



## COAL INDIA LIMITED

**Minutes of 40<sup>th</sup> Annual General Meeting of Coal India Limited held on 10<sup>th</sup> September'2014 at 10.30 A.M. at Science City, Main Auditorium, JBS Haldane Avenue, Kolkata.**

### IN ATTENDANCE :-

Dr. A.K. Dubey	- Chairman & Director
Mrs. Sujata Prasad	- JS & FA, MoC & Director
Sri R. Mohan Das	- Director
Sri N. Kumar	- Director & Member
Sri B.K. Saxena	- Director & Member
Sri A.Chatterjee	- Director & Member

Shri Anurag Kapil, Director, Ministry of Coal represented - The President of india holding 5662690126 shares.

4923	Members holding	3,39,305	shares.
1620	Proxies holding	6,06,44,081	shares.
1	GoI holding	5,66,26,90,126	shares.
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6544		5,72,36,73,512	
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### BY INVITATION:-

Sri Srijit Chakraborty	- Partner, De Chakraborty & Sen, Statutory Auditor for 2013-14.
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### IN ATTENDANCE :

Sri M. Viswanathan	- Company Secretary
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In terms of Article 25 of Articles of Association of Coal India Limited, Dr. A.K. Dubey, Chairman, CIL took the chair. He then welcomed the members and other participants to 40<sup>th</sup> Annual General Meeting of the company and called the meeting to order.

Company Secretary then informed that the quorum was present. Notice of the meeting already circulated was taken as read.

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Chairman, CIL informed the members that Register of Directors & Key Managerial Personnel and their Shareholdings and Register of Contracts or Arrangements in which Directors are interested were laid before the meeting and remained open and accessible for inspection during the continuance of the meeting.

Chairman advised CA Srijit Chakraborty, Partner, De Chakraborty & Sen, Statutory Auditor for 2013-14 to read the Auditors Report for the year 2013-14 which he read. Chairman then read out his Speech.

Chairman informed the members that S/Shri Shri Prakash, Shri Alok Perti and Shri C. Balakrishnan, Independent Directors had submitted their resignation on 2<sup>nd</sup>, 8<sup>th</sup> & 9<sup>th</sup> September'2014 respectively. CIL had issued public notice to this effect for the information of shareholders. Since they had already submitted resignation, the proposals regarding their appointment for the balance period of their tenure would not be taken up for consideration in the AGM. The results of e-voting for their appointment would also not be considered.

Chairman then advised the members to raise questions if any arising from the Annual Accounts, Directors Report and Agenda of the Annual General Meeting of 2013-14. Following Shareholders viz. S/Sri Gautam Nandy, Aroop Kumar Das, Vivek Sukhani, Arabinda Basu, J.N. Singh, Asit Kumar Saha, Sunil Kumar Pal, Ashok Kumar Rai, B.S. Srimal, Tarak Nath Chakraborty, Naresh Shah, Susil Kumar Choudhuri, Swapan Kumar Mukherjee, Bishwas Baksi, Santosh Kumar Saraf, S.N. Pal, S.B. Shome, S.N. Bhattacharya and Amit Banerjee raised questions about Audited Accounts 2013-14, physical performance of the company during 2013-14, during the current the year and other relevant matters. Chairman and other Functional Directors then replied to the various questions raised by the members.

Chairman informed that as required under Clause 35(b) of Listing Agreement, Section 108 of Companies Act 2013 and Rule 20 of Companies (Management & Administration) Rules 2014, company had provided e-voting facility to its shareholders to cast their vote in each of the resolutions proposed in the Annual General Meeting. To enable those shareholders who could not exercise their vote by electronic means, another opportunity was given in the AGM to cast their vote by physical ballot. He advised such members to cast their vote for the item Nos.1, 2, 3, 4, 7, 9, 10 & 11 of AGM notice dated 9<sup>th</sup> July'2014.

Then the Company Secretary apprised the members of the procedure to be followed for voting through physical ballot. He also informed that company had appointed Ms. Savita Jyoti of M/s Savita Jyoti Associates, Practising Company Secretary, Secunderabad as Scrutiniser for e-voting process. Shri A.K. Maitra, Sr. Associate of M/s Vinod Kothari & Company, Practising Company Secretaries, Kolkata and Shri Alok Kumar Paul, Shareholder were appointed as Scrutinizers for physical ballot to conduct the poll in a fair and transparent manner. The e-voting commenced on 4<sup>th</sup> September'2014 and ended on 6<sup>th</sup> September'2014. Scrutinizer appointed for e-voting had submitted Scrutinizer's Report to Chairman,CIL on 9<sup>th</sup> September'2014.

The Chairman thereafter read the Resolutions in respect of the items on the Agenda of the meeting as follows :-

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**ORDINARY BUSINESS:-****ITEM No. 1**

Resolution required: Ordinary Resolution      MODE OF VOTING (E-VOTING & POLL)

“RESOLVED THAT the Balance Sheet of the Company as at 31<sup>st</sup> March, 2014; the Statement of Profit and Loss of the Company for the financial year ended on that date, together with Reports of Statutory Auditor, Comptroller and Auditor General of India and Directors’ Report, be and are hereby approved and adopted.”

**ITEM No. 2**

Resolution required: Ordinary Resolution      MODE OF VOTING (E-VOTING & POLL)

“RESOLVED THAT Interim Dividend paid at the rate of 29/- (Rupees Twenty Nine) per Share amounting to Rs 1,83,17,45,67,600/- (Rupees Eighteen Thousand Three Hundred Seventeen Crores Forty Five Lakhs Sixty Seven Thousand Six Hundred) on 6316364400 fully paid-up equity Shares of Rs.10/- each be and is hereby confirmed as dividend for the year 2013-14.

**ITEM No. 3**

Since Chairman was the interested director this resolution was read by Shri R. Mohan Das, Director.

Resolution required: Ordinary Resolution      MODE OF VOTING (E-VOTING & POLL)

“RESOLVED THAT Dr. A.K. Dubey [DIN – 02766755], Additional Secretary, MoC, who retires by rotation in terms of Article 33(d) of Articles of Association of the Company and being eligible offers himself for reappointment be and is hereby appointed as a Director of the Company.”

**SPECIAL BUSINESS:-****ITEM No. 4**

Resolution required: Ordinary Resolution.      MODE OF VOTING (E-VOTING & POLL)

“RESOLVED THAT pursuant to provisions of Section 149, 152 read with Schedule IV and all other applicable provisions of Companies Act, 2013 and Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and Clause 49 of Listing Agreement, Dr. R.N. Trivedi [DIN-03243439] who was appointed as an

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additional director of the Company by the Board of Directors with effect from 31<sup>st</sup> Oct' 2013 and who holds office until the date of this AGM in terms of section 161 of Companies Act 2013 and in respect of whom the Company has received a notice in writing from a member under section 160 of Companies Act 2013 signifying his intention to propose Dr. R.N. Trivedi as a candidate for the office of a Director of the Company be and is hereby appointed as an Independent Director of the Company not liable to retire by rotation, to hold office for the balance period of his appointment i.e upto 30<sup>th</sup> Oct' 2016 from the date of this General Meeting or until further orders from Govt. of India, whichever is earlier”.

**ITEM No. 5**

Appointment of Shri Alok Perti [DIN 00475747] was not considered in view of his resignation on 8<sup>th</sup> September'2014. Hence, while preparing the consolidated results, result of e-voting for this item was not considered.

**ITEM No. 6**

Appointment of Shri C. Balakrishnan [DIN 00040416] was not considered in view of his resignation on 9<sup>th</sup> September'2014. Hence, while preparing the consolidated results, result of e-voting for this item was not considered.

**ITEM No. 7**

Resolution required: Ordinary Resolution.      MODE OF VOTING (E-VOTING & POLL)

“RESOLVED THAT pursuant to provisions of Section 149, 152 read with Schedule IV and all other applicable provisions of Companies Act, 2013 and Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and Clause 49 of Listing Agreement, Dr Noor Mohammad,[DIN-02703408] who was appointed as an additional director of the Company by the Board of Directors with effect from 19<sup>th</sup> Dec' 2013 and who holds office until the date of this AGM in terms of section 161 of Companies Act 2013 and in respect of whom the Company has received a notice in writing from a member under section 160 of Companies Act 2013 signifying his intention to propose Dr Noor Mohammad as a candidate for the office of a Director of the Company be and is hereby appointed as an Independent Director of the Company not liable to retire by rotation, to hold office for the balance period of his appointment i.e upto 18<sup>th</sup> December' 2016 from the date of this General Meeting or until further orders from Govt. of India, whichever is earlier”.

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**ITEM No. 8**

Appointment of Shri Shri Prakash [DIN 00784911] was not considered in view of his resignation on 2<sup>nd</sup> September'2014. Hence, while preparing the consolidated results, this item was not considered.

**ITEM No. 9**

**Resolution required: Ordinary Resolution      MODE OF VOTING (E-VOTING & POLL)**

**“RESOLVED THAT pursuant to provisions of Section 149, 152 read with Schedule IV and all other applicable provisions of Companies Act, 2013 and Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and Clause 49 of Listing Agreement, Prof. Indranil Manna,[DIN-06832106] who was appointed as an additional director of the Company by the Board of Directors with effect from 06<sup>th</sup> Feb’ 2014 and who holds office until the date of this AGM in terms of section 161 of Companies Act 2013 and in respect of whom the Company has received a notice in writing from a member under section 160 of Companies Act 2013 signifying his intention to propose Prof. Indranil Manna as a candidate for the office of a Director of the Company be and is hereby appointed as an Independent Director of the Company not liable to retire by rotation, to hold office for the balance period of his appointment i.e upto 5<sup>th</sup> February’ 2017 from the date of this General Meeting or until further orders from Govt. of India, whichever is earlier.”**

**ITEM No. 10**

**Resolution required: Ordinary Resolution      MODE OF VOTING (E-VOTING & POLL)**

**“RESOLVED THAT pursuant to provisions of Section 148 and all other applicable provisions of Companies Act 2013 and Companies( Audit and Auditors) Rules 2014 (including any other statutory modification(s) or re-enactment thereof for the time being in force), the Cost Auditors appointed by the Board of Directors of the Company to conduct the audit of cost records of the Company for the financial year ending March 31 ,2015, be paid remuneration as set out in the Statement annexed to the notice convening this meeting.”**

**RESOLVED FURTHER THAT Company Secretary be and is hereby authorised to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution.”**

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**ITEM No. 11****Resolution required: Special Resolution****MODE OF VOTING (E-VOTING & POLL)**

“RESOLVED THAT pursuant to provisions of Section 14 and all other applicable provisions of Companies Act 2013 read with Rules framed thereunder and Schedules thereto (including any other statutory modification(s) or re-enactment thereof for the time being in force), the draft regulations contained in the Articles of the Association submitted to this meeting be and are hereby approved and adopted in substitution and to the entire exclusion of the regulations contained in the Articles of Association of the Company.”

**RESOLVED FURTHER THAT Company Secretary be and is hereby authorised to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution”.**

Chairman then advised the Shareholders of the Company who had not exercised their votes by electronic means and proxies to cast their vote by physical ballot. Members and proxies exercised their vote on each of the resolutions. After all the shareholders and proxies had voted, Ballot boxes were sealed and signed by the Scrutinizers in presence of witnesses.

Chairman informed that results of voting would be announced on 11<sup>th</sup> September’2014 and the same would be uploaded in Company’s website, Registrar’s website and communicated to BSE & NSE on that date. It would also be published in newspapers on 13<sup>th</sup> September’2014 for the general information.

Scrutinizers counted the Ballot papers and submitted Scrutinizer Report (physical ballot) and cumulative results to Chairman, CIL. Based on the cumulative Scrutinizers Report (i.e. e-voting & physical ballot) the result was announced on 11<sup>th</sup> September’2014. The result of individual item of agenda is as under:-

<b>PARTICULARS</b>		<b>Number of Members who voted</b>	<b>Number of Shares for which votes cast</b>	<b>Percentage of votes to total number of valid votes cast</b>
<b><u>ORDINARY BUSINESS</u></b>				
<b>Item No. 1 – Ordinary Resolution - Adoption of Audited Balance Sheet as at 31<sup>st</sup> March’2014, Profit and Loss Account for the financial year ended on that date together with the Reports of the Statutory Auditor, Comptroller and Auditor General of India and Directors’ Report.</b>	Voted in favour of the resolution	<b>608</b>	<b>5,86,41,47,993</b>	<b>100</b>
	Voted against the resolution	<b>14</b>	<b>617</b>	<b>0.00</b>
	Invalid votes	<b>30</b>	<b>2735378</b>	<b>-</b>
<b>THE RESOLUTION WAS CARRIED UNANIMOUSLY.</b>				

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PARTICULARS		Number of Members who voted	Number of Shares for which votes cast	Percentage of votes to total number of valid votes cast
Item No. 2 – Ordinary Resolution - To confirm payment of Interim dividend paid on equity shares for the Financial Year 2013-14 as dividend for the year 2013-2014.	Voted in favour of the resolution	630	5867208348	100
	Voted against the resolution	17	734	0.00
	Invalid votes	6	894	-
<b>THE RESOLUTION WAS CARRIED UNANIMOUSLY.</b>				
Item No. 3 – Ordinary Resolution - To appoint a Director in place of Dr. A.K Dubey [DIN-02766755] who retires by rotation in terms of Article 22(d) of Articles of Association of the Company and being eligible, offers himself for re-appointment.	Voted in favour of the resolution	590	5849416602	99.88
	Voted against the resolution	51	7048933	0.12
	Invalid votes	12	10744441	-
<b>THE RESOLUTION WAS APPROVED BY A REQUISITE MAJORITY.</b>				
<b>SPECIAL BUSINESS.</b>				
Item No. 4 – Ordinary Resolution To appoint Dr R N Trivedi [DIN-03243439] as an Independent Director of the company not liable to retire by rotation to hold office for the balance period of his appointment i.e upto 30 <sup>th</sup> October'2016 from the date of this General Meeting or until further orders from Govt. of India, whichever is earlier.	Voted in favour of the resolution	601	204404434	3.48
	Voted against the resolution	39	5662803867	96.52
	Invalid votes	13	1638	-
<b>THIS RESOLUTION WAS NOT APPROVED BY REQUISITE MAJORITY.</b>				
Item No.5 – Not taken up for consideration.	Voted in favour of the resolution	0	0	0.00
	Voted against the resolution	0	0	0.00
	Invalid votes	0	0	-

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PARTICULARS		Number of Members who voted	Number of Shares for which votes cast	Percentage of votes to total number of valid votes cast
Item No. 6 – Not taken up for consideration.	Voted in favour of the resolution	0	0	0.00
	Voted against the resolution	0	0	0.00
	Invalid votes	0	0	-
Item No. 7 – Ordinary Resolution To appoint Dr Noor Mohammad [DIN-02703408] as an Independent Director of the company not liable to retire by rotation to hold office for the balance period of his appointment i.e upto 18 <sup>th</sup> December'2016 from the date of this General Meeting or until further orders from Govt. of India, whichever is earlier.	Voted in favour of the resolution	602	204404201	3.48
	Voted against the resolution	37	5662803959	96.52
	Invalid votes	14	1739	-
<b>THIS RESOLUTION WAS NOT APPROVED BY REQUISITE MAJORITY.</b>				
Item No. 8 – Not taken up for consideration.	Voted in favour of the resolution	0	0	0.0
	Voted against the resolution	0	0	0.00
	Invalid votes	0	0	-

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PARTICULARS		Number of Members who voted	Number of Shares for which votes cast	Percentage of votes to total number of valid votes cast
Item No. 9 – Ordinary Resolution - To appoint Prof. Indranil Manna [DIN-06832106] as an Independent Director of the company not liable to retire by rotation to hold office for the balance period of his appointment i.e upto 5 <sup>th</sup> February'2017 from the date of this General Meeting or until further orders from Govt. of India, whichever is earlier.	Voted in favour of the resolution	610	204516823	3.49
	Voted against the resolution	32	5662691967	96.51
	Invalid votes	11	1097	-
<b>THIS RESOLUTION WAS NOT APPROVED BY REQUISITE MAJORITY.</b>				
Item No. 10 – Ordinary Resolution -Ratification of remuneration of Cost Auditor M/s. Musib & Co., appointed for the financial year ending 31st March'2015.	Voted in favour of the resolution	613	5867169269	100
	Voted against the resolution	29	39454	0.00
	Invalid votes	12	1214	-
<b>THE RESOLUTION WAS CARRIED UNANIMOUSLY.</b>				
Item No. 11 – Special Resolution - To approve the revised Articles of Association of Company.	Voted in favour of the resolution	590	5857114579	99.96
	Voted against the resolution	37	2595793	0.04
	Invalid Votes	29	7499500	-
<b>THIS RESOLUTION WAS APPROVED BY REQUISITE MAJORITY.</b>				

The business before the 40<sup>th</sup> Annual General Meeting of the Company having been transacted, the Chairman thanked all those present and declared the meeting as concluded.

  
COMPANY SECRETARY.

Date: 17/9/2014

  
CHAIRMAN