



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

CIN NO: U10200JH1956GOI000581

E-mail: cosecttcl@gmail.com/
gmcompsectt.ccl@coalindia.in

Ref. No. Secy. CS/AGM/68/2024/181

Dated: 05.08.2024

NOTICE

Shorter Notice is hereby given that the **68th** Annual General Meeting of the Company will be held on **Tuesday the 6th day of Aug, 2024 at 09.45 AM** at the registered office of the Company, Darbhanga House, Ranchi-834029, and 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, 2024 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, 2024, the Reports of Statutory Auditor and Comptroller & Auditor General of India thereon.
2. To appoint a Director in place of Shri Harsh Nath Mishra (DIN- 09732955), 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 Harish Duhan (DIN- 10511312), 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 (Ninety Four lacs) equity shares of ₹ 1,000/- each and to declare payment of the Final Dividend of ₹ 498.20 crores (i.e., ₹ 265/- per equity share) on 1,88,00,000 (one crore eight-eight lacs) 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 2023-24 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 Sinha & Ghelani, Ranchi, M/s Lodha Patel Wadhwa & Co, Ranchi, M/s. N K Kejriwal & Co, Ranchi and M/s J N Agrawal & Co, Ranchi appointed by C&AG under Section 139 of the Companies Act 2013 for Audit of Accounts for the Financial Year 2023-24, fixed at Rs. 29,36,250.00 only plus applicable GST and re-imburement of out-of-pocket expenses amounting

to Rs. 7,33,900.00 as approved by the Board in its 538th Meeting held on 10-04-2024 be and is hereby ratified.”

B. SPECIAL BUSINESS:

6. Ratification of Remuneration of Cost Auditor for the Financial Year 2023-24 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 2023-24 (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**

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

Date : 05.08.2024
Place : Ranchi

Date of AGM :06/08/2024
Time of AGM : 09.45 AM
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, 10/2022 dated December 28, 2022 and subsequent circulars issued in this regard, the latest being 09/2023 dated 25.09.2023 (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**”

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 Nilendu Kumar Singh, CMD, CCL, Member CCL, Darbhanga House, Ranchi-834029.
- d) 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.
- c) M/s Niran & Co., Cost Auditor.

III. Directors

- a) Shri Nilendu Kumar Singh, Chairman-Cum-Managing Director, CCL, Darbhanga House, Ranchi-834029
- b) Ms. Rupinder Brar, Additional Secretary, Ministry of Coal, Govt. Nominee Director, Shastri Bhawan, New Delhi-110115.
- c) Shri Ramesh Kumar Soni, Independent Director & Chairman Audit Committee, Jagdalpur, Chhattisgarh-494001.
- d) Shri Vinay Ranjan, Director (Personnel & IR) CIL, Govt. Nominee Director, Coal Bhawan, New Town, Rajarhat, Kolkata- 700 156.
- e) Shri Pawan Kumar Mishra, D(F), Jawahar Nagar, Kanke Road, Ranchi-834008.
- f) Shri Harsh Nath Mishra, D(P), Jawahar Nagar, Kanke Road, Ranchi-834008.
- g) Shri Harish Duhan, D(T/O), Jawahar Nagar, Kanke Road, Ranchi-834008
- h) Shri Satish Jha, 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 05/08/2024:

5. Ratification of Remuneration of Cost Auditor for the Financial Year 2023-24 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 531.4(1) in its 531st Board Meeting held on 06-09-2023 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 2023-24 on the recommendation of Audit Committee. The details are as follows:

List of Auditors	Areas	Fees for Cost Audit for FY 2023-24
M/S NIRAN & Co.	For HQ, Barka Sayal, CWS, Argada, Rajrappa Areas	4,40,000
M/S MANI & CO.	For Kathara , Dhorl (Incl.Giridih), B&K Areas	2,94,000
M/s DGM & Associates	For North Karnpura, Piparwar, Rajhara, Magadh & Sanghm itra, 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.

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 Harsh Nath Mishra, Director (Personnel)
DIN	09732955
Date of Birth	28.11.1966
Nationality	Indian
Date of Appointment in the Board	24.08.2022
Terms and conditions of appointment/re-appointment and details of remuneration sought and remuneration last drawn	As determined by Ministry of Coal, Government of India. Details of Remuneration are provided in the Corporate Governance Report of this Annual Report
Qualification and Experience	<p>Master's degree in Economics from Patna University and a Diploma in Social Work and Labour Welfare from Indian Institute of Social Welfare and Business Management (IISWBM), University of Calcutta In addition to these commendations, he also earned LLB degree from Vinoba Bhave University. Mr. Mishra is a Life member of the National Institute of Personnel Management (NIPM) and presently he is the chairman of its Ranchi Chapter.</p> <p>Shri Mishra started his professional journey in 1991 and prior to joining CIL he worked in various capacities at Steel Authority of India Limited (SAIL).</p>
Shareholding in the company	NIL
Relationship with other Directors, Manager and Other KMP	Not Related
No. of Meeting of Board attended during the year 2023-24.	11
List of Directorship held in other Companies	NIL
Chairman/ Membership of other Committee in CCL	Member of CSR 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 Harish Duhan, Director (Technical/Operation)
DIN	10511312
Date of Birth	22.03.1968
Nationality	Indian
Date of Appointment in the Board	01.03.2024
Terms and conditions of appointment/re-appointment and details of remuneration sought and remuneration last drawn	As determined by Ministry of Coal, Government of India. Details of Remuneration are provided in the Corporate Governance Report of this Annual Report
Qualification and Experience	BE in Mining with First Class Mine Manager's certificate of competency and also holds a Post Graduate Diploma in Management (PGDIM). Prior to his joining in CCL he has worked as General Manager of Nigahi Area in Northern Coalfields Limited (NCL). He worked in different capacities as General Manager in NCL in Opencast mines and in Corporate Project Planning department of NCL He possesses a vast experience of more than 34 years in different fields in mining industry.
Shareholding in the company	NIL
Relationship with other Directors, Manager and Other KMP	Not Related
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 Risk Management Committee