



NEYVELI LIGNITE CORPORATION LIMITED

(A Government of India Enterprise)

Regd. Office: 'Neyveli House', No.135, Periyar EVR High Rd., CHENNAI-600 010.

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

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CIN:L93090TN1956GOI003507

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AMENDMENTS IN THE ARTICLES OF ASSOCIATION OF THE COMPANY BY WAY OF SPECIAL RESOLUTION PASSED BY THE MEMBERS VIDE POSTAL BALLOT NOTICE DATED 11TH DECEMBER, 2014.

a. Amendment to Article 1 – Definitions

"The Act" or "the said Act" means the Companies Act (I of 1956) or the Companies Act, 2013 or the Act or Acts for the time being in force concerning Joint Stock Companies and affecting the Company and wherever specific reference of Sections of Companies Act, 1956 has been mentioned in the Articles, the same shall be deemed to be referring to the corresponding Provisions of the Companies Act, 2013 or the Act for the time being in force and the Rules made thereunder and in case of inconsistency or variation of any of the Articles with the Companies Act 2013 /Rules or the Act for the time being in force, the provisions of the Companies Act 2013/ Rules or the Act for the time being in force, shall prevail and the said Article(s) shall be deemed to have been amended to that extent.

b. Amendment to Article 75(1)(a) – Appointment of Chairman and Directors

Subject to provisions of the Act, so long as the President of India holds at least 51% of the paid- up Equity Share Capital of the Company, the President of India may from time to time appoint a Chairman of Board of Directors, a Managing Director or a Chairman-cum-Managing Director, Whole-time Directors, Part-time Official Directors and other Directors, including Government Representatives on the Board and determine the period for which they will hold the office and the salary and allowances payable to them.

c. Insertion of new Clause 135A – General Authority

Wherever in the Act, it has been provided that the Company shall have any right, privilege or authority or that the Company could carry out any transaction only if the Company is so authorized by its Articles, then and in that case by virtue of this Article, the Company is hereby specifically authorized, empowered and entitled to have such right, privilege or authority, to carry out such transactions as have been permitted by the Act without there being any separate/specific article in that behalf herein provided.