



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

NOTICE

Dated: 11th July' 2016

Notice of Forty-Second Annual General Meeting of Coal India Limited

NOTICE is hereby given to the members of Coal India Limited that the Forty-Second Annual General Meeting of the Company will be held on **Wednesday, the 21st September 2016 at 10.30 A.M** at Science City, Main Auditorium, JBS Haldane Avenue, Kolkata – 700046 to transact the following businesses:

ORDINARY BUSINESSES:

1. To receive, consider and adopt:
 - a. the Standalone Audited Financial Statements of the Company for the financial year ended March 31, 2016 including the Audited Balance Sheet as at March 31, 2016 and Statement of Profit & Loss for the year ended on that date and the Reports of the Board of Directors, Statutory Auditor and Comptroller and Auditor General of India thereon.
 - b. the Consolidated Audited Financial Statements of the Company for the financial year ended March 31, 2016 including the Audited Balance Sheet as at March 31, 2016 and Statement of Profit & Loss for the year ended on that date and the Report of Statutory Auditor thereon.
2. To approve the Interim dividend paid on equity shares for the Financial Year 2015-16 as final dividend for the year 2015-16.
3. To appoint a director in place of Dr A K Dubey [DIN-02766755] 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.

SPECIAL BUSINESSES:

ITEM No. 4

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

“RESOLVED THAT pursuant to provisions of Section 149, 152 read with Schedule IV and all other applicable provisions of Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 and SEBI(Listing Obligations and Disclosure Requirements)Regulations, 2015 and any other applicable law, if any (including any statutory modification(s) or re-enactment thereof for the time being in force), Ms. Loretta Mary Vas [DIN-02544627] who was appointed as an Additional Director (Independent) of the Company by the Board of Directors with effect from 17th November' 2015 and who holds office until the date of this AGM 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 his intention to propose Ms. Loretta Mary Vas 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 her appointment i.e upto 16th November' 2018 or until further orders from Govt. of India, whichever is earlier in terms of Ministry of Coal letter no-21/15/2014-ASO(Part-II)(i) Dated 17th November 2015”.



ITEM No. 5

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

“RESOLVED THAT pursuant to provisions of Section 149, 152 read with Schedule IV and all other applicable provisions of Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 and SEBI(Listing Obligations and Disclosure Requirements)Regulations, 2015 and any other applicable law, if any (including any statutory modification(s) or re-enactment thereof for the time being in force), Dr. Satish Balram Agnihotri [DIN-03390553] who was appointed as an Additional Director (Independent) of the Company by the Board of Directors with effect from 17th November’ 2015 and who holds office until the date of this AGM 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 his intention to propose Dr. Satish Balram Agnihotri 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 appointment i.e upto 16th November’ 2018 or until further orders from Govt. of India, whichever is earlier in terms of Ministry of Coal letter no-21/15/2014-ASO(Part-II)(i) Dated 17th November 2015”.

ITEM No. 6

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

“RESOLVED THAT pursuant to provisions of Section 149, 152 read with Schedule IV and all other applicable provisions of Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and any other applicable law, if any (including any statutory modification(s) or re-enactment thereof for the time being in force), Dr. D.C.Panigrahi [DIN-07355591] who was appointed as an Additional Director (Independent) of the Company by the Board of Directors with effect from 17th November’ 2015 and who holds office until the date of this AGM 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 his intention to propose Dr. D.C.Panigrahi 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 appointment i.e upto 16th November’ 2018 or until further orders from Govt. of India, whichever is earlier in terms of Ministry of Coal letter no-21/15/2014-ASO(Part-II)(i) Dated 17th November 2015”.

ITEM No. 7

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

“RESOLVED THAT pursuant to provisions of Section 149, 152 read with Schedule IV and all other applicable provisions of Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 and SEBI(Listing Obligations and Disclosure Requirements)Regulations, 2015 and any other applicable law, if any (including any statutory modification(s) or re-enactment thereof for the time being in force), Dr. Khanindra Pathak [DIN-07348780] who was appointed as an Additional Director (Independent) of the Company by the Board of Directors with effect from 17th November’ 2015 and who holds office until the date of this AGM 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 his intention to propose Dr. Khanindra Pathak 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 appointment i.e upto 16th November’ 2018 or until further orders from Govt. of India, whichever is earlier in terms of Ministry of Coal letter no-21/15/2014-ASO(Part-II)(i) Dated 17th November 2015”.

ITEM No. 8

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

“RESOLVED THAT pursuant to provisions of Section 149, 152 read with Schedule IV and all other applicable provisions of Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 and SEBI(Listing Obligations and Disclosure Requirements)Regulations, 2015 and any other applicable law, if any (including any statutory modification(s) or re-enactment thereof for the time being in force), Shri. Vinod Jain [DIN-00003572] who was appointed as an Additional Director (Independent) of the Company by the Board of Directors with effect from 17th November’ 2015 and who holds office until the date of this AGM 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 his intention to propose Shri Vinod Jain 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 appointment i.e upto 16th November' 2018 or until further orders from Govt. of India, whichever is earlier in terms of Ministry of Coal letter no-21/15/2014-ASO(Part-II)(i) Dated 17th November 2015".

ITEM No. 9.

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 Shyam Nandan Prasad [DIN-07408431], who was appointed by the Board of Directors as an Additional Director of the Company with effect from 1st February' 2016 and who holds office upto the date of this Annual General Meeting 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 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 1st February 2016 to hold office upto 30th November' 2019 i.e the date of his superannuation or until further orders, whichever is earlier in terms of Ministry of Coal letter no-21/6/2015-ASO dated 1st January' 2016. He shall be liable to retirement by rotation

ITEM No. 10.

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

"RESOLVED THAT pursuant to provisions of Section 20 of the Companies Act, 2013("Act") and other applicable provisions, if any, of the Act and relevant rules prescribed thereunder (including any amendment, statutory modification(s) or re-enactment thereof for the time being in force) or any other applicable law, the consent of the members be and is hereby accorded to authorise Director(Finance)/ Company Secretary to charge from the members such amount as may be deemed fit as an advance amount being equivalent to the estimated actual expenses for delivery of the documents to the members in a mode specified by the member.

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, Directors(Finance)/Company Secretary be and is hereby authorised to do all such acts, deeds, matters and things as they may in their absolute discretion as may deem necessary, proper or desirable and to settle any question, difficulty, doubt that may arise in respect of the matter aforesaid and further to do all such acts, deeds and things as may be necessary, proper or desirable or expedient to give effect to the above resolution."

Registered Office:

CIN: L23109WB1973GOI028844

Coal Bhawan, Premises No-04 MAR,

Plot No-AF-III, Action Area-1A,

New town, Rajarhat, Kolkata-700156

Email-complianceofficer.cil@coalindia.in

Website: www.coalindia.in

Date: 11th July' 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 ANNUAL GENERAL MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF/HERSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY. IN ORDER TO BE EFFECTIVE, THE PROXY FORM DULY COMPLETED SHOULD BE DEPOSITED AT THE REGISTERED OFFICE OF THE COMPANY NOT LESS THAN FORTY – EIGHT HOURS BEFORE THE SCHEDULED TIME OF THE ANNUAL GENERAL MEETING. BLANK PROXY FORM IS ENCLOSED.**

In terms of Section 105 of the Companies Act' 2013 read with Rule 19 of the Companies (Management and Administration) Rules 2014 a person can act as a proxy on behalf of members not exceeding fifty and holding in the aggregate not more than ten percent of the total share capital of the company carrying voting rights. A member holding more than ten percent 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 proxy for any other person or shareholder.

2. The Company is providing facility for voting by electronic means (e-voting) and the business set out in the Notice will be transacted through such voting. Information and instructions relating to e-voting are given in this Notice under note no-24
3. The Register of Members and Share Transfer Books of the Company will remain closed from **12th September' 2016 to 21st September' 2016 (both days inclusive)** for the purpose of Annual General Meeting.
4. Members are requested to:
 - i) Note that copies of Annual Report will not be distributed at the Annual General Meeting.
 - ii) Bring their copies of Annual Report, Notice and Attendance Slip duly completed and signed at the meeting.
 - iii) Deliver duly completed and signed Attendance Slip at the entrance of the meeting venue as entry to the hall will be strictly on the basis of the entry slip available at the counters at the venue to be exchanged with the attendance slip.
 - iv) Quote their Folio / Client ID & DP ID Nos. in all correspondence.
 - v) Note that due to strict security reasons, eatables and other belongings are not allowed inside the Auditorium.
 - vi) **Duplicate admission slips will not be provided at the AGM venue.**
5. Members are advised to submit their Electronic Clearing System (ECS) mandates, to enable the Company to make remittance by means of ECS. Those holding shares in physical form may obtain and send the ECS mandate form to M/s Alankit Assignments Limited, Registrar & Share Transfer Agent (RTA) of the Company. Those holding shares in Electronic Form may obtain and send the ECS mandate form directly to their Depository Participant (DP). Those who have already furnished the ECS Mandate Form to the Company/ RTA /DP with complete details need not send it again.
6. Members holding shares in electronic mode may note that bank particulars registered against their respective depository accounts will be used by the Company for payment of dividend, the Company or M/s Alankit Assignments Ltd cannot act on any request received directly from members holding shares in electronic mode for any change of bank particulars or bank mandates. Such changes are advised only to the Depository Participants (DPs) by the members.
7. Members may avail the facility of nomination in terms of Section 72 of the Companies Act, 2013 by nominating any person to whom their shares in the Company shall vest on occurrence of events stated in Form-SH.13. Form-SH.13 is to be submitted in duplicate to M/s Alankit Assignments Limited, RTA of the Company. In case of shares held in dematerialized form, the nomination has to be lodged with the respective Depository Participant.
8. Corporate Members intending to send their authorized representative(s) pursuant to section 113 of the Companies Act 2013 to attend the Meeting are requested to send a certified copy of the Board Resolution authorizing their representative to attend and vote on their behalf at the Meeting. An authorised representative of a body corporate Member may also appoint a proxy under his signature in the manner provided in note 1 above.
9. Non-Resident Indian Members are requested to inform M/s Alankit Assignments Limited , immediately of :
 - i) Change in their residential status on return to India for permanent settlement
 - ii) Particulars of their bank account maintained in India with complete name, branch, account type, account number and address of the bank with pin code number, if not furnished earlier.



10. Members are requested to notify immediately any change of address and Bank Account:
- to their DP in respect of shares held in dematerialized form, and
 - to the Company at its Registered Office or to its RTA, M/s Alankit Assignments Ltd, in respect of their physical shares, if any, quoting their folio number.
11. The Board of Directors of your Company in its 325th meeting held on 5th March' 2016 had declared an interim dividend @ 274% (Rs. 27.40 per share) on the paid-up equity share capital of the company which was paid on and from 21st March 2016. Members who have not received or not encashed their dividend warrants may approach M/s Alankit Assignments Limited, RTA of the Company, for obtaining Demand Draft.
- In terms of Section 205A and Section 205C of the Companies Act, 1956 as amended from time to time and/or relevant corresponding provisions of the Companies Act, 2013 once notified, the amount of dividend remaining unpaid or unclaimed for a period of seven years from the date of transfer to the unpaid dividend account, is required to be transferred to the Investor Education and Protection Fund (IEPF) established by the Central Government. Therefore, Members are advised to encash their Dividend warrants immediately on receipt. Company has uploaded the details of unpaid and unclaimed amounts lying with the Company as on 23rd September' 2015 (date of the last Annual General Meeting) on the website of the Company (www.coalindia.in), as also on the website of the Ministry of Corporate Affairs (www.mca.gov.in).
12. Pursuant to Section 143(5) of the Companies Act, 2013, the Auditors of a Government Company are to be appointed or re-appointed by the Comptroller and Auditor General of India (C & AG) and in terms of sub-section (1) of Section 142 of the Companies Act, 2013, their remuneration has to be fixed by the Company in the Annual General Meeting or in such manner as the Company in General Meeting may determine. The Members of your Company in its 27th Annual General Meeting held on 29th September, 2001 authorised the Board of Directors to fix the remuneration of Statutory Auditors.
13. The Register of Directors and Key Managerial Personnel and their shareholding, maintained under Section 170 of the Companies Act, 2013, will be available for inspection by the members at the AGM.
14. The Register of Contracts or Arrangements, in which Directors are interested, maintained under section 189 of Companies Act, 2013, will be available for inspection by the members at the AGM.
15. All documents referred to in the accompanying notice are open for inspection at the AGM and such documents will also be available for inspection in physical or in electronic form at the Registered Office of the Company and copies thereof shall also be available for inspection in physical or electronic form at the Registered Office of the Company during normal business hours on working days from 11.00AM to 1.00 PM.
16. Members may also note that notice of 42nd AGM and the Annual Report 2015-16 will be available on the Company's website, www.coalindia.in and on the website of M/s Alankit Assignments Limited (www.alankit.com). The physical copies of the aforesaid documents will also be available at the Company's Registered Office for inspection during the normal business hours on working days from 11.00 A.M to 1.00 P.M . Members who require communication in physical form in addition to e-communication, or have any other queries, may write to us at: complianceofficer.cil@coalindia.in
17. In terms of Section 152 of the Companies Act, 2013 Dr.A.K.Dubey (DIN-02766755.), Director, retires by rotation at the general meeting and being eligible, offers himself for re-appointment. Details of Director seeking appointment or re-appointment as required to be provided pursuant to the provisions of (i) Regulation 36(3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and (ii) para 1.2.5 of Secretarial Standard on General Meetings ("SS-2"), issued by the Institute of Company Secretaries of India and approved by the Central Government forms a part of the notice. The Directors have furnished the requisite consents/declarations for their appointment/re-appointment.

**Name of Director
DIN**

Date of Birth
Nationality
Date of appointment on the Board
Qualifications
List of Directorships held in other companies
Chairman/Membership of other Committee in Coal India Ltd
Shareholding in Coal India Ltd

**Dr A. K. Dubey
02766755**

01/01/1959
Indian
03/04/2013
IAS
NIL
NIL
NIL

Profile of Dr A.K.Dubey is given under "Brief profile of Directors" in Annual Report 2015-16



18. The Explanatory Statement pursuant to section 102(1) of the Companies Act, 2013, in respect of Special businesses is enclosed.
19. The Securities and Exchange Board of India (SEBI) has mandated submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit their PAN to their Depository Participant with whom they are maintaining their Demat accounts. Members holding shares in physical form can submit their PAN to the Company/ M/s Alankit Assignments Limited.
20. Members holding shares in single name and physical form are advised to make nomination in respect of their shareholding in the company.
21. Route Map to the venue of the meeting is enclosed herewith for the convenience of the members to attend the meeting. The prominent landmark for the venue of the meeting is Hotel ITC Sonar Bangla.
22. Members who hold shares in physical form in multiple folios in identical names or joint holding in the same order of names are requested to send the share certificates to M/s Alankit Assignments Limited, for consolidation into a single folio.
23. Members are requested to address all correspondences, including dividend matters to our RTA on any one of the below mentioned addresses :

Registered Office

M/s Alankit Assignments Limited,
Alankit Height,
1E/13, Jhandewalan Extension,
New Delhi-110055
Email-id-alankit_rta@alankit.com
Ph.no-011-4254-1234/2354-1234
Fax-011-4154-3474
Toll-free – 1860-121-2155
Website-www.alankit.com

Local Address

M/s Alankit Assignments Limited
Main Building, 2nd floor
19 R N Mukherjee, Kolkata-700001
Email-id-alankit_rta@alankit.com
Ph. no-033-4401-4100/4200
Toll-free-1860-121-2155

24. STEPS FOR REMOTE E-VOTING:-

Pursuant to section 108 and other applicable provisions, if any, of the Companies Act' 2013 read with Rule 20 of The Companies (Management and Administration) Rules, 2014 as amended and Regulation 44 of the Securities and Exchange Board of India(Listing Obligations and Disclosure Requirements) Regulations 2015, the Company is pleased to offer remote e-voting facility to the members to cast their votes electronically on all resolutions set forth in the notice convening the 42nd Annual General Meeting to be held on Wednesday, the 21st September 2016 at 10.30 A.M at Science City, Main Auditorium, JBS Haldane Avenue, Kolkata – 700046 through remote e-voting services provided by NSDL.

The remote e-voting facility is available at the links <https://www.evoting.nsdl.com/>

The electronic voting particulars are set out below:

R-EVEN (REMOTE E-VOTING EVENT NUMBER)	USER-ID	PASSWORD

The remote e-voting facility will be available during the following voting period:

Commencement of remote e-voting	End of remote e-voting
September 18, 2016, IST 9.00 A.M	September 20, 2016 IST 5.00 P.M

Please read the instructions given below before exercising your vote.

These details and instructions form an integral part of the Notice for the Annual General Meeting to be held on 21st September 2016.



STEPS FOR REMOTE E-VOTING:

- I. The process and manner for remote e-voting are as under:
 - A. In case a Member receives an email from NSDL [for members whose email IDs are registered with the Company/ Depository Participants(s)] :
 - (i) Open email and open PDF file viz; "remote e-voting.pdf" with your Client ID or Folio No. as password. The said PDF file contains your user ID and password/PIN for remote e-voting. Please note that the password is an initial password.
 - (ii) Launch internet browser by typing the following URL: <https://www.evoting.nsd.com/>
 - (iii) Click on Shareholder – Login
 - (iv) Put user ID and password as initial password/PIN noted in step (i) above. Click Login.
 - (v) Password change menu appears. Change the password/PIN with new password of your choice with minimum 8 digits/characters or combination thereof. Note new password. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
 - (vi) Home page of remote e-voting opens. Click on remote e-voting: Active Voting Cycles.
 - (vii) Select "EVEN" of "COAL INDIA LIMITED".
 - (viii) Now you are ready for remote e-voting as Cast Vote page opens.
 - (ix) Cast your vote by selecting appropriate option and click on "Submit" and also "Confirm" when prompted.
 - (x) Upon confirmation, the message "Vote cast successfully" will be displayed.
 - (xi) Once you have voted on the resolution, you will not be allowed to modify your vote.
 - (xii) Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/ JPG Format) of the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer through e-mail to aklabhcs@gmail.com with a copy marked to evoting@nsdl.co.in
 - B. In case a Member receives physical copy of the Notice of AGM[for members whose email IDs are not registered with the Company/Depository Participants(s) or requesting physical copy] :
 - (i) Initial password is provided as below/at the bottom of the Attendance Slip for the AGM):
EVEN (Remote e-voting Event Number) USER ID PASSWORD/PIN
 - (ii) Please follow all steps from Sl. No. (ii) to Sl. No. (xii) above, to cast vote.
- II. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Members and remote e-voting user manual for Members available at the downloads section of www.evoting.nsd.com or call on toll free no.: 1800-222-990.
- III. If you are already registered with NSDL for remote e-voting then you can use your existing user ID and password/PIN for casting your vote.
- IV. You can also update your mobile number and e-mail id in the user profile details of the folio which may be used for sending future communication(s).
- V. However, if you are already registered with NSDL for remote e-voting then you can use your existing user ID and password for casting your vote. If you forgot your password, you can reset your password by using "Forgot User Details/Password" option available on www.evoting.nsd.com or contact NSDL at the following toll free no.: 1800-222-990.

General Instructions:

- a) The remote e-voting will commence on **18th September' 16 (9:00 AM IST) and ends on 20th September'16 (5:00 P.M IST)**. The remote e-voting module shall be disabled by NSDL for voting thereafter and the facility will be blocked forthwith. During this period, shareholders of the company holding shares either in physical form or in dematerialized form, as on the cut-off date i.e **14th September' 2016** may cast their vote electronically. A person who is not a member as on cut-off date should treat this Notice for information purpose only. Once the vote on a resolution is cast by the shareholder, the shareholder shall not be allowed to change it subsequently.



- b) Any Persons who has acquired shares and became Members of the Company after the dispatch of the Notice of the AGM but before the cut-off date of 14th September' 2016 , may obtain their user ID and password for remote e-voting from Company's Registrar & Transfer Agents, M/s Alankit Assignments Limited, Alankit Height, 1E/13, Jhandewalan Extension, New Delhi-110055, Email-id-alankit_rta@alankit.com, Ph.no-011-4254-1234/2354-1234, Fax-011-4154-3474, Toll-free-1860-121-2155 and can also request for the physical copy of the Annual Report or may obtain the login ID and password by sending a request at evoting@nsdl.co.in also.
- c) Members who have casted their vote through remote e-voting facility prior to the meeting may also attend the meeting but shall not be entitled to cast their vote again. At the venue of the meeting members who have not cast their vote through remote - e-voting may cast their vote through electronic voting system. The company has opted to provide electronic voting system at the meeting, as used during the remote e-voting and the said facility shall be in operation till all the resolution are considered and voted upon at the meeting and may be used for voting only by the members holding shares as on the cut-off date attending the meeting and who have not already cast their vote through remote - e-voting.
- d) In case of any query, members are requested to contact:
- | | | |
|-----------------|---|---|
| Name | : | Mr. Amit Vishal |
| Designation | : | Sr. Manager, NSDL |
| E-mail id | : | amitv@nsdl.co.in / evoting@nsdl.co.in |
| Address | : | NSDL, Trade world, A-wing, 4th floor, Kamala Mills compound, Senapati Bapat, Marg,
Lower Parel, Mumbai-400013 |
| Contact details | : | 022 2499 4360 |
- e) A. K. Labh, Practicing Company Secretary, 40, Weston Street, 3rd Floor, Kolkata – 700 013 has been appointed as the Scrutinizer to scrutinize the remote e-voting process and electronic voting at the venue of the meeting in a fair and transparent manner.
- f) The voting rights of shareholders shall be in proportion to their shares of the paid up equity share capital of the Company as on **14th September'16**
- g) The Scrutinizer shall, immediately after the conclusion of the voting through electronic voting at the General Meeting, first count the votes cast at the meeting vide electronic voting, thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the company and make, not later than 48 hours from conclusion of the meeting, a consolidated Scrutinizer's Report of the total votes cast in favour or against and invalid votes to Chairman or Director authorized by the Board of the Company.
- h) The results of voting along with details of the number of votes cast for and against the Resolution, invalid votes will be declared within 48 hours from the conclusion of the AGM. The results declared along with the Scrutinizer's Report shall be placed on the company's website www.coalindia.in and on the website of M/s NSDL (www.evoting.nsdl.com). Further, the results shall be displayed on the Notice Board of the Company at its Registered Office. It shall also be communicated to BSE & NSE.

Registered Office:

CIN: L23109WB1973GOI028844

Coal Bhawan, Premises No-04 MAR,

Plot No-AF-III, Action Area-1A,

New town, Rajarhat, Kolkata-700156

Email-complianceofficer.cil@coalindia.in

Website: www.coalindia.in

Date: 11th July' 2016

By order of the Board of Directors

For Coal India Limited

Sd/-

(M.VISWANATHAN)

Company Secretary



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. 4:

The Board of Directors, at its 323rd meeting held on 6th January' 2016, had appointed Ms. Loretta Mary Vas as an Additional Director (Independent) of the Company with effect from 17th November' 2015, pursuant to Section 161 of the Companies Act, 2013. Hence she 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 Ms. Loretta Mary Vas for the office of Independent Director, to be appointed as such under the provisions of Section 149 of the Companies Act, 2013

The Company has received from Ms. Loretta Mary Vas (i) consent in writing to act as director in Form DIR2 pursuant to Rule 8 of Companies (Appointment & Qualification of Directors) Rules 2014, (ii) intimation in Form DIR8 in terms of Companies (Appointment & Qualification of Directors) Rules, 2014, to the effect that she is not disqualified under sub-section (2) of Section 164 of the Companies Act, 2013, and (iii) a declaration to the effect that she meets the criteria of independence as provided in sub-section (6) of Section 149 of the Companies Act, 2013 and Listing Regulations.

The resolution seeks the approval of members for the appointment of Ms. Loretta Mary Vas as an Independent Director of the Company upto 16th November' 2018 or until further orders from Govt. of India, whichever is earlier, pursuant to Section 149 and other applicable provisions of the Companies Act, 2013 and the Rules made thereunder. She is not liable to retire by rotation.

Ms. Loretta (62) is graduate in B.A. (English), B.Ed., M.A.(Economics), Masters in Diploma in Public Administration, M. Phil (Social Sciences) and LLB. She has joined Indian Administrative Service in 1977 and allotted to U.P. cadre. She has worked as Secretary, Ministry of Panchayati Raj, Gol, during 2012-14. She was Special Secretary, Addl. Secretary, Department of Economics Affairs, Ministry of Finance during 2008-2011. She was Joint Secretary (Budget) in Ministry of Finance, during 2005-2008. She was Export Commissioner/Joint Secretary in Ministry of Commerce, during 1993-98 and Under Secretary/Dy. Secretary, Festival of India, Department of Culture in 1984-88. She was Vice Chairperson in Ghaziabad Development Authority during 1999-2000 and 2001-2002, Addl. CEO Greater NOIDA Industrial Development Authority during 1991-93. She had worked in Departments of Health, Education in U.P. Govt., and District Magistrate of Hardoi, Addl. District Magistrate of Lakhimpur Kheri and Sub-Divisional Magistrate of Malihabad, Lucknow. She does not hold any shares of CIL. She is a member of Audit Committee and Chairman of Nomination and Remuneration Committee of CIL Board.

Based on the declarations received from her in the opinion of the Board of Directors, Ms. Loretta Mary Vas, the Independent Director proposed to be appointed, fulfils the conditions specified in the Companies Act, 2013 and the Rules made thereunder and Listing Regulations 2015 and she is independent of the Management. A copy of the draft letter for the appointment of Ms. Loretta Mary Vas as an Independent Director setting out the terms and conditions is available for inspection without any fee by the members at the Company's Registered Office during normal business hours on working days till one day prior to the date of the AGM.

Keeping in view her vast expertise and knowledge, it will be in the interest of the company that Ms. Loretta Mary Vas is appointed as an Independent Director. No director, key managerial personnel or their relatives, except Ms. Loretta Mary Vas, to whom the resolution relates, is any way interested or concerned financially or otherwise in the resolution.

Accordingly, the Board recommends the resolution set forth in Item no. 4 for the approval of the members.

Item No. 5:

The Board of Directors, at its 323rd meeting held on 6th January' 2016, had appointed Dr. S.B. Agnihotri as an Additional Director (Independent) of the Company with effect from 17th November' 2015, 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 Dr. S.B. Agnihotri for the office of Independent Director, to be appointed as such under the provisions of Section 149 of the Companies Act, 2013

The Company has received from Dr. S.B. Agnihotri (i) consent in writing to act as director in Form DIR2 pursuant to Rule 8 of Companies (Appointment & Qualification of Directors) Rules 2014, (ii) intimation in Form DIR8 in terms of Companies (Appointment & Qualification of Directors) Rules, 2014, to the effect that he is not disqualified under subsection (2) of Section 164 of the Companies Act, 2013, and (iii) a declaration to the effect that he meets the criteria of independence as provided in sub-section (6) of Section 149 of the Companies Act, 2013 and Listing Agreement.



The resolution seeks the approval of members for the appointment of Dr. S.B. Agnihotri as an Independent Director of the Company upto 16th November' 2018 or until further orders from Govt. of India, whichever is earlier, pursuant to Section 149 and other applicable provisions of the Companies Act, 2013 and the Rules made thereunder. He is not liable to retire by rotation.

Dr. S. B. Agnihotri [61] is an IAS officer of Odisha cadre of 1980 batch. He has done his Master's degree in Physics followed by M.Tech in Environment Science and Engineering from IIT, Bombay. He later did MA in Rural Development followed by a Ph.D on sex ratio patterns in Indian Population from School of Development Studies, University of East Anglia, Norwich, UK. Dr. Satish B. Agnihotri retired as Secretary (Coordination & Public Grievances), Cabinet Secretariat. Prior to this he was Secretary, Ministry of New & Renewable Energy, Director General (Acquisition) in the Ministry of Defence, Additional Secretary in the Ministry of Agriculture discharging the role of Financial Advisor and Director General of Shipping during 2010-12. He has worked as Joint Secretary in the Cabinet Secretariat, Transport Commissioner, Odisha and Secretary, Women and Child Development and General Administration Department. He was Vice Chairman, Cuttack Urban Development Authority, CEO of Odisha Renewable Energy Development Agency, Director Industries and District Magistrate of Dhenkanal District. He also worked with UNICEF, Kolkata as Consultant on Child Nutrition and Health. Dr. S.B. Agnihotri has been appointed as an Independent Director on the Board of Indian Strategic Petroleum Reserves Limited with effect from 28th March 2015. He does not hold shares of CIL. He is a member of Audit Committee and Empowered sub-committee of CIL Board. He is the Chairman of Stakeholders Relationship Committee and CSR Committee of CIL Board.

Based on the declaration received from him, in the opinion of the Board of Directors, Dr. S.B. Agnihotri, the Independent Director proposed to be appointed, fulfils the conditions specified in the Companies Act, 2013 and the Rules made thereunder and Listing Regulations 2015 and he is independent of the Management. A copy of the draft letter for the appointment of Dr. S.B. Agnihotri as an Independent Director setting out the terms and conditions is available for inspection without any fee by the members at the Company's Registered Office during normal business hours on working days till one day prior to the date of the AGM.

Keeping in view his vast expertise and knowledge, it will be in the interest of the company that Dr. S.B. Agnihotri is appointed as an Independent Director. No director, key managerial personnel or their relatives, except Dr. S.B. Agnihotri, to whom the resolution relates, is in any way interested or concerned financially or otherwise in the resolution.

Accordingly, the Board recommends the resolution set forth in Item no. 5 for the approval of the members.

Item No. 6:

The Board of Directors, at its 323rd meeting held on 6th January' 2016, had appointed Dr. D. C. Panigrahi as an Additional Director (Independent) of the Company with effect from 17th November' 2015, 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 Dr. D. C. Panigrahi for the office of Independent Director, to be appointed as such under the provisions of Section 149 of the Companies Act, 2013

The Company has received from Dr. D. C. Panigrahi (i) consent in writing to act as director in Form DIR2 pursuant to Rule 8 of Companies (Appointment & Qualification of Directors) Rules 2014, (ii) intimation in Form DIR8 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, and (iii) a declaration to the effect that he meets the criteria of independence as provided in sub-section (6) of Section 149 of the Companies Act, 2013 and Listing Regulations.

The resolution seeks the approval of members for the appointment of Dr. D. C. Panigrahi as an Independent Director of the Company upto 16th November' 2018 or until further orders from Govt. of India, whichever is earlier, pursuant to Section 149 and other applicable provisions of the Companies Act, 2013 and the Rules made thereunder. He is not liable to retire by rotation.

Dr D. C. Panigrahi [55] obtained his B. Tech in Mining Engineering in 1984 from Indian School of Mines, Dhanbad. Subsequently, he did his M. Tech in Mining Engineering in 1990, M. Tech in Industrial Engineering and Management in 1992 from Indian School of Mines, Dhanbad. He did his Ph. D in Mining Engineering from Indian School of Mines, Dhanbad in the year 1994. After graduating from Indian School of Mines, Dhanbad he served as Assistant Manager in coal mines of Tata Iron and Steel Company Limited for a period of 3½ years, as Scientist in erstwhile Central Mining Research Institute, Dhanbad, a CSIR lab., for a period of 4½ years and subsequently joined as Assistant Professor in the Department of Mining Engineering, ISM, Dhanbad in 1992. In 1998 he was promoted to Professor in Mining Engineering. He was the Chairman, IIT Joint Entrance Examination during 2004-2007 from ISM, Dhanbad. He was Head, Department of Mining Engineering, Indian School of Mines, Dhanbad from 2007 to 2010. He took over as the Director, Indian School of Mines, Dhanbad on 9th September 2011. He specializes in mine ventilation, mine fire control, coal bed methane and other areas related to underground mine environmental engineering. During his period of work, he has executed 13 major research projects as Project Leader and Coordinator



and submitted the reports as single/main author. He has published 120 research papers in the areas of mine ventilation, coal bed methane and sub-surface mine environmental engineering. He has edited a book containing 64 papers of reputed authors from 9 countries and the book has been published by A. A. Balkema, Rotterdam, Netherlands in 2001. He has edited his second book containing 100 papers from reputed authors of 14 countries and the book has been published by Science Publishers of USA in 2009. He has guided 10 students for their Ph. D degree and 12 students for their M.Tech degree in Mining Engineering. Presently he is guiding 3 students for their Ph. D degree in Mining Engineering. He has successfully executed more than 319 industry sponsored projects as Project Leader and Coordinator for solving the real life problems of 50 different organizations and submitted the reports as single/first author. Prof. Panigrahi has designed the ventilation system for most of the complex coal, metal and also uranium mines of the country up to a depth of 1.2 km from the surface and remained associated with these companies for their implementation in the mines to accrue the benefit to the bottom line of these companies. Prof Panigrahi was nominated as one of the 11 members of the International Mine Ventilation Committee representing 11 leading mineral producing countries of the world in 1997, viz. USA, Canada, Australia, South Africa, UK, Germany, Japan, France, China and India. He was also elected as the Chairman of the same committee for the duration 2009-14. He has been an honorary member of International Bureau of Mining Thermophysics since 1997 and is a member of International Advisory Board for the Journal Archives of Mining Sciences published by Polish Academy of Sciences, Poland since 2002. He was invited to chair technical sessions in 7th & 10th International Mine Ventilation Congresses in Poland and South Africa. He has received the certificate of appreciation in recognition for contributions to India Education Abroad in 2014 from University of South Florida, USA. He has been nominated as a member of Governing Body and General Body of National Institute of Rock Mechanics, Kolar Gold Fields, Karnataka; member of Governing Council of Association of Indian Universities, New Delhi; member of Executive Council of Central University of Jharkhand under Ministry of Human Resource Development, Govt. of India; Chairman of Sectoral Innovation Council of Occupational Safety and Health of the Ministry of Labour and Employment under the National Innovation Council constituted by the Prime Minister of India; member of the Committee under Section 12 of Mines Act constituted by Ministry of Labour and Employment, Govt. of India for formulating Rules and Regulations on safety and health in the Mining and Mineral Sector of the country; member of Mentor Council for Mining and Mineral Sector of the country to bridge the burgeoning gap faced by the Indian economy under the Ministry of Labour and Employment, Govt. of India. He is also a member of PERC (Project Evaluation and Review Committee) and SSAG (Standing Scientific Advisory Group) of Ministry of Mines, Govt. of India. He was also appointed as a member of the expert committee for studying the problems leading to a mine disaster in New Kenda Mine in 1994 in which 55 persons had died and he had also been chosen by the Ministry of Coal as a member of the Expert Committee for Anjan Hill Mine Disaster in 2010 in which 14 persons had died and 34 persons seriously injured.

For his significant contributions and distinguished services to the mining industry in India, he has been conferred the prestigious National Mineral Award – 1998 by the Ministry of Mines and Minerals, Govt. of India; S.S.B. Memorial Award – 2005 by ISM, Dhanbad; ASPIRE recognition by Tata Steel Limited in 2005; National Design Award-2012 at Vigyan Bhawan during 27th Indian Engineering Congress by National Design and Research Forum of Institution of Engineers (India); Eminent Mining Engineer Award during 23rd National Convention of Mining Engineers at Kolkata in 2012; State Bank of India(SBI) Best Researcher Award of the year 2012-13 during the Convocation of Indian School of Mines, Dhanbad on 10th May, 2014 in the presence of the Honourable President of India; ISM Alumni Association Award of the year 2012-13 during the Convocation of Indian School of Mines, Dhanbad on 10th May, 2014 in the presence of the Honourable President of India; Indian Mining Engineering Journal Golden Jubilee Award – 2012 for his contribution in the field of Mining Education & Research; Debadutta Memorial Best Academic Management Excellence Award for the year 2011-12 on 22nd May, 2012 during National Technology Day Celebration of the Indian Mineral Industry Journal at Bhubaneswar, Odisha; SBI Best Researcher Award of the year 2011-12 during the Convocation of Indian School of Mines, Dhanbad on 23rd February, 2013; Prof S. K. Bose Memorial Award for the year 2013-14 for excellence in teaching in Mining Engineering by Mining, Geological and Metallurgical Institute of India; the certificate of merit for the year 2004-05 by the Institutions of Engineers (India) for publication of a paper in the Journal of the Institution of Engineers (India); Gopabandhu Memorial Shield for securing 1st position of the University in Intermediate Science in 1979. He does not hold any shares of CIL. He is a member of Audit committee, Nomination and Remuneration and Empowered sub-committee of CIL Board. He is the chairman of Risk Management committee of CIL Board.

Based on the declaration received from him, in the opinion of the Board of Directors, Dr. D. C. Panigrahi, the Independent Director proposed to be appointed, fulfils the conditions specified in the Companies Act, 2013 and the Rules made thereunder and Listing Regulations 2015 and he is independent of the Management. A copy of the draft letter for the appointment of Dr. D. C. Panigrahi as an Independent Director setting out the terms and conditions is available for inspection without any fee by the members at the Company's Registered Office during normal business hours on working days till one day prior to the date of the AGM.

Keeping in view his vast expertise and knowledge, it will be in the interest of the company that Dr. D. C. Panigrahi is appointed as an Independent Director. No director, key managerial personnel or their relatives, except Dr. D. C. Panigrahi, to whom the resolution relates, is any way interested or concerned financially or otherwise in the resolution.

Accordingly, the Board recommends the resolution set forth in Item no. 6 for the approval of the members.



Item No. 7:

The Board of Directors, at its 323rd meeting held on 6th January' 2016, had appointed Dr. Khanindra Pathak as an Additional Director (Independent) of the Company with effect from 17th November' 2015, 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 Dr. Khanindra Pathak for the office of Independent Director, to be appointed as such under the provisions of Section 149 of the Companies Act, 2013

The Company has received from Dr. Khanindra Pathak (i) consent in writing to act as director in Form DIR2 pursuant to Rule 8 of Companies (Appointment & Qualification of Directors) Rules 2014, (ii) intimation in Form DIR8 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, and (iii) a declaration to the effect that he meets the criteria of independence as provided in sub-section (6) of Section 149 of the Companies Act, 2013 and Listing Agreement.

The resolution seeks the approval of members for the appointment of Dr. Khanindra Pathak as an Independent Director of the Company upto 16th November' 2018 or until further orders from Govt. of India, whichever is earlier, pursuant to Section 149 and other applicable provisions of the Companies Act, 2013 and the Rules made thereunder. He is not liable to retire by rotation.

Dr. Khanindra Pathak [56] currently working as Professor & Head, Department of Mining Engineering, IIT (Kharagpur). Dr. Pathak is B. Tech. in Mining Machinery from Indian School of Mines, Dhanbad in 1983 and M. Tech. in Opencast Mining from Indian School of Mines, Dhanbad in 1989. Dr. Pathak is Diploma holder in Mining Engineering from Imperial College of Science, Technology and Medicine, London. He has also done Ph.D in Mining Engineering in the year 1996 from Imperial College of Science, Technology and Medicine, London. He worked as 'Assistant Plant Manager (E2)' in Neyveli Lignite Corporation, Neyveli for two years from 1983 to 1985. He started his career as 'Graduate Engineer' in Central Mine Planning & Design Institute, Coal India Ltd., Ranchi in the year 1986. He worked as Research Scholar at Imperial College of Science Technology and Medicine, London during October'1993 to November'1996. He worked as Lecturer in Department of Mining Machinery at Indian School of Mines, Dhanbad from Sept.'1987 to Sept.'1998 and then he became Assistant Professor in the same institution from Sept.'1998 to November'2000. He was Associate Professor at Department of Mining Engineering, IIT, Kharagpur for 3 years from November'2000 to July'2003. At present he is continuing as Professor & Head, Department of Mining Engineering, IIT (Kharagpur). He has been conferred with many honours/awards and he has also written many books and journals in Mining. He does not hold any shares of CIL. He is a member of Risk Management committee, CSR committee and Empowered sub-committee of CIL Board.

Based on the declaration received from him, in the opinion of the Board of Directors, Dr. Khanindra Pathak, the Independent Director proposed to be appointed, fulfils the conditions specified in the Companies Act, 2013 and the Rules made thereunder and Listing Regulations 2015 and he is independent of the Management. A copy of the draft letter for the appointment of Dr. Khanindra Pathak as an Independent Director setting out the terms and conditions is available for inspection without any fee by the members at the Company's Registered Office during the normal business hours on working days till one day prior to the date of the AGM.

Keeping in view his vast expertise and knowledge, it will be in the interest of the company that Dr. Khanindra Pathak is appointed as an Independent Director. No director, key managerial personnel or their relatives, except Dr. Khanindra Pathak, to whom the resolution relates, is any way interested or concerned financially or otherwise in the resolution.

Accordingly, the Board recommends the resolution set forth in Item no. 7 for the approval of the members.

Item No. 8:

The Board of Directors, at its 323rd meeting held on 6th January' 2016, had appointed Shri Vinod Jain as an Additional Director (Independent) of the Company with effect from 17th November' 2015, 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 Vinod Jain for the office of Independent Director, to be appointed as such under the provisions of Section 149 of the Companies Act, 2013

The Company has received from Shri Vinod Jain (i) consent in writing to act as director in Form DIR2 pursuant to Rule 8 of Companies (Appointment & Qualification of Directors) Rules 2014, (ii) intimation in Form DIR8 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, and (iii) a declaration to the effect that he meets the criteria of independence as provided in sub-section (6) of Section 149 of the Companies Act, 2013 and Listing Regulations.



The resolution seeks the approval of members for the appointment of Shri Vinod Jain as an Independent Director of the Company upto 16th November' 2018 or until further orders from Govt. of India, whichever is earlier, pursuant to Section 149 and other applicable provisions of the Companies Act, 2013 and the Rules made thereunder. He is not liable to retire by rotation.

Shri Vinod Jain [60] is commerce graduate with Honours from Shri Ram College of Commerce in 1976 and passed LLB in 1979. Shri Jain passed CA Intermediate Examination in November'1977 with 7th Rank in All India Merit List, Final Examination in November'1979 with 13th Rank on All India Merit List and became a Fellow Member of The Institute of Chartered Accountants of India. He qualified in Company Secretary Examination in December 1979 and became a Fellow Member of the Institute of Company Secretaries of India. He is also a qualified in Cost Accountant exam in the year 1983 and became a Fellow Member of the Institute of Cost Accountants of India. He is a Diploma holder in Information System Audit (DISA) from the Institute of Chartered Accountants of India in 2004. CA Vinod Jain has about 38 years of experience in the field of Taxation, Audit, Accounting, Finance, Banking, Law, Education and Strategic Planning and Business Management. Shri Vinod Jain started his career with Apollo Tyres Limited & BST Limited belonging to Apollo Group of Companies. He is Managing Partner of Vinod Kumar & Associates, Chartered Accountants from February 1980 to till date. He was a Statutory Auditor of different Banks and Insurance Companies. He worked as Legal Representative and Attorney of various clients before Securities Appellate Tribunal (SAT), Board of Industrial and Financial Reconstruction (BIFR), Appellate Authority under Sick Industrial Companies Act, Company Law Board and Income Tax Appellate Tribunal (ITAT).He is also Chairman of Inmacs Management Services Limited. Shri Jain was the Chairman of Northern India Regional Council of The Institute of Chartered Accountants of India from September'1983 to September'1984 and also served as its Secretary (1982-83) and Treasurer (1984-1985).He was a Central Council Member of ' The Institute of Chartered Accountants of India' from 1998 to 2004 and 2007 to 2013 and supervised as a Member of the Council, Investigation and disciplining of Chartered Accountants. Shri Jain also served as Chairman, Board of Studies of The Institute of Chartered Accountants of India from 2010 to 2011 being incharge and overall responsibility for the Chartered Accountants education of about 1 million CA students in the country. He served as Chairman of Financial Market and Investors Protection Committee for 5 years, Professional Development Committee, Management Accounting Committee for 4 years & Expert Advisory Committee of ICAI. He had also served as a member of Accounting Standard Board, Auditing and Assurance Standard Board, Public Finance Committee, Information Technology Committee, Insurance Committee etc. He was Founder and National Director and Dean of One Year Certificate Course in Finance (MBF) from July'2009 to February'2013. Shri Jain was Founder and National Director of 3 months Certificate Course on Valuation conducted by The Institute of Chartered Accountants of India. Shri Jain was National Director of Certificate Course on Forex Risk and Treasury Management of ICAI from 2010 to 2013. He has also served on different Committees of Central Board of Direct Taxes, Ministry of Corporate Affairs and following committees of Securities and Exchange Board of India (SEBI):

- i) SEBI "Committee on Primary Markets Advisory.
- ii) SEBI "Secondary Market Advisory Committee
- iii) SEBI "Mutual Fund Advisory Committee.
- iv) SEBI "Take-over Code Committee ".
- v) SEBI Sub Committee on "Entry Qualification in the Primary Market"

Mr. Jain has been elected member of National Council of CII and a former National President of ANMI (Association of National Stock Exchanges members of India). Presently Shri Jain is a Member, High Powered Committee, appointed by Finance Ministry to simplify Income Tax Law. Shri Vinod Jain has bagged many Awards and Honours. He holds directorship at Inmacs Limited, Infrastructure Projects and Engineers Pvt. Ltd., Inmacs Microsystems Pvt. Ltd., Intergria Technologies Pvt. Ltd., Inmacs Management Services Ltd., Five Square Agro Gold Pvt. Ltd., Aptel Softek System Pvt. Ltd., Auatech Hong Kong Pvt. Ltd. and Inmacs Managements Services Limited – British Virgin Islands. . He does not hold any shares of CIL. He is a member of Stakeholders Relationship Committee, CSR Committee and Empowered sub-committee of CIL Board. He is the Chairman of Audit Committee of CIL Board.

Based on the declaration received from him in the opinion of the Board of Directors, Shri Vinod Jain, the Independent Director proposed to be appointed, fulfils the conditions specified in the Companies Act, 2013 and the Rules made thereunder and Listing Regulations 2015 and he is independent of the Management. A copy of the draft letter for the appointment of Shri Vinod Jain as an Independent Director setting out the terms and conditions is available for inspection without any fee by the members at the Company's Registered Office during normal business hours on working days till one day prior to the date of the AGM.

Keeping in view his vast expertise and knowledge, it will be in the interest of the company that Shri Vinod Jain is appointed as an Independent Director. No director, key managerial personnel or their relatives, except Shri Vinod Jain, to whom the resolution relates, is any way interested or concerned financially or otherwise in the resolution.

Accordingly, the Board recommends the resolution set forth in Item no. 8 for the approval of the members.



Item No. 9:

The Board of Directors at its 324th meeting held on 11th February, 2016, appointed Shri S.N.Prasad [DIN: 07408431] as an Additional Director of the company with effect from 1st February, 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 S N Prasad for the office of Director(Marketing), to be appointed as such under the provisions of Section 149 of the Companies Act, 2013. The Company has received from Shri S.N.Prasad: (i) consent in writing to act as director in Form DIR2 pursuant to Rule 8 of Companies (Appointment & Qualification of Directors) Rules 2014, (ii) intimation in Form DIR8 in terms of Companies (Appointment & Qualification of Directors) Rules, 2014, to the effect that he is not disqualified under subsection (2) of Section 164 of the Companies Act, 2013. The resolution seeks the approval of members for the appointment of Shri S.N.Prasad as Director(Marketing) of the Company from 1st February, 2016 upto 30th November, 2019, i.e the date of his superannuation, or until further orders, whichever is earlier, in terms of Ministry of Coal letter no 21/6/2015-ASO dated 1st January' 2016. He is liable to retire by rotation.

Shri S.N. Prasad [57] is an MBA (Marketing) and has joined as Management Trainee (Marketing) in the year 1982 in Coal India Limited. He has been working in the field of marketing for more than 33 years and gained experience from working in the mines – pit heads, coal stock yards, CHPs etc. and Corporate Office of subsidiaries. He has worked in CIL subsidiaries of Central Coalfields Limited, Western Coalfields Limited and South Eastern Coalfields Limited on various positions including General Manager (S&M) before joining as Director (Marketing) in Coal India Limited. He holds Directorship at Northern Coalfields Limited and Mahanadi Coalfields Limited. He is member of Risk Management committee of CIL Board. He does not hold any shares of CIL.

The Board of Directors considered that in view of the background and experience of Shri S.N.Prasad, it would be in the interest of the company to appoint him as Director(Marketing) of the Company from 1st February' 2016 till 30th November, 2019 or until further orders, whichever is earlier. No Director, Key managerial personnel or their relatives, except Shri S.N.Parsad 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. 9 for the approval of the members.

Item No. 10:

As per the provisions of Section 20 of the Companies Act, 2013, a document may be served on any member by sending it to him by registered post or by speed post or by courier or by delivery at his office or address or by such electronic or other mode as may be prescribed. Further, a member may request for delivery of any document through a particular mode, for which he shall pay such fees in advance as may be determined in its Annual General Meeting.

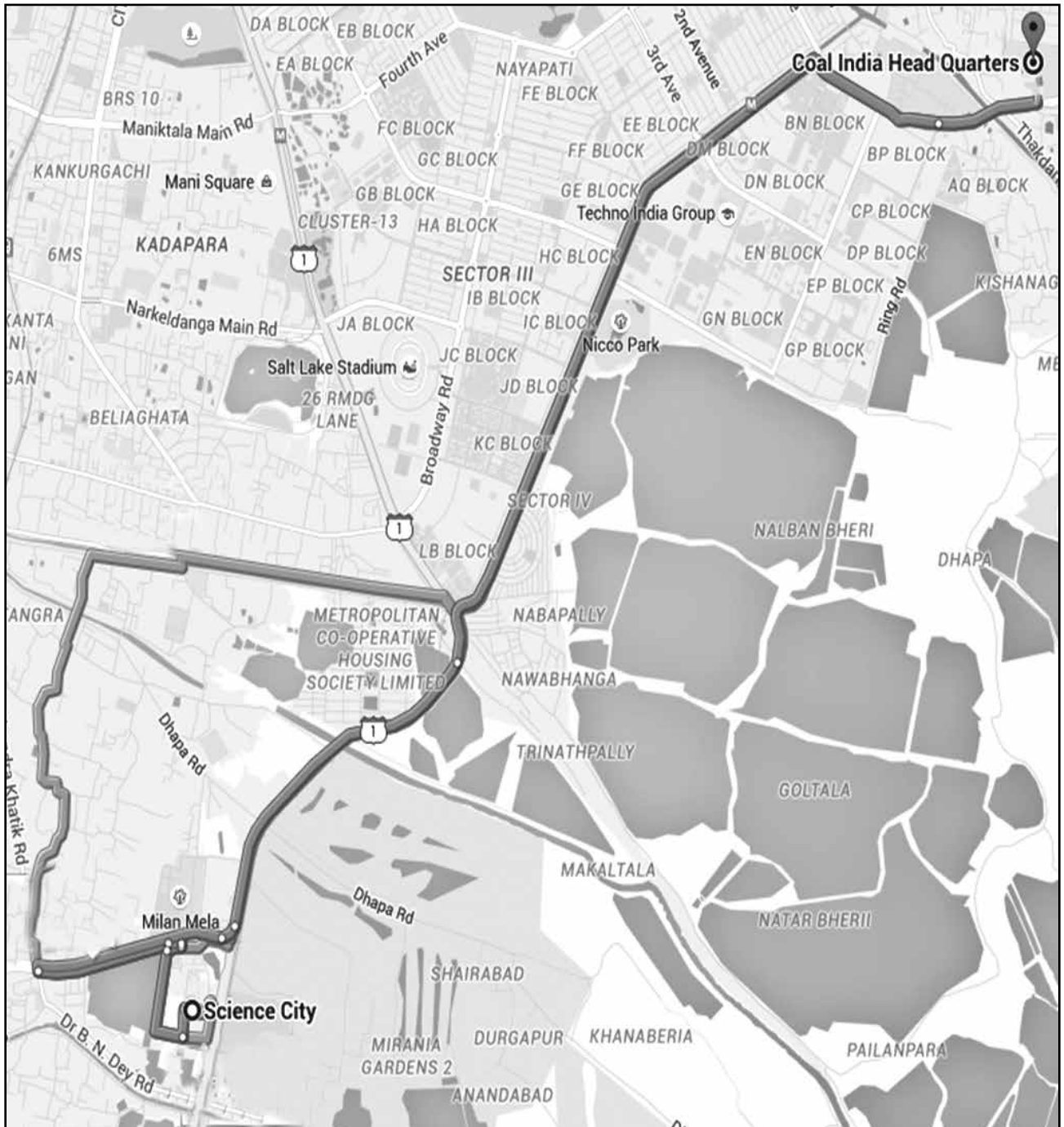
Accordingly, the Board recommends the resolution set forth in Item no. 10 for the approval of the members.

Registered Office:
CIN: L23109WB1973GOI028844
Coal Bhawan, Premises No-04 MAR,
Plot No-AF-III, Action Area-1A,
New town, Rajarhat, Kolkata-700156
Email-complianceofficer.cil@coalindia.in
Website: www.coalindia.in
Date: 11th July' 2016

By order of the Board of Directors
For Coal India Limited

Sd/-
(M.VISWANATHAN)
Company Secretary

MAP: FROM COAL INDIA LIMITED, RAJARHAT TO SCIENCE CITY





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

PHONE: 033-23246526, FAX:033-26246510, www.coalindia.in

PROXY FORM

FORTY SECOND ANNUAL GENERAL MEETING

DP ID	CLIENT ID	FOLIO NO	NO OF SHARE(S) HELD

I/We _____ of _____ in the district of _____ being a Member/Members of Coal India Limited, hereby appoint _____ of _____ in the district of _____ or failing him/her _____ of _____ or failing him/her _____ of _____ as my/our Proxy to attend and vote for me/us and on my/our behalf at the forty-second Annual General Meeting of the Company to be held on **Wednesday, the 21st September 2016 at 10.30 A.M** at Science City, Main Auditorium, JBS Haldane Avenue, Kolkata – 700046 and at any adjournment thereof.

Signed this _____ day of _____ 2016 _____

Signature of Shareholder

Affix Revenue Stamp

Signature of 1st Proxy-holder

Signature of 2nd Proxy-holder

Signature of 3rd Proxy holder

NOTES:-

- 1) **The Proxy form must be received at Coal India Limited, Coal Bhawan, 3rd floor, Core-2, Premises No-04 MAR, Plot No-AF-III, Action Area-1A, New town, Rajarhat, Kolkata-700156 not less than 48 hours before the commencement of the Annual General Meeting.**
- 2) When a member appoints a Proxy and both the members and Proxy attend the meeting, the Proxy will stand automatically revoked.
- 3) Members/Proxy holders are requested to bring their copy of the Annual Report for reference at the meeting.
- 4) No instrument of proxy shall be valid unless,
 - In the case of an individual shareholder, it is signed by him/her or his/her attorney, duly authorised in writing;
 - In the case of joint holder, it is signed by the shareholder first named in the Register or his/her attorney, duly authorised in writing;
 - In the case of a body corporate signed by its officer or an attorney duly authorised in writing.
- 5) An instrument of Proxy deposited with the Company shall be irrevocable and final.
- 6) A person can act as proxy on behalf of members not exceeding 50 and holding in the aggregate not more than 10% of the total share capital of the Company carrying voting rights. 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 or shareholder.