



## NOTICE FOR THE 44<sup>th</sup> ANNUAL GENERAL MEETING

No. CMPDIL/CS/AGM-44/2019/

Dated: 21.06.2019

Notice is hereby given to all the shareholders of Central Mine Planning & Design Institute Limited that the **44<sup>th</sup> Annual General Meeting** of the Company will be held on **Friday, 28<sup>th</sup> June, 2019 at 4.00 P.M. at Hotel The MAYFAIR, Darjeeling** to transact the following business:

### A. ORDINARY BUSINESS:

1. To consider and adopt the Audited Balance Sheet as on 31<sup>st</sup> March 2019, Profit & Loss Account for the Financial year ended on that date together with the Reports of Statutory Auditor & Comptroller & Auditor General of India and Directors' Report.
2. To confirm payment of 1<sup>st</sup> Interim Dividend of Rs.25.52 crores i.e Rs.670.17 per share (Dividend per Share) paid on 3,80,800 equity shares of the Company in March 19 and approve payment of Final Dividend proposed of Rs.26.47 crores i.e. Rs.695.12 per Share (Dividend per Share) on 3,80,800 equity shares thus totaling to Rs.51.99 crores as dividend for the Financial Year 2018-19.
3. To appoint a Director in place of Dr. Anindya Sinha (DIN: 08069992), Part-time Official Director who retires by rotation in terms of Section 152(6) of the Companies Act, 2013 and being eligible, offers himself for reappointment.
4. To appoint a Director in place of Shri A.K Chakraborty (DIN: 07601841), Whole time Director who retires by rotation in terms of Section 152(6) of the Companies Act, 2013 and being eligible, offers himself for reappointment.

### B. SPECIAL BUSINESS:

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

**"RESOLVED THAT** pursuant to the provisions of Section 61 and all other applicable provisions, if any, of the Companies Act, 2013 (the 'Act') read with Companies (Share Capital and Debentures) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), the Authorized Share Capital of the Company be increased from Rs. 50,00,00,00 (Rupees Fifty Crore) divided into 5,00,000 (Five Lakh) Equity Shares of Rs.1000 (Rupees One Thousand) each to Rs. 150,00,00,00 (Rupees One Hundred Fifty Crore) divided into 15,00,000 (Fifteen Lakhs) Equity Shares of Rs.1000 (Rupees One Thousand) each by the creation of additional capital of Rs. 100,00,00,00 (Rupees Hundred Crore) divided into 10,00,000 (Ten Lakh) Equity Shares of Rs. 1000 (Rupees One Thousand) each and the Clause 5 of the Memorandum of Association (MOA) of the Company be altered accordingly."

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

**"RESOLVED THAT** pursuant to the provisions of Sections 13, 61 and all other applicable provisions, if any, of the Companies Act, 2013 (the 'Act') (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), consent be and is



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फैक्स नम्बर / Fax No. : 0651-2231853

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hereby given to substitute the serial nos. from 1,2,3,4 and 5 to I, II, III, IV and V respectively of Memorandum of Association."

**3. Ratification of Reappointment of Shri Rajender Parshad (DIN: 07355787) as Non-official Part-time Director.**

To consider and if thought fit, to ratify 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 ("Act") and the Rules made there under read with Schedule IV to the Act, as amended from time to time, Shri Rajender Parshad (DIN: 07355787), who was Reappointed as an Non-official Part-time Director of the Company by the Board of Directors at its 219<sup>th</sup> meeting held on 11.12.2018, has submitted a declaration that he meets the criteria for independence as provided in Section 149(6) of the Act, be is hereby Reappointed as an Independent Director of the Company, who is not liable to retire by rotation and to hold office for a term of 1(one year) year commencing from 17.11.2018 to 16.11.2019.

**4. Ratification of Reappointment of Dr. Debasish Gupta (DIN: 03572010) as Non-official Part-time Director.**

To consider and if thought fit, to ratify 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 ("Act") and the Rules made there under read with Schedule IV to the Act, as amended from time to time, Dr. Debasish Gupta (DIN: 03572010), who was Reappointed as an Non-official Part-time Director of the Company by the Board of Directors at its 219<sup>th</sup> meeting held on 11.12.2018, has submitted a declaration that he meets the criteria for independence as provided in Section 149(6) of the Act, be is hereby appointed as an Independent Director of the Company, who is not liable to retire by rotation and to hold office for a term of 1(one year) year commencing from 17.11.2018 to 16.11.2019".

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 Mine Planning & Design Institute Limited

Abhishek Mundhra  
Company Secretary

**N.B 1.** A member of a Company entitled to attend and vote, at a meeting of the Company is also entitled to appoint another person as a proxy to attend and vote at the meeting instead of himself/herself and such proxy need not be a member of the Company. In order to be effective,



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the proxy form duly completed should be deposited at the company office not less than forty eight hours before the scheduled time of the meeting. A proxy form is enclosed.

2. 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.

**Distribution:**

All the Shareholders

All the Directors of the company

The Chairman of the Audit Committee.

The Chairman of the Nomination & Remuneration Committee

The Statutory Auditor of the Company

The Secretarial Auditor of the company

The Cost Auditor of the Company

The General Manager (Finance)/CFO

**Explanatory Statement as per section 102(1) of the Companies Act, 2013**

**Item Nos. B (1): Increase of Authorized Capital of Central Mine Planning & Design Institute Limited.**

CMPDIL presently has an Authorized Share Capital of Rs.50,00,00,000 (Rupees Fifty Crore) crores divided into 5,00,000 (Five Lakh) Equity shares of Rs.1000 each (One Thousand) which has been the same since the incorporation of the company.

As Post issue of Bonus shares in the Financial Year 2017-18 our paid up capital has been increased to 38.08 crores from 19.04 crores making the paid up share capital percentage over Authorized share capital to 76.16% from 38.08% earlier. DIPAM lays down provisions which are of mandatory compliance in nature w.r.t issue of bonus shares subject to certain conditions in case the company is required to issue bonus shares further even in the ratio of 1:1 with the present Authorized share capital the same won't be possible and will require an increase in the Authorized share capital.

In order to accommodate future issue of bonus shares or going for right issue. It is felt that an increase of Authorized Share Capital of CMPDIL from Rs.50,00,00,000 (Rupees Fifty Crore) divided into 5,00,000 (Five Lakh) equity shares of Rs.1000 each (One Thousand) to 150,00,00,000 (Rupees One Hundred Fifty Crore) divided into (Fifteen Lakh) equity shares of Rs.1000 each (One Thousand) will be needed. It is proposed to increase the Authorized Share capital by Rs.100,00,00,000 (Rupees Hundred crores) divided into 10,000,00 (Ten Lakh) equity shares of Rs.1000 each (One Thousand)

Hence the Resolution at Item No. B (1) Subsequent to the increase in the Authorized Share Capital, Clause V of the Memorandum of Association of the Company would have to be altered by passing the necessary Resolution in the Annual General Meeting of the Members of the Company. The Resolution at Item No. B (2) of the Notice are consequential upon the proposed increase in the Authorized Share Capital of the Company. The Board of Directors recommend the passing of the Resolutions at Item Nos. B (1) and B (2) as Ordinary Resolutions. None of the Directors, Key Managerial Personnel of the Company and their relatives are, in any way, concerned or interested, financially or otherwise, in the Resolutions as set out at Item Nos. B(1) and B(2) of the Notice. The Memorandum of the



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Company are open for inspection of the members at the Registered Office of the Company during the normal business hours at any time upto the date of the Annual General Meeting and at the Meeting.

The Board recommended the resolutions for the approval of the members.

**Item Nos. B (2): Change in the serial Nos. from numeric 1 to 5 to Roman I to V respectively.**

CMPDIL presently has its serial numbers from 1,2,3,4 and 5 in English numbers on its Memorandum of Association and the same is proposed to be substituted to I, II, III, IV and V roman numbers respectively in its Memorandum of Association.

**Item No. B (3): Ratification of Reappointment of Shri Rajinder Parshad (DIN: 07355787) as Non-Official Part-time Director.**

Shri Rajender Parshad had been inducted as an Independent Director of the Company from 17<sup>th</sup> November, 2015 as per provisions of Section 149 of Companies Act, 2013. As per provisions of Section 150 (2) of the Companies Act, 2013, the appointment of Independent Director is to be approved by the Company in the General Meeting.

Shri Rajender Parshad Graduated from Hindu College Sonipat in 1971. After doing LL.B from University of Delhi in the year 1974 he started his career as an Advocate in August 1975. He practiced in Civil, Criminal, MACT, Revenue and Labour Laws and rendered his services to Trade and Labour Unions of various Industrial Organizations at District and State Level such as B.S.T. Ganour, Rang Udyog. He vehemently advocated for poor, depressed and down trodden of the society by making representation for their rights and entitlements before the administration and also provided legal assistance before appropriate legal forums.

In the year 1981, he was selected in Haryana Judicial Service and joined as Sub Judge Cum Judicial Magistrate. In Feb, 1998 he was promoted to Haryana Higher Judicial Service and remained posted as Additional District & Sessions Judge till 06.03.2009 after his retirement from the Judicial-Service. He was appointed as President, District Consumer Dispute Redressal Forum Kurukshetra. He remained as such till 05.03.2014. He also officiated as President Distt. Consumer Dispute Redressal Forum, Karnal for some time.

He served the Judicial department for more than 35 years by delivering justice, honestly and impartially. During his judicial- career, he had the privilege to serve in various districts through out Haryana. During his service tenure he got several appreciation letters from Hon'ble Punjab & Haryana High Court. He had also obtained Certificate by attending courses in Criminology and Forensic Science (1994), Human Rights in Criminal Justice System (2003 and 2006) organized by National Institute of Criminology and Forensic Science, Ministry of Home Affairs, Government of India.

As President of District Consumer Dispute Redressal Forum, he was awarded distinguished/ outstanding services certificate by the State Consumer Dispute Redressal Commission, Haryana, Panchkula in 2011. Again in 2013, he was awarded distinguished services certificate on the Eve of Silver Jubilee Celebration of enforcement of Consumer Protection Act, 1986 held on 09.01.2013 at Panchkula by then Hon'ble Chief Justice A.K. Sikri of Punjab and Haryana High Court. In 2015, he was appointed by Hemwati Nandan Bahuguna Garwal University, Srinagar Garhwal (Uttarkhand) to conduct a judicial inquiry on student election, 2015.

Shri Parshad's appointment is for a period of 3 years with effect from the date of appointment or until further orders, whichever is earlier, on terms & conditions approved by Government of India.





**cmpdi**  
A Mini Ratna Company



सेन्ट्रल माईन प्लानिंग एण्ड डिजाइन इन्स्टीच्यूट लिमिटेड  
(कोल इण्डिया लिमिटेड की अनुकूली कंपनी / भारत सरकार का एक लोक उपकरण)  
गोन्दवाना प्लैस, कंके रोड, रांची - 834 031, झारखण्ड (भारत)  
**Central Mine Planning & Design Institute Limited**  
(A Subsidiary of Coal India Limited / Govt. of India Public Sector Undertaking)  
Gondwana Place, Kanke Road, Ranchi - 834 031, Jharkhand (INDIA)  
**CORPORATE IDENTITY NUMBER - U14292.TH1975GOI001223**

Except Shri Parshad, being an appointee, none of the Directors or Key Managerial Personnel of the Company or their relatives is in any way, concerned or interested, financially or otherwise, in the resolution set out at an item no. B(3).

**Item No. B (4): Ratification of Appointment of Dr. Debasish Gupta (DIN: 03572010) as Non-Official Part-time Director.**

Dr. Debasish Gupta had been inducted as an Independent Director of the Company from 17<sup>th</sup> November, 2015 as per provisions of Section 149 of Companies Act, 2013. As per provisions of Section 150 (2) of the Companies Act, 2013, the appointment of Independent Director is to be approved by the Company in the General Meeting.

Dr. Debasish Gupta after competing Ph.D in Chemistry from Calcutta University, he joined Indian Administrative Service in 1978. He was allotted Bihar Cadre. He worked in various assignments in erstwhile Bihar and Jharkhand and also with Government of India in Ministry of Textiles. He had his corporate experience as CMD National Jute Manufacturers Corporation Ltd and also as CMD Jute Corporation of India. He had worked as CMD and Administrators in several PSU's of Bihar Government. He retired from the post of Development Commissioner, Government of Jharkhand. After his retirement, he was Chairman Jharkhand Public Service Commission during 2013-15.

Dr. Gupta's appointment is for a period of 3 years with effect from the date of appointment or until further orders, whichever is earlier, on terms & conditions approved by Government of India.

Except Dr. Gupta, being an appointee, none of the Directors or Key Managerial Personnel of the Company or their relatives is in any way, concerned or interested, financially or otherwise, in the resolution set out at an item no. B (4).

By Order of the Board of Directors  
For Central Mine Planning & Design Institute Limited

(Abhishek Mundhra)  
Company Secretary



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