



**वेस्टर्न कोलफील्ड्स लिमिटेड**  
**Western Coalfields Limited**  
(मिनीरत्न कैट-1 कंपनी) (A Miniratna Cat-I Company)  
(कोल इंडिया लि. की अनुषंगी कंपनी)  
(A Subsidiary of Coal India Limited)

**कंपनी सचिव का**  
**कार्यालय**  
**Office of the**  
**Company Secretary**  
☎/FAX: 0712 - 2511216  
www.westerncoal.in

Email: [companysecretary.wcl@coalindia.in](mailto:companysecretary.wcl@coalindia.in)

CIN: U10100MH1975GOI018626

पंजी.का.: कोयला विहार, सिविल लाइन्स, नागपुर (महाराष्ट्र)-440001

Regd. Off.: Coal Estate, Civil Lines, Nagpur (MS) - 440001

Ref: WCL/OFFICE OF CS/EGM/2025-26/1281

Date: 17.03.2026

**NOTICE OF EXTRAORDINARY GENERAL MEETING**

Notice is hereby given that an Extraordinary Annual General Meeting (EGM) of the Members of Western Coalfields Limited will be held on Wednesday, the 18<sup>th</sup> March, 2026 at 10:15 AM at the Registered Office of the Company at Coal Estate, Civil Lines, Nagpur-440001 through Video Conference (VC) / Other Audio-Visual Means (OAVM) to transact the following business:

**I. SPECIAL BUSINESS(S):**

**Item No 1**

**Subject - To increase the Authorised Share Capital and consequent amendment in the Capital Clause of the Memorandum of Association of the company.**

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

“RESOLVED THAT pursuant to the provisions of Section 61 and 64(1)(a) and other applicable provisions, if any of the Companies Act, 2013 (including any amendment thereto or reenactment thereof, for the time being in force) and the rules framed thereunder and in accordance with the applicable provisions of the Articles of Association of the Company, the consent of the members of the Company be and is hereby accorded to increase the Authorised Share Capital of the Company from existing Rs. 800,00,00,000/- (Rupees Eight Hundred Crores) divided into 80,00,000 (Eighty Lakhs) Equity Shares of Rs. 1,000/- (Rupees One Thousand Only) each to Rs. 900,00,00,000/- (Rupees Nine Hundred Crores) divided into 90,00,000 (Ninety Lakhs) Equity Shares of Rs. 1,000/- (Rupees One Thousand Only) each ranking pari-passu in all respect with the existing Equity Shares of the Company respectively as per the Memorandum and Articles of Association of the Company.”

“RESOLVED FURTHER THAT pursuant to the provisions of Section 13 and all other applicable provisions of the Companies Act, 2013 and the relevant rules framed thereunder, the Capital Clause (Clause V) of the Memorandum of Association of the Company is substituted with the following Clause V:

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**The Authorised Share Capital of the Company is Rs. 900,00,00,000/- (Rupees Nine Hundred Crores) divided into 90,00,000 (Ninety Lakhs) Equity Shares of Rs. 1,000/- (Rupees One Thousand) each.**

“RESOLVED FURTHER THAT Chairman-cum-Managing Director, Director (Finance) and Company Secretary, WCL be and are hereby severally authorised to file e-Forms including MGT-14 and SH-7, as required to be filed under the Companies Act, 2013 and rules framed thereunder with the Registrar of Companies, Maharashtra / Nagpur (Ministry of Corporate Affairs).”

“RESOLVED FURTHER THAT Chairman-cum-Managing Director, Director (Finance), WCL and Company Secretary, WCL be and are hereby severally authorised to do all such acts, deeds, things and matters including payment of Stamp Duty, if any and to sign such other documents and file such forms as may be necessary and expedient to give effect to the aforesaid resolution.”

**Item No 2**

**Subject - To approve issuance of Bonus equity Shares.**

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

“RESOLVED THAT in accordance with Section 63 and other applicable provisions of the Companies Act, 2013 or any amendment or re-enactment thereof, read with Rule 14 of the Companies (Share Capital and Debentures) Rules, 2014, Article 13 of the Articles of Association of the Company and subject to the regulations issued by the Securities and Exchange Board of India (SEBI), to the extent as applicable in this behalf and subject to such approvals, consents, permissions and sanctions as may be necessary from appropriate authorities / Coal India Limited, consent of the members of the Company be and is hereby accorded for capitalization of a sum not exceeding Rs. 594,20,00,000/- (Rupees Five Hundred Ninety Four Crores Twenty Lakhs Only) out of General Reserves of the Company for the purpose of issuance of Bonus Shares of Rs. 1000/- (Rupees One Thousand only) each, credited as fully paid-up to the holders of the Equity Shares of the Company whose names shall appear on the Register of Members on the “Record Date” to be decided by the Chairman cum-Managing Director, WCL and Director (Finance) WCL jointly authorised by the Board of Directors, in the proportion of 2:1 [i.e. Two Bonus Equity Shares of Rs. 1000/- each for every One fully paid-up Equity Share of Rs. 1000/- each held by them] and that the Bonus Shares so distributed shall, for all purposes, be treated as an increase in the paid-up capital of the Company held by each such member and not as an income.”

Contd....3



**NOTE:**

1. The Ministry of Corporate Affairs (“MCA”) vide its General Circular No 03/2025 dated 22.09.2025 in continuation to earlier General Circular No. 20/2020 dated: 05.05.2020, 02/2022 dated: 05.05.2022, 10/2022 dated: 28.12.2022, 09/2023 dated 25.09.2023 and 09/2024 dated: 19.09.2024 (Collectively referred to as has “MCA Circulars”) has permitted convening the Extraordinary General Meeting (“AGM”/ “Meeting”) through Video Conferencing (“VC”) or Other Audio Visual Means (“OAVM”), without the physical presence of the Members at a common venue. In accordance with the MCA Circulars and provisions of the Companies Act, 2013 (‘The Act’), the EGM of the Company is being held through VC/OAVM. The registered office of the Company shall be deemed to be the venue for the EGM.
2. Members attending the meeting through VC/OAVM shall be counted for the purpose of determining the quorum under Section 103 of the Act.
3. Since this EGM is being held pursuant to MCA Circulars through VC / OAVM, physical attendance of Members has been dispensed with. Accordingly, the facility for appointment of proxies by the Members will not be available for the AGM and hence the Proxy Form and Attendance Slip are not annexed to this Notice. However, in pursuance of sections 112 and 113 of the Companies Act, 2013 representatives of the members may be appointed for participation and voting through VC or OAVM. For attending meeting through VC or OAVM, link shall be provided from the companies authorized e-mail ID 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.
4. Since the EGM will be held through VC/OAVM, the route map of the venue of the meeting is not annexed hereto.
5. Members are also requested to accord their consent for convening the meeting at a shorter Notice under section 101 of the Companies Act, 2013 / as per Articles of Association of Company.
7. The Explanatory statement pursuant to Section 102(1) of the Act, relating to the Special Businesses to be transacted at the EGM is annexed hereto as “Annexure A”.

To

Coal India Limited (Through Chairman, CIL), Kolkata.  
Shri B Sairam, Chairman, CIL, Kolkata.  
Shri Mukesh Choudhary, Director (Marketing), CIL Kolkata.  
Shri Jai Prakash Dwivedi, Ex-CMD, WCL, Nagpur.  
M/s Bagaria & Co LLP, Statutory Auditors, WCL.  
M/s Parikh & Associates, Secretarial Auditor, WCL.  
M/s Murthy & Co LLP, Cost Auditor, WCL.  
Shri Manoj Kumar Gangeya, Chairman, Audit Committee, WCL.  
All Directors, WCL.

Copy to :

Company Secretary, CIL.  
General Manager (Finance) I/C, WCL.  
General Manager (Systems), WCL – To Display on WCL Website.

“RESOLVED FURTHER THAT the new equity Bonus Shares of Rs. 1,000/- (Rupees One Thousand) each fully paid-up to be allotted and issued as Bonus Shares shall be subject to the terms of Memorandum and Articles of Association of the Company and shall rank pari-passu in all respects and carry the same rights as the existing fully paid-up equity shares of the Company and shall be entitled to participate in full in any dividend(s) to be declared after the allotment of bonus shares.”

“RESOLVED FURTHER that no letter of allotment shall be issued and the bonus equity shares so allotted shall be credited only in dematerialized form to the beneficiary accounts of the members with their respective Depository Participant(s) in respect of the aforesaid bonus equity shares.”

“RESOLVED FURTHER THAT Chairman-cum-Managing Director and Director (Finance) and/or General Manager (Finance) and Company Secretary, WCL, be and are hereby jointly and/or severally authorised to sign all the forms, documents, applications, undertakings and such other documents and to do all such acts, deeds, matters and things whatsoever including settling any question, doubt or difficulties that may arise with regard to or in relation to the issue or allotment of the Bonus Shares and to give such directions as may be necessary or expedient or proper and to accept on behalf of the Company, any conditions, modifications, alterations, changes, variations in this regard as prescribed by the statutory authority(ies) in its discretion as thinks fit and proper.”

By order of Board of Directors  
FOR WESTERN COALFIELDS LIMITED

  
(Ritu Varshney)  
Company Secretary

**ANNEXURE TO THE NOTICE FOR EXTRAORDINARY GENERAL MEETING OF  
WESTERN COALFIELDS LIMITED**

**ANNEXURE - A**

EXPLANATORY STATEMENT UNDER SECTION 102(1) OF THE  
COMPANIES ACT, 2013

**SPECIAL BUSINESS(S)**

**ITEM NO. 1:**

**Subject: To increase the Authorised Share Capital and consequent amendment in the Capital Clause of the Memorandum of Association.**

Presently the Authorised Share Capital of the Company is Rs. 800,00,00,000.00 (Rupees Eight Hundred Crores Only) divided into 80,00,00,000 Equity shares of Rs. 1,000/- each out of which paid-up share capital of the Company is Rs. 297,10,00,000.00 (Rupees Two Hundred Ninety Seven Crores Ten Lakhs Only) divided into 29,71,00,000 Equity shares of Rs. 1,000/- each.

The Board of Directors of WCL in its 383<sup>rd</sup> Meeting held on 19<sup>th</sup> December, 2025 and Board of Directors of CIL, holding company of WCL at its 487<sup>th</sup> meeting held on 4<sup>th</sup> Feb, 2026 approved the proposal for issuance of Bonus Shares in the ratio of 2:1 i.e. Two Fully paid-up Equity Shares for every One Fully paid-up Equity Share which amounts to increase of 59,42,000 Equity Shares valuing Rs. 594,20,00,000.00 and enhancement of total paid up share capital from Rs. 297.10 Crores to 891.30 crores.

In view of above, for giving effect of above stated issue of bonus shares, Authorised Share Capital of the Company needs to be increased. Therefore, Board of Directors of WCL accorded approval in the same meeting held on 19<sup>th</sup> Dec, 2025 for increase in Authorised Share Capital from Rs. 800 crores to Rs. 900 crores and consequential amendment in the capital clause V of the Memorandum of Association of Company subject to approval of members of the Company in accordance with the provisions of Companies Act, 2013. Accordingly, the Resolution for approving increase in Authorised Share Capital and consequent amendment in capital clause of the Memorandum of Association under Item No. 1 as Special Resolution is placed before the members for seeking its approval thereon.

None of the Directors or Key Managerial Personnel and their immediate relatives are in any way concerned or interested except to their shareholding in the resolution.



**ITEM NO. 2:**

**Subject: To approve issuance of Bonus Equity.**

Para 7.2 of the “Revised Guidelines on Capital Restructuring of CPSEs” dated: 18.11.2024 issued by DIPAM states that, every CPSE may consider the issue of bonus shares when their defined reserves and surplus are equal to or more than 20 times of its paid-up equity share capital. Further, Para 9 (iii) of the said guidelines also states that every subsidiary of CPSEs with more than 51% shareholding by the parent CPSEs need to follow these guidelines which may be monitored by parent companies.

As on March 31, 2025, paid-up Capital and total defined reserves and surplus of the Company were Rs. 297.10 Crores and Rs. 8,726.96 Crores respectively. The defined reserves and surplus are 29.37 times of the paid-up capital of the company.

The issue of Bonus shares is allowed as per the provisions of Companies Act, 2013 and Articles of Association of WCL.

In view of above, the Board of Directors of WCL in its 383<sup>rd</sup> Meeting held on 19<sup>th</sup> December, 2025 approved the proposal for issuance of Bonus Shares in the ratio of 2:1 i.e. Two Fully paid-up Equity Shares for every One fully paid-up Equity Share which amounts to increase of 59,42,000 Equity Shares valuing Rs. 594,20,00,000.00 and enhancement of total paid-up share capital from Rs. 297.10 Crores Rs. 891.30 Crores subject to the approval of Members in General Meeting.

Further, the Board of Directors of Coal India Limited, holding company of WCL at its 487<sup>th</sup> meeting held on 04<sup>th</sup> February, 2026 also approved the said proposal.

Accordingly, the proposal of issuance of Bonus Shares under Item No. 2 as Special Resolution is placed before the members for seeking its approval thereon.

None of the Directors and Key Managerial Personnel of the Company and their immediate relatives are in anyway, concerned or interested except to their shareholding in the resolution.

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