



## COAL INDIA LIMITED

A Maharatna Company

CIN: L23109WB1973GOI028844

Corporate office-Coal Bhawan, Premises No-04 MAR, Plot No-AF-III,

Action Area-1A, New town, Rajarhat, Kolkata-700156

Registered Office-Coal Bhawan, 10. N.S. Road, Kolkata-700001

Tel No-033-23246526, Fax No-033-23246510

Email-complianceofficer@coalindia.in/comsecy@coalindia.in, Website: www.coalindia.in

## NOTICE

Dated: 4th July, 2015

### Notice of Forty-First Annual General Meeting of Coal India Limited

NOTICE is hereby given to the members of Coal India Limited that the Forty-First Annual General Meeting of the Company will be held on Wednesday, the **23rd September 2015 at 10.30 A.M** at Science City, Main Auditorium, JBS Haldane Avenue, Kolkata -700046 to transact the following businesses:

#### ORDINARY BUSINESS:

1. To consider and adopt:
  - a. the Audited Financial Statements of the Company for the financial year ended 31<sup>st</sup> March, 2015 including the Audited Balance Sheet as at 31<sup>st</sup> March, 2015 and Statement of Profit & Loss for the year ended on that date and the Reports of the Board of Directors, Statutory Auditor and Comptroller and Auditor General of India thereon.
  - b. the Consolidated Audited Financial Statements of the Company for the financial year ended 31<sup>st</sup> March, 2015 including the Audited Balance Sheet as at 31<sup>st</sup> March, 2015 and Statement of Profit & Loss for the year ended on that date and the Report of Statutory Auditor thereon.
2. To confirm payment of Interim dividend paid on equity shares for the Financial Year 2014-15 as final dividend for the year 2014-15.
3. To appoint a director in place of Shri R Mohan Das [DIN-01594255] 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 himself for reappointment.
4. To appoint a director in place of Shri N. Kumar [DIN-02624808] 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 himself for reappointment.

#### SPECIAL BUSINESS:

##### ITEM No. 5

To consider and if thought fit to pass with or without modification(s), the following resolution as an **Ordinary** Resolution:

**"RESOLVED THAT** pursuant to the provisions of Sections 149, 152 and any other applicable provisions of the Companies Act, 2013 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 Sutirtha Bhattacharya [DIN:00423572], who was appointed by the Board of Directors as an Additional Director of the Company with effect from 5th January' 2015 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, be and is hereby appointed as Chairman and Managing Director of the Company w.e.f 5th January' 2015 upto 31.08.2017 i.e the date of his superannuation, or until further orders, whichever is earlier, in terms of Ministry of Coal letter no-21/26/2014-ASO dated 18<sup>st</sup> December' 2014. He shall not be liable to retirement by rotation

**ITEM No. 6**

To consider and if thought fit to pass with or without modification(s), the following resolution as an **Ordinary** Resolution:

**"RESOLVED THAT** pursuant to the provisions of Sections 149, 152 and any other applicable provisions of the Companies Act, 2013 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 Chandan Kumar Dey [DIN-03204505], who was appointed by the Board of Directors as an Additional Director of the Company with effect from 1st March' 2015 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, be and is hereby appointed as a Whole time Director of the Company w.e.f 1st March 2015 to hold office upto 30.09.2018 i.e the date of his superannuation or until further orders, whichever is earlier in terms of Ministry of Coal letter no-21/3/2014-ASO dated 27th January' 2015. He shall be liable to retirement by rotation

**ITEM No. 7**

To consider and if thought fit to pass with or without modification(s), the following resolution as an **Ordinary** Resolution:

**"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 Auditors) Rules, 2014 (including any other statutory modification(s) or re-enactment thereof for the time being in force) the remuneration as set out in the explanatory statement to this Resolution and payable to M/s Musib & Co, Mumbai, the Cost Auditor (Registration Number 000217), appointed as the Cost Auditor by the Board of Directors of the Company for conducting the audit of the cost records of the Company for the financial year ended 31st March, 2016, be and is hereby ratified and confirmed;

**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."

Corporate Office:

CIN: L23109WB1973GOI028844

Coal Bhawan, Premises No-04 MAR,

Plot No-AF-III, Action Area-1A,

New town, Rajarhat, Kolkata-700156

Email-complianceofficer@coalindia.in

Website: www.coalindia.in

Date: 4<sup>th</sup> July' 2015

By order of the Board of Directors

For Coal India Limited

(M.VISWANATHAN)

Company Secretary

## NOTES:-

1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE ANNUAL GENERAL MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF/HERSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY. IN ORDER TO BE EFFECTIVE, THE PROXY FORM DULY COMPLETED SHOULD BE DEPOSITED AT THE REGISTERED OFFICE OF THE COMPANY NOT LESS THAN FORTY - EIGHT HOURS BEFORE THE SCHEDULED TIME OF THE ANNUAL GENERAL MEETING. BLANK PROXY FORM IS ENCLOSED.

A person can act as a proxy on behalf of members not exceeding fifty and holding in the aggregate not more than ten percent of the total share capital of the company carrying voting rights. A member holding more than ten percent of the total share capital of the company carrying voting rights may appoint a single person as proxy and such person shall not act as proxy for any other person or shareholder.

2. During the period beginning 24 hours before the time fixed for the commencement of the meeting and ending with the conclusion of the meeting, a member would be entitled to inspect the proxies lodged at any time during the business hours of the company, provided that not less than three days of notice in writing is given to the company
3. The Register of Members and Share Transfer Books of the Company will remain closed from 14th September' 2015 to 23rd September' 2015 (both days inclusive) for the purpose of Annual General Meeting.

#### 4. **Members are requested to:**

- i) Note that copies of Annual Report will not be distributed at the Annual General Meeting.
- ii) Bring their copies of Annual Report, Notice and Attendance Slip duly completed and signed at the meeting.
- iii) Deliver duly completed and signed Attendance Slip at the entrance of the meeting venue as entry to the Hall will be strictly on the basis of the entry slip available at the counters at the venue to be exchanged with the attendance slip.
- iv) Quote their Folio / Client ID & DP ID Nos. in all correspondence.
- v) Note that due to strict security reasons, eatables and other belongings are not allowed inside the Auditorium.
- vi) **Duplicate attendance slips will not be provided at the AGM venue.**

5. Members are advised to submit their Electronic Clearing System (ECS) mandates, to enable the Company to make remittance by means of ECS. Those holding shares in physical form may obtain and send the ECS mandate form to M/s. Karvy Computershare Pvt. Ltd. Registrar & Share Transfer Agent (RTA) of the Company. Those holding shares in Electronic Form may obtain and send the ECS mandate form directly to their Depository Participant (DP). Those who have already furnished the ECS Mandate Form to the Company/ RTA /DP with complete details need not send it again.
6. Members may avail the facility of nomination in terms of Section 72 of the Companies Act, 2013 by nominating any person to whom their shares in the Company shall vest on occurrence of events stated in Form-SH.13. Form-SH.13 is to be submitted in duplicate to M/s. Karvy Computershare Pvt. Ltd., RTA of the Company. In case of shares held in dematerialized form, the nomination has to be lodged with the respective Depository Participant.
7. Corporate Members intending to send their authorized representative(s) pursuant to section 113 of the Companies Act 2013 to attend the Meeting are requested to send a certified copy of the Board Resolution authorizing their representative to attend and vote on their behalf at the Meeting.
8. Members are requested to notify immediately any change of address and Bank Account:
  - i. to their Depository Participants (DP) in respect of shares held in dematerialized form, and
  - ii. to the Company at its Registered Office or to its RTA, M/s. Karvy Computershare Pvt. Ltd. in respect of their physical shares, if any, quoting their folio number.
9. The Board of Directors of your company in its 312th meeting held on 27th February, 2015 had declared an interim dividend @ 207% (Rs. 20.70 per share) on the paid-up equity share capital of the company which was paid on and from 10th March 2015. Members who have not received or not encashed their dividend warrants may approach M/s. Karvy Computershare Pvt. Ltd. Registrar & Share Transfer Agent of the Company, for obtaining Demand Draft.

In terms of Section 205A and Section 205C of the Companies Act, 1956 as amended from time to time and/or relevant corresponding provisions of the Companies Act, 2013 once notified, the amount of dividend remaining unpaid or unclaimed for a period of seven years from the date of transfer to the unpaid dividend account, is required to be transferred to the Investor Education and Protection Fund (IEPF) established by the Central Government. Therefore, Members are advised to encash their Dividend warrants immediately on receipt. Company has uploaded the details of unpaid and unclaimed amounts lying with the Company as on 10th September' 2014 (date of the last Annual General Meeting) on the website of the Company ([www.coalindia.in](http://www.coalindia.in)), as also on the website of the Ministry of Corporate Affairs ([www.mca.gov.in](http://www.mca.gov.in)).

10. Pursuant to Section 143(5) of the Companies Act, 2013, the Auditors of a Government Company are to be appointed or re-appointed by the Comptroller and Auditor General of India (C & AG) and in terms of sub-section (1) of Section 142 of the Companies Act, 2013, their remuneration has to be fixed by the Company in the Annual General Meeting or in such manner as the Company in General Meeting may determine. The Members of your Company in its 27th Annual General Meeting held on 29th September, 2001 authorised the Board of Directors to fix the remuneration of Statutory Auditors.
11. The Register of Directors and Key Managerial Personnel and their shareholding, maintained under Section 170 of the Companies Act, 2013, will be available for inspection by the members at the AGM.
12. The Register of Contracts or Arrangements, in which Directors are interested, maintained under section 189 of Companies Act, 2013, will be available for inspection by the members at the AGM.
13. All documents referred to in the accompanying notice are open for inspection at the AGM and such documents will also be available for inspection in physical or in electronic form at the registered office of the Company during normal business hours on working days from 11.00AM to 1.00 PM .
14. Members may also note that notice of 41st AGM and the Annual Reports and Accounts 2015 will be available on the Companies website, [www.coalindia.in](http://www.coalindia.in) and on the website of Karvy Computershare Private Limited. The physical copies of the aforesaid documents will also be available at the Company's registered office for inspection during the normal business hours on working days from 11.00AM to 1.00 PM . Members who require communication in physical form in addition to e-communication, or have any other queries, may write to us at: [complianceofficer@coalindia.in](mailto:complianceofficer@coalindia.in)
15. Additional information pursuant to clause 49 of the Listing Agreement with the Stock Exchanges in respect of the Directors seeking appointment/ re-appointment at the AGM is furnished and forms a part of the notice. The Directors have furnished the requisite consents/declarations for their appointment/re-appointment.
16. The Explanatory Statement pursuant to section 102(1) of the Companies Act, 2013, in respect of Special Business is enclosed.
17. The Securities and Exchange Board of India (SEBI) has mandated submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit their PAN to their Depository Participant with whom they are maintaining their Demat accounts. Members holding shares in physical form can submit their PAN to the Company/ M/s Karvy Computershare Private Limited.
18. Members holding shares in single name and physical form are advised to make nomination in respect of their shareholding in the company.
19. Route map as well as prominent landmark to Science City from Corporate office is enclosed herewith.
20. Members who hold shares in physical form in multiple folios in identical names or joint holding in the same order of names are requested to send the share certificates to M/s Karvy Computershare Private Limited, for consolidation into a single folio.
21. Members are requested to address all correspondences, including dividend matters to our Registrar and Share Transfer Agents on any one of the below mentioned addresses :

**Registered Office**

M/s. Karvy Computershare Pvt. Ltd.  
Karvy Selenium Tower B, Plot 31-32, Gachibowli  
Financial District, Nanakramguda, Hyderabad – 500 032  
Phone No: 040 6716 2222  
Direct No: 040 6716 1571  
E-mail id: [einward.ris@karvy.com](mailto:einward.ris@karvy.com)  
Toll Free No.: 18003454001  
Fax: 040 23420814

**Local Address**

M/s. Karvy Computershare Pvt. Ltd.  
49, Jatin Das Road  
1st Floor  
Kolkata 700 029  
E-mail id: [einward.ris@karvy.com](mailto:einward.ris@karvy.com)  
Ph. no.: 033 6619 2800/2841/2842  
Fax: 033 6619 2844

## 22. STEPS FOR REMOTE E-VOTING:-

Pursuant to section 108 of the Companies Act' 2013 read with Rule 20 of The Companies (Management and Administration) Rules, 2014 and Clause 35B of the Listing Agreement, the company is pleased to offer remote e-voting facility to the members to cast their votes electronically on all resolutions set forth in the notice convening the 41st Annual General Meeting to be held on Wednesday, the 23rd September' 2015 at 10.30 A.M through remote e-voting services provided by M/s Karvy Computershare Private Limited.

The remote e-voting facility is available at the links <https://evoting.karvy.com>.

The electronic voting particulars are set out below:

R-EVEN (REMOTE E-VOTING EVENT NUMBER)	USER-ID	PASSWORD

The remote e-voting facility will be available during the following voting period:

Commencement of remote e-voting	End of remote e-voting
September 20, 2015 IST 09.00AM	September 22, 2015 IST 05.00 PM

Please read the instructions given below before exercising your vote.

These details and instructions form an integral part of the Notice for the Annual General Meeting to be held on September 23, 2015.

### STEPS FOR REMOTE E-VOTING:

- i) Open your web browser during the voting period and navigate to '<https://evoting.karvy.com>'
- ii) Enter the login credentials (i.e., user-id & password) mentioned in the notice. Your folio/DP Client ID will be your User-ID.  
User – ID            For Members holding shares in Demat Form:-
  - a) For NSDL :- 8 Character DP ID followed by 8 Digits Client ID
  - b) For CDSL :- 16 digits beneficiary IDFor Members holding shares in Physical Form:-
  - Event no. followed by Folio Number registered with the companyPassword            Your Unique password is printed in the notice / via email forwarded through the electronic notice  
Captcha            Enter the Verification code i.e., please enter the alphabets and numbers in the exact way as they are displayed for security reasons.
- iii) Please contact our Registrar in toll free No. 1-800-34-54-001 for any further clarifications.
- iv) Members can cast their vote online from September 20,2015 IST 09.00AM onwards till September 22, 2015 IST 05.00PM
- v) After entering these details appropriately, click on "LOGIN".
- vi) Members holding shares in Demat/Physical form will now reach Password Change menu wherein they are required to mandatorily change their login password in the new password field. The new password has to be minimum eight characters consisting of at least one upper case (A-Z), one lower case (a-z), one numeric value (0-9) and a special character. Kindly note that this password can be used by the Demat holders for voting for resolution of any other Company on which they are eligible to vote, provided that Company opts for remote e-voting through Karvy Computershare Private Limited remote e-voting platform. System will prompt you to change your password and update any contact details like mobile no, email ID etc on first login. You may also enter the Secret Question and answer of your choice to retrieve your password in case you forget it. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- vii) You need to login again with the new credentials.
- viii) On successful login, system will prompt to select the 'Event' i.e., 'Company Name'.
- ix) If you are holding shares in Demat form and had logged on to "<https://evoting.karvy.com>" and casted your vote earlier for any company, then your exiting login id and password are to be used.

- x) On the voting page, you will see Resolution Description and against the same the option 'FOR/AGAINST/ABSTAIN' for voting .Enter the number of shares (which represents number of votes) under 'FOR/AGAINST/ABSTAIN' or alternatively you may partially enter any number in 'FOR' and partially in 'AGAINST', but the total number in 'FOR/AGAINST' taken together should not exceed your total shareholding. If the shareholder does not want to cast, select 'ABSTAIN'.
- xi) After selecting the resolution you have decided to vote on, click on "SUBMIT".A confirmation box will be displayed .If you wish to confirm your vote, click on "OK", else to change your vote, click on " CANCEL "and accordingly modify your vote.
- xii) Once you 'CONFIRM' your vote on the resolution, you will not be allowed to modify your vote.
- xiii) Corporate/Institutional Members (corporate /FIs/FIIs/Trust/Mutual Funds/Banks, etc) are required to send scan (PDF format) of the relevant Board resolution to the Scrutinizer through e-mail to [aklabhcs@gmail.com](mailto:aklabhcs@gmail.com). with copy to [evoting@karvy.com](mailto:evoting@karvy.com). The file scanned image of the Board Resolution should be in the naming format "Corporate Name\_ Event no."

**General Instructions:**

- a) The remote e-voting period commence on September 20, 2015. (09.00 AM IST) and ends on September 22, 2015 (05.00 PM. IST). The remote e-voting module shall be disabled by M/s Karvy Computershare Private limited for voting thereafter and the facility will be blocked forthwith. During this period, shareholders of the company holding shares either in physical form or in dematerialized form, as on the cut-off date i.e 16<sup>th</sup> September' 2015 may cast their vote electronically. Once the vote on a resolution is cast by the shareholder, the shareholder shall not be allowed to change it subsequently.
- b) Any Persons who has acquired shares and became Members of the Company after the dispatch of the Notice of the AGM but before the cut-off date of 16<sup>th</sup> September 2015, may obtain their user ID and password for remote e-voting from Company's Registrar & Transfer Agents, M/s Karvy Computershare Private Limited, Karvy Selenium Tower B, Plot 31-32, Gachibowli Financial District, Nanakramguda, Hyderabad – 500 032, Phone No: 040 6716 2222, E-mail id: [einward.ris@karvy.com](mailto:einward.ris@karvy.com), Toll Free No.: 18003454001 and Fax: 040 23420814 and can also request for the physical copy of the Annual Report.
- c) Members who have casted their vote through remote e-voting facility prior to the meeting may also attend the meeting but shall not be entitled to cast their vote again. At the venue of the meeting members who have not cast their vote through remote voting may cast their vote through ballot paper. The facility for voting by electronic voting system shall not be made available at the AGM of the Company.
- d) Persons whose names are recorded in the register of members maintained by registrar as on cutoff date i.e 16<sup>th</sup> September' 2015 shall only avail the facility of remote e-voting or voting through ballot paper at venue of the meeting.
- e) In case of any query, members are requested to contact:
 

Name	: Shri S V Raju /Shri S Balaji Reddy
Designation	: Asst. General Manager/Manager
E-mail id	: <a href="mailto:einward.ris@karvy.com">einward.ris@karvy.com</a> / <a href="mailto:raju.sv@karvy.com">raju.sv@karvy.com</a> / <a href="mailto:balaji.reddy@karvy.com">balaji.reddy@karvy.com</a>
Address	: M/s Karvy Computershare Private Limited, Karvy Selenium Tower B, Plot 31-32, Gachibowli Financial District, Nanakramguda, Hyderabad – 500 032. Contact details: Phone No: 040 67161571/04067161569 Toll Free No. 18003454001 Fax: 040 23420814
- f) Atul Kumar Labh, Practicing Company Secretary, A. K. LABH & Co., Company Secretaries, 40, Weston Street, 3rd Floor, Kolkata - 700 013 has been appointed as the Scrutinizer to scrutinize the remote e-voting process and polling process in a fair and transparent manner.
- g) The voting rights of shareholders shall be in proportion to their shares of the paid up equity share capital of the Company as on Wednesday, 16<sup>th</sup> September, 2015.
- h) The scrutinizer shall, immediately after the conclusion of the voting through Ballot paper at the General Meeting, first count the votes cast at the meeting vide ballot paper, 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 48 hours from conclusion of the

meeting, a consolidated scrutinizer's report of the total votes cast in favor or against, to Chairman or Director authorized by the Board of the Company.

- i) The results of voting will be declared within 48 hours from the conclusion of the AGM. The results declared along with the Scrutinizer's Report shall be placed on the company's website [www.coalindia.in](http://www.coalindia.in) and on the website of M/s Karvy Computershare Private Limited. Further, the results shall be displayed on the Notice Board of the Company at its Registered Office. It shall also be communicated to BSE & NSE.

Corporate Office:

CIN: L23109WB1973GOI028844

Coal Bhawan, Premises No-04 MAR,

Plot No-AF-III, Action Area-1A,

New town, Rajarhat, Kolkata-700156

Email-complianceofficer@coalindia.in

Website: [www.coalindia.in](http://www.coalindia.in)

Date: 4<sup>th</sup> July, 2015

By order of the Board of Directors

For Coal India Limited

(M.VISWANATHAN)

Company Secretary

## STATEMENT PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013:

The following Statement sets out all material facts relating to Special Business mentioned in the accompanying Notice:

### Item No. 5:

The Board at its meeting held on 311th CIL Board Meeting held on 12th February, 2015, appointed Shri Sutirtha Bhattacharya [DIN:00423572] as an Additional Director of the company with effect from 5th January 2015, pursuant to section 161 of the Companies Act, 2013. Hence he will hold office upto the date of ensuing AGM.

The Company has received a notice in writing under the provisions of Section 160 of the Companies Act, 2013, from a member along with a deposit of Rs. 1,00,000/- proposing the candidature of Shri Sutirtha Bhattacharya for the office of Chairman & Managing Director, to be appointed as such under the provisions of Section 149 of the Companies Act, 2013. The Company has received from Shri Sutirtha Bhattacharya: (i) consent in writing to act as director in Form DIR-2 pursuant to Rule 8 of Companies (Appointment & Qualification of Directors) Rules 2014, (ii) intimation in Form DIR-8 in terms of Companies (Appointment & Qualification of Directors) Rules, 2014, to the effect that he is not disqualified under sub-section (2) of Section 164 of the Companies Act, 2013. The resolution seeks the approval of members for the appointment of Shri S. Bhattacharya as Chairman cum Managing Director of the Company from 5th January 2015 upto 31<sup>st</sup> August 2017, i.e the date of his superannuation, or until further orders, whichever is earlier, in terms of Ministry of Coal letter no 21/26/2014-ASO dated 18th December 2014. He is not liable to retire by rotation.

Shri Sutirtha Bhattacharya[58 years] an IAS officer of 1985 (Telangana cadre), assumed charge as Chairman-cum-Managing Director of the coal mining monolith Coal India Limited on 5 January 2015. A Physics graduate from Presidency College, Kolkata Shri Bhattacharya has vast and varied experience in different sectors in governance. He had been Managing Director of Nizam Sugar Factories, Commissioner of Industries, Secretary in-charge of Irrigation Department, the biggest infrastructure department in Andhra Pradesh. As CMD, TRANSCO he had been chairman of A.P. Coordination Committee reviewing all AP DISCOMS. He had been Principal Secretary (Energy) and in that capacity Chairman, APGENCO. As Principal Secretary (Infrastructure & Investment) he had been associated with port, airport, natural gas and public private partnership projects implementation. Prior to this he was CMD of the Telangana based Singareni Collieries Company Limited since 10 May 2012.

No Director, Key managerial personnel or their relatives, except Shri Sutirtha Bhattacharya to whom the resolution relates, is interested or concerned financially or otherwise in the resolution. The Board of Directors considered that in view of the background and experience of Shri Sutirtha Bhattacharya, it would be in the interest of the company to appoint him as Chairman cum Managing Director of the Company from 5th January 2015 till 31st August'17 or until further orders, whichever is earlier. The Board recommends the resolution set forth in Item no. 5 for the approval of the members.

### Item No 6:

The Board at its meeting held on 313th CIL Board Meeting held on 29th March, 2015, appointed Shri Chandan Kumar Dey [DIN-03204505] as an Additional Director of the Company with effect from 1st March 2015, pursuant to section 161 of the Companies act, 2013. Hence he will hold office up to the date of ensuing AGM.

The Company has received a notice in writing under the provisions of Section 160 of the Companies Act, 2013, from a member along with a deposit of Rs. 1,00,000/- proposing the candidature of Shri Chandan Kumar Dey as a whole time director, to be appointed as such under the provisions of Section 149 of the Companies Act, 2013. The Company has received from Shri Chandan Kumar Dey: (i) consent in writing to act as director in Form DIR-2 pursuant to Rule 8 of Companies (Appointment & Qualification of Directors) Rules 2014, (ii) intimation in Form DIR-8 in terms of Companies (Appointment & Qualification of Directors) Rules, 2014, to the effect that he is not disqualified under sub-section (2) of Section 164 of the Companies Act, 2013. The resolution seeks the approval of members for the appointment of Shri Chandan Kumar Dey as a whole time director of the company from 1st March 2015 till 30th September 2018 or until further orders from Ministry of Coal, whichever is earlier in terms of Ministry of Coal letter no 21/3/2014-ASO dated 27th January 2015 . He is liable to retire by rotation.

Shri Chandan Kumar Dey[57 years], Director (Finance), Coal India Limited was born in Kolkata on 10th September, 1958. Prior to joining Coal India Limited on 1st March, 2015, Shri Dey served in Eastern Coalfields Limited as Director (Finance) from 01.02.2013 to 28.02.2015. Shri Dey completed his schooling from Kendriya Vidyalaya in 1975 and graduated from Calcutta University in Commerce with Honours in Accountancy in the year 1978. Shri Dey is a Chartered Accountant and Cost Accountant. Shri Dey has wide experience of over 34 years and served in different organisations of repute including Lovelock & Lewes, Dunlop India Limited, NICCO Group, Balmer Lawrie & Co. Limited and Oil India Limited. During his professional career Shri Dey headed the Accounts, Treasury, Taxation and Internal Audit functions and served as Chief Finance Officer. Shri Dey also headed the operations of Balmer Lawrie (UK) Limited for 3 years as

Chief Operating officer based in United Kingdom. Shri Dey has travelled extensively within India and Foreign countries like UK, France, Germany, Switzerland, USA, Hong Kong, UAE and the Central Asian Republic on official assignments. Shri Dey is interested in reading books and loves music.

No Director, Key managerial personnel or their relatives, except Shri Chandan Kumar Dey to whom the resolution relates, is interested or concerned financially or otherwise in the resolution. The Board of Directors considered that in view of the background and experience of Shri Chandan Kumar Dey, it would be in the interest of the company to appoint him as a whole time Director. The Board recommends the resolution set forth in Item no. 6 for the approval of the members.

**Item No. 7:**

The Board, on the recommendation of the Audit Committee, had approved the appointment and remuneration of the Cost Auditor to conduct the audit of the cost records of the Company for the financial year ending March 31, 2016 as per the following details

<b>Name of the Cost Auditor</b>	<b>:-</b>	<b>M/s Musib &amp; Co, Mumbai</b>
<b>Audit Fees</b>	<b>:-</b>	(a) Cost Audit for 2015-16: Rs.2,01,094./-
		(b) The travelling and out of pocket expenses will be restricted to 50% of audit fees. subject to production of documentary evidence.
		(c) Service Tax shall be paid as extra as applicable.

In accordance with the provisions of Section 148(3) of the Act read with the Companies (Audit and Auditors) Rules, 2014, remuneration payable to M/s Musib & Co, Mumbai, Cost Auditor has to be ratified by the shareholders of the Company.

Accordingly, consent of the shareholders is sought for passing an Ordinary Resolution as set out at Item No 7 of the Notice for ratification of remuneration payable to M/s Musib & Co., Mumbai, Cost Auditor for the financial year ending 31<sup>st</sup> March, 2016.

No director, key managerial personnel or their relatives, is interested or concerned financially or otherwise in the resolution. The Board recommends the resolution set forth in Item no 7 for the approval of the members.

Corporate Office:  
CIN: L23109WB1973GOI028844  
Coal Bhawan, Premises No-04 MAR,  
Plot No-AF-III, Action Area-1A,  
New town, Rajarhat, Kolkata-700156  
Email-complianceofficer@coalindia.in  
Website: www.coalindia.in  
Date: 4<sup>th</sup> July, 2015

By order of the Board of Directors  
For Coal India Limited  
  
(M.VISWANATHAN)  
Company Secretary

## Brief Resume of Directors seeking re-appointment at the 41st AGM

<b>Name of Director</b>	<b>Shri R. Mohan Das</b>	<b>Shri N. Kumar</b>
Director Identification Number(DIN)	01594255	02624808
Date of Birth	23.05.1957	07.04.1959
Nationality	Indian	Indian
Date of Appointment on Board	01.06.2007	01.02.2012
Qualification	Post-graduate in Sociology & B.Sc (Chemistry)	B.Tech (Mining) from ISM.
List of Directorships held in Other Companies (excluding foreign, private and section 8 Companies).	- Western Coalfields Limited. - Central Coalfields Limited.	- Chairman cum Managing Director of Coal India Africana Limitada. - Director at Bharat Coking Coal Limited and CMPDIL.
Membership/ Chairmanship of Audit and Stakeholder's Relationship Committee across Public Companies	Stakeholder's Relationship Committee.	Audit Committee.
Shareholding in Coal India Limited	Nil	400 shares



## COAL INDIA LIMITED

A Maharatna Company

CIN: L23109WB1973GOI028844

Corporate office-Coal Bhawan, Premises No-04 MAR, Plot No-AF-III, Action Area-1A, New town, Rajarhat, Kolkata-700156

Tel No-033-23246526, Fax No-033-23246510

Email-complianceofficer@coalindia.in/comsecy@coalindia.in, Website: www.coalindia.in

### 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 the member(s):		E-mail ID:	
Registered Address:		Folio No./* Client Id	
		*DP Id	

I/We, being the member (s) of ..... shares of Coal India Limited, hereby appoint:

- Name \_\_\_\_\_ Address \_\_\_\_\_  
email-id \_\_\_\_\_ Signature: \_\_\_\_\_ or failing him
- Name \_\_\_\_\_ Address \_\_\_\_\_  
email-id \_\_\_\_\_ Signature: \_\_\_\_\_ or failing him
- Name \_\_\_\_\_ Address \_\_\_\_\_  
email-id \_\_\_\_\_ Signature: \_\_\_\_\_

And whose signature(s) are appended below as my/our proxy to attend and vote (on a poll) for me/us and on my /our behalf at the 41st Annual General Meeting of the Company, to be held on Wednesday, the 23rd September 2015 at 10.30 A.M at Science City, Main Auditorium, JBS Haldane Avenue, Kolkata -700046 and at any adjournment thereof in respect of such resolutions as are indicated below:

SL	Resolutions
1.	Consider and adopt :-
a)	Audited Financial Statement, Reports of Board of Directors and Auditors
b)	Audited Consolidated Financial Statement
2.	To Confirm payment of Dividend on Equity Shares
3.	Re-appointment of Shri R. Mohan Das who retires by rotation
4.	Re-appointment of Shri N. Kumar who retires by rotation
<b>SL</b>	<b>SPECIAL BUSINESS (Ordinary Resolutions)</b>
5.	To appoint Shri Sutirtha Bhattacharya [DIN:00423572], as Chairman cum Managing director of the company.
6.	To appoint Shri Chandan Kumar Dey [DIN-03204505], as a whole time director of the company.
7.	To ratify remuneration payable to Cost Auditor for the financial year ending March 31, 2016.

AFFIX a Re 1 Revenue stamp
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Signed this..... day of.....2015

( Signature of shareholder)

Signature of First proxy holder

Signature of second proxy holder

Signature of third proxy holder

\*Applicable for shareholders holding shares in electronic form

Notes:

- 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.
- A Proxy need not be a member of the Company.
- A person can act as a proxy on behalf of members not exceeding fifty and holding in the aggregate not more than 10% of the total share capital of the Company carrying voting rights. A member holding more than 10% of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other person or shareholder.
- Appointing a proxy does not prevent a member from attending the meeting in person if he so wishes.
- In the case of joint- holders, the signature of any one holder will be sufficient, but names of all the joint-holders should be stated.

# MAP: FROM COAL INDIA LIMITED (CORPORATE OFFICE) TO SCIENCE CITY

