



NOTICE OF ANNUAL GENERAL MEETING

NOTICE is hereby given that the forty seventh Annual General Meeting of the Members of the Company will be held at 'Kasturi Srinivasan Hall' (Mini Hall), The Music Academy, Old No.306, New No.168, TTK Road, Chennai - 600 014 on Monday, the 29th September 2003 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 2003 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 R.Narasimhan, who retires by rotation and being eligible, offers himself for reappointment.
4. To appoint a Director in the place of Shri K.S.Anandan, who retires by rotation and being eligible, offers himself for reappointment.

SPECIAL BUSINESS :

5. To consider and if thought fit, to pass with or without modification, the following resolution as an Ordinary Resolution:
"RESOLVED that Shri K.Skandan, 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 Shri J.N.Prasanna Kumar, 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 Shri Rajiv Sharma, 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 Shri R.N.Singh, 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 pursuant to the requirement of Sub-section 8 (aa) of Section 224 of the Companies Act, 1956, the Board of Directors of the Company be and are hereby authorized to fix the remuneration and other terms and conditions, including reimbursement of out of pocket expenses in connection with the audit work, to the Statutory Auditors as appointed by the Comptroller and Auditor-General of India for the financial year 2003-2004."
10. To consider and if thought fit, to pass with or without modification, the following resolution as a Special Resolution:
"RESOLVED that subject to the provisions of the Companies Act, 1956, Securities Contracts (Regulation) Act, 1956, and the rules framed there under, the Listing Agreements, the Securities Exchange Board of India (Delisting of Securities) Guidelines-2003, and all other Laws, rules, regulations and guidelines, as may be applicable and subject to such approvals, permissions and sanctions as may be necessary and subject to such conditions and modifications as may be prescribed



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or imposed by any authority while granting such approvals, permissions and sanctions, which may be agreed to by the Board or a Committee duly constituted by the Board, the consent of the Company be and is hereby accorded for de-listing the equity shares of the Company from Ahmedabad, Chennai and Delhi Stock Exchanges".

PLACE : CHENNAI
DATE : 20-08-2003

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, i.e., by 11-00 a.m. on 27th September, 2003.

2. An Explanatory statement pursuant to Section 173 (2) of the Companies Act, 1956 relating to the Special Business is furnished vide Annexure-1.
3. As required under the Listing Agreement, the particulars of Directors seeking appointment/re-appointment as Director are given in the Annexure-2.
4. The Register of Members and Share Transfer Books of the Company shall remain closed from 16.09.2003 to 29.09.2003 (both days inclusive).
5. Dividend on Equity Shares for the year ended March 31, 2003, if declared at the meeting, will be paid:-
 - i. to those Members whose name appear on the Register of Members on September 29, 2003; 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 close of business hours on September 15, 2003.
6.
 - i. In order to avoid fraudulent encashment of dividend warrants Members are requested to send the information relating to name and address of the bankers, branch and particulars of bank account to M/s.Integrated Enterprises (India) Limited, the Share Transfer Agent of the Company, so that the details could be printed on the dividend warrants.
 - ii. Members holding shares in electronic form are informed that their bank details, as downloaded by NSDL and CDSL, the depositories, will be printed on the dividend warrants and hence they are advised to communicate to their respective Depository Participants (DP), the changes, if any, in their address/bank accounts.
7. Members desiring to receive dividend through Electronic Clearing System (ECS) may submit the enclosed ECS Mandate Form.
8. 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.
9. Members holding shares in single name may avail nomination facility.
10. Members requiring any information about the accounts and operations of the Company are requested to write to the Company at least 7 days before the date of the meeting.





ANNEXURE - 1

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

Item No. 5 ,6, 7 & 8

Shri K.Skandan, Secretary to Government of Tamilnadu, Industries Department was appointed as a Part-time Director of the Company with effect from 26.09.2002 in pursuance of Ministry of Coal & Mines letter no.21/35/91-ASO dated 26.09.2002

Shri J.N.Prasanna Kumar was appointed as a Director of the Company with effect from 07.03.2003 in pursuance of Ministry of Coal letter No 21/16/2002-ASO dated 18.02.2003.

Shri Rajiv Sharma, Joint Secretary, Ministry of Coal was appointed as a part-time Director of the Company with effect from 17.03.2003 in pursuance of Ministry of Coal letter No.21/35/91-ASO dated 17.03.2003.

Shri R.N.Singh was appointed as a Director of the Company with effect from 21.04.2003 in pursuance of Ministry of Coal letter No.21/26/2002-ASO dated 16.04.2003

According to the provisions of Section 260 of the Companies Act,1956, the above Directors hold office upto the date of the Annual General Meeting. As required under Section 257 of the Companies Act, 1956 notices have been received from Members signifying their intention to propose the appointment of Sarvashri K.Skandan, J.N.Prasanna Kumar, Rajiv Sharma and R.N.Singh as Directors of the Company at this Annual General Meeting. Hence, necessary resolutions are placed before the Meeting for Member's approval.

Sarvashri K.Skandan, J.N.Prasanna Kumar, Rajiv Sharma and R.N.Singh are deemed to be interested in the proposed resolution to the extent of their appointment as a Director. No other Director is interested in the resolution. Directors recommend the resolutions for Member's approval.

Item No.9

As per Section 619 of the Companies Act,1956, the Statutory Auditors of a Government Company are appointed by the Comptroller and Auditor General of India (C&AG). The sub-section 8(aa) to Section 224 of the Companies Act,1956 requires that the remuneration of an auditor appointed under Section 619 of the Companies Act,1956 shall be fixed by the Company in general meeting or in such manner as the Company in general meeting may determine.

The Statutory Auditors for the Company for the financial year 2003-2004 is yet to be appointed by the C&AG. Necessary resolution has been placed before the members for authorizing the Board of Directors to fix up the remuneration and reimbursement of other out of pocket expenses to the Statutory Auditors of the Company for the financial year 2003-2004, as and when the appointment is made by the C&AG.

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

Item No.10

Presently, the Equity Shares of the Company are listed at Five Stock Exchanges viz.,

- a) The Madras Stock Exchange Ltd (MSE)
- b) The Stock Exchange, Mumbai (BSE)
- c) The Stock Exchange, Ahmedabad (ASE)
- d) The Delhi Stock Association Limited(DSE)
- e) The National Stock Exchange Association of India Limited (NSE)

The Equity Shares of the Company are traded pre-dominantly in NSE and BSE. The trading Volume in the Company's shares on the other Stock Exchanges, Viz., MSE, DSE and ASE are very insignificant. Since, there is no much trading activity of NLC shares in MSE, DSE and ASE, it is proposed to seek Member's approval for de-listing of shares listed with the said Stock Exchanges.The Company's shares will however continued to be listed ob BSE and NSE.



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In accordance with the requirements of Securities Exchange Board of India (Delisting of Securities) Guidelines - 2003, members approval is being sought by a Special Resolution for enabling de-listing of the equity shares listed with MSE, DSE and ASE.

The Directors recommend the resolution for members approval.

None of the Directors of the Company is interested in the resolution.

By order of the Board

PLACE : CHENNAI
DATE : 20-08-2003

K. VISWANATH
COMPANY SECRETARY

ANNEXURE - 2

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

1. Shri K. Skandan IAS is currently holding the position of Secretary to Government of Tamilnadu, Industries Department. Shri. K. Skandan is in the Board of the following Companies:

- i) TITAN Industries Limited
- ii) Tamilnadu Petro Products Limited (TPL)
- iii) TIDEL -II
- iv) Tamilnadu Sugar Corporation Ltd (TASCO)
- v) Tamilnadu Newsprint and Papers Ltd (TNPL)
- vi) Tamilnadu Industrial Development Corporation Ltd (TIDCO)
- vii) Tamilnadu Industrial Investment Corporation Ltd (TIIC)
- viii) State Industries Promotion Corporation of Tamilnadu (SIPCOT)
- ix) TICEL Bio-Park Ltd
- x) Chennai Petroleum Corporation Ltd
- xi) Southern Petrochemical Industries Corporation Ltd (SPIC)
- xii) Southern Iron and Steel Company Ltd., (SISCOL)
- xiii) TIDEL Park Ltd
- xiv) Mahindra Industrial Park Ltd (MIPL)

Shri K. Skandan is not a member of any of the Committees of the above companies.

2. Shri J.N. Prasanna Kumar, a Fellow Member of Institute of Chartered Accountants of India, joined the Company as Director (Finance) on 07.03.2003. Prior to joining NLC, he has held various positions in different capacities. Shri. Prasanna Kumar is not in the Board of any other Company.

3. Shri Rajiv Sharma IAS, a Post Graduate, is currently holding the position of Joint Secretary, Ministry of Coal, Government of India. Shri. Rajiv Sharma is in the Board of the following companies :

- i) Bharat Coking Coal Limited
- ii) Northern Coalfields Limited
- iii) South Eastern Coalfields Limited

Shri Rajiv Sharma is not a member of any of the Committees of the above companies.

4. Shri R.N. Singh, a Mechanical Engineer and Fellow Member of Institution of Engineers, Fellow Member of Plant Engineers and Fellow Member of Mining, Geology & Metallurgical Institute of India, joined the Company as Director (Power) on 21.04.2003. Shri. Singh has got vast experience in various capacities and is not in the Board of any other Company.

5. Shri R. Narasimhan, a Post Graduate in Arts and Commerce and Degree in Law, is in charge of Personnel and Administration of the Company. Shri. Narasimhan joined as Director (Personnel) in the Company in the year 1996. Shri. Narasimhan has got vast experience under various capacity and is not in the Board of any other Company.

6. Shri K.S. Anandan is a Mining Engineer and holder of First Class Mines Manager Certificate. Shri. Anandan joined the Company in the year 1996 and has vast experience in the Mining industry. Prior to joining NLC, he has held various positions in different organizations. Shri. Anandan is not in the Board of any other Company.





DIVIDEND - ECS MANDATE FORM

To

Neyveli Lignite Corpn. Ltd.
 "Neyveli House"
 No.135, Periyar EVR High Road
 Kilpauk, Chennai - 600 010.

Dear Sirs,

Payment of Dividend under the Electronic Clearing System (ECS)

I hereby give my/our mandate to credit my/our Dividend on the Shares held by me/us under the Folio mentioned, directly to my/our bank account through the Electronic Clearing System (ECS). The details of my/our Bank Account are given below:

Name of the Sole/First Shareholder (in Block Letters)						
Folio No.						
Name of the bank in full						
Branch name and address						
9 digit code No. of the Bank and branch as appearing on the MICR Cheque issued by the Bank *						
Type of account with code	Savings Bank 10	Current 11	Cash Credit 13			
Account Number as appearing on the cheque book						
Bank ledger No./Bank ledger folio No. (if any as appearing on the Cheque book)						

* Please attach a photocopy of your cheque leaf which contains your bank account number and the nine digit MICR number

I/We hereby declare that the particulars given above are correct and complete. The present mandate will supercede my earlier bank mandate, if any, given. If the transaction is delayed or not effected at all because of incomplete or incorrect information, I/We would not hold the Company/the user Institution responsible.

Place:

Signature of Sole / First Holder

Date:

Signature of Joint Holder(s)



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Regd.Office : 'NEYVELI HOUSE',No.135, Periyar EVR High Road, Kilpauk, Chennai - 600 010

FORM OF PROXY

I/We being a Member/Members of **Neyveli Lignite Corporation Limited** hereby appoint Mr./Mrs./Miss of in the district of or failing him/her Mr./Mrs./Miss.ofin the district ofas my/our proxy to vote for me/us on my/our behalf at the **forty seventh Annual General Meeting** of the Company to be held on Monday, the 29th September 2003, at 'Kasturi Srinivasan Hall' (Mini Hall), The Music Academy, Old No.306, New No.168, TTK Road, Chennai - 600 014 at 11.00 a.m. and at any adjournment thereof.

Regd.Folio/Client Id. No.

No.of Shares held

Please affix Re.1/- Revenue Stamp

(Signature of Member/s as per specimen signature on Company's record)

Note : Proxies in order to be valid must be duly filled in, stamped, signed and deposited at Registered office of the Company not less than 48 Hours before the time of commencement of the Meeting.



NEYVELI LIGNITE CORPORATION LIMITED

Regd.Office : 'NEYVELI HOUSE',No.135, Periyar EVR High Road, Kilpauk, Chennai - 600 010.

ATTENDANCE SLIP

PLEASE COMPLETE THIS ATTENDANCE SLIP AND HAND IT OVER AT THE ENTRANCE OF THE MEETING HALL

Member/Proxy

(First)

(Middle)

(Surname)

I hereby record my presence at the forty seventh Annual General Meeting of the Company held on Monday, the 29th September 2003 at 'Kasturi Srinivasan Hall', (Mini Hall) The Music Academy, Old No.306, New No.168, TTK Road, Chennai - 600 014.

Regd.Folio/Client Id. No.

No.of Shares held

Signature of Member/Proxy

Note : Persons attending the Annual General Meeting are requested to bring their copies of Annual Report as the practice of distribution of copies of the Report at the meeting has been discontinued.

