

<p>कोल इण्डिया लिमिटेड महाराष्ट्र कंपनी 3 तल्ला, कोर-2, प्रेमिसेस-04-एमआर, प्लॉट-ए एफ-III, एक्शन एरिया-1A, न्यूटाउन, राजरहट, कोलकाता-700156 फोन 033-23246526, फॅक्स-033-23246510 ईमेल: mviswanathan2.cil@coalindia.in वेबसाइट: www.coalindia.in</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- L23109WB1973GOI028844</p>
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Ref.No.CIL:XI(D):4156:2020:

Dated: 29.09.2020

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 46th AGM of Coal India Limited

Dear Sir,

We are enclosing the Minutes of the 46th Annual General Meeting of Coal India Limited held on **Wednesday, the 23rd Sep' 2020 at 10.30 A.M through VC.**

This is for your information and records please.

Yours faithfully,

M/V
29/9/20

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

Enc: As above



COAL INDIA LIMITED

Minutes of 46th Annual General Meeting of Coal India Limited held on Wednesday, the 23rd September'2020 at 10.30 A.M. at CIL (Hqs), Coal Bhawan, Board Room 5th Floor Kolkata-700156 through Video Conferencing.

Meeting commenced at 10.30 A.M. and concluded at 1.45 P.M.

IN ATTENDANCE :-

Shri Pramod Agrawal	- Chairman
Shri V.K.Tiwari	- Director- Through V.C. from MoC,New Delhi
Ms. Yatinder Prasad	- Director- Through V.C. from MoC,New Delhi
Shri B.Dayal	- Director
Shri R.P.Srivastava	- Director
Shri S.Soni	- Director
Shri S.N.Tiwary	- Director

292 Shareholders attended the meeting, including 22 speakers

BY INVITATION:-

Sri. R.N.Ray	- MD, M/s. Ray & Ray., Statutory Auditor for 2019-20- Through V.C. from Kolkata
CS. P.N.Parikh & CS Jigyasa Vaid	- Partner, M/s. Parikh & Associates., Secretarial Auditor for 2019-20- Through V.C. from Mumbai
Shri Neeraj D. Joshi	- M/s Dhananjay V Joshi, Cost Auditor of the company- Through V.C. from Pune
Cs. Mohan Ram Goenka	- MR & Associates, Scrutinizer (E-voting and Instapoll at AGM)- - Through V.C. from Kolkata

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 Pramod Agrawal, Chairman-cum-Managing Director took the chair. He then welcomed the participants to 46th Annual General Meeting of the company and called the meeting to order. This meeting was also being webcast live at www.coalindia.in.

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

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laid before the meeting and are available online in NSDL website, remained open and accessible for inspection during the continuance of the meeting.

Chairman then informed that Auditors Reports on the Standalone and Consolidated Financial Statements and the Secretarial Audit Report of the company for the financial year ended March'31, 2020 did not contain any qualification, reservations, adverse remarks. However it contained Matter of Emphasis and Observations and hence taken as read. Chairman then read his speech.

Chairman then advised the members who were already registered in VC as Speakers 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 2019-20. Following Shareholders viz. S/Shri Kaushik Shahukar, Gautam Nandy, S.S. Bhattacharya, Saket Kapoor, Santosh Saraf, Sarbananda Gattani, Jaydip Bakshi, Abhirup Nandy, T.K. Majumdar, Sharadkumar J. Shah, Tarak Nath Chakraborty, Amit kr Banerjee, Abhijit Panda, Dr PR.Chokalingam, Bimal Krishna Sarkar, J.Abhishek, K.G. Danwani, Sujan Modak, Bharat Raj, Y.Y. Rangwala, Priyadarshan Ramakrishna Naik, Umesh Chand Goyal and Manoj Kumar Gupta raised questions about the physical performance of the company during 2019-20 and till date, Audited Accounts of 2019-20 and other relevant matters. Chairman then replied to various questions raised by the members, Addl. Secy. (Coal) replied to queries pertaining to policy issues and D(F) replied to the questions pertained to finance.

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 September'2020 at 09.00 A.M. and concluded on 20th September'20 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 Instapoll e-voting. Proxies were neither allowed to attend the AGM nor allowed to cast their vote by Instapoll e-voting.

Company Secretary then apprised the members, the procedure to be followed for Instapoll e-voting. He also informed that company had appointed CS. Mohan Ram Goenka of M/s. MR & Associates, Practicing Company Secretary, Kolkata as Scrutinizer to conduct e-voting and Instapoll 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& Instapoll e-voting)

“RESOLVED THAT Audited Financial Statements (Standalone) of the Company including Audited Balance Sheet as at 31st March, 2020, Profit & Loss Account for the financial year

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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, 2020, 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 & Instapoll e-voting)

"RESOLVED THAT approval be and is hereby given that Interim dividend paid @ Rs. 12 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 2019-20."

ITEM No. 3

Resolution required: Ordinary Resolution Mode of Voting: (E-voting & Instapoll 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, Shri Binay Dayal, Director who retired by rotation and being eligible, offered himself for re-appointment be and is hereby re-appointed as Director of the company for the balance period of his tenure or until further order from Ministry of Coal. He shall be liable to retire by rotation"

SPECIAL BUSINESS:-

ITEM No. 4

Resolution required: Special Resolution Mode of Voting: (E-voting & Instapoll e-voting)

" RESOLVED THAT pursuant to the provisions of Sections 149 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), approval be and is hereby given for creation of Board level post of Director(Business Development) in CIL as per the provisions of Companies Act 2013, SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and DPE Guidelines".

ITEM No. 5

Resolution required: Ordinary Resolution Mode of Voting: (E-voting & Instapoll e-voting)

" RESOLVED THAT pursuant to the provisions of Sections 152 and any other applicable provisions of the Companies Act, 2013 and the rules made thereunder (including any statutory

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modification(s) or re-enactment thereof for the time being in force) and provisions of any other guidelines issued by relevant authorities, Shri Pramod Agrawal [DIN:00279727], who was appointed by the Board of Directors as an Additional Director to function as Chairman-cum-Managing Director of the Company with effect from 1st Feb' 2020 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 Whole time Director to function as Chairman-cum-Managing Director of the Company w.e.f 1st Feb' 2020 to 30th June 2023 or until further orders, in terms of Ministry of Coal letter no-21/11/2019-BA dated 9th December'2019. He is not liable to retire by rotation."

ITEM No. 6

Resolution required: Ordinary Resolution Mode of Voting: (E-voting & Instapoll e-voting)

" **RESOLVED THAT** pursuant to the provisions of Sections 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 V.K.Tiwari [DIN: 03575641], who was appointed by the Board of Directors as an Additional Director of the Company with effect from 29th Nov' 2019 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 an Official part time Director of the Company w.e.f 29th Nov' 2019 and until further orders, in terms of Ministry of Coal letter no-21/3/2011-ASO/BA dated 29th Nov' 2019. He is liable to retire by rotation"

ITEM No. 7

Resolution required: Ordinary Resolution Mode of Voting: (E-voting & Instapoll e-voting)

" **RESOLVED THAT** pursuant to the provisions of Sections 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 S.N.Tiwary [DIN:07911040], who was appointed by the Board of Directors as an Additional Director to function as Director(Marketing) of the Company with effect from 1st Dec'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, be and is hereby appointed as Whole time Director to function as Director(Marketing) of the Company w.e.f 1st Dec'2019 to 30th Apr'2022 i.e date of his superannuation or until further orders, in terms of Ministry of Coal letter no-21/07/2019-BA dated 4th Nov' 2019. He is liable to retire by rotation."

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ITEM No. 8

Resolution required: Ordinary Resolution Mode of Voting: (E-voting & Instapoll e-voting)

" **RESOLVED THAT** pursuant to the provisions of Sections 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, Ms. Yatinder Prasad [DIN:08564506], who was appointed by the Board of Directors as an Additional Director of the Company with effect from 24th August' 2020 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 an Official part time Director of the Company w.e.f 24th August' 2020 and until further orders, in terms of Ministry of Coal letter no-21/3/2011-ASO/BA dated 24th August' 2020. She is liable to retire by rotation."

ITEM No. 9

Resolution required: Ordinary Resolution Mode of Voting: (E-voting & Instapoll 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. 4,00,000/-, out of pocket expenditures and applicable taxes as set out in the explanatory statement to this Resolution and payable to M/s, Dhananjay V. Joshi & Associates, Cost Auditor (Registration Number '000030) 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, 2020 be and is hereby ratified.."

Chairman then advised the Shareholders who had not exercised their vote by electronic means to cast their vote by Instapoll based e-voting. Members can exercise their vote on each of the resolutions.

Chairman informed that the results of voting would be announced within 25th Sep'2020 and the same would be uploaded in Company's website, notice board, M/s. NSDL websites and communicated to BSE & NSE.

Scrutinizers then examined the votes polled through remote e-voting and Instapoll voting at the AGM venue and submitted Scrutinizer Report to Chairman, CIL on 24th Sep'2020. Based on the Scrutinizer Report (i.e. e-voting & Instapoll e-voting) the result was declared by Chairman on 24th Sep'2020. 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			
<u>Item No. 1 – Ordinary Resolution -</u> To receive, consider and adopt Audited Financial Statements (Standalone & Consolidated) including Balance Sheet as at 31st March, 2020, 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	5,66,39,72,748	99.947
	Against the resolution	30,23,578	0.053
	Invalid votes	0	-
THE RESOLUTION WAS CARRIED BY A REQUISITE MAJORITY			
<u>Item No. 2 – Ordinary Resolution –</u> To approve Interim dividend paid on equity shares for the financial year 2019-20 as final dividend for the year 2019-20	In favour of the resolution	5,69,27,24,975	99.999
	Against the resolution	70,187	0.001
	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 Binay Dayal [DIN- 07367625] 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. He is liable to retire by rotation.	In favour of the resolution	5,42,11,43,819	95.230
	Against the resolution	27,15,31,426	4.770
	Invalid votes	0	-
THE RESOLUTION WAS CARRIED BY A REQUISITE MAJORITY			
SPECIAL BUSINESS.			
<u>Item No. 4 – Special Resolution</u> To create a Board level post of Director (Business Development) in CIL as per the provisions of Companies Act 2013, SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (Listing Regulations) and DPE Guidelines.	In favour of the resolution	5,69,27,27,423	99.999
	Against the resolution	50,572	0.001
	Invalid votes	0	-
THE RESOLUTION WAS CARRIED BY A REQUISITE MAJORITY			

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<p><u>Item No.5 – Ordinary Resolution:</u> To appoint Shri Pramod Agrawal [DIN:00279727], as a Whole time Director to function as Chairman-cum Managing Director of the Company with effect from 1st Feb' 2020 till 30th June' 2023 or until further orders in terms of Ministry of Coal letter no-21/11/2019-BA dated 9th December'2019. He is not liable to retire by rotation.</p>	In favour of the resolution	5,66,39,25,348	99.503
	Against the resolution	2,83,17,073	0.497
	Invalid votes	0	-
THE RESOLUTION WAS CARRIED BY A REQUISITE MAJORITY			
<p><u>Item No. 6 – Ordinary Resolution :</u> To appoint Shri V.K.Tiwari [DIN: 03575641], as an Official part-time Director of the Company with effect from 29th Nov' 2019 and until further orders in terms of Ministry of Coal letter no-21/3/2011-ASO/BA dated 29th Nov' 2019 . He is liable to retire by rotation</p>	In favour of the resolution	5,40,01,73,178	94.862
	Against the resolution	29,24,96,826	5.138
	Invalid votes	0	0
THE RESOLUTION WAS CARRIED BY A REQUISITE MAJORITY			
<p><u>Item No. 7 – Ordinary Resolution :</u> To appoint Shri S.N.Tiwary [DIN:07911040], as a Whole time Director to function as Director(Marketing) of the Company with effect from 1st Dec'19 till 30th April' 2022 or until further orders in terms of Ministry of Coal letter no-21/07/2019-BA dated 4th Nov' 2019 . He is liable to retire by rotation.</p>	In favour of the resolution	5,42,06,05,750	95.221
	Against the resolution	27,20,68,476	4.779
	Invalid votes	0	-
THE RESOLUTION WAS CARRIED BY A REQUISITE MAJORITY			
<p><u>Item No. 8 – Ordinary Resolution :</u> To appoint Ms. Yatinder Prasad [DIN:08564506] as an Official part time Director of the Company w.e.f 24th August' 2020 and until further orders, in terms of Ministry of Coal letter no-21/3/2011-ASO/BA dated 24th August' 2020. She is not liable to retire by rotation.</p>	In favour of the resolution	5,40,23,64,038	94.900
	Against the resolution	29,03,10,049	5.100
	Invalid votes	0	-
THE RESOLUTION WAS CARRIED BY A REQUISITE MAJORITY			

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Item No.9 – Ordinary Resolution : To ratify remuneration of M/s. Dhananjay V. Joshi & Associates, Cost Auditor (Registration Number '000030) 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 31 st March, 2020.	In favour of the resolution	5,69,25,90,249	99.999
	Against the resolution	84,396	0.001
	Invalid votes	0	-
THE RESOLUTION WAS CARRIED BY A REQUISITE MAJORITY			

As the business before the 46th Annual General Meeting of the Company had been transacted successfully, Chairman thanked all those present and concluded the meeting.

M/Ko
29/9/20
COMPANY SECRETARY
Date of Entry :

[Signature]
CHAIRMAN