

कोल इण्डिया लिमिटेड महाराष्ट्र कंपनी 3 तल्ला, कोर-2 प्रेमिस-04-एमआर, प्लॉट-ए एफ-III, एक्शन एरिया-1A, न्यूटाउन, राजरहट, कोलकाता 700156 फोन 033-2324-5555 फैक्स-033-२३२४६५१० ईमेल: mviswanathan2.cil@coalindia.in वेबसाइट: www.coalindia.in		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: 033-2324-5555, FAX: 033-23246510 E-MAIL: mviswanathan2.cil@coalindia.in WEBSITE: www.coalindia.in CIN- L23109WB1973GO1028844
--	---	---

Ref.No.CIL:XI(D):04157:2017: 19206.

Dated:06.10.2017

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

Sub: Minutes of 43rd AGM of Coal India Limited
Reference: ISIN – INE522F01014

Dear Sir,

This is with reference to our letter No. CIL:XI(D):04157:2017:19118 dated 14.09.2017, we are enclosing the Minutes of 43rd Annual General meeting of Coal India Limited held on **Thursday, the 14th September'2017 at 10.30 A.M** at the **Science City, Main Auditorium, JBS Haldane Avenue, Kolkata-700046.**

This is for your information and records.

Yours faithfully,

M Viswanathan
6/10/17

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

Enc: As above



COAL INDIA LIMITED

Minutes of 43rd Annual General Meeting of Coal India Limited held on Thursday, the 14th September'2017 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 Gopal Singh	- Chairman
Ms. Loretta M. Vas	- Director
Dr. S.B. Agnihotri	- Director
Dr. D.C. Panigrahi	- Director
Dr. K. Pathak	- Director
Shri Vinod Jain	- Director
Shri V.K.Thakral	- Director
Shri C.K. Dey	- Director
Shri S.Saran	- Director
Shri S.N. Prasad	- Director

Shri Kishore Kumar, Under Secretary, Ministry of Coal represented - The President of India holding 4,89,49,71,329 shares

7854	Members holding	5,57,975	shares.
1303	Proxies holding	1,27,185	shares.
8.	Authorised holding	10,365	shares
1	GoI holding	4,89,49,71,329	shares.

9166	4,89,56,66,854
------	----------------

BY INVITATION:-

Sri S.C. Chaturvedi	- Sr. Partner, M/s. S.C. Chaturvedi & Co., Statutory Auditor for 16-17.
Sri A.K. Maitra	- Partner, M/s. Vinod Kothari & Co., Secretarial Auditor for 2016-17
Sri A.K.Labh	- A.K.Labh & Co, Scrutinizer for (E-voting and Tab based voting at AGM)

IN ATTENDANCE :

Sri M. Viswanathan	- Company Secretary
--------------------	---------------------

MVK

In terms of Article 37(17) of Articles of Association of Coal India Limited, Shri Gopal Singh Chairman-cum-Managing Director took the chair. He then welcomed the participants to 43rd 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 and remained open and accessible for inspection during the continuance of the meeting.

Chairman then advised CA S.C. Chaturvedi Sr. Partner, M/s. S.C. Chaturvedi & Co, Statutory Auditor 2016-17 to read 'Matter of Emphasis' in their Audit Report 2016-17 along with reply given by the Management for the year 16-17 which he did. Chairman then advised Sri A.K. Maitra, Partner, M/s. Vinod Kothari & Co., Secretarial Auditor for 2016-17 to read their observations on Secretarial Audit Report along with the reply given by the Management for the year 2016-17, which he did. Chairman then read his speech.

Chairman advised the members to raise questions if any arising from Annual Report & Accounts including Directors Report and agenda of Annual General Meeting of 2016-17. Following Shareholders viz. S/Shri Gautam Nandy, Abhirup Nandi, Anindya Sundar Roy, Arabindo Basu, S.Gattani, Santosh Kumar Saraf, Sunil Kumar Pal Krishnendu Das, Asit Pathak, S.N.Pal, S.S.Bhattacharya, Amit Kumar Banerjee, J.N.Singh, Feroz Tandon, Ashok Kumar Roy, Ram Gopal Charaborti, Ms. Srinidhi Lohia, S.N.Saraf, V.S.Shrimal, Sunil Modak, Mahesh Kumar Bhubna, Manoj Gupta, Biswajit Sinha, Jaydeep Bakshi and Asit Kumar Saha raised questions about the physical performance of the company during 2016-17 and till date, Audited Accounts 2016-17 and other relevant matters. Chairman and Director (Finance) then replied to the 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 CDSL. The remote e-voting commenced on 11th September'2017 at 09.00 A.M. and concluded on 13th September'2017 at 5.00 P.M. He also informed that 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 Tab based e-voting at the Venue. Proxies were also allowed to cast their vote at AGM venue. He then advised members and proxies to cast their vote on the resolution proposed in the AGM notice dated 15th July'2017 including Addendum Notice dated 8th Sep'17.

MVB

Company Secretary then apprised the members the procedure to be followed for tab based e-voting. He also informed that company had appointed Shri Atul Kumar Labh of M/s A.K. Labh & Co., 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 of CIL as at 31st March, 2017 and Profit & Loss Account for the financial year ended on that date together with Reports of Directors’ and Auditors’ thereon and Comments of Comptroller & Auditor General of India, be and are hereby approved and adopted”

“FURTHER RESOLVED THAT Consolidated Audited Financial Statements including Audited Balance Sheet as at 31st March, 2017 and Profit & Loss Account for the financial year ended on that date and report of Statutory Auditor thereon, 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 Interim dividend paid @ Rs. 19.90 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 2016-17 is approved.”

ITEM No. 3

Resolution required: Ordinary Resolution

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

“RESOLVED THAT Shri S.N.Prasad [DIN 07408431], Director who retires by rotation and being eligible, offered his candidature for re-appointment be and is hereby re-appointed as Director of the company to the balance period of his appointment. He shall be liable to retire by rotation”

M 16

SPECIAL BUSINESS:-**ITEM No. 4****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 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, Smt. Reena Sinha Puri, Joint Secretary and Financial Advisor, Ministry of Coal [DIN:07753040.], who was appointed by the Board of Directors as an Additional Director of the Company with effect from 9th June’ 2017 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 her candidature for the office of the Director, be and is hereby appointed as a Director of the Company w.e.f 9th June’ 2017 and until further orders, in terms of Ministry of Coal letter no-21/3/2011-ASO dated 9th June 2017. She shall be liable to retire by rotation”.

ITEM No. 5**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 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, 2017 be and is hereby ratified and confirmed”

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

“RESOLVED THAT pursuant to provisions of Section 149, 152 read with Schedule IV and any other applicable provisions of the Companies Act 2013 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 the relevant authorities, Shri V K Thakral [DIN-00402959] who was appointed as an Additional Director (Independent) of the Company by the Board of Directors with effect from 6th September’ 2017 and who holds office until the date of this AGM

M.K.

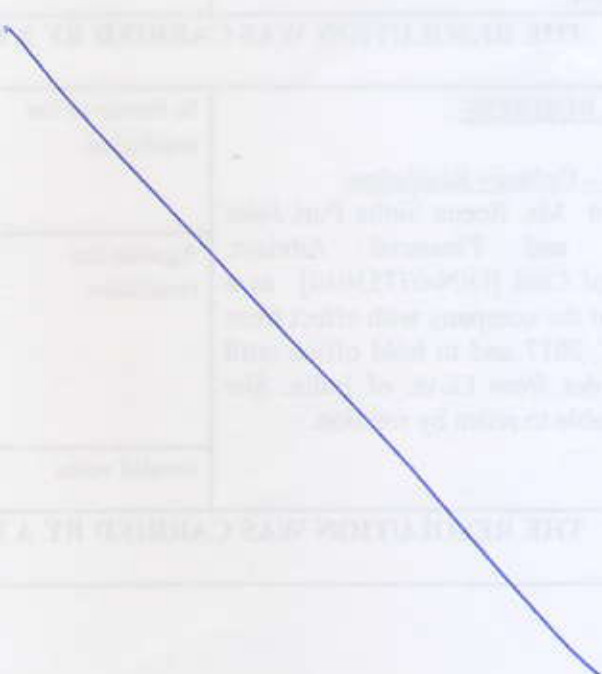
in terms of section 161 of Companies Act 2013, and in respect of whom the Company has received a notice in writing from a member under section 160 of Companies Act 2013 signifying her intention to propose Shri V K Thakral as a candidate for the office of a Director of the Company be and is hereby appointed as an Independent Director of the Company, not liable to retire by rotation, to hold office for the balance period of his tenure i.e upto 5th September 2020 or until further orders from Govt. of India, whichever is earlier in terms of Ministry of Coal letter no-21/18/2017-BA(i) Dated 6th September' 2017".

Chairman then advised the Shareholders of the Company who had not exercised their vote by electronic means and proxies 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, Tablets were sealed and report was signed by the Scrutinizer in the presence of two witnesses.

Chairman informed that the results of voting would be announced within 16th September'2017 and the same would be uploaded in Company's website, notice board, M/s. Alankit Assignments Limited, RTA and M/s. CDSL websites and communicated to BSE & NSE.

Scrutinizers then counted the votes polled through remote e-voting and Tab based voting at the AGM venue and submitted Scrutinizer Report to Chairman, CIL on 15th Sept'17. Based on the Scrutinizer Report (i.e. e-voting & Tab based e-voting) the result was announced by Chairman on 15th September'2017. The result of each item of agenda was as under:-

M¹⁶



PARTICULARS		Number of Shares for which votes cast	Percentage of votes to total number of valid votes cast
ORDINARY BUSINESS			
<u>Item No. 1 – Ordinary Resolution -</u> To receive, consider and adopt Audited Financial Statements (Standalone & Consolidated) including Balance Sheet as at 31st March, 2017, 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	5,76,88,50,702	99.99996
	Against the resolution	2,096	0.00004
	Invalid votes	0	-
THE RESOLUTION WAS CARRIED BY A REQUISITE MAJORITY			
<u>Item No. 2 – Ordinary Resolution -</u> To confirm payment of Interim dividend paid @ Rs. 19.90 per share for the financial year 2016-17 as final dividend for the year 2016-17.	In favour of the resolution	5,77,51,31,727	99.99974
	Against the resolution	15,200	0.00026
	Invalid votes	0	-
THE RESOLUTION WAS CARRIED BY A REQUISITE MAJORITY			
<u>Item No. 3 – Ordinary Resolution-</u> To appoint a Director in place of Shri S.N.Prasad [DIN-07408431] who retires by rotation in terms of Section 152(6) of the Companies Act, 2013 and Article 39(j) of the Articles of Association of the Company and being eligible, offers himself for re-appointment.	In favour of the resolution	5,57,61,82,782	99.5483
	Against the resolution	19,89,63,724	3.44517
	Invalid votes	0	-
THE RESOLUTION WAS CARRIED BY A REQUISITE MAJORITY			
<u>SPECIAL BUSINESS.</u> <u>Item No. 4 – Ordinary Resolution-</u> To appoint Ms. Reena Sinha Puri Joint Secretary and Financial Advisor, Ministry of Coal [DIN-07753040] as a Director of the company with effect from 9th June' 2017 and to hold office until further order from Govt. of India. She shall be liable to retire by rotation.	In favour of the resolution	5,57,37,84,511	96.5133
	Against the resolution	20,13,61,958	3.48670
	Invalid votes	0	-
THE RESOLUTION WAS CARRIED BY A REQUISITE MAJORITY			

ME

<u>Item No.5 – Ordinary Resolution:</u> To ratify of 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, 2017.	In favour of the resolution	5,77,45,18,525	99.98913
	Against the resolution	6,27,794	0.01087
	Invalid votes	0	-
THE RESOLUTION WAS CARRIED BY A REQUISITE MAJORITY			
<u>Item No. 6 – Ordinary Resolution:</u> To appoint Shri Vinod Kumar Thakral [DIN-00402959] as an Independent Director of the company, who was appointed as an Additional Director of the Company by the Board of Directors with effect from 6th September' 2017 for the balance period of his tenure i.e upto 5th September 2020 or until further orders from Govt. of India, whichever is earlier He is not liable to retire by rotation.	In favour of the resolution	5,71,75,56,391	99.99990
	Against the resolution	5,845	0.00010
	Invalid votes	0	-
THE RESOLUTION WAS CARRIED BY A REQUISITE MAJORITY			

As the business before the 43rd Annual General Meeting of the Company had been transacted, Chairman thanked all those present and concluded the meeting with National Anthem.

M.K.
23/9/17
COMPANY SECRETARY


CHAIRMAN