

"RESOLVED that pursuant to Rule 14 of the Companies (Audit and Auditors) Rules, 2014, the remuneration of ₹ 4.00 lakh (plus applicable taxes) and out-of-pocket expenses at actuals restricted to 50% of the audit fee, with an additional fee of ₹ 0.25 lakh (plus applicable taxes) for the new Units if any commissioned during the financial year 2019-20 fixed for the Cost Auditor appointed under Section 148(3) of the Companies Act, 2013 for the year 2019-20 be and is hereby ratified".

Place : Neyveli

Date : 02.07.2019

By order of the Board  
**K.Viswanath**  
Company Secretary

## NOTES :

1. The Register of Members and Share Transfer books of the Company will remain closed from 26<sup>th</sup> July, 2019 to 1<sup>st</sup> August, 2019 (both days inclusive) for Annual General Meeting.
2. The relevant explanatory statement pursuant to Section 102 (1) of the Companies Act, 2013 setting out the details relating to Special Business at the meeting is annexed hereto at Annexure-1.
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. THE INSTRUMENT OF PROXY IN ORDER TO BE 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. PROXIES SUBMITTED ON BEHALF OF THE COMPANIES, SOCIETIES, ETC., MUST BE SUPPORTED BY AN APPROPRIATE RESOLUTION/AUTHORITY, AS APPLICABLE.
5. A person can act as a proxy on behalf of Members not exceeding 50 and holding in the aggregate not more than ten percent of the total share capital of the company carrying voting rights. A Member holding more than ten percent of total share capital of the company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other person or shareholder.
6. Shri. Balu Sridhar (CP No.3550), Partner, A.K.Jain & Associates, Company Secretaries, Chennai has been appointed as the Scrutinizer for scrutinizing the remote e-voting process as well as voting through poll paper at the meeting in fair and transparent manner.
7. Corporate Members/FIIs/Financial Institutions intending to send their authorized representatives to attend the Annual General Meeting are requested to send a duly certified copy of the Board Resolution/such other documents authorizing their representatives to attend and vote at the Annual General Meeting.
8. Integrated Registry Management Services Pvt Ltd., is the Depository Registrar and Share Transfer Agent for the Company (DR & STA). The details of their address, contact numbers are as under:

Address: II Floor, 'Kences Towers', No.1, Ramakrishna Street, North Usman Road, T.Nagar, Chennai-600017.  
Tel.No.: 044-28140801-03, FaxNo.:044-28142479 E-mail id: csdstd@integratedindia.in.

9. Soft copy of the full version of the Annual Report and Notice of the ensuing AGM and other documents are being sent electronically to those Members whose e-mail address is registered with the Company/ Depositories (National Securities Depository Limited/Central Depository Services (India) Limited) unless such Member has requested for physical copy of the same. For Members who have not registered their e-mail id, physical copy of the abridged version of the Annual Report together with the notice of the ensuing AGM and other documents are being sent by the permitted mode. Members who have received the soft copy of the reports & documents as stated above and also Members who are desirous to receive the full version of the Annual Report may send a communication to DR & STA and the same will be forwarded free of cost.

To support the green initiative, Members are requested to register/update their e-mail addresses with DR & STA of the Company, for receiving the documents 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.in](mailto:investors@nlcindia.in).

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 the Investors Education and Protection Fund constituted by the Central Government. The information in respect of unclaimed Dividends has been uploaded on the web-site of the Company viz., [www.nlcindia.com](http://www.nlcindia.com).
11. Pursuant to notification of the Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016, all shares in respect of which dividend have remained unpaid or unclaimed for seven consecutive years or more shall be transferred to IEPF Authority. The details of such shareholders and shares due for transfer to the IEPF Authority is available at [www.nlcindia.com](http://www.nlcindia.com). Members who have not claimed their dividend/shares, can write to the Company secretary at the Registered Office/Corporate Office mentioned above or e-mail at [investors@nlcindia.in](mailto:investors@nlcindia.in) or to our Registrar and Share transfer Agent and the said claim will be entertained until further notification/circular from IEPF Authority.

12. Full version of the Balance Sheet and Profit Loss Statement, other statements & notes and the Notice of 63<sup>rd</sup> AGM thereto are available in the Company's website [www.nlcindia.com](http://www.nlcindia.com). The physical copies of the aforesaid documents referred in this notice are also available at the Company's Registered Office at Chennai for inspection during normal business hours on working days.
13. Members holding multiple folios are requested to get their holdings consolidated.
14. Members are requested to bring to the Meeting the attendance slip along with their copy of the Annual Report.
15. Members holding shares in dematerialised form and requested to bring their Client ID and DP numbers for easy identification for attendance at the Meeting.
16. The Register of Directors and Key Managerial Personnel and their shareholding, maintained under Section 170 of the Companies Act, 2013, will be available for inspection by the members at the Meeting. The Register of Contracts or Agreements in which the directors are interested, maintained under Section 189 of the Companies Act, 2013, will be available for inspection by the members at the Meeting.
17. Members can avail of the nomination facility by filing Form SH-13, as prescribed under Section 72 of the Companies Act, 2013 and Rule 19(1) of the Companies (Share Capital and Debentures) Rules, 2014, with the Company. Blank forms will be supplied on request.

**18. Voting through electronic means:**

Pursuant to the stipulations in Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with Section 108 of the Companies Act, 2013 and the relevant rules, the Company has entered into an arrangement with National Securities Depository Limited (NSDL) to facilitate the Members to exercise their right to vote at the Annual General Meeting by electronic means.

**The instructions for e-voting are as under:**

The way to vote electronically on NSDL e-Voting system consists of "Two Steps" which are mentioned below:

**Step 1 : Log-in to NSDL e-Voting system at <https://www.evoting.nsdl.com/>**

**Step 2 : Cast your vote electronically on NSDL e-Voting system.**

**Details on Step 1 is mentioned below:**

**How to Log-into NSDL e-Voting website?**

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

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

4. Your User ID details are given below :

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

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

**Details on Step 2 is given below:**

#### **How to cast your vote electronically on NSDL e-Voting system?**

1. After successful login at Step 1, you will be able to see the Home page of e-Voting. Click on e-Voting. Then, click on Active Voting Cycles.
2. After click on Active Voting Cycles, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle is in active status.
3. Select "EVEN" of company for which you wish to cast your vote.
4. Now you are ready for e-Voting as the Voting page opens.
5. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on "Submit" and also "Confirm" when prompted.
6. Upon confirmation, the message "Vote cast successfully" will be displayed.
7. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
8. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

### General Guidelines for shareholders

- 1 Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to [akjainassociates@gmail.com](mailto:akjainassociates@gmail.com) with a copy marked to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in).
2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the "Forgot User Details/Password?" or "Physical User Reset Password?" option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com) to reset the password.
3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of [www.evoting.nsdl.com](http://www.evoting.nsdl.com) or call on toll free no.: 1800-222-990 or send a request [atevoting@nsdl.co.in](mailto:atevoting@nsdl.co.in)

### C. Other Instructions

- i. The e-voting period commences on Monday, 29<sup>th</sup> July, 2019 (9.00 a.m. IST) and ends on Wednesday, 31<sup>st</sup> July, 2019 (5.00 p.m. IST). During this period, Members holding shares either in physical form or in dematerialized form, as on 25<sup>th</sup> July, 2019 i.e., cut-off date, may cast their vote electronically. The e-voting module shall be disabled by NSDL for voting thereafter. Once the vote on a resolution is cast by the Member, he / she shall not be allowed to change it subsequently or cast vote again.
- ii. The voting rights of Members shall be in proportion to their shares in the paid up equity share capital of the Company as on the cut-off date. A person, whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories as on the cut-off date only shall be entitled to avail the facility of remote e-voting, as well as voting at the Meeting through electronic voting system or poll paper.
- iii. Any person, who acquires shares of the Company and becomes a Member of the Company after dispatch of the Notice and holding shares as on the cut-off date, may obtain the login ID and password by sending a request to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in). However, if he/she is already registered with NSDL for remote e-voting then he/she can use his/her existing User ID and password for casting vote. If you forget your password, you can reset your password by using "Forgot User Details / Password" option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
- iv. The Scrutinizer shall, immediately after the conclusion of voting at the AGM, count the votes cast at the Meeting, thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the Company and make, not later than three days of conclusion of the Meeting, a consolidated Scrutinizer's Report of the total votes cast in favour or against, if any, to the Chairman or a person authorised by him in writing who shall countersign the same.
- v. The result declared along with the Scrutinizer's Report shall be placed on the Company's website [www.ncindia.com](http://www.ncindia.com) and on the website of NSDL [www.evoting.nsdl.com](http://www.evoting.nsdl.com) and will also be furnished to the Stock Exchanges where the shares of the Company are listed.

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**EXPLANATORY STATEMENT AS REQUIRED  
UNDER SECTION 102(1) OF THE COMPANIES ACT, 2013**

**Item Nos. 4 to 10**

Shri. Md.Nasimuddin (DIN 02026939), was inducted into the Board as an Additional Director w.e.f. 24.09.2018 in pursuance of Ministry of Coal Letter No.21/3/2011-ASO/BA dated 24<sup>th</sup> September, 2018, and in terms of Section 161 of the Companies Act, 2013, Shri. Md.Nasimuddin holds office upto the date of ensuing Annual General Meeting.

Pursuant to Ministry of Coal (MOC) letter No. 21/15/2014-ASO(Part-II) (v) dated 17 November, 2015 and letter No. 21/15/2014-ASO (Part-II) both dated 17 November, 2015 Shri. Azad Singh Toor (DIN 07358170) & Shri. K. Madhavan Nair (DIN 07366493) were inducted into the Board as Non-official Part-time Directors for a period of three years with effect from the date of notification of their appointment or until further orders, whichever is earlier. The Members at the Sixtieth Annual General Meeting approved the appointment of Shri Azad Singh Toor and Shri K Madhavan Nair as Independent Directors of the Company for a period of 3 years w.e.f. 17<sup>th</sup> November 2015. Pursuant to Ministry of Coal letter No. 21/33/2018-BA(ii) dated 17<sup>th</sup> November, 2018, Shri Azad Singh Toor and Shri K Madhavan Nair were appointed as Additional Directors (Independent Directors) of the Company for a period of 1 year w.e.f 17.11.2018 or until further orders whichever is earlier.

Shri. Prabhakar Chowki (DIN 08199813), was inducted into the Board as an Additional Director w.e.f. 28.11.2018 in pursuance of Ministry of Coal Letter no. 21/32/2017-BA dated 27<sup>th</sup> November, 2018 and in terms of Section 161 of the Companies Act, 2013, Shri. Prabhakar Chowki holds office upto the date of ensuing Annual General Meeting

Pursuant to Ministry of Coal Letter No. 21/33/2018-BA(ii) dated 13<sup>th</sup> December, 2018, Dr. P. Vishnu Dev (DIN 08308279) was inducted into the Board as an Additional Director (Non-official Independent Director) w.e.f.19.12.2018. In terms of Section 161 of the Companies Act, 2013. Dr. P. Vishnu Dev holds office up to the date of the ensuing Annual General Meeting.

Shri. Shaji John (DIN 08418401), was inducted into the Board as an Additional Director w.e.f. 17.04.2019 in pursuance of Ministry of Coal Letter no. 21/31/2018-BA dated 16<sup>th</sup> April,2019 and in terms of Section 161 of the Companies Act,2013, Shri. Shaji John holds office upto the date of ensuing Annual General Meeting.

Shri. Vinod Kumar Tiwari (DIN 03575641), was inducted into the Board as an Additional Director w.e.f. 03.05.2019 in pursuance of Ministry of Coal Letter No.21/3/2011-ASO/BA dated 3<sup>rd</sup> May, 2019 and in terms of Section 161 of the Companies Act, 2013, Shri. Vinod Kumar Tiwari holds office upto the date of ensuing Annual General Meeting.

In terms of Section 161 of the Companies Act, 2013, Shri Md.Nasimuddin, Shri Azad Singh Toor, Shri K Madhavan Nair, Shri Prabhakar Chowki, Dr. P. Vishnu Dev, Shri Shaji John and Shri Vinod Kumar Tiwari, Directors hold office up to the date of the ensuing Annual General Meeting.

Notice has been received under Section 160 of the Companies Act, 2013 from a member signifying his intention to propose the appointment of Shri Md.Nasimuddin, Shri Azad Singh Toor, Shri K Madhavan Nair, Shri Prabhakar Chowki, Dr. P. Vishnu Dev, Shri Shaji John and Shri Vinod Kumar Tiwari as Directors of the Company at the ensuing Annual General Meeting.

The Nomination and Remuneration Committee vide Circular Resolution No. 2 dated 19<sup>th</sup> June, 2019 have recommended to the Members' for appointment of Shri Md.Nasimuddin, Shri Prabhakar Chowki, Shri Shaji John and Shri Vinod Kumar Tiwari as Directors of the Company.

Shri. Azad Singh Toor, Shri. K. Madhavan Nair and Dr. P. Vishnu Dev have given a declaration that they meet the criteria of Independence as provided in Section 149(6) of the Companies Act, 2013.

Shri. Md.Nasimuddin, Shri. Azad Singh Toor, Shri. K. Madhavan Nair, Shri. Prabhakar Chowki, Dr. P. Vishnu Dev, Shri. Shaji John and Shri. Vinod Kumar Tiwari are deemed to be interested in the proposed resolutions to the extent of their appointment as Directors. No other Directors or Key Managerial Personnel of the Company or their relatives are interested in the resolutions.

Shri Md.Nasimuddin, Shri Azad Singh Toor, Shri K Madhavan Nair, Shri Prabhakar Chowki, Dr. P. Vishnu Dev, Shri Shaji John and Shri Vinod Kumar Tiwari do not hold any share in the Company, either in their individual capacity or on a beneficial basis for any other person.

Directors recommend the resolution as set out in Item Nos. 4 to 10 of Notice for Members' approval.

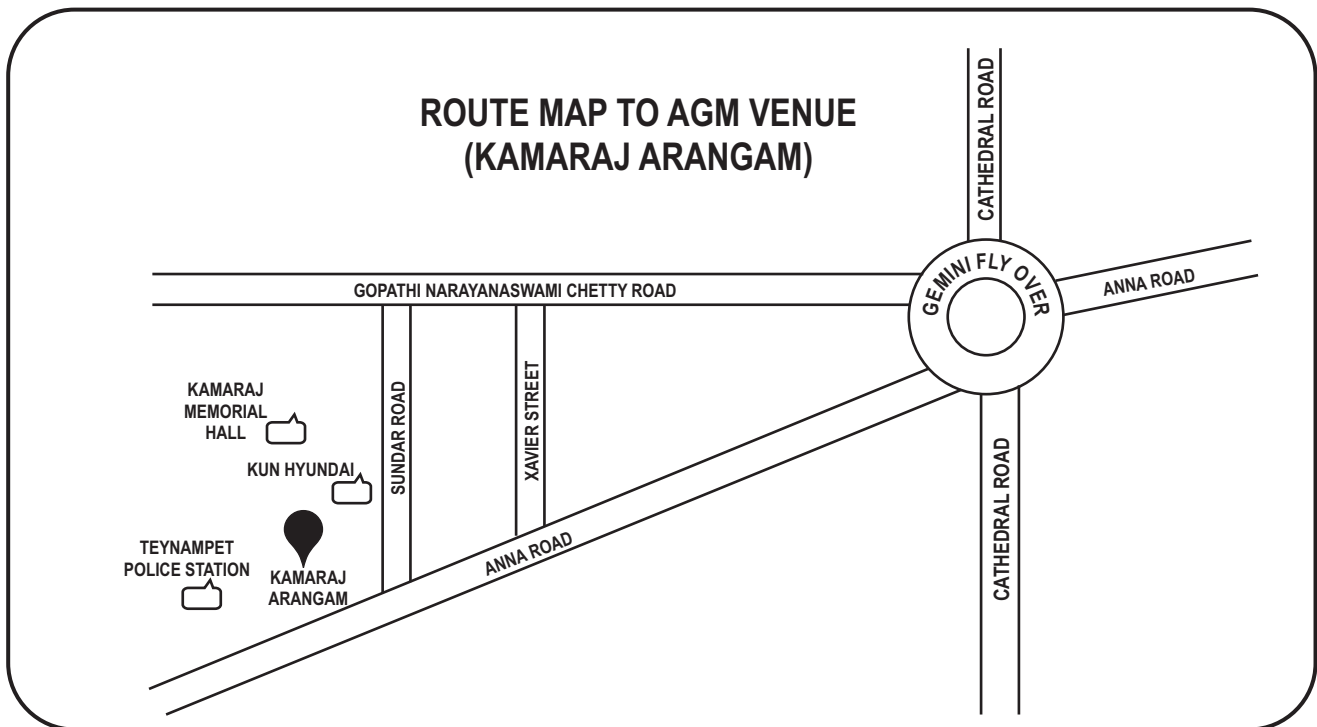
The brief resume of Directors proposed for appointment/re-appointment are furnished in Annexure-2.

**Item No. 11**

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 for the remuneration of ₹ 4.00 lakh (plus applicable taxes) and out-of-pocket expenses at actuals restricted to 50% of the audit fee, with an additional fee of ₹ 0.25 lakh (plus applicable taxes) for the new Units if any, commissioned fixed for the Cost Auditor appointed for the year 2019-20 is placed before the meeting for Member's approval. None of the Directors or Key Managerial Personnel of the Company or their relatives are interested in the resolution. Directors recommend the resolution for Members' approval.

Place : Neyveli  
Date : 02.07.2019

By order of the Board  
**K.Viswanath**  
Company Secretary





**BRIEF RESUME OF DIRECTORS PROPOSED FOR APPOINTMENT OF DIRECTORS :**

1. Shri Nadella Naga Maheswar Rao, aged 58 years, is a Graduate in Electrical & Electronics Engineering. He holds a Post Graduate Degree (M.Tech) in Power Generation Technology from IIT, Delhi and also Masters Degree in Business Administration. Shri.Nadella Naga Maheswar Rao had held important positions in NTPC Limited and Reliance Power Limited. Shri Nadella Naga Maheswar Rao has assumed the charge as Director(Planning & Projects) in NLC India Ltd w.e.f.29.06.2018. The terms and conditions of his appointment are as per the Ministry of coal letter No.21/22/2017-BA dated 29<sup>th</sup> June,2018, .  
Shri.Nadella Naga Maheswar Rao joined the Company as General Manager in the year 2013.Shri.Nadella Naga Maheswar Rao has vast experience in the areas of project execution of Thermal Power Plants and in administrating the Mine cum Thermal project and was instrumental in may achievement in the area of his work.  
Shri.Nadella Naga Maheswar Rao is not on the Board/Committee of any other Listed Company. Shri.Nadella Naga Maheswar Rao attended all Board meeting, after his induction in to the Board during the financial year 2018-19.Shri.Nadella Naga Maheswar Rao does not hold any share in the Company and is not related to any of the Directors or Key Managerial Personnel of the Company or their relatives.
2. Shri.Md.Nasimuddin, aged 55 years, is a Honors graduate and did his Post Graduation in Delhi University and Post-Graduation in Management in Birmingham University, United Kingdom. Shri.Md.Nasimuddin, a member of Indian Administrative Service, has held various important positions in Government of Tamilnadu. Shri.Md.Nasimuddin is presently serving as the Principal Secretary to Government of Tamilnadu, Energy Department.  
Shri.Md.Nasimuddin, is on the Board of the Company w.e.f. 24<sup>th</sup> September, 2018 and the terms and conditions of his appointment is as per the Ministry of Coal letter No. 21/3/2011-ASO/BA dated 24<sup>th</sup> September, 2018. The term of remuneration as per the policy of the Government. Shri.Md.Nasimuddin does not hold any shares in the Company. Shri.Md.Nasimuddin is not on the Board/Committee of any other Listed Company. Shri.Md.Nasimuddin attended, after his induction in to the Board, four out of six Board Meetings held during the financial year 2018-19 and is not related to any of the Directors or Key Managerial Personnel of the Company or their relatives.
3. Shri. Azad Singh Toor, aged 67 years, is a Graduate in Economics, Political Science and English. He was a member of Indian Foreign Service. Shri. Azad Singh Toor has served in various positions in Indian Missions abroad including the post of Ambassador. He has also held various assignments in the Ministry of External Affairs at the headquarters in New Delhi. Consequent to completion of his 3 years tenure, Ministry of Coal has re-appointed for further one year period and Shri Azad Singh Toor was inducted into the Board w.e.f. 17<sup>th</sup> November,2018 as per terms and conditions of his appointment vide Ministry of Coal letter No. 21/33/2018-BA(ii) dated 17<sup>th</sup> November ,2018. No remuneration other than sitting fees for attending Board/Committee meetings is being paid to Shri.Azad Singh Toor and he is not on the Board of any other Listed Companies.  
Shri. Azad Singh Toor attended all Board meeting, after his induction in to the Board during the financial year 2018-19. Shri. Azad Singh Toor does not hold any shares in the Company and is not related to any of the Directors or Key Managerial Personnel of the Company or their relatives.
4. Shri.K.Madhavan Nair, aged 66 years, a Post Graduate in Economics, joined Indian Revenue Service in 1975 after a stint in teaching and worked in the Income-tax Department and Enforcement Directorate. Functioned in the Investigation, Training and Field Assignments at various locations in India, Shri.K.Madhavan Nair retired as Member, Central Board of Direct Taxes in the year 2012 after holding the portfolios of Investigation and Legislation which involved the preparation of Direct Taxes part of the Union Budget. Shri.K.Madhavan Nair was also Vice-Chairman of the Committee on black money set up by the Finance Minister and later functioned as Income-tax Ombudsman at Kochi, Kerala State. Consequent to completion of his 3 years tenure, Ministry of Coal has re-appointed for further one year period and has assumed charge as Non-official Part-time Director(Independent Director) w.e.f. 17.11.2018 as per terms and conditions of his appointment vide Ministry of Coal letter No. 21/33/2018-BA(ii) dated 17<sup>th</sup> November, 2018. No remuneration other than sitting fees for attending Board/Committee meetings is being paid to Shri. K. Madhavan Nair and is not on the Board of any other Listed Companies.  
Shri. K. Madhavan Nair attended all Board meeting, after his induction in to the Board during the financial year 2018-19. Shri. K. Madhavan Nair does not hold any shares in the Company and is not related to any of the Directors or Key Managerial Personnel of the Company or their relatives.
5. Shri.Prabhakar Chowki, aged 57 years, is a Graduate in Mining and holds First Class Certificate of Competency under the Indian Mines Act. Shri.Prabhakar Chowki started his career in Coal India Limited in the year 1984 and has worked in different capacities in Western Coalfields Limited, Central Coalfields Limited and Coal India Limited. Shri.Prabhakar Chowki has rich experience in the field of mine planning, production, management, supervision, direction & control of Underground as well as Opencast Coal Mines. He was instrumental in introduction of Surface Miners in Central Coalfields Limited in the year 2003 which is a green mining activity and also in re-opening one of the closed opencast mine in the Company.

Shri. Prabhakar Chowki has assumed the charge as Director(Mines) in NLC India Ltd w.e.f.28.11.2018. The terms and conditions of his appointment are as per the Ministry of coal letter No.21/32/2017-BA dated 27<sup>th</sup> November, 2018.

Shri. Prabhakar Chowki is not on the Board/Committee of any other Listed Company. Shri. Prabhakar Chowki attended all Board meeting, after his induction in to the Board during the financial year 2018-19. Shri. Prabhakar Chowki does not hold any shares in the Company and is not related to any of the Directors or Key Managerial Personnel of the Company or their relatives.

6. Dr. P. Vishnu Dev, aged 47 years, MA. M.Sc. (Psy.), Ph. D, is an eminent Professor of Sociology at the Osmania University, Hyderabad, India. Presently, he is serving as State NSS Officer, Higher Education Department, Government of Telangana. He is also a Visiting Professor at the Department of Indology and Comparative Religions, Tübingen University, Germany. His extensive field work experience and several research projects carried out on Tribal communities in India have broaden the proper understanding of Foragers in the context of modern development model. He is the author of five books and published several articles in leading national and international journals. His research areas include: Tribal Studies, Hunters- Gatherer Societies, Political Sociology and Religious Studies. He combines academic pursuits with various administrative experiences in service to the youth and marginalised communities. Previously, P. Vishnu Dev held several administrative positions such as 'Chairman', Board of Studies, Department of Sociology, Osmania University; 'Director', Empanelled Training Institute (OU), Ministry of Youth Affairs & Sports, Govt. of India; Coordinator, National Service Scheme, Osmania University; 'Director', Equal Opportunity Cell, sponsored by the University Grants Commission (UGC), New Delhi.

Dr. P. Vishnu Dev has assumed charge as Non-official Part-time Director(Independent Director) w.e.f. 19.12.2019 and the terms and conditions of his appointment is as per the Ministry of Coal letter No. 21/33/2018-BA(iv) dated 13<sup>th</sup> December, 2018. No remuneration other than sitting fees for attending Board/Committee meetings is being paid to Dr. P. Vishnu Dev and is not on the Board of any other Listed Companies.

Dr. P. Vishnu Dev attended all Board meeting, after his induction in to the Board during the financial year 2018-19. Dr. P. Vishnu Dev does not hold any shares in the Company and is not related to any of the Directors or Key Managerial Personnel of the Company or their relatives.

7. Shri.Shaji John, aged 56 years, is a Graduate in Mechanical Engineering and also a Post Graduate in M.Tech (Thermal Engineering).Shri.Shaji John started his career in NTPC in the year 1989 and has worked in various capacities till the year 2017 prior to joining NLC India Limited. Shri.Shaji John joined NLC India Limited in 2017 and was deputed to NLC Tamilnadu Power Limited (a Joint Venture Company between NLCIL and TANGEDCO) and during the period from March, 2017 to March,2018, he was posted as General Manager (Operation and Maintenance) and from 1st April,2018 to 20<sup>th</sup> February, 2019 Shri.Shaji John was functioning as the Chief Executive Officer of the above Joint Venture Company. Prior to assuming charge as Director(Power) w.e.f.17.04.2019, Shri.Shaji John was holding the position of Chief General Manager/Officer on Special Duty in the Company. Shri.Shaji John has vast experience in Erection, Commissioning and Operation & Maintenance of Thermal Power Plants. Attendance of Shri Shaji John at the Board meeting of the Company did not arise as he was inducted into the Board during the current financial year 2019-20 and is not related to any of the Directors or Key Managerial Personnel of the Company or their relatives.

Shri.Shaji John has assumed the charge as Director(Power) in NLC India Ltd w.e.f.17.04.2019. The terms and conditions of his appointment are as per the Ministry of coal letter No.21/31/2018-BA dated 16<sup>th</sup> April,2019.

Shri.Shaji John is not on the Board/Committee of any other Listed Company. Shri.Shaji John does not hold any shares in the Company and is not related to any of the Directors or Key Managerial Personnel of the Company or their relatives.

8. Shri. Vinod Kumar Tiwari, aged 56 years, Additional Secretary, Ministry of Coal (April, 2019) is 1986 Indian Forest Service officer of Himachal Pradesh (HP) Cadre, who holds double masters in Geology and in Forestry. In his career spanning over three decades, he served in various positions (HRD, IT, Legal, Personnel, Environment, Social and RR and M&E) before his appointment (April, 2017) as Joint Secretary in Ministry of Tribal Affairs, Government of India. He has served State Power Sector in various capacities for a decade including directorship in HP Power Corporation Ltd. He has voluntarily done two year's stint in climatically harsh, remote and difficult tribal area (Pangi Sub-Division, Chamba district) of H.P. He has travelled far and wide and is trained in various subjects in India and abroad. He has been pivotal in the development of several important policies in State Power Sector, State's Environment and Forest Sector; besides CDM Project, WCD Compliance, EIA, EMP preparation and compliance monitoring etc. for Environment Management.

Shri Vinod Kumar Tiwari, is on the Board of the Company w.e.f. 3<sup>rd</sup> May,2019 and the terms and conditions of his appointment is as per the Ministry of Coal letter No. 21/3/2011-ASO/BA dated 3<sup>rd</sup> May,2019. The term of remuneration is as per the policy of the Government. Shri Vinod Kumar Tiwari does not hold any share in the Company. Shri Vinod Kumar Tiwari is not on the Board/Committee of any other Listed Company. Attendance of Shri Vinod Kumar Tiwari at the Board meeting of the Company did not arise as he was inducted into the Board during the current financial year 2019-20 and is not related to any of the Directors or Key Managerial Personnel of the Company or their relatives.





## NLC India Limited

("Navratna" - A Govt. of India Enterprise)

**Regd. Office:** First Floor, No.8, Mayor Sathyamurthy Road, FSD, Egmore Complex of Food Corporation of India, Chetpet, Chennai - 600 031. Phone No.: 044-28364613-16. Fax: 044-28364619

**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.in

### FORM MGT-11

### PROXY FORM

[Pursuant to section 105(6) of the Companies Act, 2013 and rule 19(3) of the Companies (Management and Administration) Rules, 2014]

Name of Member(s) : .....  
Registered Address : .....  
E-mail ID : .....  
Folio No./DP ID & Client ID : .....

I/We, being the Member(s) of ..... shares of NLC India Limited, hereby appoint

- Name : ..... Address : .....  
E-mail ID : ..... Signature : ..... or failing him/her,
- Name : ..... Address : .....  
E-mail ID : ..... Signature : ..... or failing him/her,
- Name : ..... Address : .....  
E-mail ID : ..... Signature : .....

E-mail ID:..... Signature:.....or failing him/her as my/our proxy to attend and vote(on a poll) for me/us and on my/our behalf at the 63<sup>rd</sup> Annual General Meeting of the Company scheduled to be held on Thursday, the 1<sup>st</sup> August, 2019 at 14:30 hours and/or at any adjournment in respect of such resolutions as are indicated below:

| Resolution No.           | Resolution   |
|--------------------------|--|
| <b>Ordinary Business</b> |  |
| 1.                       | Adoption of Audited Standalone Profit and Loss Statement for the year ended 31 <sup>st</sup> March, 2019, the Balance Sheet and the Cash Flow Statement as on that date, the Consolidated Financial Statements as on that date alongwith the Reports of Directors' and Auditors' and Comments of Comptroller and Auditor General of India. |
| 2.                       | Confirmation of Interim Dividend paid for the year 2018-19.  |
| 3.                       | Re-appointment of a Director in the place of Shri. Nadella Naga Maheswar Rao (DIN 08148117), who retires by rotation at this Annual General Meeting and offering himself for re-appointment.   |
| <b>Special Business</b>  |  |
| 4.                       | Appointment of Shri. Md.Nasimuddin (DIN 02026939) as a Director of the Company liable to retire by rotation.   |
| 5.                       | Appointment of Shri. Azad Singh Toor (DIN 07358170), as an Independent Director of the Company not liable to retire by rotation  |
| 6.                       | Appointment of Shri. K Madhavan Nair (DIN 07366493), as an Independent Director of the Company not liable to retire by rotation  |
| 7.                       | Appointment of Shri. Prabhakar Chowki (DIN 08199813) as a Director of the Company liable to retire by rotation.  |
| 8.                       | Appointment of Dr. P. Vishnu Dev (DIN 08308279) as an Independent Director of the Company not liable to retire by rotation.  |
| 9.                       | Appointment of Shri. Shaji John (DIN 08418401) as a Director of the Company liable to retire by rotation.  |
| 10.                      | Appointment of Shri. Vinod Kumar Tiwari (DIN 03575641) as a Director of the Company liable to retire by rotation.  |
| 11.                      | Ratification of the remuneration of Cost Auditors for the year 2019-20.  |

A shareholder may vote either for or against each of the above resolutions.

Signed this \_\_\_\_\_ Day of \_\_\_\_\_, 2019.

Signature of Shareholder \_\_\_\_\_

Signature of Proxy Holder(s) \_\_\_\_\_

Affix  
Revenue  
Stamp here

- Note:**
- This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the meeting.
  - Please complete all details of member(s) before submission.



## NLC India Limited

**Regd. Office :** First Floor, No.8, Mayor Sathyamurthy Road,  
FSD, Egmore Complex of Food Corporation of India, Chetpet, Chennai - 600 031.  
Phone No: 044-28364613-16, Fax No. 044-28364619.

**Corporate Office :** Block-1, Neyveli - 607 801, Cuddalore District, Tamil Nadu. Tel : 04142-252205  
CIN : L93090TN1956GOI003507, Website : www.nlcindia.com E-mail : investors@nlcindia.in

### ATTENDANCE SLIP

#### 63<sup>rd</sup> ANNUAL GENERAL MEETING

I hereby record my presence at the 63<sup>rd</sup> Annual General Meeting of the Company held on Thursday, 01<sup>st</sup> August, 2019 at 14.30 hours at "Kamaraj Arangam", 498-500, Anna Salai, Teynampet, Chennai - 600 006.

Member's Folio /  
DP ID & Client ID No.

Member's / Proxy's Name  
in Block Letters

Member's / Proxy's  
Signature

**Note:**

1. Please complete the Folio / DP ID & Client ID No, Name, sign this Attendance Slip and hand it over at the Attendance Verification Counter at the ENTRANCE OF THE MEETING HALL.
2. Physical copy of the Annual Report for the year 2018-19 and Notice of the Annual General Meeting, along with Attendance Slip and Proxy Form are sent in the permitted mode to all members to their registered address.
3. Members / Proxy attending the AGM is required to bring their copy of the Annual Report as the practice of distribution of copies of the Annual Report at the meeting has been discontinued.

#### ELECTRONIC VOTING / VOTING PARTICULARS

Please log on to [www.evoting.nsdl.com](http://www.evoting.nsdl.com) with the following voting particulars for remote e-voting :

| EVEN (e-voting event number) | User ID | Password |
|------------------------------|---------|----------|
|                              |         |          |