



NEYVELI LIGNITE CORPORATION LIMITED

(Navratna - Government of India Enterprise)

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

Corporate Office: Block-1, Neyveli-607 801, Cuddalore District, Tamil Nadu.

Phone: 04142/252205 Fax: 04142-252645, 252646

CIN: L93090TN1956GOI003507 Website: www.nlcindia.com, E-mail: investors@nlcindia.com

NOTICE OF ANNUAL GENERAL MEETING

NOTICE is hereby given that the fifty eighth Annual General Meeting of the Members of the Company will be held on Wednesday, the 24th September, 2014 at "Sathguru Gnanananda Hall", Narada Gana Sabha, No.314, TTK Road, Alwarpet, Chennai - 600 018 at 15.00 hours to transact the following business:

ORDINARY BUSINESS :

1. To receive, consider and adopt the Audited Stand-alone Profit and Loss Account for the year ended 31st March, 2014 and the Balance Sheet as on that date and also the Consolidated Financial Statements as on that date along with the Reports of Directors' and Auditors' and Comments of Comptroller and Auditor General of India.
2. To declare final dividend and confirm the Interim Dividend.
3. To appoint a Director in the place of Shri. Rakesh Kumar (DIN 02865335) who retires by rotation and being eligible, offers himself for re-appointment.
4. To appoint a Director in the place of Shri. S. Rajagopal (DIN 06503785), who retires by rotation and being eligible, offers himself for re-appointment.

SPECIAL BUSINESS :

5. To consider and if thought fit, to pass with or without modification, the following resolution as an Ordinary Resolution :
"RESOLVED that pursuant to Section 152 and other applicable provisions, if any, of the Companies Act, 2013 and in terms of Ministry of Coal letter No. 21/20/2012-ASO dated 25th July 2013, Shri. S. Boopathy (DIN 06676460), be and is hereby appointed as a Director of the Company liable to retire by rotation".
6. To consider and if thought fit, to pass with or without modification, the following resolution as an Ordinary Resolution :
"RESOLVED that pursuant to Section 152 and other applicable provisions, if any, of the Companies Act, 2013 and in terms of Ministry of Coal letter No. 21/21/2006-ASO (part) dated 18th December, 2013 Shri. C.V. Sankar (DIN 00703204) be and is hereby appointed as a Director of the Company liable to retire by rotation".
7. To consider and if thought fit, to pass with or without modification, the following resolution as an Ordinary Resolution :
"RESOLVED that pursuant to Section 152 and other applicable provisions, if any, of the Companies Act, 2013 and in terms of Ministry of Coal letter No. 21/9/2013-ASO dated 21st August, 2013, Dr. Sanjay G Dhande (DIN 03124589), be and is hereby appointed as a Director of the Company not 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 pursuant to Section 152 and other applicable provisions, if any, of the Companies Act, 2013 and in terms of Ministry of Coal letter No. 21/9/2013-ASO (ii) dated 23rd December, 2013 Shri. C. Balakrishnan (DIN 00040416) be and is hereby appointed as a Director of the Company not 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 pursuant to the provisions of Section 148 of the Companies Act 2013 and the Rules made thereunder the remuneration of Rs.3.00 lakh (plus applicable taxes) fixed for the Cost Auditor appointed to conduct the audit of cost records of the Company for the year 2014-15 be and is hereby ratified".

Place : Chennai
Date : 14.08.2014

By order of the Board
K.Viswanath
Company Secretary

NOTES:

1. The Register of Members and the Share Transfer books of the Company will remain closed from 15th September, 2014 to 24th September, 2014 (both days inclusive) for annual closing and determining the entitlement of the shareholders to the final dividend if any, declared for the financial year 2013-14.
2. The relevant Statement pursuant to Section 102 of the Companies Act, 2013 which set out the details relating to Special Business at the meeting is annexed hereto and forms part of the notice.
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.**

A person can act as proxy on behalf of members not exceeding fifty (50) and holding in the aggregate not more than ten percent of the total share capital of the company. However, a member holding more than ten percent of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as proxy for any other person or Member.

The instrument of Proxy in order to be rated effective should be deposited at the Registered Office of the Company, duly completed and signed, not less than 48 hours before the commencement of the meeting. A proxy form is sent herewith. Proxies submitted on behalf of the companies, societies etc., must be supported by an appropriate resolution/authority, as applicable.

4. Members holding shares in electronic form are hereby informed that bank particulars registered against their respective depository accounts will be used by the Company for payment of final dividend. The Company or its Registrars cannot act on any request received directly from the Members holding shares in electronic form for any change of bank particulars or bank mandates. Such changes are to be intimated only to the Depository Participant of the Members. Members holding shares in physical form and desirous of either registering bank particulars or changing bank particulars already registered against their respective folios for payment of dividend are requested to write to the Company or to M/s. Integrated Enterprises (India) Ltd., the Share Transfer Agent and Depository Registrar of the Company.
5. Members who have not yet registered their e-mail addresses, so far, are requested to kindly furnish their e-mail addresses, in respect of electronic holdings with the Depository through their concerned Depository Participants. Members who hold shares in physical form are requested to get their e-mail addresses registered with M/s. Integrated Enterprises(India) Limited, the Depository Registrar and Share Transfer Agent of the Company as per the format enclosed.
6. 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.
In terms of IEPF (Uploading of information regarding unpaid and unclaimed amounts lying with Companies) Rules, 2012, the Company has uploaded the information in respect of unclaimed Dividends on the web-site of the Company viz., www.nlcindia.com in the following link http://nlcindia.com/index.php?file_name=investor_06 and the shareholders by providing their Folio No./Client ID, the details of unclaimed dividend can be obtained.
7. To prevent fraudulent transactions, members are advised to exercise due diligence and notify the Company of any change in their address.
8. Details under Clause 49 of the Listing Agreement with the Stock Exchange in respect of the Directors seeking appointment/re-appointment at the Annual General Meeting, forms integral part of the notice.
9. Electronic copy of the Annual Report for the year 2013-14, Notice of 58th AGM along with Attendance Slip and Proxy Form are being sent to the Members who have given consent to receive the same in electronic mode.
10. Attention is invited to Section 219(1) (iv) of the Companies Act, 1956 (Section 136 of the Companies Act, 2013) wherein listed companies may submit only an Abridged Balance sheet & Profit & Loss Statement in the prescribed form to every member of the company. Complete Balance sheet and Profit Loss

Statement, other statements and notes thereto prepared as per the requirements of the Schedule VI of the Companies Act, 1956 are available in Company's website www.nlcindia.com

11. Members may also note that the Notice of the 58th Annual General Meeting and the Annual Report for 2013-14 will also be available on the Company's website www.nlcindia.com for download. The physical copies of the aforesaid documents will also be available at the Company's Registered Office at Chennai for inspection during normal business hours on working days. Even after registering for e-communication, members are entitled to receive such communication in physical form, upon making a request for the same, free of cost. The shareholders may also send their requests to : investors@nlcindia.com

12. Voting through electronic means;

Pursuant to the stipulations in Clause 35 B of the Listing Agreement read with Section 108 of the Companies Act, 2013 and the relevant rules, the Company has entered in to an arrangement with Central Depository Services Limited (CDSL) to facilitate the Members to exercise their right to vote at the Annual General Meeting by Electronic means.

The instructions for shareholders voting electronically are as under:

- (i) The e-voting period commences on 19th September, 2014 (09:00 A.M.) and ends on 20th September, 2014 (06:00 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 22nd August, 2014, 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 printed on the attendance slip in the PAN field. • Eg. If your name is Ramesh Kumar with sequence number 00000125 then enter RA00000125 in the PAN field.
DOB	Enter the Date of Birth in dd/mm/yyyy format as recorded in your demat account or in the company records for the said demat account or folio.
Dividend Bank Details	Enter the Dividend Bank Details as recorded in your demat account or in the company records for the said demat account or folio. <ul style="list-style-type: none"> • Please enter the DOB or Dividend Bank Details in order to login. If 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 same 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 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 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 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, under help section or write an email to helpdesk.evoting@cdslindia.com



EXPLANATORY STATEMENT AS REQUIRED UNDER SECTION 102 OF THE COMPANIES ACT, 2013

Item Nos. 5 to 8

Shri. S. Boopathy (DIN 06676460) was inducted in to the Board as an Additional Director w.e.f. 1st October, 2013 in pursuance of Ministry of Coal letter no. 21/20/2012-ASO dated 25th July 2013 and in terms of Section 161 of the Companies Act, 2013, Shri. S. Boopathy holds office upto the date of the ensuing Annual General Meeting.

Shri. C.V. Sankar (DIN 00703204) was inducted in to the Board as an Additional Director w.e.f. 23rd December, 2013 in pursuance of Ministry of Coal letter no.21/21/2006-ASO(part) dated 18th December, 2013 and in terms of Section 161 of the Companies Act, 2013, Shri. C.V. Sankar holds office upto the date of the ensuing Annual General Meeting.

The Ministry of Coal (MOC) vide letter no. 21/9/2013-ASO dated 21st August, 2013, has conveyed the approval for the appointment of Dr. Sanjay G. Dhande (DIN 03124589) as a Non-official Part-time Director for a period of three years w.e.f. the date of appointment or until further orders, whichever is earlier. Dr. Sanjay G. Dhande (DIN 03124589) was inducted in to the Board as an Additional Director w.e.f. 6th September, 2013 and in terms of Section 260 of the Companies Act, 1956, Dr. Sanjay G. Dhande holds office upto the date of the ensuing Annual General Meeting. Dr. Sanjay G. Dhande, in the opinion of the Board, fulfils the conditions specified in the Companies Act for appointment as an Independent Director.

The Ministry of Coal (MOC) vide letter no. 21/9/2013-ASO (ii) dated 23rd December, 2013, has conveyed the approval for the appointment of Shri.C. Balakrishnan (DIN 00040416) as a Non-official Part-time Director for a period of three years w.e.f. the date of appointment or until further orders, whichever is earlier. Shri. C. Balakrishnan (DIN 00040416) was inducted in to the Board as an Additional Director w.e.f. 23rd December, 2013 and in terms of Section 161 of the Companies Act, 2013, Shri. C. Balakrishnan holds office upto the date of the ensuing Annual General Meeting. Shri. C. Balakrishnan, in the opinion of the Board, fulfils the conditions specified in the Companies Act for appointment as an Independent Director.

Notices has been received u/s 160 of the Companies Act, 2013 from Members signifying their intention to propose the appointment of Shri. S. Boopathy, Shri. C.V. Sankar, Dr. Sanjay G. Dhande and Shri. C. Balakrishnan as Directors of the Company at the ensuing Annual General Meeting. Necessary resolutions are placed before the Meeting for Members' approval.

The brief resume of Directors proposed for appointment/re-appointment are furnished in Annexure-2. Shri. S. Boopathy, Shri. C.V. Sankar, Dr. Sanjay G Dhande and Shri.C. Balakrishnan 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.

Item No. 9

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 fixation of remuneration to the Cost Auditor appointed for the year 2014-15 is placed before the member for their approval.

None of the Directors is interested in the resolution. Directors recommend the resolution as proposed in the Notice for Members' approval.

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

1. Shri. S. Boopathy (DIN 06676460), aged 58 years, is a Graduate in Mechanical Engineering and in Industrial Engineering and is also a Post Graduate in Production Engineering. Shri. S. Boopathy joined the Company in the year 1977 and has held various important positions in the Company. Shri. S. Boopathy assumed charge as Director (Planning & Projects) w.e.f. 01.10.2013 and prior to becoming Director (Planning & Projects), he was holding the position as Chief Executive Officer, Neyveli Uttar Pradesh Power Limited, a Subsidiary Company of NLC. Shri.S. Boopathy has wide experience in the areas of Mines, Power Sector, Industrial Engineering and Material Management and in the Project implementation.

Shri.S.Boopathy is on the Board of NLC Tamilnadu Power Limited and Neyveli Uttar Pradesh Power Limited and is a Member of the Sub-committee of NLC Tamilnadu Power Limited. Shri. S. Boopathy is also a Member of Audit Committee of NLC Tamil Nadu Power Limited and Neyveli Uttar Pradesh Power Limited and is holding 200 shares in the Company. Shri.S.Boopathy is not related to any of the Directors of the Company.

2. Shri.C.V.Sankar (DIN 00703204), aged 57 years, is a Post Graduate in Commerce and Post Graduate in Business Administration. Shri.C.V.Sankar, a member of Indian Administrative Service, has held various important positions in Government of Tamilnadu and is presently serving as the Principal Secretary to Government of Tamilnadu, Industries Department. Shri.C.V.Sankar is not related to any of the Directors of the Company. Shri.C.V.Sankar does not hold any shares in the Company.

Shri. C.V. Sankar is on the Board of following Companies and is not a member in any of the Sub-committee of Directors of the said Companies.

1. Tamilnadu Petro Products Limited
2. Tamilnadu Industrial Development Corporation Ltd.
3. Tamilnadu Industrial Explosives Ltd.
4. Tamilnadu Newsprint and Papers Ltd
5. State Industries Promotion Corporation of Tamilnadu Limited
6. The Nilakkottai Food Park Ltd
7. Tamilnadu Electricity Board Ltd
8. Tamilnadu Generation and Distribution Corporation Board
9. Tamilnadu Transmission Corporation Limited
10. Tamilnadu Salt Corporation Ltd
11. TITAN Industries Limited
12. Tidel Park Limited
13. Tamilnadu Sugar Corporation Limited
14. Tamilnadu Minerals Limited
15. Tamilnadu Magnesite Limited

3. Dr. Sanjay G. Dhande (DIN 03124589) , aged 66 years,, is a Mechanical Engineer and has done Ph.D from IIT, Kanpur. Dr. Sanjay G. Dhande retired as Director, IIT, Kanpur and is a Member of the Scientific Advisory Council to the Prime Minister of India. Dr. Sanjay G. Dhande is also a Member of the Governing Body of the Indo-US Science and Technology Forum, Indo-French Cooperation Programme, Indo-Japan Coordination programmes etc.

Dr. Sanjay G. Dhande is on the Board of (1) ONGC Videsh Limited (2) Sango Consultants Pvt Ltd. and is (i) the Chairman of the PAC of ONGC Videsh Limited and (ii) Member of a Sub-committee of ONGC Videsh Limited.

Dr.Sanjay G. Dhande is not related to any of the Directors of the Company and does not hold any shares in the Company .

4. Shri. C. Balakrishnan (DIN 00040416), aged 62 years, is a Post Graduate in Physics and has done MBA in Finance from University of Florida, USA, MPA in Public Administration & Economics from Harvard University, USA and also M.Phil in Public Administration. Shri. C. Balakrishnan is a former Member of Indian Administrative Service and has held various positions in Government of Himachal Pradesh and Government of India prior to his retirement as Secretary, Ministry of Coal.

Shri.C.Balakrishnan is on the Board of (i) BEML, Bangalore (ii) Swayambu Natural Resources Co., Ltd and (iii) Coal India Limited & is a Member of Audit Committee of Coal India Limited and is the Chairman of Audit Committee of BEML, Bangalore. Shri.C.Balakrishnan is not related to any of the Directors of the Company. Shri.C.Balakrishnan does not hold any shares in the Company.

5. Shri. Rakesh Kumar (DIN 02865335), aged 51 years, is a Commerce Graduate with Master Degree in Business Administration in Finance. He joined NLC in 2012. Prior to his joining in NLC, he was associated with various prestigious projects of GAIL India Limited and Brahmaputra Cracker and Polymer Limited like HVJ Pipeline Project, Petrochemical and LPG Plants, E&P Projects, Cross country gas and LPG Pipelines, Dhabol Power Plant and LNG Terminal, Assam Gas Cracker Project etc. He has worked in various important areas of finance function like treasury, project appraisals, capital structuring, resource mobilisation, cost and budget, financial bench marking using WACC and leveraging technology through ERP, E-procurement and E-banking etc.

Shri.Rakesh Kumar is a member of Board of NLC Tamilnadu Power Limited and Neyveli Uttar Pradesh Power Limited. Shri. Rakesh Kumar is also a Member of Audit Committee in Neyveli Uttar Pradesh Power Limited. Shri. Rakesh Kumar is not related to any of the Directors of the Company and does not hold any shares in the Company.

6. Shri. S. Rajagopal (DIN 06503785), aged 58 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 Company in the areas of SME, Erection/Mines. Shri. S. Rajagopal assumed charge as Director (Power) w.e.f.01.03.2013 and 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 a member of Board of NLC Tamilnadu Power Limited and MNH Shakti Limited. Shri. S. Rajagopal is not related to any of the Directors of the Company and does not hold any shares in the Company.

