

<p>कोल इण्डिया लिमिटेड कंपनी सचिवालय 3 तल्ला, कोर-2, प्रेमिसेस-04-एमआर, प्लॉट-ए एफ-III, एकशन एरिया-1A, न्यूटाउन, रजरहट, कोलकाता-700156, फोन- 0332324555, ईमेल: complianceofficer.cil@coalindia.in वेबसाइट: www.coalindia.in सी आई एन - L23109WB1973GOI028844</p>	 <p>एक महारत्न कंपनी A Maharatna Company</p>	<p>Coal India Limited Company Secretariat Regd. Office: 3rd floor, Core-2 Premises no-04-MAR, Plot no-AF-III, Action Area-1A, Newtown, Rajarhat, Kolkata-700156 PHONE: 033-2324-5555, E-MAIL: complianceofficer.cil@coalindia.in WEBSITE: www.coalindia.in CIN- L23109WB1973GOI028844</p>
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Ref.No.CIL:XI(D):4157/4156:2026:34802

Dated:15.05.2026

To,
Listing Department,
Bombay Stock Exchange Limited,
14th Floor, P.J. Towers, Dalal Street,
Mumbai – 400 001
Scrip Code 533278

To,
Listing Department,
National Stock Exchange of India Limited,
Exchange Plaza, Bandra Kurla Complex,
Bandra (E), Mumbai – 400 051.
Ref: ISIN – INE522F01014

Sub: - Annual Secretarial Compliance Report of Coal India Limited for the Financial Year ended 31st March'2026

Dear Sir/Madam,

In terms of Regulation 24A of SEBI (LODR) Regulation, 2015, we are enclosing the Annual Secretarial Compliance Report of the company received from M/s T. Chatterjee & Associates peer reviewed Practising Company Secretaries on 13th May'26 for the Financial Year ended 31st March'2026.

This is for your information and records please.

Thanking you.

Yours faithfully,
For Coal India Limited,

BIJAY
PRAKASH
DUBEY

Digitally signed by
BIJAY PRAKASH
DUBEY
Date: 2026.05.15
16:45:27 +05'30'

(बी पी दुबे/B. P Dubey)
Executive Director (CS)/ कार्यकारी निदेशक (कंपनी सचिव)
& Compliance Officer/कम्प्लायंस ऑफिसर

Enc: As above

SECRETARIAL COMPLIANCE REPORT OF
Coal India Limited

For the financial year ended 31-03-2026

[Pursuant to Regulation 24A of the SEBI (Listing Obligations and Disclosure Requirements)
(Amendment) Regulations, 2018]

To,
Coal India Limited
Coal Bhawan, Premise No.- 04-MAR,
Plot-AF-III Action Area-1A,
Newtown, Rajarhat,
Kolkata-700156

We, **T. Chatterjee & Associates, Company Secretaries**, have conducted the review of the compliance of the applicable statutory provisions and the adherence to good corporate practices by **Coal India Limited (CIN:L23109WB1973GOI028844)** (hereinafter referred as 'the listed entity'), listed on BSE Limited ('BSE') Scrip Code- **533278** and National Stock Exchange Limited (NSE), Scrip Code- **COALINDIA**, secretarial review was conducted in a manner that provided us a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing our opinion thereon.

Based on our verification of the listed entity's books, papers, minutes books, forms and returns filed and other records maintained by the listed entity and also the information provided by the listed entity, its officers, agents and authorised representatives during the conduct of Secretarial Review, we hereby report that in our opinion, the listed entity has, during the review period covering the financial year ended on 31st March, 2026, complied with the statutory provisions listed hereunder and also that the listed entity has proper Board processes and compliance mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

We, **T. Chatterjee & Associates, Company Secretaries**, have examined:

- (a) the documents and records made available to us and explanation given by the listed entity
- (b) the filings/ submissions made by the listed entity to the stock exchanges,
- (c) website of the listed entity,
- (d) books, papers, minute books, reports, statements and documents filed with the recognized stock exchange(s) on the electronic platform, other relevant records maintained by the listed entity

for the year ended on 31-03-2026 (herein after referred as the "Review Period") in respect of compliance with the provisions, to the extent applicable to the listed entity of:



- (i) the Securities and Exchange Board of India Act, 1992 (“SEBI Act”) and the Regulations, circulars, guidelines issued thereunder; and
- (ii) the Securities contract (Regulation) Act, 1956 (“SCRA”), rules made thereunder and the Regulations, circulars, guidelines issued thereunder by the Securities and Exchange Board of India (“SEBI”)

The specific Regulations, as amended, whose provisions and the circulars/ guidelines issued thereunder, have been examined to the extent applicable to the listed entity, includes: -

- a. The Securities and Exchange Board of India (Listing Obligation & Disclosure Requirements) Regulations, 2015;
- b. The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018;
- c. The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
- d. The Securities and Exchange Board of India (Buy Back of Securities) Regulations, 2018; **(not applicable to the listed entity during review period);**
- e. The Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021**(not applicable to the listed entity during review period);**
- f. The Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations, 2021**(not applicable to the listed entity during review period);**
- g. The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015; and
- h. The Securities and Exchange Board of India (Depositories and Participants) Regulations, 2018.
- i. The Securities and Exchange Board of India (Registrar to as issue and Share Transfer Agents) Regulations, 1993;
- j. The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2021 **(not applicable to the listed entity during review period)**

Based on the above examination, we hereby report that, during the Review period:

- (a) The listed entity has complied with the provisions of the above Regulations and Circulars/ Guidelines issued thereunder, *except the matter specified below:*



Sr. No.	Compliance Requirement (Regulations/ Circulars/ Guidelines including Specific clause)	Deviations	Action taken by	Type of Action	Details of Violation	Fine Amount	Observations/ Remarks of the Practicing Company Secretary	Management Response	Remarks
1	Where the listed entity does not have a regular non-executive chairperson, at least half of the Board of Directors shall comprise of Independent Directors.	The total number of Independent Directors on the Board of Directors of the listed entity is less than fifty percent of total number of directors on the Board.	BSE Limited & National Stock Exchange Limited (NSE)	Imposition of Fine	Non-Compliance of Regulation 17(1)(b) of the SEBI (Listing Obligations and Disclosure Requirement) Regulations, 2015.	The details of total fines Imposed: <u>For June 2025 Quarter</u> Rs.5,36,900/- each by BSE and NSE. <u>For September 2025 Quarter</u> Rs.5,42,800/- by BSE and NSE each. <u>For December 2025 Quarter</u> Rs. 5,42,800/- by BSE and NSE each.	The total number of Independent Directors on the Board of Directors of the listed entity is less than fifty percent of total number of directors on the Board, resulting in non-compliance of Regulation 17(1)(b) of SEBI (LODR) Regulations, 2015.	Coal India Limited is a Central Public Sector Undertaking (CPSE) under the control of Ministry of Coal, Government of India. In terms of the Articles of Association of the Listed entity, all appointments on the Board of Directors are done vide Presidential orders issued by the Government Of India.	The Company is continually following up with the Ministry of Coal, Government of India for appointment of requisite number of Independent Directors on the Board of Directors of the Listed Entity.



(b) The listed entity has taken the following actions to comply with the observations made in previous reports:

Sl. No.	Observations/Remarks of the Practicing Company Secretary in the previous reports (PCS)	Observations made in the secretarial compliance report for the year ended	Compliance Requirement (Regulations/circulars/guidelines including specific clause)	Details of violation / deviations and actions taken /penalty imposed, if any, on the listed entity	Remedial actions, if any, taken by the listed entity	Comments of the PCS on the actions taken by the listed entity
1	Non-Compliance of Regulation 17(1) of SEBI(LODR) Regulations, 2015 in respect to appointment of at least one independent women director and requisite number of Independent Directors on the Board of Directors of the listed entity	Financial Year ended on 31-03-2025	Regulation 17(1) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015	Non-Compliance in respect to composition of Board due to non-appointment of independent women director and requisite number of Independent Directors. BSE Limited and NSE have imposed fine on the listed entity due to such non-compliance.	Presently, the listed entity has six independent directors including an Independent Women Director on its Board.	During the review period, it is observed that the listed entity is yet to appoint requisite number of Independent Directors on its Board. Since, the listed entity is a CPSE, the power to appoint directors' vests with the Government of India. The Company is continually following up with the Ministry of Coal, Government of India for appointment of requisite number of Independent Directors on the Board of Directors of the Listed Entity.
2	Non-Compliance of Regulation 19(1) of the SEBI(LODR) Regulations, 2015 with respect to composition of Nomination Remuneration Committee.	Financial Year ended on 31-03-2025	Regulation 19(1) of the SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015	The Nomination Remuneration Committee of the listed entity comprised of both executive and non-executive directors and the requirement of two-third of member to be Independent Director was not complied with.	Presently, the Nomination Remuneration Committee has three non-executive Independent Directors as members which is in compliance with the requirement of the specified regulation.	During the period under review, the composition of Nomination Remuneration Committee was as per Regulation 19(1) of the SEBI(LODR) Regulations, 2015.



In the Secretarial Compliance report for the financial year ended 31-03-2025, it was also noted that the listed entity was not required to evaluate the performance of Independent Directors including performance of Directors as required under Regulation 17(10) of the SEBI(LODR) Regulations, as the same is exempted for the Government Companies vide notification dated 5th June 2015 issued by the Ministry of Corporate Affairs.

(c) The compliance status of the listed entity with the requirements, is specified below:

Sr. No.	Particulars	Compliance Status (Yes/No/NA)	Observations / Remark by PCS *
1	<p>Secretarial Standards:</p> <p>The compliances of the listed entity are in accordance with the applicable Secretarial Standards (SS) issued by the Institute of Company Secretaries India (ICSI)</p>	Yes	
2	<p>Adoption and timely updation of the Policies:</p> <ul style="list-style-type: none"> • All applicable policies under SEBI Regulations are adopted with the approval of board of directors of the listed entities • All the policies are in conformity with SEBI Regulations and has been reviewed & timely updated as per the regulations/circulars/guidelines issued by SEBI 	Yes	



3	<p>Maintenance and disclosures on Website:</p> <ul style="list-style-type: none"> • The Listed entity is maintaining a functional website • Timely dissemination of the documents/ information under a separate section on the website • Web-links provided in annual corporate governance reports under Regulation 27(2) are accurate and specific which re-directs to the relevant document(s)/ section of the website 	Yes	
4	<p>Disqualification of Director:</p> <p>None of the Director of the Company are disqualified under Section 164 of Companies Act, 2013 as confirmed by the listed entity.</p>	Yes	
5.	<p>Details related to Subsidiaries of listed entities have been examined w.r.t.:</p> <p>(a) Identification of material subsidiary companies</p> <p>(b) Disclosure requirement of material as well as other subsidiaries</p>	Yes	
6	<p>Preservation of Documents:</p> <p>The listed entity is preserving and maintaining records as prescribed under SEBI Regulations and disposal of records as per Policy of Preservation of Documents and Archival policy prescribed under SEBI LODR Regulations, 2015.</p>	Yes	



7	<p>Performance Evaluation:</p> <p>The listed entity has conducted performance evaluation of the Board, Independent Directors and the Committees at the start of every financial year / during the financial year as prescribed in SEBI Regulations</p>	NA	The listed entity is exempted from the requirement of conducting performance evaluation of the Board, Independent Directors and the Committees vide notification dated 05 th June 2015 issued by the Ministry of Corporate Affairs.
8	<p>Related Party Transactions:</p> <p>(a) The listed entity has obtained prior approval of Audit Committee for all Related party transactions; or</p> <p>The listed entity has provided detailed reasons along with confirmation whether the transactions were subsequently approved / ratified / rejected by the Audit Committee, in case no prior approval has been obtained.</p>	<p>NA</p> <p>No such instance</p>	The requirement of obtaining prior approval of Audit Committee for all Related party transactions is exempted for related party transactions entered between two government companies and between a holding and its wholly owned Subsidiaries whose accounts are consolidated with holding company and placed before the shareholders at the general meeting for approval under Regulation 23(5)(a), (b) of the SEBI(LODR) Regulations, 2015.
9	<p>Disclosure of events or information:</p> <p>The listed entity has provided all the required disclosure(s) under Regulation 30 along with Schedule III of SEBI LODR Regulations, 2015 within the time limits prescribed thereunder</p>	Yes	
10	<p>Prohibition of Insider Trading:</p> <p>The listed entity is in compliance with Regulation 3(5) & 3(6) SEBI (Prohibition of Insider Trading) Regulations, 2015.</p>	Yes	



11	<p>Actions taken by SEBI or Stock Exchange(s), if any:</p> <p>No action(s) has been taken against the listed entity/its promoters/directors/ subsidiaries either by SEBI or by Stock Exchanges (including under the Standard Operating Procedures issued by SEBI through various circulars) under SEBI Regulations and circulars/guidelines issued thereunder</p>	Yes	<p>During the period under review BSE Limited and National Stock Exchange Limited has imposed penalty on the listed entity for non-compliance of Regulation 17(1)(b) of the SEBI(LODR) Regulations, 2015.</p>
12	<p>Resignation of statutory auditors from the listed entity or its material subsidiaries:</p> <p>In case of resignation of statutory auditor from the listed entity or any of its material subsidiaries during the financial year, the listed entity and / or its material subsidiary(ies) has / have complied with paragraph 6.1 and 6.2 of section V-D of chapter V of the Master Circular on compliance with the provisions of the LODR Regulations by listed entities.</p>	NA	<p>No such instance has occurred during the period under review.</p>
13	<p>Additional non-compliances, if any:</p> <p>No additional non-compliance observed for any SEBI regulation/circular/guidance note etc.</p>	NA	<p>There were no other instances of non-compliance for any SEBI regulation/circular/guidance note etc.</p>

Assumptions & limitation of scope and review:

1. Compliance of the applicable laws and ensuring the authenticity of documents and information furnished, are the responsibilities of the management of the listed entity.
2. Our responsibility is to report based upon our examination of relevant documents and information. This is neither an audit nor an expression of opinion.
3. We have not verified the correctness and appropriateness of financial records and books of account of the listed entity.



4. This report is solely for the intended purpose of compliance in terms of Regulation 24A (2) of the SEBI (LODR) Regulations, 2015 and is neither an assurance as to the future viability of the listed entity nor of the efficacy or effectiveness with which the management has conducted the affairs of the listed entity.

**For T. Chatterjee & Associates,
Company Secretaries**

FRN: P2007WB067100

Peer Review: 7747/2026

Indrani Chaudhuri
CS. Indrani Chaudhuri,

Partner,

ACS: 8739

COP:6667

UDIN: A008739H000346111

Place: Kolkata

Date: 13-05-2026

