

<p>कोल इण्डिया लिमिटेड महारत्न कंपनी 3 तल्ला, कोर-2 प्रेमिसेस-04-एमआर, प्लॉट-ए एफ-III, एक्शन एरिया-1A, न्यूटाउन, रजरहट, कोलकाता-700156 फोन 033-23246526, फैक्स-033-23246510 ईमेल: <a href="mailto:mviswanathan2.cil@coalindia.in">mviswanathan2.cil@coalindia.in</a> वेबसाइट: <a href="http://www.coalindia.in">www.coalindia.in</a></p>		<p><b>Coal India Limited</b> <b>A Maharatna Company</b> <b>(A Govt. of India Enterprise)</b> 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: <a href="mailto:mviswanathan2.cil@coalindia.in">mviswanathan2.cil@coalindia.in</a> WEBSITE: <a href="http://www.coalindia.in">www.coalindia.in</a> CIN- L23109WB1973GOI028844</p>
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Ref.No.CIL:XI(D):04156:2016:

Dated: 26<sup>th</sup> Aug'2016

Listing Department,  
Bombay Stock Exchange Limited,  
14<sup>th</sup> Floor, P.J.Towers, Dalal Street,  
Mumbai – 400 001

**Sub: Announcement of Result of Postal Ballot (including remote E-voting) for buyback of equity shares of Coal India Limited (the "Company")**

**Ref. : Scrip Code 533278.**

Please refer to our intimation dated 11<sup>th</sup> July 2016 wherein we have informed you that the Board of Directors had approved the buy-back of not exceeding 10,89,55,223 fully paid-up equity shares of face value Rs.10/- each from all the existing shareholders/ beneficial owners of Equity Shares of the Company, at a price of Rs. 335/- per Equity Share payable in cash, for an aggregate consideration not exceeding Rs. 3,650 crores on a proportionate basis, through the "Tender Offer" process (the "Buy-back").

We also refer to our letter dated 19<sup>th</sup> July 2016 wherein we had submitted our Postal Ballot Notice dated 11<sup>th</sup> July 2016 seeking approval of the Members through special resolution for the Buy-back. Post-closing of the voting period on 24<sup>th</sup> August 2016, the Scrutinizer had submitted his report on the results of Postal Ballot (including remote E-voting) to the Company on 26<sup>th</sup> August 2016.

Pursuant to Regulation 44(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), we would like to inform you that the Special Resolution mentioned in the aforesaid Postal Ballot Notice had been passed by the Members of the Company by requisite majority.

Hence please find the enclosed, the results of voting in the format specified in the Listing Regulations alongwith the Scrutinizer's Report and extracts of Special Resolution as approved by shareholders are annexed hereto as Annexure A ,B & C respectively for your reference.

Yours faithfully,

*M<sup>18</sup> 26/8/16*  
(M.Viswanathan/एम.विस्वनाथन)

Company Secretary/कंपनी सचिव  
& Compliance Officer/कम्प्लायंस ऑफिसर

Encl: As above

Date of the AGM	NOT APPLICABLE - POSTAL BALLOT							
Total Number of Shareholders on record date	659786							
No. of Shareholders present in the Meeting either in person or through proxy:	NOT APPLICABLE							
Promoters and Promoter Group:	-							
Public:	-							
No. of Shareholders attended the meeting through Video Conferencing:	NOT APPLICABLE							
Promoters and Promoter Group:	-							
Public:	-							
Agenda-wise disclosure	-							
Item No. 1	-							
Details of Agenda	Special Resolution under section 68, 69 and 70 of the Companies Act' 2013 for buyback of a maximum of 10,89,55,223 (Ten crore eighty nine laks fifty five thousand two hundred and twenty three) equity shares of the Compay' (representing 1.72% of the total number of equity shares in the paid capital of the Company) from all the equity shareholders on a proportionate basis through the "Tender Offer" route as prescribed under SEBI (Buyback of Securities) Regulations 1998 at a price of Rs. 335/- per equity share aggregating amount not exceeding Rs. 3650 Crores (Rupees Three Thousand Six Hundred and Fifty Crores).							
Resolution required	YES							
Whether promoter / promoter group are interested in the agenda / resolution?	YES TO THE EXTENT OF THEIR HOLDING							
CATEGORY	MODE OF VOTING	No. of shares held	No. of votes polled	% of Votes Polled on outstanding	No. of Votes - in favour	No. of Votes - against	% of Votes in favour on votes polled	% of Votes against on votes polled
Promoter and Promoter Group	E-VOTING BALLOT	5030970582	5030970582	100.00	5030970582	0	100.00	0.00
Public – Institutional holders	E-VOTING BALLOT	1129348892	850253383	75.29	850252015	1368	100.00	0.00
Public-Others	E-VOTING BALLOT	156044926	9910222	6.35	9791019	119203	98.80	1.20
			660351	0.42	569871	90480	86.30	13.70
Total		6316364400	5891794538	93.28	5891583487	211051	100.00	0.00



# A. K. LABH

M.Com., MBA, FCS, ACMA (ICAI), ACSI (Lond)  
DIM, DHRD, PGHDSM, DIRPM  
Practicing Company Secretary



# A. K. LABH & Co.

*Company Secretaries*

40, Weston Street, 3rd Floor, Kolkata - 700 013  
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e-mail : aklabh@aklabh.com / aklabhcs@gmail.com

Website : www.aklabh.com

## SCRUTINIZER'S REPORT

To  
The Chairman  
Coal India Limited  
Coal Bhawan  
Premises No-04-MAR  
Plot-AF-III, Action Area-1A  
New Town, Rajarhat  
Kolkata - 700156  
West Bengal

*Dear Sir,*

- (1) We have been appointed as Scrutinizer by the Company for conducting the postal ballot and e-voting process in a fair and transparent manner in terms of the resolution of the Board of Directors of the Company dated 11<sup>th</sup> July, 2016.
- (2) The management of the Company is responsible to ensure the compliance with the requirements of the Companies Act, 2013 and Rules relating to e-voting and postal ballot on the resolution contained in the Notice of the postal ballot and e-voting dated the 11<sup>th</sup> July, 2016. Our responsibility as a scrutinizer for the voting process through electronic means and postal ballots is restricted to make a Scrutinizer's Report of the votes cast "in favour" or "against" the resolution, based on the reports generated from the e-voting system of National Securities Depository Limited (NSDL) and of voting received through postal ballots as provided by M/s Alankit Assignments Limited, New Delhi, the agencies engaged by the Company to provide e-voting / postal ballot facilities.
- (3) We submit our report as under :
  - (a) The Company has completed the dispatch of physical postal ballot forms (containing e-voting instructions) along with postage prepaid self-addressed envelope and postal ballot (containing e-voting instructions) via electronic mode by 25<sup>th</sup> day of July, 2016 to its Members whose name(s) appeared on the Register of Members / list of beneficiaries as on the 15th day of July, 2016.
  - (b) The postal ballot forms were kept under our safe custody in sealed and tamper proof ballot boxes.





- (c) The ballot boxes were opened after 5 p.m. on Wednesday, 24<sup>th</sup> day of August, 2016, in our presence.
- (d) The postal ballot forms were duly opened in our presence and scrutinized.
- (e) Particulars of all the postal ballot forms received from the Members have been entered in a register separately maintained for the purpose.
- (f) All postal ballot forms received on or before 5 p.m. on Wednesday, 24<sup>th</sup> day of August, 2016, the last date as fixed by the Company for receipt of the forms, were considered for our scrutiny.
- (g) Envelopes containing postal ballot forms received after 5 p.m. on Wednesday, 24<sup>th</sup> day of August, 2016, *if any*, were not considered for our scrutiny.
- (h) We did not find any defaced ballot paper.
- (i) Members were provided the opportunity to cast their vote(s) through electronic voting system in terms of the platform as provided by NSDL e-voting system ([www.evoting.nsdl.com](http://www.evoting.nsdl.com)).
- (j) The e-voting period remained open from 9:30 A.M. IST on Tuesday, the 26<sup>th</sup> day of July, 2016 up to 5:00 P.M. IST on Wednesday, the 24<sup>th</sup> day of August, 2016.
- (k) The Shareholders holding shares as on the "cut off" date, i.e. 15<sup>th</sup> day of July, 2016 were entitled to vote on the proposed resolution as mentioned in the notice of the postal ballot and e-voting dated 11<sup>th</sup> day of July, 2016.
- (l) The result of the electronic voting was downloaded after 5 p.m. on Wednesday, 24<sup>th</sup> day of August, 2016 from NSDL website providing the platform for e-voting system ([www.evoting.nsdl.com](http://www.evoting.nsdl.com)) and were unblocked in the presence of two witnesses, namely, Ms. Amrita Sampat, residing at 59, Kalicharan Ghosh Road, Kolkata – 700050 and Mr. Biswarup Ganguly, residing at 27/2, Suren Tagore Road, Kolkata – 700019 and has been included in our report.
- (m) The consolidated summary of the votes casted [aggregate of Physical and Electronic Voting System (EVEN: 104348)] is as follows :-



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DIM, DHRD, PGHDSM, DIRPM  
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Company Secretaries

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e-mail : aklabh@aklabh.com / aklabhcs@gmail.com  
Website : www.aklabh.com

## SPECIAL BUSINESS:

### Resolution: Special Resolution

#### Approval for Buyback of Equity Shares

##### (i) Voted in favour of the Resolution:

Mode of voting	Number of Members voted	Number of votes cast by them	% of total number of valid votes cast
E-voting	3818	5891013616	
Voting by ballot	3781	569871	
<b>Total</b>	<b>7599</b>	<b>5891583487</b>	<b>99.9964%</b>

##### (ii) Voted against the Resolution:

Mode of voting	Number of Members voted	Number of votes cast by them	% of total number of valid votes cast
E-voting	639	120571	
Voting by ballot	602	90480	
<b>Total</b>	<b>1241</b>	<b>211051</b>	<b>0.0036%</b>

##### (iii) Invalid Votes:

Total number of members whose votes were declared invalid	Total number of votes cast by them
109	11227



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4. The proposed resolution has therefore been approved by the Shareholders of the Company with requisite majority.
5. You may accordingly declare the result of e-voting and Postal Ballot.
6. The postal ballot forms, e-voting register and other related papers / registers and records shall remain in our safe custody until the Chairman considers, approves and signs the minutes of postal ballot and e-voting.

Thanking You,

Yours truly  
For A. K. LABH & Co.  
*Company Secretaries*

  
(CS A. K. LABH)  
*Practicing Company Secretary*  
FCS - 4848 / CP No. - 3238



Place: Kolkata  
Dated: 26.08.2016

*Witness :*

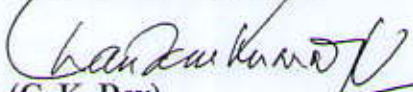
1. *Amrita Sampat*

(*Amrita Sampat*)  
59, Kalicharan Ghosh Road  
Kolkata - 700 050

2. *Biswarup Ganguly*

(*Biswarup Ganguly*)  
27/2, Suren Tagore Road  
Kolkata - 700 019

Received the Report of the Scrutinizer  
For Coal India Limited

  
(C. K. Dey)  
Director (Finance) 26/08/2016





**EXTRACT FROM THE SPECIAL RESOLUTION PASSED THROUGH POSTAL BALLOT AND REMOTE E-VOTING AND DECLARATION OF RESULTS ON 26.08.16**

**1. APPROVAL FOR BUYBACK OF EQUITY SHARES**

**SPECIAL BUSINESS:**

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

"RESOLVED THAT pursuant to the provisions of Sections 68, 69, 70 and 110 and all other applicable provisions, if any, of the Companies Act, 2013, as amended, the Companies (Share Capital and Debentures) Rules, 2014 (the "Share Capital Rules") to the extent applicable, and in compliance with the Buyback Regulations, including any amendments, statutory modifications or re-enactments, for the time being in force and in accordance with Article 23 of the Articles of Association of the Company and subject to such other approvals, permissions, sanctions and exemptions as may be necessary and subject to such conditions and modifications, if any, as may be prescribed or imposed by the appropriate authorities while granting such approvals, permissions, sanctions and exemptions, which may be agreed by the Board of Directors of the Company (hereinafter referred to as the "Board", which expression shall include any Committee constituted by the Board to exercise its powers, including the powers conferred by this Resolution), consent of the members be and is hereby accorded for the buyback by the Company of its fully paid-up equity shares of ₹10/-each not exceeding 10,89,55,223 (Ten crore eighty nine lakhs fifty five thousand two hundred and twenty three) equity shares (representing 1.72% of the total number of equity shares in the paid-up share capital of the Company) at a price of ₹335/- (Rupees Three hundred and thirty five only) per equity share (the "Buy Back Offer Price") payable in cash for an aggregate consideration not exceeding ₹ 3650 crores (Rupees Three Thousand Six hundred and Fifty Crores only) (the "Buyback Offer Size") which is not exceeding 25% of the aggregate of the fully paid-up share capital and free reserves as per the audited accounts of the Company for the financial year ended March 31, 2016, from the equity shareholders of the Company, as on the record date, on a proportionate basis, through the Tender Offer route as prescribed under the Buyback Regulations (hereinafter referred to as the "Buyback").

RESOLVED FURTHER THAT the Company, to the extent legally permissible, implement the Buyback using the "Mechanism for acquisition of shares through Stock Exchange" notified by SEBI vide circular CIR/CFD/POLICYCELL/1/2015 dated April 13, 2015.

RESOLVED FURTHER THAT such Buyback be made out of the Company's free reserves, and / or such other sources as may be permitted by law through "Tender Offer" route and as required by the Buyback Regulations and the Companies Act, the Company may buyback equity shares from all the existing members holding equity shares of the Company on a proportionate basis, provided 15% (fifteen percent) of the number of equity shares which the Company proposes to buyback or number of equity shares entitled as per the shareholding of small shareholders as on the record date, whichever is higher, shall be reserved for the small shareholders, as prescribed under proviso to Regulation 6 of the Buyback Regulations.

RESOLVED FURTHER THAT the Buyback from non-resident members holding equity shares of the Company, Overseas Corporate Bodies (OCBs), Foreign Institutional Investors (FIIs) / Foreign Portfolio Investors (FPIs) and



shareholders of foreign nationality, if any, etc. shall be subject to such approvals if, and to the extent necessary or required from the concerned authorities including approvals from the Reserve Bank of India under the Foreign Exchange Management Act, 1999 and the rules, regulations framed thereunder, if any.

**RESOLVED FURTHER THAT** the Board be and is hereby authorized to give effect to the aforesaid resolutions and may delegate all or any of the power(s) conferred hereinabove as it may in its absolute discretion deem fit, to any Director(s) / Officer(s) / Authorised Representative(s) / Committee ("Buyback Committee") of the Company in order to give effect to the aforesaid Resolutions, including but not limited to finalizing the terms of the Buyback like record date, entitlement ratio, the timeframe for completion of Buyback; appointment of intermediaries / agencies, as may be required, for the implementation of the Buyback; Preparation, signing and filing of the Public Announcement, the Draft Letter of Offer / Letter of Offer with the Securities and Exchange Board of India, the stock exchanges and other appropriate authorities and to make all necessary applications to the appropriate authorities for their approvals including but not limited to approvals as may be required from the Securities and Exchange Board of India, Reserve Bank of India under the Foreign Exchange Management Act, 1999 and the rules, regulations framed thereunder; and to initiate all necessary actions for preparation and issue of various documents including letter of offer, opening, operation and closure of necessary accounts including escrow account with the bank, entering into agreements, release of public announcement, filing of declaration of solvency, obtaining all necessary certificates and reports from statutory auditors and other third parties as required under applicable law, extinguishment of dematerialized shares and physical destruction of share certificates in respect of the equity shares bought back by the Company, and such other undertakings, agreements, papers, documents and correspondence, under the Common Seal of the Company, as may be required to be filed in connection with the Buyback with the Securities and Exchange Board of India, Reserve Bank of India, Stock Exchanges, Registrar of Companies, Depositories and / or other regulators and statutory authorities as may be required from time to time.

**RESOLVED FURTHER THAT** nothing contained herein shall confer any right on the part of any shareholder to offer and / or any obligation on the part of Company or the Board or the Buyback Committee to Buyback any shares, and / or impair any power of the Company or the Board or the Buyback Committee to terminate any process in relation to such Buyback, if so permissible by law.

**RESOLVED FURTHER THAT** for the purpose of giving effect to this Resolution, the Board and / or **Sri S. Bhattacharya, Chairman- cum- Managing Director** be and are hereby jointly and/or severally empowered and authorised on behalf of the Company to accept and make any alteration(s), modification(s) to the terms and conditions as it may deem necessary, concerning any aspect of the Buyback, in accordance with the statutory requirements as well as to give such directions as may be necessary or desirable, to settle any questions, difficulties or doubts that may arise and generally, to do all acts, deeds, matters and things as the Board and / or any person authorised by the Board of Directors may, in absolute discretion deem necessary, expedient, usual or proper in relation to or in connection with or for matters consequential to the Buyback without seeking any further consent or approval of the members or otherwise to the end and intent that they shall be deemed to have given their approval thereto expressly by the authority of this Resolution."

M. K. 26/8/16  
COMPANY SECRETARY Anathan  
कंपनी सचिव / Company Secretary  
कोल इंडिया लिमिटेड / Coal India Limited  
कोल भवन, 3तल्ला, कोर-2 / Coal Bhawan, 3rd floor, Core-2  
राजारहट, कोलकाता-700156/ Rajarhat, Kolkata-700156