



## COAL INDIA LIMITED

A Maharatna Company

CIN: L23109WB1973GOI028844

Registered 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.cil@coalindia.in, Website: www.coalindia.in

### ADDENDUM TO THE NOTICE OF 42ND ANNUAL GENERAL MEETING

Addendum to the Notice ("Original Notice") of 42nd Annual General Meeting (AGM) of the Members of "Coal India Limited" to be held on Wednesday, the 21st September'2016 at 10.30 A.M. at Science City, Main Auditorium, JBS Haldane Avenue, Kolkata – 700046.

Whereas circumstances have arisen after publication of Original Notice requiring certain additions/modifications to the Original Notice, therefore, Members are hereby notified as follows:

This addendum shall be deemed to be a part of the Original Notice, and shall be read along with Original Notice. Further, Original Notice shall be deemed amended as provided herein:

**1. Item no 3 of the Original Notice be deemed to be substituted by the following:**

**ORDINARY BUSINESS**

**ITEM NO. 3**

To appoint a director in place of Shri C.K.Dey [DIN-03204505] 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.

**2. Insertion of a new item as Item no 11 in the Original Notice**

**SPECIAL BUSINESSES:**

**ITEM NO.11.**

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 and provisions of any other guidelines issued by relevant authorities and any other applicable laws (including any statutory modification(s) or re-enactment thereof for the time being in force), **Shri R P Gupta [DIN-03388822]** who was appointed by the Board of Directors as an Additional Director of the Company with effect from 5th August' 2016 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 5th August' 2016 and until further orders, in terms of Ministry of Coal letter no-21/3/2011-ASO dated 5th August' 2016. He shall be liable to retire by rotation."



**3. Insertion of a new item as Item no 12 in the Original Notice**

**SPECIAL BUSINESSES:**

**ITEM NO: 12**

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 and provisions of any other guidelines issued by relevant authorities and any other applicable laws (including any statutory modification(s) or re-enactment thereof for the time being in force), **Shri Rajesh Kumar Sinha [DIN-05351383]** who was appointed by the Board of Directors as an Additional Director of the Company with effect from 5th August' 2016 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 5th August' 2016 and until further orders, in terms of Ministry of Coal letter no-21/3/2011-ASO dated 5th August' 2016. He shall be liable to retire by rotation.”

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Email-complianceofficer.cil@coalindia.in  
Website: www.coalindia.in  
Date: 19th August' 2016

By order of the Board of Directors  
For Coal India Limited

Sd/-  
(M.VISWANATHAN)  
Company Secretary

**NOTES:-**

1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF/HERSELF AND SUCH PROXY NEED NOT BE A MEMBER OF THE COMPANY.
2. A proxy shall not have the right to speak and shall not be entitled to vote except on a poll.
3. Proxies, if any, in order to be effective must be received at the Company's Registered Office, either in person or through post, not later than 48 hours before the time fixed for holding the meeting.
4. 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/shareholder.
5. Documents, if any, referred to in the Addendum Notice may be inspected at the Registered Office of the Company on any working day during business hours between 11.00 A.M. to 01.00 P.M. upto the date of Meeting as well as at the Meeting.
6. The Explanatory Statement pursuant to section 102(1) of the Companies Act, 2013, in respect of Special Business is enclosed.
7. The Company deems it appropriate to bring factual position to the notice of the Members of the Company by this Addendum to the AGM Notice to enable the Shareholders to exercise their voting rights through e-voting facility or at the AGM on informed basis .
8. The Addendum to the Notice of AGM is available on the website of the Company www.coalindia.in, on the website of the M/s Alankit Assignments Ltd, RTA and M/s NSDL.

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### BACKGROUND NOTE TO ITEM NO 3:

The Ministry of Coal vide letter no 21/3/2011-ASO dated 5th August' 2016 appointed Shri R P Gupta on the board of CIL vice Dr A.K.Dubey, as a part time director on the board of Company, with effect from 5th August' 2016.

Accordingly, Dr. A. K Dubey ceases to be a Director of the Company with effect from 5th August' 2016.

Dr A K Dubey was a retiring director, retiring by rotation and the Original Notice was to consider the re-appointment of Dr A K Dubey. In view of the cessation of Dr A K Dubey as a director, Dr. Dubey cannot be considered as Director liable to retire by rotation at the ensuing AGM.

However, to comply with the mandatory requirement of Section 152 of the Companies Act, 2013, Shri C.K.Dey [DIN-03204505], Director holding longest position on the Board of the Company is proposed for retirement by rotation. Being eligible he offers himself for re-appointment in the ensuing AGM.

Accordingly, Item no. 3 of the Original Notice is sought to be substituted as provided above.

Brief resume and details of Shri C.K.Dey [DIN-03204505] is provided below:

Name of Director	Shri C.K. Dey
DIN	03204505
Date of Birth	10/09/1958
Nationality	Indian
Date of appointment on the Board	01/03/2015
Qualifications	Chartered Accountant and Cost Accountant
List of Directorships held in other Public companies	NIL
Chairman/Membership of other Committee in Coal India Ltd	NIL

### 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.11:

Ministry of Coal vide letter no-21/3/2011-ASO dated 5th August' 2016 has appointed Shri R P Gupta on the board of CIL vice Dr A.K.Dubey.

The Board of Directors, vide circular resolution dated 12th August' 2016 had appointed Shri R.P Gupta [DIN-03388822] as an Additional Director of the Company with effect from 5th August' 2016, 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 R. P Gupta for the office of Director, to be appointed as such under the provisions of Section 149 of the Companies Act, 2013. The Company has received from Shri R. P Gupta (i) consent in writing to act as director in Form DIR 2 pursuant to Rule 8 of Companies (Appointment & Qualification of Directors) Rules 2014, and (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.

As the notice was received from the Ministry of Coal proposing appointment of Shri R. P Gupta as part time director of the company subsequent to the circulation of the Notice of the forthcoming Annual General Meeting stated on 11th July' 2016 to the Members, this addendum is being circulated to the Members and the Members are requested to consider, and if thought fit, to pass, with or without modification(s) the proposed resolution as an Ordinary Resolution.

Shri R. P. Gupta[55] is an IAS Officer of 1987 Batch. He did B. Tech. from IIT, Kanpur in Aeronautical Engineering. He has served many important administrative portfolios including Principal Secretary, Department of Education, Govt. of Gujarat. During his career, major achievements are as following:

- (a) Digitization of land record including village and land parcel maps and synchronizing these with geospatial imagery started resurvey of whole of Gujarat with modern technology.



- (b) Conceptualize and implemented annual assessment of quality of education in 35,000 schools of Gujarat and a very transparent completely computerized and fast system of teachers recruitment which recruits tens of thousands of teachers purely on merit in 1 month only.
- (c) Implemented first throughout the state monthly bio-metric verification system in PDS.

He assumed charge as Joint Secretary, Ministry of Coal with effect from 15.04.2015. He is a distinguished member of CCL Board as well as its sub-committees

The Board of Directors considered that in view of the background and experience of Shri R.P Gupta, it would be in the interest of the company to appoint him as a Part time Director of the Company from 5th August' 2016 and until further orders, from Gol. No Director, Key managerial personnel or their relatives, except Shri R.P Gupta to whom the resolution relates, is interested or concerned financially or otherwise in the resolution. Accordingly, the Board recommends the resolution set forth in Item no. 11 for the approval of the members.

**ITEM NO. 12:**

Ministry of Coal vide letter no-21/3/2011-ASO Dated 5th August' 2016 has appointed Shri R.K.Sinha on the board of CIL vice Smt. Sujata Prasad.

The Board of Directors, vide circular resolution dated 12th August' 2016 had appointed Shri Rajesh Kumar Sinha [DIN-05351383] as an Additional Director of the Company with effect from 5th August' 2016, 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 Rajesh Kumar Sinha for the office of Director, to be appointed as such under the provisions of Section 149 of the Companies Act, 2013 The Company has received from Shri Rajesh Kumar Sinha (i) consent in writing to act as director in Form DIR 2 pursuant to Rule 8 of Companies (Appointment & Qualification of Directors) Rules 2014, and (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.

As the notice was received from the Ministry of Coal proposing appointment of Shri R.K. Sinha as part time director of the company subsequent to the circulation of the Notice of the forthcoming Annual General Meeting stated on 11th July' 2016 to the Members, this addendum is being circulated to the Members and the Members are requested to consider, and if thought fit, to pass, with or without modification(s) the proposed resolution as an Ordinary Resolution.

Shri Rajesh Kumar Sinha [51] is an IAS officer of 1994 Batch, Kerala Cadre. Presently he is posted as Joint Secretary, Ministry of Coal, Government of India. Prior to this, Shri Sinha has also held the post of Collector, Idukki, Kerala and GM, Kerala Fin Corpn. in his Cadre, Director, Ministry of Urban Development, Registrar of Delhi University, Secretary Finance (Exp.) Govt. of Kerala before joining as Joint Secretary in Ministry of Coal. He has been appointed as Official part time Director on NCL Board w.e.f 20/04/2015.

The Board of Directors considered that in view of the background and experience of Shri Rajesh Kumar Sinha, it would be in the interest of the company to appoint him as a Part time Director of the Company from 5th August' 2016 and until further orders, from Gol. No Director, Key managerial personnel or their relatives, except Shri Rajesh Kumar Sinha to whom the resolution relates, is interested or concerned financially or otherwise in the resolution. Accordingly, the Board recommends the resolution set forth in Item no. 12 for the approval of the members.

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