



CENTRAL COALFIELDS LIMITED

A Miniratna Company

(Govt. of India Undertaking)

Company Secretariat

Reg. Office: Darbhanga House, Ranchi
Jharkhand – 834 001

Phone: (0651) 2365606, 2360479

Fax: (0651) 2360479

Website: www.centralcoalfields.in

CIN NO: U10200JH1956GOI000581

Ref. No. Secy. CS/3(4)/AGM-67/2023/187

Dated: 28.07.2023

NOTICE

Shorter Notice is hereby given that the 67th Annual General Meeting of the Company will be held on **Wednesday, the 02nd day of August, 2023 at 03.00 PM** at the registered office of the Company, Darbhanga House, Ranchi-834029, Jharkhand through Video Conferencing/Other Audio-Visual Means (OAVM) to transact the following businesses:

A. ORDINARY BUSINESS:

1. To consider and adopt:

- a. The Standalone Audited Financial Statements of the Company for the financial year ended March 31, 2023 together with the report of Board of Directors, Reports of Statutory Auditor and comments of Comptroller & Auditor General of India thereon.
- b. The Consolidated Audited Financial Statements of the Company for the financial year ended March 31, 2023, the Reports of Statutory Auditor and Comptroller & Auditor General of India thereon.
2. To appoint a Director in place of Shri Ram Baboo Prasad (DIN- 09644944), who retires by rotation in terms of Section 152(6) of the Companies Act 2013 and being eligible, offered himself for reappointment.
3. To appoint a Director in place of Shri Pawan Kumar Mishra (DIN- 09665365), who retires by rotation in terms of Section 152(6) of the Companies Act 2013 and being eligible, offered himself for reappointment.
4. To confirm payment of Interim Dividend of ₹ 600.66 Crores (i.e., ₹ 639 per equity share) paid on 94,00,000 nos of equity shares of ₹ 1,000/- each and to declare payment of the Final Dividend of ₹ 423.00 crores (i.e., ₹ 450/- per equity share) on 94,00,000 Equity shares of Rs. 1000/- each as recommended by the Board.
5. To fix Audit Fees for Statutory Auditors/Branch Auditors of Central Coalfields Limited for the financial year 2022-23 and onwards.

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

“RESOLVED THAT pursuant to Section 142(1) of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014, the remuneration of, Statutory Auditor M/s S P A N & Associates and Branch Auditors M/s. NKD & Co., Ranchi, M/s Lodha Patel Wadhwa & Co, Ranchi, M/s. V. Rohatgi & Co., Ranchi and M/s Sushil Kumar Sharma & Co. Ranchi appointed by C&AG under Section 139 of the Companies Act 2013 for Audit of Accounts for the Financial Year 2022-23, fixed at Rs. 28,73,750.00 only plus applicable GST and re-imbursment of out-of-pocket expenses amounting to Rs. 7,18,200.00 as approved by the Board in its 526th Meeting held on 24-03-2023 be and is hereby ratified.”

B. SPECIAL BUSINESS:

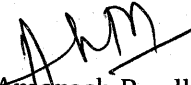
- a. Ratification of Remuneration of Cost Auditor for the Financial Year 2022-23 under section 148 of the Companies Act 2013.

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

“RESOLVED THAT pursuant to Section 148(3) of the Companies Act, 2013 and Rule 14 of the Companies (Audit and Auditors) Rules, 2014 and other provisions of the Act, the remuneration of Cost Auditors **M/S NIRAN & Co., the Principal Cost Auditor, M/s MANI & Co., and M/s DGM & Associates as the Branch Cost Auditors** for the financial year 2022-23 (excluding of out of pocket expenses limited to 50% of total fees) of ₹ 10,12,000/- and taxes paid extra, as approved by the Board in its 519th Board Meeting held on 26-09-2022 be and is hereby ratified.”

The Explanatory Statement pursuant to Section 102(1) of the Companies Act, 2013 in respect of the special business set out above is annexed hereto.

**By Order of the Board of Directors
FOR CENTRAL COALFIELDS LIMITED**


(Animesh Pradhan)
Company Secretary
Memb. No. F-11264

Date : 28.07.2023
Place : Ranchi

Date of AGM : 02/08/2023
Time of AGM : 03.00 PM
Venue of the AGM : Conference Hall, 3rd Floor,
New Building, Darbhanga House
Ranchi 834029
(Jharkhand)

NOTES:

1. The Ministry of Corporate Affairs ("MCA") inter-alia vide its General Circular Nos. 14/ 2020 dated April 8, 2020 and 17/2020 dated April 13, 2020, followed by General Circular Nos. 20/2020 dated May 5, 2020, and subsequent circulars issued in this regard, the latest being 10/2022 dated December 28, 2022 (collectively referred to as "MCA Circulars") has permitted the holding of the annual general meeting through Video Conferencing ("VC") or through other audio-visual means ("OAVM"), without the physical presence of the Members at a common venue.

For attending meeting through VC or OAVM, link shall be provided from the authorized e-mail id of the Company well in advance and the facility for joining the meeting shall be kept open at least 15 minutes before the time scheduled to start the meeting and shall not be closed 15 minutes after such scheduled time.

2. Pursuant to the provisions of the act, a member entitled to attend and vote at the AGM is entitled to appoint a proxy to attend and vote on his / her behalf and the proxy need not be a member of the Company. Since the AGM is being held in accordance with the MCA Circulars through VC, the facility for the appointment of proxies by the members will not be available.
3. Pursuant to sections 112 and 113 of the Companies Act, 2013 representatives of the members may be appointed for participation and voting through VC or OAVM.
4. Participation of members through VC will be reckoned for the purpose of quorum for the AGM as per Section 103 of the Act.
5. Shareholders, Directors and Auditors including Secretarial Auditor of Central Coalfields Limited are entitled to attend and/or vote at the meeting may also attend and /or vote at the meeting through video conferencing (VC) or other audio visual means (OAVM) to convey their assent or dissent only at such stage on items considered in the meeting by sending e-mails to gmcompsectt.ccl@coalindia.in.
6. Members are also requested to accord their consent for convening the meeting at a shorter notice as per Section 101(1) of the Companies Act, 2013/ as per Articles of Association of the Company.
7. Pursuant to the provisions of Section 171(1)(b) and 189(4) of the Companies Act, 2013, the registers required to be kept open for inspection at every Annual General Meeting of the company, shall be accessible during the continuance of the meeting to any person having the right to attend the meeting.
8. Since the AGM will be held through VC in accordance with the Circulars, the route map, proxy form and attendance slip are not attached to this Notice.
9. Relevant Statement pursuant to Section 102(1) of the Companies Act, 2013, in respect of Special Business, as set out above is also annexed hereto as "**Annexure-A**".
10. Details of Director retiring by rotation and seeking re-appointment at this meeting are provided in the "**Annexure-B**".

AL

Distribution:

I. Members

- a) The Coal India Limited (Through Chairman, CIL), Member CCL, Coal Bhawan, New Town, Rajarhat, Kolkata- 700 156.
(Kind attention: Shri B.P. Dubey, Company Secretary, Coal Bhawan, Premises No. 04, Plot No. AF-III, Action Area1A, New Town, Rajarhat, Kolkata-700156.)
- b) Shri P.M Prasad, Chairman, CIL, Member CCL, Coal Bhawan, New Town, Rajarhat, Kolkata- 700 156.
- c) Shri Vinay Ranjan, Director (Personnel & IR), Member CCL, CIL, Coal Bhawan, New Town, Rajarhat, Kolkata- 700 156.

II. Auditors

- a) M/s S P A N & Associates., Ranchi, Statutory Auditors.
- b) M/s Satish Kumar & Associates, Ranchi, Secretarial Auditor.

III. Directors

- a) Dr. B. Veera Reddy, Chairman-Cum-Managing Director, Darbhanga House, Ranchi-834029.
- b) Shri Ramesh Kumar Soni, Independent Director & Chairman Audit Committee, Jagdalpur, Chhattisgarh-494001.
- c) Shri Ajitesh Kumar, Director, Ministry of Coal, Govt. Nominee Director, Shastri Bhawan, New Delhi-110115.
- d) Shri Vinay Ranjan, Director (Personnel & IR) CIL, Govt. Nominee Director, Coal Bhawan, New Town, Rajarhat, Kolkata- 700 156.
- e) Shri Ram Baboo Prasad, D(T/O), Jawahar Nagar, Kanke Road, Ranchi-834008.
- f) Shri Pawan Kumar Mishra, D(F), Jawahar Nagar, Kanke Road, Ranchi-834008.
- g) Shri Harsh Nath Mishra, D(P), Jawahar Nagar, Kanke Road, Ranchi-834008.
- h) Shri B. Sairam, DT(P&P), Darbhanga House, Ranchi-834008.

Copy to:

1. Company Secretary, Coal India Ltd., Coal Bhawan, New Town, Rajarhat, Kolkata-700156.
2. GM(Finance), CCL, Ranchi.
3. GM(System), CCL, Ranchi-for uploading the notice of AGM on the website of the Company.

ANNEXURE TO THE NOTICE FOR ANNUAL GENERAL MEETING

Annexure-A

The Explanatory Statement pursuant to section 102 of the Companies Act, 2013

As required under Section 102 of the Companies Act, 2013, the following explanatory statements sets out all material facts relating to the business mentioned under Item 5 of the accompanying notice dated 28/07/2023:

5. Ratification of Remuneration of Cost Auditor for the Financial Year 2022-23 under section 148 of Companies Act 2013.

As per the Rule 14 of Companies (Audit and Auditors) Rules,2014

14. Remuneration of the Cost Auditor. - For the purpose of sub -section (3) of section 148—

(a) in the case of companies which are required to constitute an audit committee—

- i. the Board shall appoint an individual, who is a cost accountant in practice, or a firm of cost accountants in practice, as cost auditor on the recommendations of the Audit Committee, which shall also recommend remuneration for such cost auditor;
- ii. the remuneration recommended by the Audit Committee under (i) shall be considered and approved by the Board of Directors and ratified subsequently by the shareholders.

Accordingly, the Board of Directors of the Company approved the appointment of following Cost Auditors of the Company vide item No 519.4(1) in its 519th Board Meeting held on 26-09-2022 at a remuneration of Rs 10,12,000/- (excluding of out of pocket expenses limited to 50% of the total fees and applicable taxes) for undertaking the Cost Audit of Head Quarter and different areas of CCL for the Financial Year 2022-23 on the recommendation of Audit Committee. The details are as follows:


List of Auditors	Areas	Fees for Cost Audit for FY 2022-23
M/S NIRAN & Co.	For HQ, Barka Sayal, CWS, Argada, Rajrappa Areas	4,40,000
M/S MANI & CO.	For Kathara, Dhori (Incl.Giridih), B&K Areas	2,94,000
M/s DGM & Associates	For North Karnpura, Piparwar, Rajhara, Magadh & Sanghmitra, Amrapali & Chandragupta, Hazaribagh and Kuju Areas	2,78,000
Total		9,19,000

The travelling and out of pocket expenses will be reimbursed at actual limited to 50% of total fees. Applicable Taxes would be paid extra.

None of the Directors and Key Managerial Personnel of the Company or their relatives is interested or concerned (financial or otherwise) in the said resolution except to the extent of shares held by them in the Company.

The Board of Directors of the Company recommended the resolution for the approval of the members in AGM.

By Order of the Board of Directors
For CENTRAL COALFIELDS LIMITED


(Amaresh Pradhan)
Company Secretary

Details of Directors retiring by rotation & seeking re-appointment at the Annual General Meeting-

In compliance of Secretarial Standard on General Meeting ("SS-2"), the requisite details of Directors seeking re-appointment in Annual General Meeting is as tabulated below-

Name and designation of Director	Shri Ram Baboo Prasad, Director (Technical/Orn.)
DIN	09644944
Date of Birth	24.02.1964
Nationality	Indian
Date of Appointment in the Board	14.05.2022
Terms and conditions of appointment/re-appointment and details of remuneration sought and remuneration last drawn	As per appointment letter issued by Ministry of Coal, GOI
Qualification and Experience	<p>Bachelor of Technology (Mining Engineering) from Indian Institute of Technology (Indian School of Mines) (IIT-ISM), Dhanbad, Jharkhand in 1987. He did four different courses from IGNOU, New Delhi from period 1996 to 1999 and obtained degree of Master of Business Administration (Financial Management), Diploma in Management, Post Graduate Diploma in Financial Management and Post Graduate Diploma in Management.</p> <p>He joined Coal India Limited (CIL) in the year 1987, he has vast working experience as General Manager (Mining) from July 2010 to May 2022 in CCL as well as NCL. Sri Prasad has 35 years of vast diversified experience of working in highly mechanized opencast mines as well as underground mines in NCL, CCL and SECL.</p>
Shareholding in the company	NIL
Relationship with other Directors, Manager and Other KMP	NIL
No. of Meeting of Board attended during the year 2022-23.	12
List of Directorship held in other Companies	NIL
Chairman/ Membership of other Committee in CCL	Member of Risk Management Committee

Details of Directors retiring by rotation & seeking re-appointment at the Annual General Meeting-

In compliance of Secretarial Standard on General Meeting ("SS-2"), the requisite details of Directors seeking re-appointment in Annual General Meeting is as tabulated below-

Name and designation of Director	Shri Pawan Kumar Mishra, Director (Finance)
DIN	09665365
Date of Birth	05.09.1973
Nationality	Indian
Date of Appointment in the Board	10.06.2022
Terms and conditions of appointment/re-appointment and details of remuneration sought and remuneration last drawn	As per appointment letter issued by Ministry of Coal, GOI
Qualification and Experience	He is Graduate in Commerce and also member of Institute of Chartered Accountant of India. Prior to his joining in CCL, he had worked as CFO (Chief Financial Officer) with DNH Power Distribution Corporation Limited (DNHPDCL), a power distribution utility and also Nuclear Power Corporation Limited (NPCIL), a power generation company. He has more than 20 years of experience in the fields of accounting, finance and taxation.
Shareholding in the company	NIL
Relationship with other Directors, Manager and Other KMP	NIL
No. of Meeting of Board attended during the year 2022-23.	11
List of Directorship held in other Companies	Jharkhand Central Railway Limited
Chairman/ Membership of other Committee in CCL	Member of SD&CSR Committee

11