



**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.-033-23245555, Fax No.-033-23246510

[Email-complianceofficer.cil@coalindia.in](mailto:Email-complianceofficer.cil@coalindia.in) , Website: [www.coalindia.in](http://www.coalindia.in)

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**Notice of Postal Ballot**

**[Pursuant to Section 110 of the Companies Act, 2013 read with Companies (Management and Administration) Rules, 2014]**

Dear Shareholder(s),

Notice of Postal Ballot (**‘Notice’**) is hereby given to the Shareholders of **Coal India Limited** (**‘the Company’**), pursuant to the provisions of Section 108 and Section 110 of the Companies Act, 2013 (**‘the Act’**) read with Companies (Management and Administration) Rules, 2014, as amended from time to time (**‘Rules’**) read with the Circular No. 14/2020 dated April 8, 2020, Circular No. 17/2020 dated April 13, 2020, Circular No. 22/2020 dated June 15, 2020, Circular No. 33/2020 dated September 28, 2020, Circular No. 39/2020 dated December 31, 2020 and Circular No. 10/2021 dated June 23, 2021 and Circular No. 20/2021 dated December 8, 2021 issued by the Ministry of Corporate Affairs (**‘MCA’**) (hereinafter collectively referred to as **‘MCA Circulars’**) and Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time (**‘SEBI Listing Regulations’**), Secretarial Standard on General Meetings (**‘SS-2’**) issued by The Institute of Company Secretaries of India and other applicable provisions of the Act, Rules, Circulars and Notifications issued thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force and as amended from time to time), that the Resolution as set out in this Notice is proposed for consideration by the Shareholders of the Company for passing as an Ordinary Resolution/Special resolution by means of Postal Ballot by way of voting through electronic means (**‘remote e-Voting’**). The Company has engaged the services of National Depository Services (India) Limited as the agency to provide remote e-Voting facility to the Shareholders of the Company. In view of the above, please note that the physical copies of the Notice along with the Postal Ballot Forms and pre-paid business reply envelopes are not being sent to the Shareholders.

In compliance with the aforesaid MCA Circulars, this Notice is being sent only through electronic mode to those Shareholders whose email IDs are registered with the Company/Depositories/Registrar and Share Transfer Agent (**‘RTA’**). If your email ID is not registered with the Company/Depositories/RTA, please follow the process provided in the notes to receive this Notice as well as login ID and password for participating in the remote e-Voting. The communication of the assent or dissent of the Shareholders would only take place through the remote e-Voting.

The explanatory statement pursuant to section 102(1) and other applicable provisions of the Act read with the Rules pertaining to the Resolution setting out the material facts and the reasons thereof is appended to this Notice. The Board of Directors of the Company has, in compliance with the Rules, appointed CS. Rakhi Dasgputa, M/s. Rakhi Dasgputa & Associates,(CP-20354) Practising Company Secretary, as Scrutinizer for conducting this Postal Ballot process through remote e-Voting, in a fair and transparent manner and they have communicated their willingness to be appointed for the said purpose. The Scrutinizer's decision on the validity of the Postal Ballot shall be final.

In accordance with the MCA Circulars, Shareholders can vote only through the remote e-Voting process. Accordingly, the Company is pleased to offer remote e-Voting facility to all its Shareholders to cast their votes electronically. Shareholders are requested to read the instructions under the section, General information and instructions relating to e-Voting in this Notice to cast their votes electronically from their respective locations. Shareholders are requested to cast their votes through the remote e-Voting process not later than **Wednesday, the 13<sup>th</sup> April'22 till 5.00 P.M.(IST)** failing which it will be strictly considered that no vote has been received from the concerned Shareholder.

Upon completion of the votes cast through remote e-Voting, the Scrutinizer shall submit her report to Chairman or any person authorized by him. The results of the Postal Ballot conducted through remote e-Voting process along with the Scrutinizer's Report shall be announced on or before **19<sup>th</sup> April'22** at the Registered Office of the Company at Coal Bhawan, Premises No.-04 MAR, Plot No.-AF-III, Action Area-1A, New town, Rajarhat, Kolkata-700156. The results along with the Scrutinizer's Report shall also be intimated to the National Stock Exchange of India Limited ('NSE') and BSE Limited ('BSE') (hereinafter collectively referred to as 'Stock Exchanges') where the Equity Shares of the Company are listed and will also be displayed on the Company's website at [www.coalindia.in](http://www.coalindia.in) as well as on the website of NSDL at [www.evoting.nsdl.com](http://www.evoting.nsdl.com) The last date for e-Voting i.e. **13<sup>th</sup> April'22** shall be deemed to be the effective date of passing of the Resolution as per SS-2.

## **SPECIAL BUSINESS**

### **Item-1**

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

**"RESOLVED THAT** pursuant to the provisions of Sections 152 and any other applicable provisions of the Companies Act, 2013 and the rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force), Regulation 17 (1C) of SEBI (LODR), 2015 as amended in SEBI (Listing Obligations and Disclosure Requirements) and provisions of any other guidelines issued by relevant authorities, Shri B. Veera Reddy [DIN: 08679590], who was appointed by the Board of Directors as an Additional Director to function as Director(Technical) of the Company with effect from 1<sup>st</sup> Feb' 2022 in terms of Section 161(1) of Companies Act, 2013, in respect of him 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 to function as Director(Technical) of the Company w.e.f 1<sup>st</sup> February' 2022 till the date of his superannuation i.e. 31<sup>st</sup> August' 2024 or until further orders, in terms of Ministry of Coal letter no 21/9/2021-ESTABLISHMENT dated 14<sup>th</sup> Jan'2022. He shall be liable to retire by rotation.

## **Item-2**

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

“**RESOLVED THAT** pursuant to the provisions of Sections 149, 152 and any other applicable provisions of the Companies Act, 2013 as amended and the rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and provisions of any other guidelines issued by relevant authorities, Shri Denesh Singh, [DIN: 08038875], 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 1st November, 2021 and who holds office up to the date of the next annual general meeting or the last date on which the annual general meeting should have been held, whichever is earlier in terms of Section 161(1) of Companies Act, 2013, who has submitted a declaration that he meets the criteria for independence as provided in Section 149(6) of the Act and Rules framed thereunder and Regulation 16(1)(b) of the SEBI Listing Regulations, as amended and who is eligible for appointment 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 from 1<sup>st</sup> Nov’21 to 31<sup>st</sup> Oct’24 or until further orders, in terms of Ministry of Coal letter no- 21/19/2021-BA(x) dated 1st Nov’21. He is not liable to retire by rotation.

## **Item-3**

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

“**RESOLVED THAT** pursuant to the provisions of Sections 149, 152 and any other applicable provisions of the Companies Act, 2013 as amended and the rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and provisions of any other guidelines issued by relevant authorities, Shri Nageswara Rao Gollapalli, [DIN: 08461461], 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 1st November, 2021 and who holds office up to the date of the next annual general meeting or the last date on which the annual general meeting should have been held, whichever is earlier in terms of Section 161(1) of Companies Act, 2013, who has submitted a declaration that he meets the criteria for independence as provided in Section 149(6) of the Act and Rules framed thereunder and Regulation 16(1)(b) of the SEBI Listing Regulations, as amended and who is eligible for appointment 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 from 1<sup>st</sup> Nov’21 to 31<sup>st</sup> Oct’24 or until further orders, in terms of Ministry of Coal letter no- 21/19/2021-BA(x) dated 1st Nov’21. He is not liable to retire by rotation.

#### **Item-4**

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

“RESOLVED THAT pursuant to the provisions of Sections 149, 152 and any other applicable provisions of the Companies Act, 2013 as amended and the rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and provisions of any other guidelines issued by relevant authorities, Shri Bhojarajan Rajesh Chander, [DIN: 02065422], 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 1st November, 2021 and who holds office up to the date of the next annual general meeting or the last date on which the annual general meeting should have been held, whichever is earlier in terms of Section 161(1) of Companies Act, 2013, who has submitted a declaration that he meets the criteria for independence as provided in Section 149(6) of the Act and Rules framed thereunder and Regulation 16(1)(b) of the SEBI Listing Regulations, as amended and who is eligible for appointment 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 of the Company from 1<sup>st</sup> Nov’21 to 31<sup>st</sup> Oct’24 or until further orders, in terms of Ministry of Coal letter no- 21/19/2021-BA(x) dated 1st Nov’21. He is not liable to retire by rotation.

#### **Item-5**

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

“RESOLVED THAT pursuant to the provisions of Sections 149, 152 and any other applicable provisions of the Companies Act, 2013 as amended and the rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and provisions of any other guidelines issued by relevant authorities, Shri Punambhai Kalabhai Makwana, [DIN: 09385881], 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 2<sup>nd</sup> November, 2021 and who holds office up to the date of the next annual general meeting or the last date on which the annual general meeting should have been held, whichever is earlier in terms of Section 161(1) of Companies Act, 2013, who has submitted a declaration that he meets the criteria for independence as provided in Section 149(6) of the Act and Rules framed thereunder and Regulation 16(1)(b) of the SEBI Listing Regulations, as amended and who is eligible for appointment, 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 from 2<sup>nd</sup> Nov’21 to 31<sup>st</sup> Oct’24 or until further orders, in terms of Ministry of Coal letter no- 21/19/2021-BA(x) dated 1st Nov’21. He is not liable to retire by rotation.

## **Item-6**

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

“RESOLVED THAT pursuant to the provisions of Sections 149, 152 and any other applicable provisions of the Companies Act, 2013 as amended and the rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and provisions of any other guidelines issued by relevant authorities, Shri Kamesh Kant Acharya, [DIN: 09386642], 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 2<sup>nd</sup> November, 2021 and who shall hold office up to the date of the next annual general meeting or the last date on which the annual general meeting should have been held, whichever is earlier in terms of Section 161(1) of Companies Act, 2013. who has submitted a declaration that he meets the criteria for independence as provided in Section 149(6) of the Act and Rules framed thereunder and Regulation 16(1)(b) of the SEBI Listing Regulations, as amended and who is eligible for appointment, 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 from 2<sup>nd</sup> Nov’21 to 31<sup>st</sup> Oct’24 or until further orders, in terms of Ministry of Coal letter no- 21/19/2021-BA(x) dated 1<sup>st</sup> Nov’ 21. He is not liable to retire by rotation.

## **Item-7**

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

“RESOLVED THAT pursuant to the provisions of Sections 149, 152 and any other applicable provisions of the Companies Act, 2013 as amended and the rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and provisions of any other guidelines issued by relevant authorities, Dr. Arun Kumar Oraon, [DIN: 09388744], 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 5<sup>th</sup> November, 2021 and who shall hold office up to the date of the next annual general meeting or the last date on which the annual general meeting should have been held, whichever is earlier in terms of Section 161(1) of Companies Act, 2013, who has submitted a declaration that he meets the criteria for independence as provided in Section 149(6) of the Act and Rules framed thereunder and Regulation 16(1)(b) of the SEBI Listing Regulations, as amended and who is eligible for appointment, 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 from 5<sup>th</sup> Nov’21 to 31<sup>st</sup> Oct’24 or until further orders, in terms of Ministry of Coal letter no- 21/19/2021-BA(x) dated 1<sup>st</sup> Nov’21. He is not liable to retire by rotation.

**By order of the Board of Directors  
For Coal India Limited**

**Sd-**

**(M. Viswanathan)  
Company Secretary**

**Date : 10<sup>th</sup> March '22**

**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](mailto:complianceofficer.cil@coalindia.in)**

**Website: [www.coalindia.in](http://www.coalindia.in)**

**Notes:**

1. The Explanatory Statement pursuant to Section 102 of the Act read with Regulation 36 of the SEBI Listing Regulations, and SS-2 which sets out details relating to Special Business mentioned in the Notice is annexed herewith and forms a part of this Notice.
2. As per the MCA Circulars and in view of the prevailing COVID-19 pandemic situation, physical copies of this Notice, Postal Ballot forms and pre-paid Business Reply Envelopes are not being sent to Shareholders for this Postal Ballot. Shareholders are requested to provide their assent or dissent through remote e-Voting only.
3. For purpose of providing remote e-Voting facility, the Company has entered into an arrangement with **NSDL** for facilitating e-Voting and enable the Shareholders to cast their votes electronically.
4. Shareholders may please note that this Notice will also be available on the Company's website at [www.coalindia.in](http://www.coalindia.in), websites of the Stock Exchanges at [www.bseindia.com](http://www.bseindia.com) and [www.nseindia.com](http://www.nseindia.com) and on the website of NSDL at [www.evoting.nsdl.com](http://www.evoting.nsdl.com). All documents referred to in this Notice will be available for inspection electronically until the last date of e-Voting. Shareholders seeking to inspect such documents can send an email to [complianceofficer.cil@coalindia.in](mailto:complianceofficer.cil@coalindia.in)
5. Emailing of the Notice and the Explanatory Statement shall be announced through an advertisement published in one Regional Newspaper, widely circulated in Kolkata (in vernacular language i.e. Bengali) and one English Newspaper circulated throughout India (in English Language) and shall be hosted on the Company's website at [www.coalindia.in](http://www.coalindia.in). The said public notice shall also mention the process for registration of email IDs by those Shareholders who have not yet registered their email IDs with the Company.

6. In compliance with the MCA Circulars, the Notice is being sent by electronic mode to those Shareholders whose names appear in the Register of Members / Beneficial Owners as received from Depositories as on **Friday the 4<sup>th</sup> March '22** i.e. ('**Cut-off date**') and whose email IDs are registered with the Company / RTA. For Shareholders who have not registered their email IDs, please register their email with RTA. A person who is not a Shareholder as on the Cut- off date should treat this Notice for information purpose only.
7. Further, the Shareholders whose names appear in the Register of Members/ List of Beneficial Owners as on Cut-off date, are entitled to vote on the Resolutions set forth in this Notice in proportion to his/her/its shareholding in the paid-up equity share capital of the Company as on the Cut-off date.
8. The e-Voting period shall commence from **9.00 am (I.S.T.) on Tuesday, 15<sup>th</sup> March '22** and will end at **5.00 pm (I.S.T.) on Wednesday, the 13<sup>th</sup> April '22 (both days inclusive)**. The e-Voting module shall be disabled by NSDL for voting thereafter. Once the vote on a resolution is cast by the Shareholder, the Shareholder shall not be allowed to change it subsequently.
9. Resolution passed by the Shareholders through Postal Ballot is deemed to have been passed as if the same have been passed at a General Meeting of the Shareholders.
10. A Shareholder cannot exercise his/her vote by proxy on Postal Ballot.
11. Any query in relation to the Resolution proposed to be passed by this Postal Ballot or for any query / grievance with respect to e-Voting may be addressed to Shri M. Viswanathan, Company Secretary and Compliance Officer at email ID at [complianceofficer.cil@coalindia.in](mailto:complianceofficer.cil@coalindia.in).
12. It is clarified that if a Shareholder fails to provide or update relevant email ID to the Company/RTA or to the DP, as the case may be, the Company will not be in default for not delivering the Notice via email. The availability of this Notice on the Company's website at [www.coalindia.in](http://www.coalindia.in) and on the website of the Stock Exchanges shall be deemed to be the issuance of this Notice to all the Shareholders whose email IDs are not registered with the Company.
13. The term 'Shareholders' has been used to denote the Members of the Company.

## **How do I vote electronically using NSDL e-Voting system?**

The way to vote electronically on NSDL e-Voting system consists of “Two Steps” which are mentioned below:

### **Step 1: Access to NSDL e-Voting system**




A) Login method for e-Voting for Individual shareholders holding securities in demat mode

In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

Login method for Individual shareholders holding securities in demat mode is given below:

<b>Type of shareholders</b>	<b>Login Method</b>
Individual Shareholders holding securities in demat mode with NSDL.	<ol style="list-style-type: none"><li data-bbox="592 819 1466 1323">1. Existing <b>IDeAS</b> user can visit the e-Services website of NSDL Viz. <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a> either on a Personal Computer or on a mobile. On the e-Services home page click on the “<b>Beneficial Owner</b>” icon under “<b>Login</b>” which is available under ‘<b>IDeAS</b>’ section , this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on “<b>Access to e-Voting</b>” under e-Voting services and you will be able to see e-Voting page. Click on company name or <b>e-Voting service provider i.e. NSDL</b> and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period.</li><li data-bbox="592 1368 1466 1536">2. If you are not registered for IDeAS e-Services, option to register is available at <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a>. Select “<b>Register Online for IDeAS Portal</b>” or click at <a href="https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp</a></li><li data-bbox="592 1536 1466 2000">3. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <a href="https://www.evoting.nsdl.com/">https://www.evoting.nsdl.com/</a> either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “<b>Login</b>” which is available under ‘<b>Shareholder/Member</b>’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or <b>e-Voting service provider i.e. NSDL</b> and</li></ol>



	<p>you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period.</p> <p>4. Shareholders/Members can also download NSDL Mobile App “<b>NSDL Speede</b>” facility by scanning the QR code mentioned below for seamless voting experience.</p> <div style="text-align: center;"> <p><b>NSDL Mobile App is available on</b></p>    </div>
<p>Individual Shareholders holding securities in demat mode with CDSL</p>	<ol style="list-style-type: none"> <li>Existing users who have opted for Easi / Easiest, they can login through their user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi / Easiest are <a href="https://web.cdslindia.com/myeasi/home/login">https://web.cdslindia.com/myeasi/home/login</a> or <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on New System Myeasi.</li> <li>After successful login of Easi/Easiest the user will be also able to see the E Voting Menu. The Menu will have links of <b>e-Voting service provider i.e. NSDL</b>. Click on <b>NSDL</b> to cast your vote.</li> <li>If the user is not registered for Easi/Easiest, option to register is available at <a href="https://web.cdslindia.com/myeasi/Registration/EasiRegistration">https://web.cdslindia.com/myeasi/Registration/EasiRegistration</a></li> <li>Alternatively, the user can directly access e-Voting page by providing demat Account Number and PAN No. from a link in <a href="http://www.cdslindia.com">www.cdslindia.com</a> home page. The system will authenticate the user by sending OTP on registered Mobile &amp; Email as recorded in the demat Account. After successful authentication, user will be provided links for the respective ESP i.e. <b>NSDL</b> where the e-Voting is in progress.</li> </ol>
<p>Individual Shareholders (holding securities in demat mode) login through their depository participants</p>	<p>You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility upon logging in, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting.</p>

Important note: Members who are unable to retrieve User ID/ Password are advised to use

Forget User ID and Forget Password option available at abovementioned website.

Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. NSDL and CDSL.

<b>Login type</b>	<b>Helpdesk details</b>
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at <a href="mailto:evoting@nsdl.co.in">evoting@nsdl.co.in</a> or call at toll free no.: 1800 1020 990 and 1800 22 44 30
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or contact at 022-23058738 or 022-23058542-43

**B) Login Method for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode.**

**How to Log-in to NSDL e-Voting website?**

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.
2. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section.
3. A new screen will open. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen.

*Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.*

4. Your User ID details are given below :

<b>Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical</b>	<b>Your User ID is:</b>
a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID  For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****.
b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID

	For example if your Beneficiary ID is 12***** then your user ID is 12*****
c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the company  For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001***

5. Password details for shareholders other than Individual shareholders are given below:
- a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
  - b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the ‘initial password’ which was communicated to you. Once you retrieve your ‘initial password’, you need to enter the ‘initial password’ and the system will force you to change your password.
  - c) How to retrieve your ‘initial password’?
    - (i) If your email ID is registered in your demat account or with the company, your ‘initial password’ is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your ‘User ID’ and your ‘initial password’.
    - (ii) If your email ID is not registered, please follow steps mentioned below in **process for those shareholders whose email ids are not registered**
6. If you are unable to retrieve or have not received the “ Initial password” or have forgotten your password:
- a) Click on “Forgot User Details/Password?”(If you are holding shares in your demat account with NSDL or CDSL) option available on [www.evoting.nSDL.com](http://www.evoting.nSDL.com).
  - b) Physical User Reset Password?” (If you are holding shares in physical mode) option available on [www.evoting.nSDL.com](http://www.evoting.nSDL.com).
  - c) If you are still unable to get the password by aforesaid two options, you can send a request at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) mentioning your demat account number/folio number, your PAN, your name and your registered address etc.
  - d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.
7. After entering your password, tick on Agree to “Terms and Conditions” by selecting on the check box.
8. Now, you will have to click on “Login” button.
9. After you click on the “Login” button, Home page of e-Voting will open.

## **Step 2: Cast your vote electronically on NSDL e-Voting system.**

### **How to cast your vote electronically on NSDL e-Voting system?**

1. After successful login at Step 1, you will be able to see all the companies “EVEN” in which you are holding shares and whose voting cycle.
2. Select “EVEN” of company for which you wish to cast your vote during the remote e-Voting period.
3. Now you are ready for e-Voting as the Voting page opens.
4. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on “Submit” and also “Confirm” when prompted.
5. Upon confirmation, the message “Vote cast successfully” will be displayed.
6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
7. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

### **General Guidelines for shareholders**

1. 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. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to [csrakhidasgupta@gmail.com](mailto:csrakhidasgupta@gmail.com) with a copy marked to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in).
2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the “[Forgot User Details/Password?](#)” or “[Physical User Reset Password?](#)” option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com) to reset the password.
3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of [www.evoting.nsdl.com](http://www.evoting.nsdl.com) or call on toll free no.: 1800 1020 990 and 1800 22 44 30 or send a request to Ms. Pallavi Mhatre at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in)

**Process for those shareholders whose email ids are not registered with the depositories for procuring user id and password and registration of e mail ids for e-voting for the resolutions set out in this notice:**

1. In case shares are held in physical mode please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) by email to [alankit\\_rta@alankit.com](mailto:alankit_rta@alankit.com)
2. In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) to [alankit\\_rta@alankit.com](mailto:alankit_rta@alankit.com). If you are an Individual shareholders holding securities in demat mode, you are requested to refer to the login method explained at **step 1 (A)** i.e. Login method for e-Voting for Individual shareholders holding securities in demat mode.
3. Alternatively shareholder/members may send a request to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) for procuring user id and password for e-voting by providing above mentioned documents.
4. In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.

## **EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013 READ WITH SECTION 110 OF THE COMPANIES ACT, 2013**

The following Statement sets out all material facts relating to Special Business mentioned in the accompanying Notice:

### **Item No.: 1**

Ministry of Coal vide its letter No.21/9/2021-Establishment dated 14<sup>th</sup> Jan' 2022 has appointed Shri B Veera Reddy as Director (Technical) of Coal India Limited. He has assumed the charge of D(T), CIL on 1<sup>st</sup> February'2022

Section 152 (2) of the Companies Act 2013 stipulated that every Director shall be appointed by the company in a general meeting. However, Section 161(1) of the Companies Act gives power to the Board of Directors to appoint an additional Director who shall hold office upto the date of next Annual General Meeting or the last date on which the Annual General Meeting should have been held whichever is earlier. However, Regulation 17(1C) of LODR 2015 stipulated approval of shareholders for appointment of a person on the Board is to be taken at the next AGM or within 3 months from the date of appointment whichever is earlier.

Nomination & Remuneration Committee (NRC) via Circular resolution has recommended his appointment as Director(Technical) which was noted in its 29<sup>th</sup> NRC Meeting held on 25<sup>th</sup> Feb'22.

Further Board via Circular resolution has approved his appointment as an Additional Director to function as a Director (Terchnical) which was noted in the 437<sup>th</sup> Board meeting held on 14<sup>th</sup> Feb' 22.

The Company has received a notice in writing under the provisions of Section 160 of the Companies Act, 2013 as amended, from a member proposing the candidature of Shri B. Veera Reddy as a director, to be appointed as such under the provisions of Section 152 of the Companies Act, 2013. The Company has received from him (i) consent in writing to act as director in Form DIR 2 pursuant to Rule 8 of Companies (Appointment & Qualification of Directors) Rules 2014, (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 and that he is not debarred by SEBI or any other authority from being appointed or continuing as a Director of a company. The approval of members is sought for the appointment of Shri B. Veera Reddy as a Director to function as Director (Technical) of the Company from 1<sup>st</sup> February, 2022 or till 31st August, 2024 i.e. date of his superannuation or until further orders whichever is earlier in terms of Ministry of Coal letter no 21/9/2021-Establishment dated 14th Jan., 2022. He is liable to retire by rotation.

His appointment was placed in the 29<sup>th</sup> NRC held on 25<sup>th</sup> February' 2022 The committee recommend his appointment as a Director for the consideration of Board in the EGM. The Board of Directors in its 438<sup>th</sup> meeting held on 10<sup>th</sup> March'22 recommends the resolutions in Item no 1 for the approval of the members considering his background and experience.

No Director, Key managerial personnel or their relatives, except Shri B. Veera Reddy to whom the resolution relates, is interested or concerned financially or otherwise in the resolution.

**a) Brief Resume:**

Shri B. Veera Reddy has assumed the charge of Director (Technical), CIL w.e.f 1st February'2022. Prior to this he was Director (Technical) Operations of Eastern Coalfields Limited from 1<sup>st</sup> Jan'2020 till 31<sup>st</sup> Jan'22. He did his B. Tech in Mining from Kothagudem School of Mines, Osmania University in the year 1986 and obtained First Class Managers Competency Certificate by DGMS in the year 1990. He has also completed Master of Technology in Mine Planning from Kothagudem School of Mines, Osmania University in the year 2000. Shri Reddy joined SCCL in the year 1987 and has more than 32 years of experience in coal mining, planning, procurement and operations. He worked in different capacities in the Mechanized Underground and Opencast mines and in Corporate Project Planning department of SCCL. Prior to his joining as Director (Technical) Operations of Eastern Coalfields Limited he worked as General Manager of Adriyala Longwall Project Area of the Singareni Collieries Company Limited.

**b) Nature of expertise in specific functional areas;**

He has experience in coal mining, planning, procurement and operations. He also worked in different capacities in the Mechanized Underground and Opencast mines and in Corporate Project Planning.

**c) Disclosure of relationships between directors**

He is not related to any other Director of CIL

**d) Names of listed entities in which he also holds the directorship and the membership of Committees of the board along with listed entities from which the person has resigned in the past three years**

<b>Sr. No</b>	<b>Name of the Company</b>	<b>Category of the Directorship</b>
1	Nil	Nil

He has not resigned in any Listed Company in past three years.

**Memberships / Chairmanships in Committees:**

<b>Sr. No</b>	<b>Name of the Company</b>	<b>Name of the Committee</b>
1	Coal India Limited	Audit Committee - Member Risk Management Committee - Member

**Item No.: 2**

Ministry of Coal vide its letter No. 21/19/2021-BA(x) dated 1st November'2021 has appointed Shri Denesh Singh as an Independent Director of Coal India Limited.

Section 152 (2) of the Companies Act 2013 stipulated that every Director shall be appointed by the company in a general meeting. However, Section 161(1) of the Companies Act gives power to the Board of Directors to appoint an additional Director who shall hold office upto the date of next Annual General Meeting or the last date on which the Annual General Meeting should have been held whichever is earlier

The Board of Directors in its 433<sup>rd</sup> meeting held on 12<sup>th</sup> November' 21 had appointed Shri Denesh Singh [DIN:08038875] as an Additional Director to function as an Independent Director from 1<sup>st</sup> November, 2021 to hold office upto the date of next AGM or the last date on which AGM should have been held whichever is earlier in terms of Section 161(1) of Companies Act' 2013.

Since CIL proposed to hold EGM for appointment of Shri B. Veera Reddy, D(T),CIL. Hence, it is also proposed to appoint Shri Denesh Singh as a Director through EGM via postal ballot

The Company has received a notice in writing under the provisions of Section 160 of the Companies Act, 2013 as amended from a member proposing the candidature of Shri Denesh Singh as a director, to be appointed as such under the provisions of Section 149 of the Companies Act, 2013. The Company has received from him (i) consent in writing to act as director in Form DIR-2 pursuant to Rule 8 of Companies (Appointment & Qualification of Directors) Rules 2014, (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. He has also given the Declaration of Independence. His appointment is recommended by 29<sup>th</sup> Nomination and Remuneration Committee in its meeting held on 25<sup>th</sup> February' 2022. The resolution seeks the approval of members for the appointment of Shri Denesh Singh as an Independent Director of the Company from 1st November, 2021 till 31<sup>st</sup> October' 24 in terms of Ministry of Coal letter no 21/19/2021-BA(x) dated 1<sup>st</sup> Nov' 2021. He is not liable to retire by rotation.

No Director, Key managerial personnel or their relatives, except Shri Denesh Singh to whom the resolution relates, is interested or concerned financially or otherwise in the resolution. No remuneration other than sitting fees is being paid to him for attending Board / Committee Meetings. The Board of Directors considered that in view of the background and experience of Shri Denesh Singh, it would be in the interest of the company to appoint him as an Independent Director of the Company from 1<sup>st</sup> November, 2021 till 31<sup>st</sup> October, 2024 or until further orders from MoC. The Board of Directors in its 438<sup>th</sup> meeting held on 10<sup>th</sup> March'22 recommends the resolution set forth in Item no. 2 for the approval of the members.

**a). Brief Resume:**

Shri Denesh Singh is a fellow member of the Institute of Chartered Accountants of India (ICAI) and the Vice President of ACCMAN Institute of Management. He is also an MBA from EIILM University approved by UGC, DEC & AICTE) with 1st Division and B.Com (Hon) from Banaras Hindu University with 1st Division. He is the senior partner of ASC & Associates, Chartered Accountants. He served on the Board of United Bank of India as an independent director from December 2017 to March 2020. The Board of United Bank appointed him as the Chairman of the Audit Committee and member of the Stakeholders Relationship Committee, the Nomination Committee, the Customer Service Committee, the IT Sub-Committee, and the Election Committee. He is the founder Director International Business



Valuers Association (IBVA)- a RVO recognized by IBBI. He is Partner in ASC & Associates. He has over 20 years of diversified experience serving clients in various industries in India and internationally. He has specialized in auditing, taxation, project financing, management consulting, and other consulting support services to businesses in the public and private sectors for over 20 years. He has, for over 15 years, imparted training to Accountants and Finance Officers of several Government Departments in different areas of Accounts and Finance, viz. Department of Horticulture, Department of Sericulture, Department of Animal Husbandry, Uttar Pradesh Power Corporation Ltd., Directorate of Public Works Department, and other organizations under the Government of Uttar Pradesh as Financial Consultant. During his tenure as Vice President, ACCMAN Business School, he was actively involved in providing strategic inputs and oversight of key functional areas. He also has extensive experience in teaching. He teaches subjects like Banking & Financial Services, Credit Appraisal & Risk Management, Financial Accounting, Legal Aspects of Business, Project Planning Appraisal & Control, and Management Accounting & Control.

Further as the Chairman of the ACBOD of United Bank of India, he made improvement in Policy on 'Performance Evaluation' for Concurrent Auditor for parameters, like the number of MOCs, Revenue Leakage, Special Mentioned Accounts, Stressed Assets, review of accounts vis-à-vis the total expenditure and benefits achieved. He Introduced an online reporting system for concurrent audit, Concurrent Auditors and Branches to ensure rectification of irregularities detected on a real-time basis. He introduced policy such as No MOC should normally be raised at the branches covered by Concurrent Audit and Performance of the auditors shall be evaluated periodically and parameters of such evaluation to be shared with Concurrent Auditors also.

**b) Nature of expertise in specific functional areas;**

He has specialized in auditing, taxation, project financing, management consulting, and other consulting support services to businesses in the public and private sectors for over 20 years. He also served on the Board of United Bank of India as an independent director till March'20

**c) Disclosure of relationships between directors**

He is not related to any other Director of CIL

**d) Names of listed entities in which he also holds the directorship and the membership of Committees of the board along with listed entities from which the person has resigned in the past three years**

<b>Sr. No</b>	<b>Name of the Company</b>	<b>Category of the Directorship</b>
1	United Bank of India	Independent Director (Till March' 20)

He has not resigned in any Listed Company in past three years.

**Memberships / Chairmanships in Committees :**

<b>Sr. No</b>	<b>Name of the Company</b>	<b>Name of the Committee</b>
1	United Bank of India	<ul style="list-style-type: none"> <li>• Audit Committee - Chairman</li> <li>• Stakeholders Relationship Committee - Member</li> <li>• Nomination and Remuneration Committee - Member</li> </ul>

2	Coal India Limited	<ul style="list-style-type: none"> <li>• Audit Committee - Member</li> <li>• Stakeholders Relationship Committee - Chairman</li> </ul>
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**e) shareholding of Non-executive directors in the listed entity, including shareholders as a beneficial owner**

Shri Denesh Singh does not hold any share of Coal India Ltd.

**f) In case of independent directors, the skills and capabilities required for the role and the manner in which the proposed person meets such requirements.**

As recommended by the Nomination and Remuneration Committee and approved by the Board, the following are the skills/expertise/competence required for the role and Shri Denesh Singh meets the said requirements

Sl. No.	Area of skills/expertise/competence
1	Executive Leadership
2	Governance Experience
3	Financial Acumen
4	Strategy/Risk Management
5	Occupational Health, Safety & Environment

**Item-3**

Ministry of Coal vide its letter No. 21/19/2021-BA(x) dated 1st November'2021 has appointed Prof. G. Nageswara Rao as an Independent Director of Coal India Limited.

Section 152 (2) of the Companies Act 2013 stipulated that every Director shall be appointed by the company in a general meeting. However, Section 161(1) of the Companies Act gives power to the Board of Directors to appoint an additional Director who shall hold office upto the date of next Annual General Meeting or the last date on which the Annual General Meeting should have been held whichever is earlier

The Board of Directors in its 433<sup>rd</sup> meeting held on 12<sup>th</sup> November' 21 had appointed Prof. G. Nageswara Rao [DIN:08461461] as an Additional Director to function as an Independent Director from 1<sup>st</sup> November, 2021 to hold office upto the date of next AGM or the last date on which AGM should have been held whichever is earlier in terms of Section 161(1) of Companies Act' 2013.

Since CIL proposed to hold EGM for appointment of Shri B. Veera Reddy, D(T),CIL. Hence, it is also proposed to appoint Prof. G. Nageswara Rao as a Director through EGM via postal ballot

The Company has received a notice in writing under the provisions of Section 160 of the Companies Act, 2013 as amended from a member proposing the candidature of Prof. Nageswara Rao Gollapalli as a director, to be appointed as such under the provisions of Section 149 of the Companies Act, 2013. The Company has received from him (i) consent in writing to act as director in Form DIR-2 pursuant to Rule 8 of Companies (Appointment & Qualification of Directors) Rules 2014, (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. He has also given the Declaration of Independence. His appointment is recommended by 29<sup>th</sup> Nomination and Remuneration Committee in its meeting held on 25<sup>th</sup> February' 2022. The resolution seeks the approval of members for the appointment of Prof. Nageswara Rao Gollapalli as an Independent Director of the Company from 1st November, 2021 till 31<sup>st</sup> October' 24 in terms of Ministry of Coal letter no 21/19/2021-BA(x) dated 1<sup>st</sup> Nov' 2021. He is not liable to retire by rotation.

No Director, Key managerial personnel or their relatives, except Prof. Nageswara Rao Gollapalli to whom the resolution relates, is interested or concerned financially or otherwise in the resolution. No remuneration other than sitting fees is being paid to him for attending Board / Committee Meetings. The Board of Directors considered that in view of the background and experience of Prof. Nageswara Rao Gollapalli, it would be in the interest of the company to appoint him as an Independent Director of the Company from 1<sup>st</sup> November, 2021 till 31<sup>st</sup> October, 2024 or until further orders from MoC. The Board of Directors in its 438<sup>th</sup> meeting held on 10<sup>th</sup> March'22 recommends the resolution set forth in Item no. 3 for the approval of the members.

**a). Brief Resume:**

Prof. G. Nageswara Rao was Vice-Chancellor of Andhra University during July 2016 & July 2019, In-charge Vice-chancellor of Dr. B.R. Ambedkar University, Etcherla from July 2017 till December 2017 and Mentor, Central Tribal University of AP from January 2019 to July 2019. He has been Conferred with Honorary Colonel rank by the President of India. He has also been conferred with Best Researcher Award in 2000 by Andhra University, Dr Sarvepalli Radhakrishnan Best Academician Award in 2008 and Government of Andhra Pradesh conferred him with "State Best Teacher Award" in 2014. He was also the faculty member of Andhra University from 1989 to 2019. He had carried out research at Indian Institute of Science, Bengaluru (March 1990 – February 1991). He has done Post-Doctoral Research Fellow at University of Durban, South Africa during 1997-98. Prof. Rao has published 361 research papers in national & International Journals & participated in 120 conferences. He has completed research projects funded by University Grants Commission, Department of Science & Technology, Department of Ocean Development, & Ministry of Ocean and Earth Sciences, Govt. of India. He has been in Expert Committee member for assessment of Major Research Projects, University Grants Commission. He has held different positions such as Assistant Principal, College of Science & Technology, Chief Warden, Science Hostels, Head of the Department of Inorganic & Analytical Chemistry, Director, School of Chemistry, Associate Director, Directorate of Admissions, Placement officer, Placement Cell of College of Science & Technology, Andhra University. He has functioned as Chairman of several NAAC peer teams & Search committees for Vice-chancellor position.

**b) Nature of expertise in specific functional areas:**

He was Vice-Chancellor of Andhra University during July 2016 & July 2019, In-charge Vice-chancellor of Dr. B.R. Ambedkar University, Etcherla from July 2017 till December 2017. He was also the faculty member of Andhra University from 1989 to 2019. He had carried out research at Indian Institute of Science, Bengaluru (March 1990 – February 1991). Prof. Rao has published 361 research papers in national & International Journals & participated in 120 conferences. He has been in Expert Committee member for assessment of Major Research Projects, University Grants Commission. He has held different positions such as Assistant Principal, College of Science & Technology, Chief Warden, Science Hostels, Head of the Department of

Inorganic & Analytical Chemistry, Director, School of Chemistry, Associate Director, Directorate of Admissions, Placement officer, Placement Cell of College of Science & Technology, Andhra University.

**c) Disclosure of relationships between directors**

He is not related to any other Director of CIL

**d) Names of listed entities in which he also holds the directorship and the membership of Committees of the board along with listed entities from which the person has resigned in the past three years**

Sr. No	Name of the Company	Category of the Directorship
	Nil	Nil

He has not resigned in any Listed Company in past three years.

**Memberships / Chairmanships in Committees :**

Sr. No	Name of the Company	Name of the Committee
1	Coal India Limited	<ul style="list-style-type: none"> <li>• Audit Committee – Member</li> <li>• Nomination and Remuneration Committee – Chairman</li> </ul>

**e) Shareholding of Non-executive directors in the listed entity, including shareholders as a beneficial owner**

Prof. Nageswara Rao Gollapalli does not hold any share of Coal India Ltd.

**f) In case of independent directors, the skills and capabilities required for the role and the manner in which the proposed person meets such requirements.**

As recommended by the Nomination and Remuneration Committee and approved by the Board, the following are the skills/expertise/competence of required for the role and met by Prof. Nageswara Rao Gollapalli:

Sl. No.	Area of skills/expertise/competence
1	Executive Leadership
2	Governance Experience
3	Financial Acumen
4	Human Resource Management
5	Project Formulation and Management
6	Occupational Health, Safety & Environment
7	Strategy/ Risk management
8	Sectoral/ Domain Knowledge

**Item-4**

Ministry of Coal vide its letter No. 21/19/2021-BA(x) dated 1st November'2021 has appointed Shri Bhojarajan Rajesh Chandar as an Independent Director of Coal India Limited.

Section 152 (2) of the Companies Act 2013 stipulated that every Director shall be appointed by the company in a general meeting. However, Section 161(1) of the Companies Act gives power to the Board of Directors to appoint an additional Director who shall hold office upto the date of next Annual General Meeting or the last date on which the Annual General Meeting should have been held whichever is earlier

The Board of Directors in its 433<sup>rd</sup> meeting held on 12<sup>th</sup> November' 21 had appointed Shri Bhojarajan Rajesh Chandar [DIN:02065422] as an Additional Director to function as an Independent Director from 1<sup>st</sup> November, 2021 to hold office upto the date of next AGM or the last date on which AGM should have been held whichever is earlier in terms of Section 161(1) of Companies Act' 2013.

Since CIL proposed to hold EGM for appointment of Shri B. Veera Reddy, D(T),CIL. Hence, it is also proposed to appoint Shri Bhojarajan Rajesh Chandar as a Director through EGM via postal ballot.

The Company has received a notice in writing under the provisions of Section 160 of the Companies Act, 2013 as amended from a member proposing the candidature of Shri Bhojarajan Rajesh Chandar as a director, to be appointed as such under the provisions of Section 149 of the Companies Act, 2013. The Company has received from him (i) consent in writing to act as director in Form DIR-2 pursuant to Rule 8 of Companies (Appointment & Qualification of Directors) Rules 2014, (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. He has also given the Declaration of Independence. His appointment is recommended by Nomination and Remuneration Committee in its meeting held on 25<sup>th</sup> February' 2022 The resolution seeks the approval of members for the appointment of Shri Bhojarajan Rajesh Chandar as an Independent Director of the Company from 1st November, 2021 till 31<sup>st</sup> October' 24 in terms of Ministry of Coal letter no 21/19/2021-BA(x) dated 1<sup>st</sup> Nov' 2021. He is not liable to retire by rotation.

No Director, Key managerial personnel or their relatives, except Shri Bhojarajan Rajesh Chandar to whom the resolution relates, is interested or concerned financially or otherwise in the resolution. No remuneration other than sitting fees is being paid to him for attending Board / Committee Meetings. The Board of Directors considered that in view of the background and experience of Shri Bhojarajan Rajesh Chandar, it would be in the interest of the company to appoint him as an Independent Director of the Company from 1<sup>st</sup> November, 2021 till 31<sup>st</sup> October, 2024 or until further orders from MoC. The Board of Directors in its 438<sup>th</sup> meeting held on 10<sup>th</sup> March'22 recommends the resolution set forth in Item no. 4 for the approval of the members.

**a). Brief Resume:**

Shri Bhojarajan Rajesh Chandar is an Engineering graduate from Sri Jaychamarajendra College of Engineering, Mysore. Shri Rajeshchandar has served as Chairman of Coimbatore Tea Traders association during the period 2015 to 2017. He had also served as Managing Partner at Hittakkal Estate Tea Factory from 1998 to 2020. He had also held the post of Trustee/Secretary at Isha Foundation during the period 2008 to 2020. He is also professionally involved in tea and coffee planting business.

**b) Nature of expertise in specific functional areas:**

Shri Bhojarajan Rajesh Chandar worked in Tea Industry as Chairman and Managing partner in different Tea Companies e.g. as a Chairman of Coimbatore Tea Traders association during the period 2015 to 2017 and as Managing Partner at Hittakkal Estate Tea Factory from 1998 to 2020. He had also held the post of Trustee/Secretary at Isha Foundation during the period 2008 to 2020.

**c) Disclosure of relationships between directors**

He is not related to any other Director of CIL

**d) Names of listed entities in which he also holds the directorship and the membership of Committees of the board along with listed entities from which the person has resigned in the past three years**

Sr. No	Name of the Company	Category of the Directorship
	Nil	Nil

He has not resigned in any Listed Company in past three years.

**Memberships / Chairmanships in Committees :**

Sr. No	Name of the Company	Name of the Committee
1	Coal India Limited	<ul style="list-style-type: none"><li>Audit Committee - Member</li><li>Corporate Social Responsibility - Chairman</li></ul>

**e) Shareholding of Non-executive directors in the listed entity, including shareholders as a beneficial owner**

Shri Bhojarajan Rajesh Chandar does not hold any share of Coal India Ltd.

**f) In case of independent directors, the skills and capabilities required for the role and the manner in which the proposed person meets such requirements.**

As recommended by the Nomination and Remuneration Committee and approved by the Board, the following are the skills/expertise/competence of required for the role and met by Shri Bhojarajan Rajesh Chandar:

Sl. No.	Area of skills/expertise/competence
1	Executive Leadership
2	Governance Experience
3	Financial Acumen
4	Project Formulation and Management

## Item-5

Ministry of Coal vide its letter No. 21/19/2021-BA(x) dated 1st November'2021 has appointed Shri Punambhai Kalabhai Makwana as an Independent Director of Coal India Limited.

Section 152 (2) of the Companies Act 2013 stipulated that every Director shall be appointed by the company in a general meeting. However, Section 161(1) of the Companies Act gives power to the Board of Directors to appoint an additional Director who shall hold office upto the date of next Annual General Meeting or the last date on which the Annual General Meeting should have been held whichever is earlier

The Board of Directors in its 433<sup>rd</sup> meeting held on 12<sup>th</sup> November' 21 had appointed Shri Punambhai Kalabhai Makwana [DIN:09385881] as an Additional Director to function as an Independent Director from 2<sup>nd</sup> November, 2021 to hold office upto the date of next AGM or the last date on which AGM should have been held whichever is earlier in terms of Section 161(1) of Companies Act' 2013.

Since CIL proposed to hold EGM for appointment of Shri B. Veera Reddy, D(T),CIL. Hence, it is also proposed to appoint Shri Punambhai Kalabhai Makwana as a Director through EGM via postal ballot.

The Company has received a notice in writing under the provisions of Section 160 of the Companies Act, 2013 as amended from a member proposing the candidature of Shri Punambhai Kalabhai Makwana as a director, to be appointed as such under the provisions of Section 149 of the Companies Act, 2013. The Company has received from him (i) consent in writing to act as director in Form DIR-2 pursuant to Rule 8 of Companies (Appointment & Qualification of Directors) Rules 2014, (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. He has also given the Declaration of Independence. His appointment is recommended by Nomination and Remuneration Committee in its meeting held on 25<sup>th</sup> February' 2022. The resolution seeks the approval of members for the appointment of Shri Punambhai Kalabhai Makwana as an Independent Director of the Company from 2<sup>nd</sup> November, 2021 till 31<sup>st</sup> October' 24 in terms of Ministry of Coal letter no 21/19/2021-BA(x) dated 1<sup>st</sup> Nov' 2021. He is not liable to retire by rotation.

No Director, Key managerial personnel or their relatives, except Shri Punambhai Kalabhai Makwana to whom the resolution relates, is interested or concerned financially or otherwise in the resolution. No remuneration other than sitting fees is being paid to him for attending Board / Committee Meetings. The Board of Directors considered that in view of the background and experience of Shri Punambhai Kalabhai Makwana, it would be in the interest of the company to appoint him as an Independent Director of the Company from 2<sup>nd</sup> November, 2021 till 31<sup>st</sup> October, 2024 or until further orders from MoC. The Board of Directors in its 438<sup>th</sup> meeting held on 10<sup>th</sup> March'22 recommends the resolution set forth in Item no. 5 for the approval of the members.

**a). Brief Resume:**

Shri Punambhai Kalabhai Makwana has been appointed as an Independent Director on the Board of Coal India Limited w.e.f 2nd November' 2021. He is a Bachelor in Science from 1978. At present he is an Industrialist and Agriculturist. He has been Executive Member of National Scheduled Caste Morcho, B.J.P, President of Gujarat Senva and Ravat Vikas Sangh and Executive Member of B.J.P Gujarat State. He was M.L.A of Dasada Vidhansabha (Gujarat) from 2012 to 2017, Parliament Secretary of Govt of Gujarat from 2015 to 2017, Secretary of B.J.P Gujarat Pradesh from 2002 to 2004, Chairman of Gujarat Ati Pachhat Jati Vikas Board from 2010-2012, President of G.I.D. Eng. Association, Gandhinagar from 2005 to 2007, Member of High Power Committee, Govt of Gujarat 1985, President of B.J.P. Scheduled Caste Morcho Gandhinagar from 1990 to 1994. He was Director in Gujarat State Handloom Dev. Corporation from 1998 to 2002 and Director in Gujarat State Nasabandhi Board from 1982 to 1988.

**b) Nature of expertise in specific functional areas;**

Shri Punambhai Kalabhai Makwana is a Bachelor in Science. He is an Industrialist and Agriculturist. He has been Executive Member of National Scheduled Caste Morcho, B.J.P, President of Gujarat Senva and Ravat Vikas Sangh and Executive Member of B.J.P Gujarat State. He was M.L.A of Dasada Vidhansabha (Gujarat) from 2012 to 2017, Parliament Secretary of Govt of Gujarat from 2015 to 2017.

**c) Disclosure of relationships between directors**

He is not related to any other Director of CIL

**d) Names of listed entities in which he also holds the directorship and the membership of Committees of the board along with listed entities from which the person has resigned in the past three years**

<b>Sr. No</b>	<b>Name of the Company</b>	<b>Category of the Directorship</b>
	Nil	Nil

He has not resigned in any Listed Company in past three years.

**Memberships / Chairmanships in Committees :**

<b>Sr. No</b>	<b>Name of the Company</b>	<b>Name of the Committee</b>
1	Coal India Limited	<ul style="list-style-type: none"><li>• Risk Management Committee - Member</li><li>• Corporate Social Responsibility Committee - Member</li></ul>

**e) Shareholding of Non-executive directors in the listed entity, including shareholders as a beneficial owner**

Shri Punambhai Kalabhai Makwana does not hold any share of Coal India Ltd.

**f) In case of independent directors, the skills and capabilities required for the role and the manner in which the proposed person meets such requirements.**



As recommended by the Nomination and Remuneration Committee and approved by the Board, the following are the skills/expertise/competence required for the role and met by Shri Punambhai Kalabhai Makwana:

Sl. No.	Area of skills/expertise/competence
1	Executive Leadership
2	Governance Experience
3	Strategy/Risk Management

## Item-6

Ministry of Coal vide its letter No. 21/19/2021-BA(x) dated 1st November'2021 has appointed Shri Kamesh Kant Acharya as an Independent Director of Coal India Limited.

Section 152 (2) of the Companies Act 2013 stipulated that every Director shall be appointed by the company in a general meeting. However, Section 161(1) of the Companies Act gives power to the Board of Directors to appoint an additional Director who shall hold office upto the date of next Annual General Meeting or the last date on which the Annual General Meeting should have been held whichever is earlier

The Board of Directors in its 433<sup>rd</sup> meeting held on 12<sup>th</sup> November'21 had appointed Shri Kamesh Kant Acharya [DIN:09386642] as an Additional Director to function as an Independent Director from 2<sup>nd</sup> November, 2021 to hold office upto the date of next AGM or the last date on which AGM should have been held whichever is earlier in terms of Section 161(1) of Companies Act' 2013.

Since CIL proposed to hold EGM for appointment of Shri B. Veera Reddy, D(T), CIL. Hence, it is also proposed to appoint Shri Kamesh Kant Acharya as a Director through EGM via postal ballot.

The Company has received a notice in writing under the provisions of Section 160 of the Companies Act, 2013 as amended from a member proposing the candidature of Shri Kamesh Kant Acharya as a director, to be appointed as such under the provisions of Section 149 of the Companies Act, 2013. The Company has received from him (i) consent in writing to act as director in Form DIR-2 pursuant to Rule 8 of Companies (Appointment & Qualification of Directors) Rules 2014, (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. He has also given the Declaration of Independence. His appointment is recommended by Nomination and Remuneration Committee in its meeting held on 25<sup>th</sup> February' 2022. The resolution seeks the approval of members for the appointment of Shri Kamesh Kant Acharya as an Independent Director of the Company from 2<sup>nd</sup> November, 2021 till 31<sup>st</sup> October' 24 in terms of Ministry of Coal letter no 21/19/2021-BA(x) dated 1<sup>st</sup> Nov' 2021. He is not liable to retire by rotation.

No Director, Key managerial personnel or their relatives, except Shri Kamesh Kant Acharya to whom the resolution relates, is interested or concerned financially or otherwise in the resolution. No remuneration other than sitting fees is being paid to him for attending Board / Committee Meetings. The Board of Directors considered that in view of the background and experience of Shri Kamesh Kant Acharya, it would be in the

interest of the company to appoint him as an Independent Director of the Company from 2<sup>nd</sup> November, 2021 till 31<sup>st</sup> October, 2024 or until further orders from MoC. The Board of Directors in its 438<sup>th</sup> meeting held on 10<sup>th</sup> March'22 recommends the resolution set forth in Item no. 6 for the approval of the members.

**a). Brief Resume:**

Shri Kamesh Kant Acharya is a fellow member of "The institute of Chartered Accountants of India. He has an experience of more than 20 years in different spheres of profession including Statutory Audits, Tax Audits, Tax Planning, Advisory, Project Financing, Corporate Finance, funds restructuring and representation before Tax and other government departments. He is also a Law Graduate from Delhi University

He has vast experience in serving several sectors including Banking, Real Estate, Distillery, Manufacturing and Processing industries, Transport, Health and Education. He has vast experience in working with several banks including Reserve Bank of India, State Bank of India, Punjab & Sindh bank, New Bank of India and also worked in different Public and Private limited companies etc. during different audits. He was associated with Acharya Goel & Associates, chartered Accountants firm as a senior partner.

He was the member of Taxation committees and Professional Development Committees at Northern India Regional Council of "The Institute of Chartered Accountants of India". He also associated with The institute of Chartered Accountants of India" and "The Institute of Company Secretaries of India".

He is an active social Activist and motivational speaker associated with RSS and other welfare charitable, resident organisations or associations. He was also the member of National Commerce cell, Delhi state CA cell, District Treasurer.

**b) Nature of expertise in specific functional areas;**

He has an experience of more than 20 years in different spheres of profession including Statutory Audits, Tax Audits, Tax Planning, Advisory, Project Financing, Corporate Finance, funds restructuring and representation before Tax and other government departments.

**c) Disclosure of relationships between directors**

He is not related to any other Director of CIL

**d) Names of listed entities in which he also holds the directorship and the membership of Committees of the board along with listed entities from which the person has resigned in the past three years**

Sr. No	Name of the Company	Category of the Directorship
	Nil	Nil

He has not resigned in any Listed Company in past three years.

**Memberships / Chairmanships in Committees :**

Sr. No	Name of the Company	Name of the Committee
1	Coal India Limited	<ul style="list-style-type: none"> <li>• Audit Committee - Chairman</li> <li>• Nomination and Remuneration Committee - Member</li> </ul>

**e) Shareholding of Non-executive directors in the listed entity, including shareholders as a beneficial owner**

Shri Kamesh Kant Acharya does not hold any share of Coal India Ltd.

**f) In case of independent directors, the skills and capabilities required for the role and the manner in which the proposed person meets such requirements.**

As recommended by the Nomination and Remuneration Committee and approved by the Board, the following are the skills/expertise/competence required for the role and met by Shri Kamesh Kant Acharya:

<b>Sl. No.</b>	<b>Area of skills/expertise/competence</b>
1	Executive Leadership
2	Governance Experience
3	Financial Acumen
4	Human Resource Management
5	Project Formulation and Management

**Item-7**

Ministry of Coal vide its letter No. 21/19/2021-BA(x) dated 1st November'2021 has appointed Dr. Arun Kumar Oraon as an Independent Director of Coal India Limited.

Section 152 (2) of the Companies Act 2013 stipulated that every Director shall be appointed by the company in a general meeting. However, Section 161(1) of the Companies Act gives power to the Board of Directors to appoint an additional Director who shall hold office upto the date of next Annual General Meeting or the last date on which the Annual General Meeting should have been held whichever is earlier

The Board of Directors in its 433<sup>rd</sup> meeting held on 12<sup>th</sup> November' 21 had appointed Dr. Arun Kumar Oraon [DIN:09388744] as an Additional Director to function as an Independent Director from 5<sup>th</sup> November, 2021 to hold office upto the date of next AGM or the last date on which AGM should have been held whichever is earlier in terms of Section 161(1) of Companies Act' 2013.

Since CIL proposed to hold EGM for appointment of Shri B. Veera Reddy, D(T), CIL. Hence, it is also proposed to appoint Dr. Arun Kumar Oraon as a Director through EGM via postal ballot.

The Company has received a notice in writing under the provisions of Section 160 of the Companies Act, 2013 as amended from a member proposing the candidature of Dr. Arun Kumar Oraon as a director, to be appointed as such under the provisions of Section 149 of the Companies Act, 2013. The Company has received from him (i) consent in writing to act as director in Form DIR-2 pursuant to Rule 8 of Companies (Appointment & Qualification of Directors) Rules 2014, (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. He has also given the Declaration of Independence. His appointment is recommended by

Nomination and Remuneration Committee in its meeting held on 25<sup>th</sup> February' 2022. The resolution seeks the approval of members for the appointment of Dr. Arun Kumar Oraon as an Independent Director of the Company from 5<sup>th</sup> November, 2021 till 31<sup>st</sup> October' 24 in terms of Ministry of Coal letter no 21/19/2021-BA(x) dated 1<sup>st</sup> Nov' 2021. He is not liable to retire by rotation.

No Director, Key managerial personnel or their relatives, except Dr. Arun Kumar Oraon to whom the resolution relates, is interested or concerned financially or otherwise in the resolution. No remuneration other than sitting fees is being paid to him for attending Board / Committee Meetings. The Board of Directors considered that in view of the background and experience of Dr. Arun Kumar Oraon, it would be in the interest of the company to appoint him as an Independent Director of the Company from 5<sup>th</sup> November, 2021 till 31<sup>st</sup> October, 2024 or until further orders from MoC. The Board of Directors in its 438<sup>th</sup> meeting held on 10<sup>th</sup> March'22 recommends the resolution set forth in Item no. 7 for the approval of the members.

**a). Brief Resume:**

He is an 1992 Batch IPS, Punjab Cadre. He took voluntary retirement from the rank of IGP. He was awarded the best Probationer Trophy during IPS Training. He has Served as SP, DIG & IGP in the State of Punjab & Jharkhand. He has vast experience of Policing in Terrorist and Naxal (LWE) Affected Areas He also did Police Executive Programme Course in Cambridge University, UK.

Further he has done his MBBS from Rajendra Medical College & Hospital (RIMS), Ranchi. He has also worked as Sr. Medical Officer in The Emergency Medical Team of 4 Former Prime Ministers.

He has experience as Vice President in JSPL, Ranchi. He was also adviser and former President of Akhil Bhartiya Adivasi Vikas Parishad. He is the Founder of Forum of Tribal Police Officer's in Jharkhand and worked for the welfare of Tribals by Providing Quality Education, Promoting Tribal Language & Preservation of Tribal Culture, Traditions and Values. He is also the Founder President of 'SANGHARA' a registered organization in Punjab for the welfare of tribal migrants of Punjab, Haryana, Himanchal and Western U.P.

He represented Civil Services Delhi & Punjab team, Rest of Bihar, Ranchi University, Ranchi District in Cricket. He has also represented All India Police Games Champion, Punjab Police team in Lawn Tennis. He is the Director, Lawn Tennis Academy, JSCA, Ranchi and President, Gumla District Cricket Association.

**g) Nature of expertise in specific functional areas;**

Dr. Arun Kumar Oraon is an 1992 Batch IPS, Punjab Cadre. He took voluntary retirement from the rank of IGP. He has vast experience of Policing in Terrorist and Naxal (LWE) Affected Areas. Further he has done his MBBS. He has also worked as Sr. Medical Officer in The Emergency Medical Team of 4 Former Prime Ministers. He is the Founder of Forum of Tribal Police Officer's in Jharkhand and worked for the welfare of Tribals. He represented Civil Services Delhi & Punjab team, Rest of Bihar, Ranchi University, Ranchi District in Cricket.

**h) Disclosure of relationships between directors**

He is not related to any other Director of CIL

- i) **Names of listed entities in which he also holds the directorship and the membership of Committees of the board along with listed entities from which the person has resigned in the past three years**

Sr. No	Name of the Company	Category of the Directorship
	Nil	Nil

He has not resigned in any Listed Company in past three years.

**Memberships / Chairmanships in Committees :**

Sr. No	Name of the Company	Name of the Committee
1	Coal India Limited	<ul style="list-style-type: none"> <li>• Nomination and Remuneration Committee - Member</li> <li>• Risk Management Committee - Chairman</li> </ul>

- j) **Shareholding of Non-executive directors in the listed entity, including shareholders as a beneficial owner**

Dr. Arun Kumar Oraon does not hold any share of Coal India Ltd.

- k) **In case of independent directors, the skills and capabilities required for the role and the manner in which the proposed person meets such requirements.**

As recommended by the Nomination and Remuneration Committee and approved by the Board, the following are the skills/expertise/competence required for the role and met by Dr. Arun Kumar Oraon:

Sl. No.	Area of skills/expertise/competence
1	Executive Leadership
2	Governance Experience
3	Human Resource Management
4	Project Formulation and Management
5	Strategy/Risk Management
6	Occupational Health, Safety & Environment

**By order of the Board of Directors  
For Coal India Limited**

Sd/-

**(M. VISWANATHAN)  
Company Secretary**

**Date : 10<sup>th</sup> March'22**  
**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**  
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