



NLC INDIA LIMITED

(formerly Neyveli Lignite Corporation Limited)
(A Government of India Enterprise)

**Regd. Office: First Floor, No.8, Mayor Sathyamurthy Road,
FSD, Egmore Complex of Food Corporation of India, Chetpet, Chennai-600 031**
Corporate Office: Block-1, Neyveli-607 & 01, Cuddalore District, Tamil Nadu.

Phone: 04142/252205. Fax: 04142-252645, 252646
CIN:L93090TN1956G01003507

Web-site:www.nlcindia.com:e-Mail:cosec@nlcindia.com

Lr.No.Secy/AGM/2018

Dt. 04.07.2018

To National Stock Exchange India Limited, Exchange Plaza, C-1, Block-G, Bandra Kurla Complex, Bandra(East). Mumbai-400051 Scrip Code : NLCINDIA	To The Bombay Stock Exchange Ltd, Phiroze Jeejeebhoy Towers Dalal Street Mumbai-400 001. Scrip Code : 513683
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Dear sirs,

Sub: Intimation of Annual General Meeting and Book Closure.

We wish to inform that the 62nd Annual General Meeting of the Company is scheduled to be held on Monday, the 30th July,2018 at "Sathguru Gnanananda Hall", Narada Gana Sabha, No.314, T.T.K.Road, Alwarpet, Chennai-600018 at 14.00 hours. The Notice convening the Annual General Meeting is forwarded herewith.

Pursuant to Regulation 42 of the SEBI (Listing Obligations and Disclosure Requirements), 2015, the Register of Member and Share Transfer Books of the Company will remain closed from 24th July,2018 to 30th July,2018 (both days inclusive) for taking record of the Members of the Company for the purpose of Annual General Meeting and final dividend.

Type of security	Book Closure both days	Purpose
Equity	From To 24.07.2018 30.07.2018 (both days inclusive)	For the purpose of Annual General Meeting & Payment of Final Dividend* : *Subject to the approval of Members at the AGM, the final dividend @ 2.70 % (Re.0.27 per equity share) for the year 2017-18 recommended by the Board, will be paid to the shareholders within 30 days of declaration.

Further, in terms of Section 108 of the Companies Act, 2013 and the rules notified thereunder, the Company has fixed 23rd July,2018 as the Cut-off date to record the entitlement of the shareholders to cast their votes by electronics means at the above Annual General Meeting. Consequently, the same cut-off date 23rd July,2018 would also be applicable to the shareholders, who do not cast their vote electronically to cast their vote at the above AGM.

Thanking you

Yours faithfully
for NLC India Limited

Company Secretary



CREATING WEALTH FOR WELLBEING

NLC India Limited

(formerly Neyveli Lignite Corporation Limited)
Navratna - 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.com

NOTICE OF ANNUAL GENERAL MEETING

NOTICE is hereby given that the sixty second Annual General Meeting of the Members of the Company will be held on Monday, the 30th July, 2018 at 14.00 hours at "Sathguru Gnanananda Hall", Narada Gana Sabha, No.314, T.T.K.Road, Alwarpet, Chennai - 600 018 to transact the following business:

ORDINARY BUSINESS :

1. To receive, consider and adopt the Audited Standalone Profit and Loss Statement for the year ended 31st March, 2018, 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' & Auditors' and Comments of Comptroller and Auditor General of India.
2. To declare final dividend for the year 2017-18 and confirm the Interim Dividend paid for that year
3. To appoint a Director in the place of Shri. V. Thangapandian (DIN 07255163), who retires by rotation and being eligible, offers himself for re-appointment.
4. To appoint a Director in the place of Shri. R. Vikraman (DIN 07601778), 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 Sections 149, 152 and other applicable provisions, if any, of the Companies Act, 2013 and in terms of Ministry of Coal letter No. 21/18/2017-BA(iv) dated 6th September, 2017, Shri. Indrajit Pal (DIN 00163967), be and is hereby appointed as an Independent Director of the Company not 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.21/22/2017-BA dated 29th June, 2018, Shri. Nadella Naga Maheswar Rao (DIN 08148117), 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 Rule 14 of the Companies (Audit and Auditors) Rules, 2014, the remuneration of ₹ 3.50 lakh (plus applicable taxes) for the year 2018-19, additional ₹ 0.25 lakh each (plus applicable taxes) on commissioning of Neyveli New Thermal Power Project and 500 MW Solar/709 MW Solar power projects within the financial year 2018-19, plus travelling and out of pocket expenses fixed for the Cost Auditor appointed under Section 148(3) of the Companies Act, 2013 be and hereby ratified".

Place : Neyveli
Date : 29.06.2018

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 24th July, 2018 to 30th July, 2018 (both days inclusive) for the Annual General Meeting and for determining the entitlement of the shareholders to the final dividend, if any, declared for the financial year 2017-18.
2. The relevant statement pursuant to Section 102 of the Companies Act, 2013 setting out the details relating to Special Business at the meeting is annexed hereto at Annexure.
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. A Person can act as proxy on behalf of members not exceeding fifty and holding in the aggregate not more than ten percent of the total Share Capital of the Company carrying voting rights.
5. 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 ballot paper at the meeting in a fair and transparent manner.
6. Corporate Members/FILs/ Financial Institutions intending to send their authorised representatives to attend the Annual General Meeting are requested to send a duly certified copy of the Board Resolution/such other documents authorising their representatives to attend and vote thereat.
7. Members holding shares in electronic form are hereby informed that the bank particulars registered against their respective depository accounts will be used by the Company for payment of final dividend and any changes are to be intimated only to the Depository Participant. Members holding shares in physical form and desirous of either registering their bank particulars or changing their bank mandates already registered for payment of dividend are requested to write to the Company or to Integrated Registry Management Services Private Limited, the Share Transfer Agent and Depository Registrar (STA&DR) of the Company along with a copy of cancelled cheque leaf/first page of bank pass book.
8. Soft copy of the full version of the Annual Report of the ensuing AGM and other documents are being sent electronically to those Members whose e-mail address are 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 STA & DR 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 STA & DR 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.com.
9. 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.
10. 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 has 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 are available in www.nlcindia.com. Members who have not claimed their dividend, can write to the Company secretary at the Registered Office/Corporate Office mentioned above or e-mail at investors@nlcindia.com or to our Registrar and Share transfer Agent and the said claim will be entertained in terms of notification/circular issued by the Authorities.
11. Full version of the Balance Sheet and Profit Loss Statement, other statements & notes and the Notice of 62nd AGM thereto are available in the Company's website 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.
12. **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:

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
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 IDF or 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.
 - b) Physical User Reset Password? (If you are holding shares in physical mode) option available on 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 mentioning your demat account number/folio number, your PAN, your name and your registered address.
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 authorised signatory(ies) who are authorised to vote, to the Scrutinizer by e-mail to akjainassociates@gmail.com with a copy marked to 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 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 or call on toll free no.: 1800-222-990 or send a request at evoting@nsdl.co.in

C. Other Instructions

- i. The e-voting period commences on Thursday, 26th July, 2018 (9.00 a.m. IST) and ends on Sunday, 29th July, 2018 (5.00 p.m. IST). During this period, Members holding shares either in physical form or in dematerialized form, as on 23rd July, 2018 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 or through ballot 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. 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" or "Physical User Reset Password" option available on www.evoting.nsdl.com.
- iv. The results will be declared as per the Statutory requirements and the same along with the Scrutinizer's Report shall be placed on the Company's website www.nlcindia.com and on the website of NSDL (www.evoting.nsdl.com) and will also be furnished to the Stock Exchanges where the shares of the Company are listed.



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

Item No.5 & 6

Pursuant to Ministry of Coal letter No. 21/18/2017-BA(iv) dated 6th September, 2017, Shri.Indrajit Pal (DIN 00163967), Non-official Independent Director, was inducted into the Board as an Additional Director w.e.f. 28th September, 2017. In terms of Section 161 of the Companies Act, 2013. Shri. Indrajit Pal holds office up to the date of the ensuing Annual General Meeting.

Shri. Nadella Naga Maheswar Rao (DIN 08148117) was inducted into the Board as an Additional Director w.e.f. 29.06.2018 in pursuance of Ministry of Coal Letter No. 21/22/2017-BA dated 29th June, 2018 and in terms of Section 161 of the Companies Act, 2013, Shri. Nadella Naga Maheswar Rao holds office upto the date of ensuing Annual General Meeting.

Notice has been received u/s 160 of the Companies Act, 2013 from a Member signifying his intention to propose the appointment of Shri. Indrajit Pal and Shri. Nadella Naga Maheswar Rao, as Directors of the Company at the ensuing Annual General Meeting. Necessary resolutions are placed before the Meeting for Members' approval.

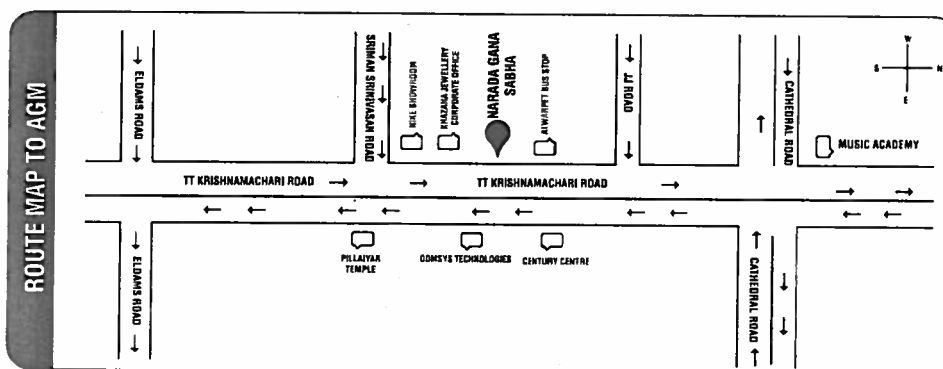
Shri. Indrajit Pal and Shri. Nadella Naga Maheswar Rao are deemed to be interested in the proposed resolutions to the extent of their appointment as Directors. No other Directors and Key Managerial Personnel of the Company are interested in the resolutions. Directors recommend the resolution for Members' approval.

Item No.7

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 for the remuneration of ₹ 3.50 lakh (plus applicable taxes) for the year 2018-19, additional ₹ 0.25 lakh each (plus applicable taxes) on commissioning of Neyveli New Thermal Power Project and 500 MW Solar/709 MW Solar power projects within the financial year 2018-19, plus travelling and out of pocket expenses fixed for the Cost Auditor appointed under Section 148(3) of the Companies Act, 2013 are placed before the Meeting for ratification.

None of the Directors and Key Managerial Personnel of the Company are interested in the resolution. Directors recommend the resolution as proposed in the Notice for Members' ratification.



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

1. Shri. V. Thangapandian (DIN 07255163), aged 59 years, is a Graduate in Mechanical Engineering. Shri.V.Thangapandian started his career as an Executive Trainee with NTPC in the year 1981 and during the last three and half decades, he had held several key positions in various projects of NTPC. Shri. V. Thangapandian assumed charge as Director (Power) w.e.f.01.09.2015 and the terms and conditions of his appointment including remuneration are as per the Ministry of Coal letter no. 21/6/2014-ASO dated 23rd July, 2015. Prior to his joining, he was holding the position of Head of Project at NTPC-Mouda (Nagpur). Shri. V. Thangapandian has vast experience in the areas of Planning, Erection, Commissioning and Operation & Maintenance of power plants and was also instrumental in many of the achievements in NTPC.

Shri. V. Thangapandian is on the Board of NLC Tamilnadu Power Limited and Neyveli Uttar Pradesh Power Limited. Shri. V. Thangapandian is a Member of Sub-committee of Board of Directors, Audit Committee and Nomination and Remuneration Committee and Chairman of Corporate Social Responsibility Committee of NLC Tamilnadu Power Limited and is also a Member of Audit Committee, Nomination and Remuneration Committee and Corporate Social Responsibility Committees of Neyveli Uttar Pradesh Power Limited. Shri. V. Thangapandian attended all the Board Meetings held during the financial year 2017-18. Shri. V. Thangapandian does not hold any shares in the Company and is not related to any of the Directors and Key Managerial Personnel of the Company.

2. Shri. R. Vikraman (DIN 07601778), aged 56 years, is a Graduate in Mechanical Engineering and holds a Post Graduate Degree in Business Administration. Shri. R. Vikraman joined the Company in the year 1986 and had held various important positions in the Company before assuming charge as Director (Human Resource) w.e.f. 09.12.2016. Shri.R.Vikraman has vast experience in the field of Engineering and Human Resource Management of the Company. The terms and conditions of his appointment including remuneration are as per the Ministry of Coal letter No. 21/2/2016-ASO dated 8th December, 2016.

Shri. R. Vikraman is not on the Board/Committees of any other Company. Shri. R. Vikraman attended all the Board Meetings held during the financial year 2017-18. Shri. R. Vikraman does not hold any shares in the Company and is not related to any of the Directors and Key Managerial Personnel of the Company.

3. Shri. Indrajit Pal (DIN 00163967), aged 63 years, is a Honors Graduate in Chemistry with a Post Graduation in Organic Chemistry both from Delhi University. Shri. Indrajit Pal also holds Post Graduate Diploma in Public Administration from Indian Institute of Public Administration and M.Phil in Social Science from Punjab University. He was a Member of Indian Administrative Service (1977 batch, Andhra Pradesh Cadre) and had held various important positions in Government of Andhra Pradesh, Government of India, Public Sector Undertaking etc., before retiring as the Secretary to Government of India, Department of Chemicals & Petrochemicals in the year 2014. Shri.Indrajit Pal was inducted into the Board w.e.f. 28.09.2017 and the terms and conditions are as per the Ministry of Coal letter No. 21/18/2017-BA(iv) dated 6th September, 2017. No remuneration other than sitting fees is being paid to Shri. Indrajit Pal for attending Board/Committee meetings and is not on the Board of any other Companies.

During the financial year 2017-18, Shri. Indrajit Pal attended five out of six Board Meetings held after his induction into the Board. Shri. Indrajit Pal does not hold any shares in the Company and is not related to any of the Directors and Key Managerial Personnel of the Company.

4. Shri Nadella Naga Maheswar Rao, aged 57 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 holds 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) 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 29th June, 2018.

Shri.Nadella Naga Maheswar Rao joined the Company as General Manager in the year 2013. Prior to his joining, he was holding the position of Chief General Manager/OSD-P&BD and Contracts. Shri.Nadella Naga Maheswar Rao has vast experience in the areas of project execution of Thermal Power Plants and in administering the Mine-cum-Thermal project and was instrumental in many achievement in the area of his work.

Shri.Nadella Naga Maheswar Rao is not on the Board/Committee of any other Company. Attendance of Shri.Nadella Naga Maheswar Rao at the Board meeting of the Company does not arise as he was inducted into the Board during the current financial year 2018-19. Shri. Nadella Naga Maheswar Rao does not hold any shares in the Company and is not related to any of the Directors and Key Managerial Personnel of the Company.

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