



NEYVELI LIGNITE CORPORATION LIMITED

(Navratna - Government of India Enterprise)

Regd. Office: 'Neyveli House', No.135, Periyar EVR High Road, Kilpauk, Chennai-600 010.
Corporate Office: Block-1, Neyveli-607 801, Cuddalore District, Tamil Nadu.

NOTICE OF ANNUAL GENERAL MEETING

NOTICE is hereby given that the fifty seventh Annual General Meeting of the Members of the Company will be held on Friday, the 6th September, 2013 at "Sathguru Gnanananda Hall", Narada Gana Sabha, No.314, T.T.K. Road, Alwarpet, Chennai - 600 018 at 11-00 hours to transact the following business:

ORDINARY BUSINESS :

1. To receive, consider and adopt the audited Profit and Loss Account for the year ended 31st March, 2013 and the Balance Sheet as on that date together with the Report of the Board of Directors and the Auditors thereon.
2. To declare dividend.
3. To appoint a Director in the place of Shri. Sarat Kumar Acharya, who retires by rotation and being eligible, offers himself for re-appointment.
4. To appoint a Director in the place of Shri. R.K.Mishra, who retires by rotation and being eligible, offers himself for re-appointment.
5. To appoint a Director in the place of Shri. M.M. Sharma, who retires by rotation and being eligible, offers himself for re-appointment.
6. To appoint a Director in the place of Shri. A.P.V.N.Sarma, who retires by rotation and being eligible, offers himself for re-appointment.

SPECIAL BUSINESS :

7. To consider and if thought fit, to pass with or without modification, the following resolution as an Ordinary Resolution :
"RESOLVED that Shri. N.S. Palaniappan, 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 with or without modification, the following resolution as an Ordinary Resolution :
"RESOLVED that Dr. A.K. Dubey, be and is hereby appointed as a Director of the Company liable to retire by rotation".
9. To consider and if thought fit, to pass with or without modification, the following resolution as an Ordinary Resolution :
"RESOLVED that Shri. S. Rajagopal, 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 with or without modification, the following resolution as an Ordinary Resolution :
"RESOLVED that Shri. M.S. Ravindranath, be and is hereby appointed as a Director of the Company liable to retire by rotation".

Place : Chennai
Date : 02.07.2013

By order of the Board
K.Viswanath
Company Secretary



NOTES:

1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY.

Proxies, in order to be effective, must be lodged with the Company not less than 48 hours before the commencement of the Annual General Meeting.

2. An Explanatory Statement pursuant to Section 173(2) of the Companies Act, 1956 relating to Special Business is furnished vide Annexure-1.
3. As required under the Listing Agreement, the particulars of Directors seeking appointment/re-appointment as Directors are given vide Annexure-2.
4. As per the provisions of Companies Act, 1956 and in terms of amended clause-32 of the Listing Agreement, abridged annual accounts for the year 2012-13 has been sent to all shareholders. Shareholders desirous to obtain full version of annual accounts for the year 2012-13 may send their request addressed to the Company Secretary, Corporate Office, NLC Limited, Neyveli - 607 801.
5. The Register of Members and Share Transfer Books of the Company shall remain closed from 28.08.2013 to 06.09.2013 (both days inclusive).
6. Pursuant to Section 205A read with Section 205C of the Companies Act, 1956, the dividend amounts which remain unpaid/unclaimed for a period of seven years, are required to be transferred to the Investor Education and Protection Fund of the Central Government. After such transfer, there remains no claim of the members whatsoever on the said amount. Therefore, Members are advised to encash their Dividend Warrants immediately on receipt.
7. SEBI, vide its circular no. CIR/MRD/DP/10/2013 dated 21st March, 2013 has mandated the Companies whose shares are listed in stock exchanges, to use electronic mode for making dividend payments to the shareholders. Credit of dividend directly to the bank account through Electronic mode would facilitate instant credit of dividend to shareholder's bank account, eliminate delay/interception/misplacement of dividend warrant in postal transit besides avoiding fraudulent encashment of warrant by unauthorised persons. Considering these advantages shareholders are requested to contact their Depository Participant (DP) and update their demat account with their correct bank account details so that future dividends, if any could be credited through electronic mode directly to shareholder's bank account.
Shareholders holding shares in physical form are requested to communicate their bank account details viz., Bank name and address, account no, IFSC no.etc., to M/s.Integrated Enterprises (I) Limited, the Share Transfer Agent so that dividend account is directly credited to their bank account.
8. Final Dividend on Equity Shares for the year ended 31st March, 2013, if declared at the meeting, will be paid :
 - i. to those Members whose name appear on the Register of Members on 6th September, 2013 and
 - ii. in respect of Shares held in electronic form, on the basis of beneficial ownership as per the details furnished by National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL), the Depositories, at the end of business hours on 27th August, 2013.
9. Members holding shares in physical form are requested to notify their change of address, if any, to the Company/Share Transfer Agent. In case, shares are held in electronic form, the change of address, if any, may have to be communicated to their respective DPs.
10. Members holding shares in single name may avail nomination facility.



EXPLANATORY STATEMENT AS REQUIRED UNDER SECTION 173(2) OF THE COMPANIES ACT,1956

Item No.7 to 10

Shri .N.S. Palaniappan was inducted into the Board as an Additional Director w.e.f. 16th January, 2013 in pursuance of Ministry of Coal letter no. 21/21/2006-ASO (part) dated 16th January, 2013 and in terms of Section 260 of the Companies Act,1956. Shri. N.S. Palaniappan holds office upto the date of the ensuing Annual General Meeting.

Dr. A.K. Dubey was inducted into the Board as an Additional Director w.e.f. 3rd April, 2013 in pursuance of Ministry of Coal letter no. 21/03/2011-ASO dated 3rd April, 2013 and in terms of Section 260 of the Companies Act,1956. Dr. A.K. Dubey holds office upto the date of the ensuing Annual General Meeting.

Shri. S. Rajagopal was inducted into the Board as an Additional Director w.e.f. 1st March, 2013 in pursuance of Ministry of Coal letter no. 21/2/2012-ASO dated 2nd January, 2013 and in terms of Section 260 of the Companies Act,1956. Shri. S. Rajagopal holds office upto the date of the ensuing Annual General Meeting.

Shri. M.S. Ravindranath was inducted into the Board as an Additional Director w.e.f. 23rd April, 2013 in pursuance of Ministry of Coal letter no. 21/16/2012-ASO dated 22nd April, 2013 and in terms of Section 260 of the Companies Act,1956. Shri. M.S. Ravindranath holds office upto the date of the ensuing Annual General Meeting.

Notices have been received u/s 257 of the Companies Act,1956 from Members signifying their intention to propose the appointment of Shri. N.S. Palaniappan, Dr. A.K. Dubey, Shri. S. Rajagopal and Shri. M.S. Ravindranath as Directors of the Company at the ensuing Annual General Meeting. Hence, necessary resolutions are placed before the Meeting for Members' approval.

Shri. N.S. Palaniappan, Dr. A.K. Dubey, Shri. S. Rajagopal and Shri. M.S. Ravindranath are deemed to be interested in the proposed resolution to the extent of their appointment as Directors. No other Directors are interested in the resolution. Directors recommend the resolution for Members' approval.

BRIEF RESUME OF DIRECTORS PROPOSED FOR APPOINTMENT/ RE-APPOINTMENT

1. Shri. N.S. Palaniappan, aged 56 years, is a Post Graduate in Economics. Shri. N.S. Palaniappan, a Member of Indian Administrative Service, has held various important positions in Government of Tamilnadu. Shri .N.S. Palaniappan is presently serving as the Principal Secretary to Government of Tamilnadu, Industries Department. Shri. N.S. Palaniappan does not hold any shares in the Company.

Shri. N.S. Palaniappan is on the Board of following Companies and is not a member in any of the Sub-committee of Directors of the said Companies.

i) TITAN Industries Limited ii) Tamilnadu Petro Products Limited iii) Tamilnadu Industrial Development Corporation Limited iv) Tamilnadu Newsprint and Papers Limited v) State Industries Promotion Corporation of Tamilnadu Limited vi) Tamilnadu Generation and Distribution Corporation Board vii) Tamilnadu Sugar Corporation Limited viii) Tamilnadu Salt Corporation Limited ix) Tamilnadu Minerals Limited x) Chennai Metro Rail Limited xi) Nilakkottai Food Park Limited xii) Tamilnadu Electricity Board Limited xiii) Tamilnadu Transmission Corporation Limited

2. Dr. A.K. Dubey, aged 54 years, a Member of Indian Administrative Service, is a Post Graduate in Public Administration, Post Graduate in Economics Rural Development and holding degree in Law and Doctorate in Social Science. Dr. A.K. Dubey has held various positions in Government of Kerala and Government of India and is presently serving as the Additional Secretary to Government of India, Ministry of Coal.

Dr. A.K. Dubey is on the Board of Coal India Limited and is not a member in any of the Sub-committee of Directors of the Company. Dr. A.K. Dubey does not hold any shares in the Company.

3. Shri. S. Rajagopal, aged 57 years, is a Graduate in Mechanical Engineering with First Class Rank. Shri. S. Rajagopal joined the company in the year 1977 and has held various important positions in the

Annexure-2

Company in the areas of SME, Erection/Mines. Prior to becoming Director(Power), he was the Chief Executive Officer of NLC Tamilnadu Power Limited, a subsidiary company of NLC. Shri. S. Rajagopal has a wide range of experience in mining and in the project implementation. Shri. S. Rajagopal is on the Board of NLC Tamilnadu Power Limited and is a Member of the Sub-committee of NLC Tamilnadu Power Limited. Shri. S. Rajagopal does not hold any shares in the Company.

4. Shri. M.S. Ravindranath, aged 58 years, is a Graduate in Engineering and a Fellow Member of The Institution of Engineers besides holding Diploma in Production Management. Shri M. S. Ravindranath joined the Company in the year 1977 and has held various senior positions in the Company and prior to becoming Director (Mines) he was holding the position of Executive Director/Mines. Shri. M. S. Ravindranath has a wide range of experience in mining and power generation and also in project implementation. Shri. M.S. Ravindranath is holding 200 equity shares in the Company.
5. Shri. Sarat Kumar Acharya aged 54 years, holds an Hons. Degree in Economics and Post Graduate in Personnel Management. An expert in strategic HR with equal proficiency in operations, he carries with him more than 31 years of rich and varied experience of working in Heavy Engineering Sector(BHEL), Power Sector (NTPC and NTPC-SAIL Power Co.) and now is with NLC. Before joining NLC as Director(HR), Shri. Sarat Kumar Acharya was Head, Corporate HR and NTPC-SAIL Power Company, a joint venture of NTPC and Steel Authority of India Limited. Shri Sarat Kumar Acharya lends his services in academics as a visiting faculty to many premier Business Schools and Management Institutions. As a life member of NIPM, Chairman, NIPM Neyveli Chapter and as Member, HR Committee of SCOPE, he is actively associated with promotional activities for enriching HR profession a whole. Shri. Sarat Kumar Acharya does not hold any shares in the Company.
6. Shri. R.K. Mishra, aged 64 years, is a Post Graduate in Commerce and has done Ph.D. Shri. R.K. Mishra is an academician and is presently Director, Institute of Public Enterprise, Hyderabad. Shri. R.K. Mishra has specialised in Financial Management, Corporate Governance, Corporate Social Responsibility, Performance Management and Public Enterprise Management. Shri. R.K. Mishra has published many articles and has authored several books to the profession.

Shri. R.K. Mishra is on the Board of (1) Fertilizers & Chemicals Travancore Limited (2) Bharat Dynamics Limited and is a Member of Remuneration Committee and Procurement Committee of Bharat Dynamics Limited and is the Chairman of Audit Committee of Bharat Dynamics Limited. Shri. R.K. Mishra does not hold any shares in the Company.

7. Shri. M.M. Sharma aged 64 years is a graduate in Mining Engineering and a holder of First Class Manager Certificate (Coal & Metal). Shri. M.M. Sharma began his career in Coal India Limited in the year 1971 and had held many senior positions. Shri. M.M. Sharma later joined as Deputy Director (Mines Safety), Government of India and retired as Director General of Mines Safety. Shri. M.M. Sharma is not on the Board of any other Company and does not hold any shares in the Company.
 8. Shri. A.P.V.N. Sarma, aged 63 years, a Graduate in Engineering and holding degree in Law, was a former Member of Indian Administrative Service. Shri. A.P.V.N. Sarma held important positions in Government of Andhra Pradesh, Public Sector Undertakings both in Central and State Governments and Government of India and retired as Secretary to Government of India, Ministry of Shipping. Shri. A.P.V.N. Sarma is on the Board of (1) SEW Vizag Port Terminal Limited (2) GATI Limited(3) Andhra Pradesh Gas Power Corporation Limited (4) Rashtriya Ispat Nigam Limited (5) Seaways Shipping and Logistics Limited(6) Allahabad Bank.
- Shri. A.P.V.N. Sarma is (1) the Chairman of the Human Resource Committee of Rashtriya Ispat Nigam Limited and (2) Member of Remuneration Committee and High Powered Steering Committee of Rashtriya Ispat Nigam Limited (3) Member in Audit Committee of Seaways Shipping Logistics Limited. Shri. A.P.V.N. Sarma does not hold any shares in the Company.

