


<p>कोल इण्डिया लिमिटेड महारत्न कंपनी 3 तल्ला, कोर-2 प्रेमिस-04-एमआर, प्लॉट-ए एफ-III, एक्शन एरिया-1A, न्यूटाउन, रजरहट, 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):4156/4157:2018: 21840,

Dated: 3rd Oct'2018

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 44th AGM of Coal India Limited

Dear Sir,

This is with reference to our letter No.CIL:XI(D):04156/04157:2018 dated 12.09.2018. We are enclosing the Minutes of 44th Annual General meeting of Coal India Limited held on **Wednesday, the 12th September'2018 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
3/10/18

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

Enc: As above



COAL INDIA LIMITED

Minutes of 44th Annual General Meeting of Coal India Limited held on Wednesday, the 12th September'2018 at 10.30 A.M. at Science City, Main Auditorium, JBS Haldane Avenue, Kolkata.

Meeting commenced at 10.30 A.M. and concluded at 1.45 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. K. Pathak	- Director
Shri Vinod Jain	- Director
Shri V.K.Thakral	- Director
Shri B.L.Gajipara	- Director
Shri C.K. Dey	- Director
Shri S.N. Prasad	- Director
Shri B.Dayal	- Director
Shri R.P.Srivastava	- Director

9461	Members holding	4,96,558	shares.
1879	Proxies holding	13,62,479	shares.
21	Authorised Person holding	4,197	shares

11361

18,63,234

BY INVITATION:-

Sri S.C. Chaturvedi	- Sr. Partner, M/s. S.C. Chaturvedi & Co., Statutory Auditor for 2017-18.
Sri A.K. Maitra	- Partner, M/s. Vinod Kothari & Co., Secretarial Auditor for 2017-18
Sri A.K.Labh	- A.K.Labh & Co, Scrutinizer for (E-voting and Tab based voting at AGM venue)

IN ATTENDANCE :

Sri M. Viswanathan	- Company Secretary
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ME

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 44th 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 CA S.C. Chaturvedi, Sr. Partner, M/s. S.C. Chaturvedi & Co, Statutory Auditor 2017-18 to read Audit Report 2017-18 which he did. Chairman then advised CS. A.K. Maitra, Partner, M/s. Vinod Kothari & Co., Secretarial Auditor for 2017-18 to read their observations of Secretarial Auditor along with the reply given by the Management for the year 2017-18, 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, AGM notice, performance of the Company and agenda of Annual General Meeting of 2017-18. Following Shareholders viz. S/Shri S.S. Bhattacharya, Santosh Kumar Saraf, Firoz Tandon, S.N. Pal, Arabinda Basu, Amrit Khanna, Gautam Nandi, Abirup Nandi, A.S. Roy, Atanu Saha, K.L. Mallick, Soumitra Dey, Tarak Nath Chakraborty, Amit Kumar Banerjee, Asit Kumar Saha, S.K. Chowdhary and Ashok Kumar Roy raised questions about the physical performance of the company during 2017-18 and till date, Audited Accounts 2017-18 and other relevant matters. Functional Directors and 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 8th September'2018 at 09.00 A.M. and concluded on 11th September'2018 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. He then advised the members and proxies to cast their vote on the resolution proposed in the AGM notice dated 10th July'2018.

M/E

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, 2018, 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 Audited Financial Statements (Consolidated) including Audited Balance Sheet as at 31st March, 2018, Profit & Loss Account for the financial year ended on that date and report of Statutory Auditor thereon and comments, if any, 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 for Interim dividend paid @ Rs. 16.50 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 2017-18.”

ITEM No. 3

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

“RESOLVED THAT Shri Rajesh Kumar Sinha [DIN-05351383], Director 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, offered his candidature for re-appointment be and is hereby re-appointed as Director of the company. He shall be liable to retire by rotation”

M K

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 as amended by Companies (Amendment) Act 2017 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 B.L. Gajipara**, [DIN:07947068], 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 22nd September’ 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 his candidature for the office of the Director, be and is hereby appointed as an Independent Director of the Company w.e.f 22nd September’ 2017 till 5th September’ 2020 or until further orders, in terms of Ministry of Coal letter no-21/18/2017-BA(i) dated 6th Sep’ 2017. He is not 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 Sections 149, 152 and any other applicable provisions of the Companies Act, 2013 as amended by Companies (Amendment) Act 2017 and the rules made thereunder and provisions of any other guidelines issued by relevant authorities (including any statutory modification(s) or re-enactment thereof for the time being in force), **Shri B. Dayal** [DIN- 07367625], who was appointed by the Board of Directors as an Additional Director to function as Director(Technical)of the Company with effect from 11th October’ 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 his candidature for the office of the Director, be and is hereby appointed as a Whole time Director of the Company w.e.f 11th October’ 2017 to hold office upto 31st January’ 2022 i.e the date of his superannuation or until further orders, whichever is earlier in terms of Ministry of Coal letter no-21/8/2017-BA dated 10th October’ 2017. He shall be liable to retire by rotation”

ITEM No. 6**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 by Companies (Amendment) Act 2017 and the rules made thereunder and provisions of any other guidelines issued by relevant authorities (including any statutory modification(s) or re-enactment thereof for the time being in force), **Shri R P Srivastava** [DIN-08036468], who was appointed by the Board of Directors as an Additional Director to function as Director (Personnel) of the Company with effect from 31st January’ 2018 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 31st January’ 2018 to hold office upto 31st January’ 2021 i.e the date of his superannuation or until further orders, whichever is earlier in terms of Ministry of Coal letter no-21/9/2017-BA dated 25th January’ 2018. He shall be liable to retire by rotation”.

ITEM No. 7**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 by Companies (Amendment) Act 2017 and the rules made thereunder and provisions of any other guidelines issued by relevant authorities (including any statutory modification(s) or re-enactment thereof for the time being in force), **Shri A.K.Jha** [DIN-06645361], 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 18th May’ 2018 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 18th May’ 2018 to hold office upto 31st January’ 2020 i.e the date of his superannuation or until further orders, whichever is earlier in terms of Ministry of Coal letter no-21/3/2017-BA dated 18th May’ 2018. He shall not be liable to retire by rotation”.

MR

ITEM No. 8**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 cost records of CIL (Standalone) for the financial year ended 31st March, 2018 be and is hereby ratified”.

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 14th September'2018 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 13th Sept'18. Based on the Scrutinizer Report (i.e. e-voting & Tab based e-voting) the result was declared by Chairman on 13th September'2018. The result of each item of agenda was as under:-

M R

PARTICULARS	Type	Number of Shares for which votes cast	Percentage of votes to total number of valid votes cast
<u>ORDINARY BUSINESS</u>			
Item No. 1 – Ordinary Resolution - To receive, consider and adopt Audited Financial Statements (Standalone & Consolidated) including Balance Sheet as at 31st March, 2018, 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	5,85,02,06,023	99.9714
	Against the resolution	16,75,573	0.0286
	Invalid votes	0	-
THE RESOLUTION WAS CARRIED BY A REQUISITE MAJORITY			
Item No. 2 – Ordinary Resolution – To confirm payment of Interim dividend paid @ Rs. 16.50 per share for the financial year 2017-18 as final dividend	In favour of the resolution	5,87,37,89,679	99.9996
	Against the resolution	2,60,53	0.0004
	Invalid votes	0	-
THE RESOLUTION WAS CARRIED BY A REQUISITE MAJORITY			
Item No. 3 – Ordinary Resolution- To appoint a Director in place of Shri Rajesh Kumar Sinha [DIN-05351383] 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	5,84,83,10,642	99.5662
	Against the resolution	2,54,77,876	0.4338
	Invalid votes	0	-
THE RESOLUTION WAS CARRIED BY A REQUISITE MAJORITY			
<u>SPECIAL BUSINESS.</u>			
Item No. 4 – Ordinary Resolution- To appoint Shri B.L. Gajipara, [DIN:07947068] as an Independent Director of the company w.e.f 22nd September 2017 till 5th September 2020 or until further orders, in terms of Ministry of Coal letter no-21/18/2017-BA(i) dated 6th Sep 2017. He is not liable to retire by rotation.	In favour of the resolution	5,87,25,33,173	99.9787
	Against the resolution	12,53,973	0.0213
	Invalid votes	0	-
THE RESOLUTION WAS CARRIED BY A REQUISITE MAJORITY			

MK


<p>Item No.5 – Ordinary Resolution:</p> <p>To appoint Shri Binay Dayal [DIN-07367625], to function as Director (Technical) of the company w.e.f 11th October 2017 and to hold office upto 31st January 2022 or until further orders, in terms of Ministry of Coal letter no-21/8/2017-BA dated 10th October 2017. He is liable to retire by rotation.</p>	In favour of the resolution	5,84,58,66,909	99.5247
	Against the resolution	2,79,19,489	0.4753
	Invalid votes	0	-
THE RESOLUTION WAS CARRIED BY A REQUISITE MAJORITY			
<p>Item No. 6 – Ordinary Resolution:</p> <p>To appoint Shri R P Srivastava [DIN-08036468], to function as Director (Personnel) of the company w.e.f 31st January 2018 and to hold office upto 31st January 2021 or until further orders, in terms of Ministry of Coal letter no-21/9/2017-BA dated 25th January' 2018. He is liable to retire by rotation.</p>	In favour of the resolution	5,87,10,84,371	99.9539
	Against the resolution	27,05,113	0.0461
	Invalid votes	0	0
THE RESOLUTION WAS CARRIED BY A REQUISITE MAJORITY			
<p>Item No. 7 – Ordinary Resolution:</p> <p>To appoint Shri A.K.Jha [DIN-06645361], to function as Chairman cum Managing Director of the company w.e.f 18th May 2018 and to hold office upto 31st January 2020 or until further orders, in terms of Ministry of Coal letter no-21/3/2017-BA dated 18th May 2018. He is not liable to retire by rotation.</p>	In favour of the resolution	5,85,56,24,818	99.7816
	Against the resolution	1,28,14,812	0.2184
	Invalid votes	0	-
THE RESOLUTION WAS CARRIED BY A REQUISITE MAJORITY			
<p>Item No. 8 – Ordinary Resolution:</p> <p>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, 2018</p>	In favour of the resolution	5,87,23,96,923	99.9764
	Against the resolution	13,88,926	0.0236
	Invalid votes	0	-
THE RESOLUTION WAS CARRIED BY A REQUISITE MAJORITY			

ME

As the business before the 44th Annual General Meeting of the Company had been transacted, Chairman thanked all those present and concluded the meeting with National Anthem.

M'K
20/9/18

COMPANY SECRETARY


20/9/18

CHAIRMAN