


<p>कोल इण्डिया लिमिटेड महारत्न कंपनी 3 तल्ला, कोर-2 प्रेमिसेम-04-एमआर, प्लॉट-ए एफ-III, एक्शन एरिया-1A, न्यूटाउन, राजरहट, कोलकाता- 700156 फोन 033-२३२४६५२६. फैक्स-033-२३२४६५१० ईमेल: mviswanathan2.cil@coalindia.in वेबसाइट: www.coalindia.in CIN- <u>L23109WB1973GOI028844</u></p>		<p>Coal India Limited A Maharatna Company (A Govt. of India Enterprise) Regd. Office: 3rd floor, Core-2 Premises no-04-MAR, Plot no-AF-III, Action Area-1A, Newtown, Rajarhat, Kolkata- 700156 PHONE; 033-2324-6526, FAX; 033-23246510 E-MAIL: mviswanathan2.cil@coalindia.in WEBSITE: www.coalindia.in CIN- <u>L23109WB1973GOI028844</u></p>
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Ref.No.CIL:XI(D):4156/4157:2019: 23503 .

Dated: 3rd September '19

Listing Department,
Bombay Stock Exchange Limited,
14th Floor, P.J.Towers, Dalal Street,
Mumbai – 400 001
Scrip Code 533278

Listing Department,
National Stock Exchange of India Limited,
Exchange Plaza, Bandra Kurla Complex,
Bandra (E), Mumbai – 400 051.
ISIN – INE522F01014

Sub: Minutes of 45th AGM of Coal India Limited

Dear Sir,

We are enclosing the Minutes of the 45th Annual General Meeting of Coal India Limited held on **Wednesday, the 21st August'19 at 10.30 A.M** at the **Science City, Main Auditorium, JBS Haldane Avenue, Kolkata-700046.**

This is for your information and records please.

Yours faithfully,

M. Viswanathan
3/9/19

(M. Viswanathan/एम॰विस्वनाथन)
Company Secretary/कंपनी सचिव
& Compliance Officer/कम्प्लायंस ऑफिसर

Enc: As above



COAL INDIA LIMITED

Minutes of 45th Annual General Meeting of Coal India Limited held on Wednesday, the 21st August 2019 at 10.30 A.M. at Science City, Main Auditorium, JBS Haldane Avenue, Kolkata.

Meeting commenced at 10.30 A.M. and concluded at 3.00 P.M.

IN ATTENDANCE :-

Shri A.K.Jha	- Chairman
Shri R.K.Sinha	- Director
Ms. Loretta M. Vas	- Director
Dr. S.B. Agnihotri	- Director
Dr. D.C.Panigrahi	- Director
Dr. K. Pathak	- Director
Shri V.K.Thakral	- Director
Shri B.L.Gajipara	- Director
Shri S.N. Prasad	- Director
Shri B.Dayal	- Director
Shri R.P.Srivastava	- Director
Shri S.Soni	- Director

10148	Members holding	716133	shares.
1953	Proxies holding	120019	shares.
13	Authorised Person holding	13988412	shares

12114

14824564

BY INVITATION:-

Ms. Nabanita Ghosh	- Sr. Partner, M/s. Ray & Ray., Statutory Auditor for 2018-19.
Sri A.K. Maitra	- Partner, M/s. Vinod Kothari & Co., Secretarial Auditor for 2018-19
Cs. Rakhi Dasgupta	- Rakhi Dasgupta & Associates, Scrutinizer (E-voting and Tab based voting at AGM venue)

IN ATTENDANCE :

Sri M. Viswanathan	- Company Secretary
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In terms of Article 37(17) of Articles of Association of Coal India Limited, Shri A.K.Jha, Chairman-cum-Managing Director took the chair. He then welcomed the participants to 45th Annual General Meeting of the company and called the meeting to order.

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

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

Chairman then advised Company Secretary to read the qualification/reservation/adverse remark of Statutory Auditor Report 2018-19. He informed that there was no qualification in Audit Report (Standalone & Consolidated) for the year 2018-19 and only 'Matter of Emphasis'. Chairman then advised CS. A.K. Maitra, Partner, M/s. Vinod Kothari & Co., Secretarial Auditor for 2018-19 to read any qualification/reservation/adverse remark in their report for 2018-19. He informed that there was no qualification in their Secretarial Audit Report. Chairman then read his speech.

Chairman advised the members to raise questions if any arising from Annual Report & Accounts including Directors Report, AGM notice, performance of the Company and agenda of Annual General Meeting of 2018-19. Following Shareholders viz. S/Shri Arabinda Basu, Tapas Kumar Dutta, Tarak Nath Chakraborty, Bimal Krishna Sarkar, Shyamlal Rathi, K.L. Mallick, Subrata Singha Mahapatra, S.S. Bhattacharya, A.S. Roy, Asit Pathak, Amit Kumar Banerjee, S.N.Pal, Gautam Nandi, Abirup Nandi, Ms. Sujata Das Debnath, Krishnendu Das, Joydip Bakshi, Manoj Gupta, Firoz Tandon, Ashok Kumar Roy, Deb Kumar Das, Atanu Saha, A.K.Pal, Santosh Saraf, Suyash Kapoor, Soumitra De, Sunil Kumar Pal, T.N.Ramakrishnan, Ashok Singhanian, Biswajit Sinha, Mahesh Kumar Bubana, Ram Gopal Chakraborty, Asit Kumar Saha, Sujit Pal, Rahul Sarkar and Sachin Mittal raised questions about the physical performance of the company during 2018-19 and till date, Audited Accounts of 2018-19 and other relevant matters. Chairman then replied to various questions raised by the members.

Chairman then informed that as required under Regulations 44(3) of SEBI (LODR) Regulations 2015, Section 108 of Companies Act 2013 and Rule 20 of Companies (Management & Administration) Rules 2014, company had provided remote-voting facility to its shareholders to cast their vote in each resolution proposed in the Annual General Meeting notice through NSDL. The remote e-voting commenced on 18th August'19 at 09.00 A.M. and concluded on 20th August'19 at 5.00 P.M. He also informed that to enable those shareholders who could not exercise their vote by remote voting, another opportunity was given in the AGM to cast their vote by Tab based e-voting at the AGM Venue. Proxies were also allowed to cast their vote at AGM venue.

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Company Secretary then apprised the members, the procedure to be followed for tab based e-voting. He also informed that company had appointed **CS. Rakhi Dasgupta** of M/s. Rakhi Dasgupta & Associates, Practicing Company Secretary, Kolkata as Scrutinizer to conduct e-voting and Tab based e-voting process in a fair and transparent manner.

The Company Secretary thereafter read the resolution in respect of each item of the Agenda as under:-

ORDINARY BUSINESS:-

ITEM No. 1

Resolution required: Ordinary Resolution **Mode of Voting: (E-voting& Tab based e-voting)**

“RESOLVED THAT Audited Financial Statements (Standalone) of the Company including Audited Balance Sheet as at 31st March, 2019, Profit & Loss Account for the financial year ended on that date together with Reports of Directors’ and Auditors’ thereon and Comments of office of Comptroller & Auditor General of India, be and are hereby approved and adopted”.

“FURTHER RESOLVED THAT Audited Financial Statements [Consolidated] of the company including Audited Balance Sheet as at 31st March, 2019, Profit & Loss Account for the financial year ended on that date, report of Statutory Auditor thereon and comments of office of Comptroller & Auditor General of India be and are hereby approved and adopted”.

ITEM No. 2

Resolution required: Ordinary Resolution **Mode of Voting: (E-voting & Tab based e-voting)**

“RESOLVED THAT approval be and is hereby given that Interim dividends paid @ **Rs. 13.10** per share (on each equity share of Rs. 10 each) on the paid-up equity capital of the Company, as recommended by the Board of Directors, be and is hereby confirmed as Final Dividend for the year 2018-19.”

ITEM No. 3

Resolution required: Ordinary Resolution **Mode of Voting: (E-voting & Tab based e-voting)**

“RESOLVED THAT pursuant to Section 152(6) of the Companies Act’2013 and Article 39(j) of Articles of Association of the Company **Smt. Reena Sinha Puri, Director** who retired by rotation and being eligible, offered her candidature for re-appointment be and is hereby re-appointed as Director of the company to the balance period of her tenure or until further order from Ministry of Coal. She shall be liable to retire by rotation”

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SPECIAL BUSINESS:-**ITEM No. 4****Resolution required: Special Resolution****Mode of Voting: (E-voting & Tab based e-voting)**

"RESOLVED THAT pursuant to the provisions of Sections 149, 152 and any other applicable provisions of the Companies Act, 2013 as amended by Companies (Amendment) Act 2017 and rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) and provisions of any other guidelines issued by relevant authorities, **Smt. Loretta M.Vas, [DIN:02544627]**, who was appointed by the Board of Directors as an Additional Director in the capacity of an Independent Director of the Company with effect from 17th November' 2018, who holds office upto the date of this Annual General Meeting in terms of Section 161(1) of Companies Act, 2013 and in respect of whom the Company has received a notice in writing from a Member under Section 160(1) of the Companies Act, 2013 proposing her candidature for the office of the Director, be and is hereby appointed as an Independent Director of the Company w.e.f 17th November' 2018 till 16th November' 2019 or until further orders, in terms of Ministry of Coal letter no-21/33/2018-BA(iii) dated 17th November' 2018.She is not liable to retire by rotation".

ITEM No. 5**Resolution required: Special Resolution****Mode of Voting: (E-voting & Tab based e-voting)**

"RESOLVED THAT pursuant to the provisions of Sections 149, 152 and any other applicable provisions of the Companies Act, 2013 as amended by Companies (Amendment) Act 2017 and rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) and provisions of any other guidelines issued by relevant authorities, **Dr. S. B. Agnihotri, [DIN:03390553]**, who was appointed by the Board of Directors as an Additional Director in the capacity of an Independent Director of the Company with effect from 17th November' 2018, who holds office upto the date of this Annual General Meeting in terms of Section 161(1) of Companies Act, 2013 and in respect of whom the Company has received a notice in writing from a Member under Section 160(1) of the Companies Act, 2013 proposing his candidature for the office of the Director, be and is hereby appointed as an Independent Director of the Company w.e.f 17th November' 2018 till 16th November' 2019 or until further orders, in terms of Ministry of Coal letter no-21/33/2018-BA(iii) dated 17th November' 2018. He is not liable to retire by rotation."

ITEM No. 6**Resolution required: Special Resolution****Mode of Voting: (E-voting & Tab based e-voting)**

"RESOLVED THAT pursuant to the provisions of Sections 149, 152 and any other applicable provisions of the Companies Act, 2013 as amended by Companies (Amendment) Act 2017 and rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) and provisions of any other guidelines issued by relevant authorities, **Dr. D.C. Panigrahi, [DIN:07355591]**, who was appointed by the Board of Directors as an Additional Director in the capacity of an Independent Director of the Company with effect from 17th November' 2018, who holds office upto the date of this Annual General Meeting in

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terms of Section 161(1) of Companies Act, 2013 and in respect of whom the Company has received a notice in writing from a Member under Section 160(1) of the Companies Act, 2013 proposing his candidature for the office of the Director, be and is hereby appointed as an Independent Director of the Company w.e.f 17th November' 2018 till 16th November' 2019 or until further orders, in terms of Ministry of Coal letter no-21/33/2018-BA(iii) dated 17th November' 2018. He is not liable to retire by rotation"

ITEM No. 7

Resolution required: Special Resolution

Mode of Voting: (E-voting & Tab based e-voting)

"**RESOLVED THAT** pursuant to the provisions of Sections 149, 152 and any other applicable provisions of the Companies Act, 2013 as amended by Companies (Amendment) Act 2017 and rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) and provisions of any other guidelines issued by relevant authorities, **Dr. K. Pathak, [DIN:07348780]**, who was appointed by the Board of Directors as an Additional Director in the capacity of an Independent Director of the Company with effect from 17th November' 2018, who holds office upto the date of this Annual General Meeting in terms of Section 161(1) of Companies Act, 2013 and in respect of whom the Company has received a notice in writing from a Member under Section 160(1) of the Companies Act, 2013 proposing his candidature for the office of the Director, be and is hereby appointed as an Independent Director of the Company w.e.f 17th November' 2018 till 16th November' 2019 or until further orders, in terms of Ministry of Coal letter no-21/33/2018-BA(iii) dated 17th November' 2018. He is not liable to retire by rotation."

ITEM No. 8

Resolution required: Special Resolution

Mode of Voting: (E-voting & Tab based e-voting)

"**RESOLVED THAT** pursuant to the provisions of Sections 149, 152 and any other applicable provisions of the Companies Act, 2013 as amended by Companies (Amendment) Act 2017 and rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) and provisions of any other guidelines issued by relevant authorities, **Sri Vinod Jain, [DIN:00003572]**, who was appointed by the Board of Directors as an Additional Director in the capacity of an Independent Director of the Company with effect from 17th November' 2018, who holds office upto the date of this Annual General Meeting in terms of Section 161(1) of Companies Act, 2013 and in respect of whom the Company has received a notice in writing from a Member under Section 160(1) of the Companies Act, 2013 proposing his candidature for the office of the Director, be and is hereby appointed as an Independent Director of the Company w.e.f 17th November' 2018 till 16th November' 2019 or until further orders, in terms of Ministry of Coal letter no-21/33/2018-BA(iii) dated 17th November' 2018. He is not liable to retire by rotation."

ITEM No. 9

Resolution required: Ordinary Resolution

Mode of Voting: (E-voting & Tab based e-voting)

"**RESOLVED THAT** pursuant to the provisions of Section 148(3) and all other applicable provisions of the Companies Act, 2013 and the Companies (Audit and

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Auditors) Rules, 2014 (including any other statutory modification(s) or re-enactment thereof for the time being in force) the remuneration of Rs 2,01,094/-, out of pocket expenditures and applicable taxes as set out in the explanatory statement to this Resolution and payable to M/s Balwinder & Associates, Cost Auditor (Registration Number 000201) who was appointed as Cost Auditor by the Board of Directors of the Company to conduct the audit of the cost records of the CIL (Standalone) for the financial year ended 31st March, 2019 be and is hereby ratified."

ITEM No. 10

Resolution required: Ordinary Resolution **Mode of Voting: (E-voting & Tab based e-voting)** /

"**RESOLVED THAT** pursuant to the provisions of Sections 149, 152 and any other applicable provisions of the Companies Act, 2013 as amended and the rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) and provisions of any other guidelines issued by relevant authorities, Shri Sanjiv Soni, [DIN:08173548], who was appointed by the Board of Directors as an Additional Director to function as Director(Finance), CIL of the Company with effect from 10th July' 2019, who holds office upto the date of this Annual General Meeting in terms of Section 161(1) of Companies Act, 2013 and in respect of whom the Company has received a notice in writing from a Member under Section 160(1) of the Companies Act, 2013 proposing his candidature for the office of the Director, be and is hereby appointed as a Whole time Director of the Company w.e.f 10th July' 2019 till 30.06.2021 i.e the date of superannuation or until further orders, in terms of Ministry of Coal letter no-21/23/2018-BA dated 10th July' 2019.He shall be liable to retirement by rotation"

Chairman then advised the Shareholders and proxies of the Company who had not exercised their vote by electronic means to cast their vote by Tab based e-voting. Members and proxies exercised their vote on each of the resolutions. After all the shareholders and proxies who had attended the meeting voted, the voting process was completed and report was signed by the Scrutinizer in the presence of two witnesses.

Chairman informed that the results of voting would be announced within 23rd August'19 and the same would be uploaded in Company's website, notice board, M/s. Alankit Assignments Limited, RTA and M/s. NSDL websites and communicated to BSE & NSE.

Scrutinizers then examined the votes polled through remote e-voting and Tab based voting at the AGM venue and submitted Scrutinizer Report to Chairman, CIL on 22nd Aug'19. Based on the Scrutinizer Report (i.e. e-voting & Tab based e-voting) the result was declared by Chairman on 22nd August'19. The result of each item of agenda was as under:-

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PARTICULARS	Type	Number of Shares for which votes cast	Percentage of votes to total number of valid votes cast
ORDINARY BUSINESS			
Item No. 1 – Ordinary Resolution - To receive, consider and adopt Audited Financial Statements (Standalone & Consolidated) including Balance Sheet as at 31st March, 2019, Profit and Loss Account for the financial year ended on that date together with the Reports of Directors' and Statutory Auditor and Comptroller & Auditor General of India.	In favour of the resolution	5,77,51,61,826	99.999
	Against the resolution	7,49,671	0.001
	Invalid votes	0	-
THE RESOLUTION WAS CARRIED BY A REQUISITE MAJORITY			
Item No. 2 – Ordinary Resolution – To approve 1 st and 2 nd Interim dividend paid on equity shares for the financial year 2018-19 as final dividend for the year 2018-19	In favour of the resolution	5,77,62,46,410	99.9997
	Against the resolution	14,992	0.0003
	Invalid votes	0	-
THE RESOLUTION WAS CARRIED BY A REQUISITE MAJORITY			
Item No. 3 – Ordinary Resolution- To appoint a Director in place of Smt. Reena Sinha Puri [DIN-07753040] who retires by rotation in terms of Section 152(6) of the Companies Act, 2013 and Article 39(j) of Articles of Association of the Company and being eligible, offers herself for re-appointment. She is liable to retire by rotation.	In favour of the resolution	5,73,02,53,385	99.204
	Against the resolution	4,60,07,406	0.796
	Invalid votes	0	-
THE RESOLUTION WAS CARRIED BY A REQUISITE MAJORITY			
SPECIAL BUSINESS.			
Item No. 4 – Special Resolution To appoint Smt. Loretta M.Vas, [DIN:02544627] as an Independent Director of the Company, who was appointed by the Board of Directors as an Additional Director for a period of one year from 17th November'2018 or until further order from Govt. of India, whichever is earlier. She is not liable to retire by rotation.	In favour of the resolution	5,72,73,25,426	99.153
	Against the resolution	4,89,32,637	0.847
	Invalid votes	0	-

M/K

THE RESOLUTION WAS CARRIED BY A REQUISITE MAJORITY

<u>Item No.5 – Special Resolution:</u> To appoint Dr. S. B. Agnihotri, [DIN:03390553] as an Independent Director of the Company, who was appointed by the Board of Directors as an Additional Director for a period of one year from 17th November'2018 or until further order from Govt. of India, whichever is earlier. He is not liable to retire by rotation.	In favour of the resolution	5,74,03,89,877	99.379
	Against the resolution	3,58,68,058	0.621
	Invalid votes	0	-

THE RESOLUTION WAS CARRIED BY A REQUISITE MAJORITY

<u>Item No. 6 – Special Resolution:</u> To appoint Dr. D.C. Panigrahi, [DIN:07355591] as an Independent Director of the Company, who was appointed by the Board of Directors as an Additional Director for a period of one year from 17th November'2018 or until further order from Govt. of India, whichever is earlier. He is not liable to retire by rotation	In favour of the resolution	5,74,03,95,912	99.379
	Against the resolution	3,58,62,032	0.621
	Invalid votes	0	0

THE RESOLUTION WAS CARRIED BY A REQUISITE MAJORITY

<u>Item No. 7 – Special Resolution:</u> To appoint Dr. Khanindra Pathak, [DIN:07348780] as an Independent Director of the Company, who was appointed by the Board of Directors as an Additional Director for a period of one year from 17th November'2018 or until further order from Govt. of India, whichever is earlier. He is not liable to retire by rotation.	In favour of the resolution	5,76,14,32,729	99.743
	Against the resolution	1,48,23,409	0.257
	Invalid votes	0	-

THE RESOLUTION WAS CARRIED BY A REQUISITE MAJORITY

<u>Item No. 8 – Special Resolution:</u> To appoint CA Vinod Jain, [DIN:00003572] as an Independent Director of the Company, who was appointed by the Board of Directors as an Additional Director for a period of one year from 17th November'2018 or until further order from Govt. of India, whichever is earlier. He is not liable to retire by rotation.	In favour of the resolution	5,73,58,62,583	99.300
	Against the resolution	4,03,95,262	0.700
	Invalid votes	0	-

11/16

THE RESOLUTION WAS CARRIED BY A REQUISITE MAJORITY			
<p><u>Item No.9 – Ordinary Resolution:</u></p> <p>To ratify remuneration of M/s Balwinder & Associates, Cost Auditor (Registration Number 000201) who was appointed as Cost Auditor by the Board of Directors of the Company to conduct the audit of the cost records of the CIL (Standalone) for the financial year ended 31st March, 2019.</p>	In favour of the resolution	5,77,62,42,265	99.999
	Against the resolution	17,295	0.001
	Invalid votes	0	-
THE RESOLUTION WAS CARRIED BY A REQUISITE MAJORITY			
<p><u>Item No. 10 – Ordinary Resolution:</u></p> <p>To appoint Shri Sanjiv Soni [DIN-08173548], as a Whole Time Director, who was appointed by the Board of Directors as an Additional Director to function as Director (Finance) of the Company with effect from 10th Jul'19 and who holds office upto the date of this Annual General Meeting in terms of Section 161(1) of Companies Act, 2013 and in respect of whom the Company has received a notice in writing from a Member under Section 160(1) of the Companies Act,2013 proposing his candidature for the office of the Director for the remaining term of his tenure. He is liable to retire by rotation.</p>	In favour of the resolution	5,77,18,84,288	99.924
	Against the resolution	43,76,114	0.076
	Invalid votes	0	0
THE RESOLUTION WAS CARRIED BY A REQUISITE MAJORITY			

As the business before the 45th Annual General Meeting of the Company had been transacted, Chairman thanked all those present and concluded the meeting with National Anthem.

M/K
29/8/19.
COMPANY SECRETARY

[Signature]
31-8-19
CHAIRMAN