



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-607 801, Cuddalore District, Tamil Nadu.

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

CIN:L93090TN1956GOI003507

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

Lr.No.Secy/Unaudited/2016

Dt.25.08.2016

To

The National Stock Exchange of India Ltd
Plot No.C/1,G Block
Bandra-Kurla Complex
Bandra(E),
MUMBAI-400 051.

Scrip Code : NLCINDIA

Dear sirs,

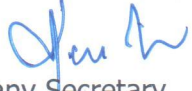
Sub: Regulation 30 of SEBI(Listing Obligations and Disclosure Requirements)
Regulations, 2015(LODR).

We wish to inform that, vide our letter no. Lr.No.Secy/Reg.30 of LODR/2016
Dt.24.08.2016 , we have furnished the press advertisement of Annual General Meeting
scheduled to be held on 15th September,2016.

As required under Clause 30 of LODR, we enclose a copy of the Notice of Annual
General Meeting scheduled to be held on 15th September 2016.

Thanking you,

Yours faithfully,
for NLC India Limited


Company Secretary



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.: 044-28364613-14. Fax: 044-28364619

Corporate Office: Block-1, Neyveli - 607 801, Cuddalore District, Tamil Nadu. Phone No.: 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 sixtieth Annual General Meeting of the Members of the Company will be held on Thursday, the 15th September, 2016 at 14.30 hours at "Kamaraj Arangam", 492, 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 Account for the year ended 31st March, 2016 and the Balance sheet as on that date and also 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 2015-16 and confirm the Interim Dividends paid for that year.
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.

SPECIAL BUSINESS :

4. 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. 21/6/2014-ASO dated 23rd July, 2015, Shri. V. Thangapandian (DIN 07255163) 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 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. 21/19/2014-ASO dated 16th October, 2015, Shri. P. Selvakumar (DIN 07347130) 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 Sections 149, 152 and other applicable provisions, if any, of the Companies Act, 2013 and in terms of Ministry of Coal letter No. 21/15/2014-ASO (Part-II)(v) dated 17th November, 2015, Shri. Chandra Prakash Singh (DIN 00594463), be and is hereby appointed as an Independent Director of the Company not 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 Sections 149, 152 and other applicable provisions, if any, of the Companies Act, 2013 and in terms of Ministry of Coal letter No. 21/15/2014-ASO (Part-II)(v) dated 17th November, 2015, Shri. Azad Singh Toor (DIN 07358170), be and is hereby appointed as an Independent 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 149, 152 and other applicable provisions, if any, of the Companies Act, 2013 and in terms of Ministry of Coal letter No. 21/15/2014-ASO (Part-II) dated 17th November, 2015, Shri. K. Madhavan Nair (DIN 07366493), be and is hereby appointed as an Independent 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 Rule 14 of the Companies (Audit and Auditors) Rules, 2014, the remuneration of ₹ 3.50 lakh (plus applicable taxes) fixed for the Cost Auditor appointed under Section 148(3) of the Companies Act, 2013 for the year 2016-17 be and is hereby ratified".

Place : Chennai
Date : 05.08.2016

By order of the Board
K.Viswanath
Company Secretary

NOTES:-

1. The Share Transfer books of the Company will remain closed from 9th September, 2016 to 15th September, 2016 (both days inclusive) for annual closing and determining the entitlement of the shareholders to the final dividend, if any, declared for the financial year 2015-16.
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-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. Shri. R. Balasubramaniam, practising Company Secretary (M.No.FCS-2397) has been appointed by the Board of Directors of the Company as a Scrutinizer for scrutinizing the remote e-voting process as well as voting through poll paper at the meeting in fair and transparent manner.
6. Corporate Members/FIs/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.
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 M/s. Integrated Enterprises (India) Ltd., 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 for the year 2015-16 together with the notice of the ensuing AGM and other documents are being sent electronically to those Members whose e-mail address are registered with the Company/Depository(NSDL/CDSL) 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 may also be furnished free of cost, with a copy of the above mentioned documents, upon receipt of a request to investors@nclindia.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.nclindia.com.
10. Full version of the Balance Sheet and Profit Loss Statement, other statements and notes thereto prepared as per the requirements of the Schedule III of the Companies Act, 2013 are available in Company's website www.nclindia.com. Members may also note that the Notice of the 60th Annual General Meeting and the Annual Report for 2015-16 are also be available on the Company's website www.nclindia.com for download. The physical copies of the aforesaid documents are also be available at the Company's Registered Office at Chennai for inspection during normal business hours on working days. A person who is not a Member on the cut-off date should accordingly treat this Notice as for information purposes only.
11. **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 M/s. 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:

- A. In case a Member receives an e-mail from NSDL (for Members whose e-mail addresses are registered with the Company / Depositories):
 - i. Open the e-mail and also open PDF file, namely, "NLC e-voting.pdf" with your Client ID or Folio No. as password. The said PDF file contains your User ID and password for e-voting. Please note that the password is an initial password.

- ii. Open the internet browser and type the following URL: <https://www.evoting.nsdl.com>
 - iii. Click on Shareholder – Login.
 - iv. If you are already registered with NSDL for e-voting, then you can use your existing user ID and password for casting your vote.
 - v. If you are logging in for the first time, please enter the User ID and password provided in the pdf file attached with the e-mail as initial password. The Password Change Menu will appear on your screen. Change to a new password of your choice, making sure that it contains a minimum of 8 digits or characters or a combination of both. Please take utmost care to keep your password confidential.
 - vi. Once the e-voting home page opens, click on e-Voting> Active Voting Cycles.
 - vii. Select “EVEN” (E-voting Event Number) of NLC India Limited as printed on the attendance slip. Now you are ready for e-voting as 'Cast Vote' page opens.
 - viii. Cast your vote by selecting the appropriate option and click on “Submit” and also “Confirm” when prompted.
 - ix. Upon confirmation, the message “Vote cast successfully” will be displayed.
 - x. Once the vote on a resolution is cast, the Member shall not be allowed to change it subsequently.
 - xi. Institutional shareholders (i.e. other than individuals, HUF, NRI, etc.) are required to send scanned copy (PDF/JPG format) of the relevant Board Resolution and / or Authority letter, etc., together with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer through e-mail to <balu_comsec@yahoo.com> with a copy marked to evoting@nsdl.co.in.
 - xii. In case of any queries, you may refer the Frequently Asked Questions (FAQs) and e-voting user manual for shareholders available at the Downloads section of www.evoting.nsdl.com or call on toll free no: 1800-222-990.
- B. In case a Member receives physical copy of the Notice of the AGM (for Members whose e-mail addresses are not registered with the Company / Depositories):
- i. Initial password is provided in the enclosed attendance slip: EVEN (E-voting Event Number) + USER ID and PASSWORD
 - ii. Please follow all steps from Sl. No.A(ii) to (vii) above, to cast vote.
- C. Other Instructions
- i. The e-voting period commences on Sunday, 11th September, 2016 (9.00 a.m. IST) and ends on Wednesday, 14th September, 2016 (5.00 p.m. IST). During this period, Members holding shares either in physical form or in dematerialized form, as on 8th September, 2016 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. However, if he/she is already registered with NSDL for remote evoting 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.
 - 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.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 Nos.4 to 8

Shri. V. Thangapandian (DIN 07255163), was inducted into the Board as an Additional Director w.e.f. 17th September, 2015 in pursuance of Ministry of Coal letter No. 21/6/2014-ASO dated 23rd July, 2015 and in terms of Section 161 of the Companies Act, 2013, Shri. V. Thangapandian holds office upto the date of the ensuing Annual General Meeting.

Shri. P. Selvakumar (DIN 07347130) was inducted in to the Board as an Additional Director w.e.f. 1st January, 2016 in pursuance of Ministry of Coal letter No.21/19/2014-ASO dated 16th October, 2015 and in terms of Section 161 of the Companies Act, 2013, Shri. P. Selvakumar holds office upto the date of the ensuing Annual General Meeting.

Pursuant to Ministry of Coal (MOC) vide letter No. 21/15/2014-ASO(Part-II) (v) dated 17th November, 2015 and letter No. 21/15/2014-ASO (Part-II) dated 17th November, 2015 Shri. Chandra Prakash Singh (DIN 00594463) and 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. In terms of Section 161 of the Companies Act, 2013, Shri. Chandra Prakash Singh, Shri. Azad Singh Toor and Shri. K. Madhavan Nair hold office upto the date of the ensuing Annual General Meeting. Shri. Chandra Prakash Singh, Shri. Azad Singh Toor and Shri. K. Madhavan Nair, in the opinion of the Board, fulfill the conditions specified in the Companies Act and the rules made thereunder for appointment as Independent Directors.

Notice has been received u/s 160 of the Companies Act, 2013 from a Member signifying his intention to propose the appointment of Shri. V. Thangapandian, Shri. P. Selvakumar, Shri. Chandra Prakash Singh, Shri. Azad Singh Toor and Shri. K. Madhavan Nair, as Directors of the Company at the ensuing Annual General Meeting. Necessary resolutions are placed before the Meeting for Members' approval.

Shri. V. Thangapandian, Shri. P. Selvakumar, Shri. Chandra Prakash Singh, Shri. Azad Singh Toor and Shri. K. Madhavan Nair are deemed to be interested in the proposed resolution 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.

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

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 the remuneration of ₹ 3.50 lakh (plus applicable taxes) fixed for the Cost Auditor appointed for the year 2016-17 is placed before the meeting for Member's approval.

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' approval.

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

1. Shri. V. Thangapandian (DIN 07255163), aged 57 years, is a Graduate in Mechanical Engineering. Shri. 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. Thangapandian assumed charge as Director (Power) w.e.f. 01.09.2015. Prior to his joining, he was holding the position of Head of Project at NTPC-Mouda (Nagpur). Shri. 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. 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.

Shri. Thangapandian is on the Board of NLC Tamilnadu Power Limited and Neyveli Uttar Pradesh Power Limited and is a Member of the (i) Sub-committee of Directors (ii) Audit Committee and (iii) CSR Committee of NLC Tamilnadu Power Limited and is also a Member of Audit Committee and Committee of Directors of Neyveli Uttar Pradesh Power Limited. Shri. Thangapandian attended five out of five Board Meetings held after his assumption of charge during the financial year 2015-16. Shri. Thangapandian does not hold shares in the Company and is not related to any of the Directors and Key Managerial Personnel of the Company.

2. Shri. P. Selvakumar (DIN 07347130), aged 58 years, is a graduate in Mechanical Engineering and in Mining Engineering and also holds a post graduate degree in Thermal Power Engineering besides Master Degree in Business Administration in Finance. Shri. Selvakumar also holds the First Class Mines Managers Certificate. Shri. Selvakumar joined the Company in 1981 and had held various important positions before assuming charge as Director (Planning & Projects) w.e.f. 01.01.2016. Shri. Selvakumar has vast experience in the fields of Mine planning, Mine operation, Projects planning and implementation. The terms and conditions of his appointment including remuneration are as per the Ministry of Coal letter No. 21/19/2014-ASO dated 16th October, 2015.

Shri. Selvakumar is on the Board of NLC Tamilnadu Power Limited and is a member of the Sub-committee and Audit Committee of NLC Tamilnadu Power Limited. Shri. Selvakumar attended two out of two Board Meetings held during the financial year 2015-16 after his assumption of charge in the Company. Shri. Selvakumar does not hold shares in the Company and is not related to any of the Directors and Key Managerial Personnel of the Company.

3. Shri. Chandra Prakash Singh (DIN 00594463), aged 62 years, a Post Graduate in Political Science, was a Member of Indian Administrative Service and had held various positions in Government of Tamilnadu and also in the Government of India before retiring as Additional Chief Secretary to Government of Tamilnadu. Shri. Chandra Prakash Singh was inducted into the Board w.e.f. 17th November, 2015 and the terms and conditions are as per the Ministry of Coal letter No. 21/15/2014-ASO(Part-II) (v) dated 17th November, 2015. No remuneration other than sitting fees for attending Board/Committee meetings is being paid to Shri. Chandra Prakash Singh and he is not in the Board of any other Companies.

Shri. Chandra Prakash Singh attended two out of three Board Meetings held during the financial year 2015-16 after his induction into the Board. Shri. Chandra Prakash Singh does not hold any shares in the Company and is not related to any of the Directors and Key Managerial Personnel of the Company.

5. Shri. Azad Singh Toor (DIN 07358170), aged 64 years, a Graduate in Economics, Political Science and English, was a Member of Indian Foreign Service. Shri. Azad Singh Toor held various positions in the Government of India including the Ambassador and retired as a Diplomat. Shri. Azad Singh Toor was inducted into the Board w.e.f. 3rd December, 2015 and the terms and conditions are as per the Ministry of Coal letter No. 21/15/2014-ASO(Part-II) (v) dated 17th November, 2015 and No remuneration other than sitting fees for attending Board/Committee meetings is being paid to Shri. Azad Singh Toor and he is not in the Board of any other Companies.

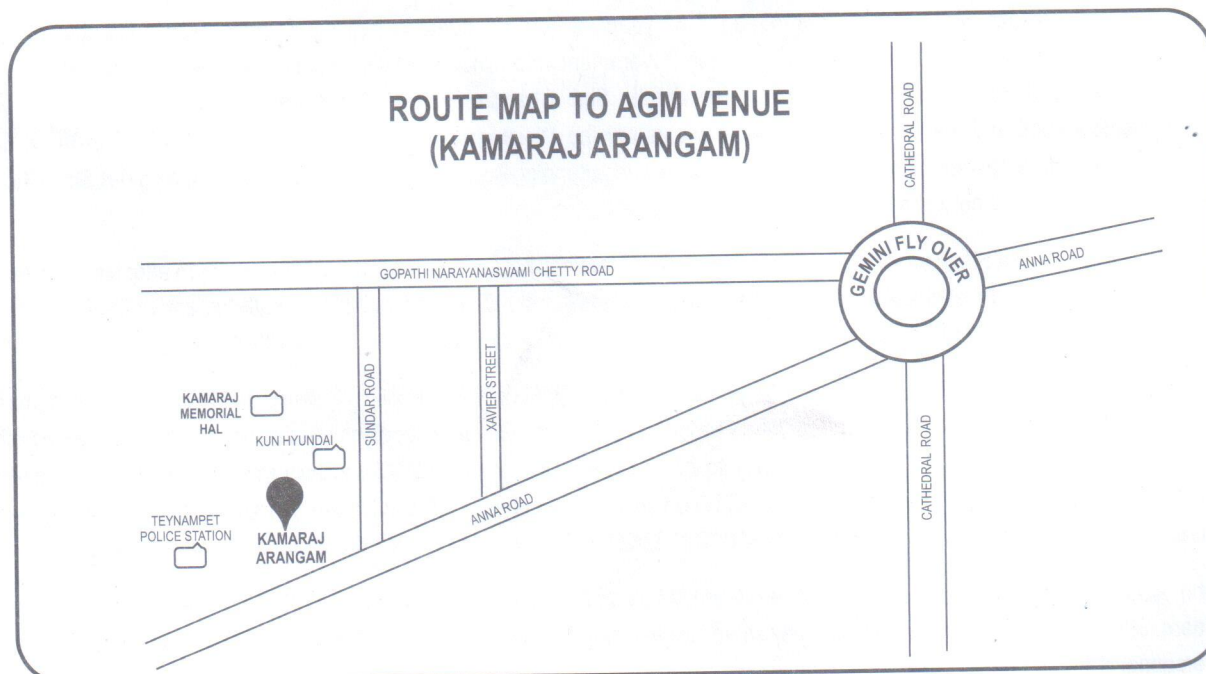
Shri. Azad Singh Toor attended two out of three Board Meetings held during the financial year 2015-16 after his induction into the Board. Shri. Azad Singh Toor does not hold any shares in the Company and is not related to any of the Directors and Key Managerial Personnel of the Company.

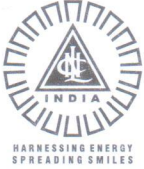
6. Shri. K. Madhavan Nair (DIN 07366493), aged 63 years, a Post Graduate in Economics, joined Indian Revenue Service in 1975 after a stint in teaching and working in the Income-tax Department and Enforcement Directorate. Functioned in the Investigation, Training and Field Assignments at various locations in India, Shri. Madhavan Nair retired as a 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. Madhavan Nair was also the 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. Shri. Madhavan Nair was inducted into the Board w.e.f. 11th December, 2015 and the terms and conditions are as per the Ministry of Coal letter No. 21/15/2014-ASO(Part-II) dated 17th November, 2015 and No remuneration other than sitting fees for attending Board/ Committee meetings is being paid to Shri. K. Madhavan Nair and he is not in the Board of any other Companies.

Shri. Madhavan Nair attended two out of three Board Meetings held during the financial year 2015-16 after his induction into the Board. Shri. Madhavan Nair does not hold any shares in the Company and is not related to any of the Directors and Key Managerial Personnel of the Company.

7. Shri. Rakesh Kumar (DIN 02865335), aged 53 years is an MBA (Finance) and joined the Company on 23.05.2012. Prior to this, he was the Director (Finance) of Brahmaputra Cracker and Polymer Limited (BCPL) and had held various positions at GAIL (India) Limited. Shri. Rakesh Kumar has rich and varied experience of three decades in the sectors of Oil & Natural Gas, Coal, Power, Renewable Energy and Regulatory affairs. He has made significant contribution in the areas of financial management, treasury and risk management, cost and budgetary control, internal financial control and corporate governance. In addition, in order to optimize cost and bring efficiency, he has been nominated by Gol as the convener of the Energy Sector Task Force. Shri. Rakesh Kumar is the recipient of many prestigious awards and has travelled extensively abroad.

Shri. Rakesh Kumar is on the Board of NLC Tamilnadu Power Limited and Neyveli Uttar Pradesh Power Limited. Shri. Rakesh Kumar is a Member of Sub-committee of Board of Directors and CSR Committee of NLC Tamilnadu Power Limited and is also a Member of Committee of Directors of Neyveli Uttar Pradesh Power Limited. Shri. Rakesh Kumar is the Chairman of the Audit Committee in NLC Tamilnadu Power Limited and Neyveli Uttar Pradesh Power Limited. Shri. Rakesh Kumar attended all the Board Meetings held during the financial year 2015-16. Shri. Rakesh Kumar does not hold any shares in the Company and is not related to any of the Directors and Key Managerial Personnel of the Company.





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.: 044-28364613-14. Fax: 044-28364619

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

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

1. Name : Address :

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

2. Name : Address :

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

3. Name : Address :

E-mail ID : Signature :

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 60th Annual General Meeting of the Company scheduled to be held on Thursday, the 15th September 2016 at 14.30 hours at Kamaraj Arangam, 492, Anna Salai, Teynampet, Chennai - 600 006 and/or at any adjournment in respect of such resolutions as are indicated below:

Resolution No.	Resolution
	Ordinary Business
1.	Adoption of Audited Standalone Profit and Loss Account for the year ended 31 st March, 2016 and the Balance sheet as on that and also 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.	Declaration of final dividend for the year 2015-16 and confirmation of Interim Dividends paid for the year 2015-16.
3.	Re-appointment of Shri Rakesh Kumar (DIN 02865335) as Director.
	Special Business
4.	Appointment of Shri. V. Thangapandian (DIN 07255163), as a Director of the Company liable to retire by rotation.
5.	Appointment of Shri. P. Selvakumar (DIN 07347130) as a Director of the Company liable to retire by rotation.
6.	Appointment of Shri. Chandra Prakash Singh (DIN 00594463) as an Independent Director of the Company not liable to retire by rotation.
7.	Appointment of Shri. Azad Singh Toor (DIN 07358170) be and is hereby appointed as an Independent Director of the Company, not liable to retire by rotation.
8.	Appointment of Shri. K. Madhavan Nair (DIN 07366493) be and is hereby appointed as an Independent Director of the Company, not liable to retire by rotation.
9.	Ratification of the remuneration of Cost Auditors for the year 2016-17.

Signed this _____ Day of _____ 2016.

Signature of Shareholder _____

Signature of Proxy Holder(s) _____

Note: 1. 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.
2. Please complete all details of member(s) before submission.

Affix
Revenue
Stamp here