


<p>कोल इण्डिया लिमिटेड महारत्न कंपनी 3 तल्ला, कोर-2 प्रेमिसेस-04-एमआर, प्लॉट-ए एफ-III, एक्शन एरिया-1A, न्यूटाउन, रजरहट, कोलकाता- 700156 फोन 033-२३२४६५२६. फैक्स-033-२३२४६५१० ईमेल: mviswanathan2.cil@coalindia.in वेबसाइट: www.coalindia.in CIN- L23109WB1973GOI028844</p>		<p>Coal India Limited A Maharatna Company (A Govt. of India Enterprise) Regd. Office: 3rd floor, Core-2 Premises no-04-MAR, Plot no-AF-III, Action Area-1A, Newtown, Rajarhat, Kolkata- 700156 PHONE; 033-2324-6526, FAX; 033-23246510 E-MAIL: mviswanathan2.cil@coalindia.in WEBSITE: www.coalindia.in CIN- L23109WB1973GOI028844</p>
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Ref.No.CIL:XI(D):4156/4157:2020: 25005 .

Dated: 4th May'2020

To,
The National Stock Exchange of India Ltd.
Plot No. C/1, G Block,
Bandra-Kurla Complex,
Bandra (E), Mumbai-400 051.
Script Code:INE522F01014

To,
The Bombay Stock Exchange Ltd,
Phiroze Jeejeebhoy Towers
Dalal Street,
Mumbai-400 001.
Script Code: 533278

Sub : Report on Corporate Governance-Annexure-I & II for 4th Quarter and financial year ended 31st Mar'2020

Dear Sir,

We are enclosing herewith the Report on Corporate Governance- Annexure I & II of CIL for the 4th Quarter and financial year ended 31st Mar'2020.

This is for your information and records. This is as per Regulation 27(2) of the SEBI (LODR) Regulations 2015.

Yours faithfully,

M/V
4/5/20

M. Viswanathan
(Company secretary &
Compliance officer)

Encl : As above

Corporate Governance Format to be submitted by listed entity on quarterly basis

Annexure-I

- 1 Name of Listed Entity:
 2 Quarter ending :
 3 Whether the Listed Entity has Regular Chairperson :
 4 Whether Chairperson is related to MD or CEO :

COAL INDIA LIMITED
31st March'2020
 Yes
 Yes

I. Composition of Board of Directors													
Title (Mr/ Ms)	Name of the Director	PAN & DIN	Category (Chairperson/Executive/ Non-Executive/ Independent/Nominee)	Date of Appointment	Date of Birth	Initial Date of appointment	date of re-appointment	Date of Cessation for current term	Tenure of Independent Director (in months)	No of Directorship in listed entities including this listed entity	No of Independent Directorship in listed entities including this listed entity	Number of memberships in Audit/ Stakeholder Committee (s) including this listed entity	No of post of Chairperson in Audit/ Stakeholder Committee held in listed entities including this listed entity
Ms.	Reena Sinha Puri	AAAPP1922E & 07753040	Nominee-NonExecutive	09.06.2017	22-01-1964	09-06-2017	-	-		2	0	1	0
Mr.	Vinod Kumar Thakral	AAXPT8993N & 00402959	NonExecutive-Independent	06.09.2017	02-07-1956	06-09-2017	-	-	31	1	1	2	1
Mr.	Bharat Laxmanbhai Gajipara	AFAPG7528N & 07947068	NonExecutive-Independent	22.09.2017	13-03-1958	22-09-2017	-	-	31	1	1	2	1
Mr.	Binay Dayal	AAUPD7135M & 07367625	Executive	11.10.2017	09-01-1962	11-10-2017	-	-		1	0	0	0
Mr.	Ram Prakash Srivastava	AIYPS3081R & 08036468	Executive	31.01.2018	26-01-1961	31-01-2018	-	-		1	0	1	0
Mr.	Anil Kumar Jha	AALPJ9409P & 06645361	Chairperson-Executive	18.05.2018	25-01-1960	18-05-2018	-	31-01-2020		1	0	0	0
Mr.	Sanjiv Soni	AGJPS6113P & 08173548	Executive	10.07.2019	18-06-1961	10-07-2019	-	-		1	0	1	0
Mr.	Vinod Kumar Tiwari	ABHPT4474B & 03575641	Nominee-NonExecutive	29-11-2019	16-02-1963	29-11-2019				2	0	0	0
Mr.	Satyendra Nath Tiwary	AAKPT4621N & 07911040	Executive	01-12-2019	02-04-1962	01-12-2019				1	0	0	0
Mr.	Pramod Agrawal	ADOPA3473G & 00279727	Chairperson-Executive	01-02-2020	03-06-1963	01-02-2020				1	0	0	0

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II. Composition of Committees

Name of the Committee	Whether Regular chairperson appointed	Name of Committee Members	Category	Date of Appointment	Date of Cessation
Audit Committee	Yes	Ms. Reena Sinha Puri	Member	30-11-2018	
		Mr. Vinod Kumar Thakral	Chairperson	25-11-2019	
		Mr. Bharat Laxmanbhai Gajipara	Member	25-11-2019	
Nomination & Remuneration Committee	Yes	Mr. Vinod Kumar Thakral	Member/Chairperson	25-09-2017/25-11-2019	
		Mr. Bharat Laxmanbhai Gajipara	Member	30-11-2018	
		Mr. Vinod Kumar Tewari	Member	19-12-2019	
Risk Management Committee	Yes	Mr. Vinod Kumar Thakral	Member/Chairperson	30-11-2018/25-11-2019	
		Mr. Binay Dayal	Member	28-10-2017	
		Mr. Bharat Laxmanbhai Gajipara	Member	25-11-2019	
		Mr. Satyendra Nath Tiwary	Member	01-12-2019	
Stakeholders Relationship committee	Yes	Mr. Bharat Laxmanbhai Gajipara	Member/Chairperson	30-11-2018/25-11-2019	
		Mr. Sanjiv Soni	Member	22-07-2019	
		Mr. Ram Prakash Srivastava	Member	31-01-2018	
		Mr. Vinod Kumar Thakral	Member	25-11-2019	
CSR Committee	Yes	Mr. Binay Dayal	Member	28-10-2017	
		Mr. Ram Prakash Srivastava	Member	31-01-2018	
		Mr. Vinod Kumar Thakral	Member	30-11-2018	
		Mrs. Reena Sinha Puri	Member	19-12-2019	
		Mr. Bharat Laxmanbhai Gajipara	Chairperson	25-11-2019	

III. Meeting of Board of Directors

Date(s) of Meeting in the previous quarter ie. 01.10.19-31.12.19	Date of Meeting in the relevant quarter i.e. 01.01.20-31.03.20	Maximum gap between any two consecutive (in number of days)	no of Director present	no of ID attended the meeting
09.10.19	10.01.2020	29	9	2
11.11.19	30.01.2020		9	2
25.11.19	11.02.2020		9	2
19.12.19	12.03.2020		9	2
	18.03.2020		9	2

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IV. Meeting of Committees- Audit Committee					
Date(s) of meeting of the committee in the previous quarter i.e. 01.10.19-31.12.19	Whether requirement of Quorum met (details)	Date(s) of meeting of the committee in the relevant quarter i.e. 01.01.20-31.03.20	Maximum gap between any two consecutive (in number of days)	no of Director present	no of ID attended the meeting
05.10.19	YES	09.01.2020	19	3	2
04.11.19		22.01.2020		3	2
11.11.19		11.02.2020		3	2
04.12.19		24.02.2020		3	2
30.12.19		12.03.2020		3	2
		18.03.2020		3	2

IV. Meeting of Committees- Nomination and Remuneration Committee					
Date(s) of meeting of the committee in the previous quarter ie. 01.10.19-31.12.19	Whether requirement of Quorum met (details)	Date(s) of meeting of the committee in the relevant quarter i.e. 01.01.20-31.03.20	Maximum gap between any two consecutive (in number of days)	no of Director present	no of ID attended the meeting
28.10.19	YES	16.01.2020	61	2	1
02.12.19		18.03.2020		3	2

IV. Meeting of Committees- Risk Management Committee					
Date(s) of meeting of the committee in the previous quarter ie. 01.10.19-31.12.19	Whether requirement of Quorum met (details)	Date(s) of meeting of the committee in the relevant quarter i.e. 01.01.20-31.03.20	Maximum gap between any two consecutive (in number of days)	no of Director present	no of ID attended the meeting
19.10.19	YES	25.01.2020	42	3	2
13.12.19					

IV. Meeting of Committees- Stakeholders Relationship Committee					
Date(s) of meeting of the committee in the previous quarterie. 01.10.19-31.12.19	Whether requirement of Quorum met (details)	Date(s) of meeting of the committee in the relevant quarter i.e. 01.01.20-31.03.20	Maximum gap between any two consecutive (in number of days)	no of Director present	no of ID attended the meeting
05.11.19		NA			

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IV. Meeting of Committees- CSR Committee					
Date(s) of meeting of the committee in the previous quarterie. 01.10.19-31.12.19	Whether requirement of Quorum met (details)	Date(s) of meeting of the committee in the relevant quarter i.e. 01.01.20-31.03.20	Maximum gap between any two consecutive (in number of	no of Director present	no of ID attended the meeting
09.10.19		NA			
19.10.19					
05.11.19					

V. Related Party Transactions	
Subject	Compliance status (Yes/No/NA)
Whether prior approval of audit committee obtained	Yes
Whether shareholder approval obtained for material RPT	NA
Whether details of RPT entered into pursuant to omnibus approval have been reviewed by Audit Committee	Yes

VI. Affirmations	
1	The composition of Board of Directors is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015-NO. 5 Independent Directors ceased to be the Directors from CIL Board w.e.f. 17.11.19. Hence we have requested Government of India, Ministry of Coal who is the appointing authority to appoint balance 5 Independent Directors
2	The composition of following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations,2015.
a	Audit Committee- Yes
b	Nomination & remuneration committee- Yes
c	Stakeholders relationship committee- Yes
d	Risk management committee - Yes
e	CSR Committee-Yes
3	The committee members have been made aware of their powers, role and responsibilities as specified in SEBI (Listing obligations and disclosure requirements) Regulations, 2015.- Yes
4	The meetings of the board of directors and the above committees have been conducted in the manner as specified in SEBI (Listing obligations and disclosure requirements) Regulations, 2015- Yes
5	This report or the report submitted in the previous quarter has been placed before Board of Directors. Any Comments/observations/advice of Board of Directors may be mentioned here: This report was placed in the 399th CIL Board meeting held on 11th Feb'2020 . Board advised Chairman, Coal India Limited to write a letter to Secretary(Coal) requesting to expedite appointment of requisite number of Independent Directors in CIL Board as per LODR'2015.


 (M.Viswanathan)
 Company Secretary &
 Compliance officer

Format to be submitted by listed entity at the end of the financial year 2019-20

I. Disclosure on website in terms of Listing Regulations

SL	ITEMS	Compliance status (Yes/No/N A)	If yes provide Link in website/If No provide reasons
1	Details of business	YES	https://www.coalindia.in/en-us/company/aboutus.aspx
2	Terms and conditions of appointment of independent directors	YES	https://www.coalindia.in/DesktopModules/DocumentList/documents/Letter_of_appointment_of_independent_Director_04052015.pdf
3	Composition of various committees of board of directors	YES	https://www.coalindia.in/DesktopModules/DocumentList/documents/SubCommittees2.pdf
4	Code of conduct of board of directors and senior management personnel	YES	https://www.coalindia.in/DesktopModules/DocumentList/documents/Code_of_Conduct_for_Board_Members_and_Senior_Management_Personnel_23022015.PDF
5	Details of establishment of vigil mechanism/ Whistle Blower policy	YES	https://www.coalindia.in/DesktopModules/DocumentList/documents/whistle-blower-policy.pdf
6	Criteria of making payments to non-executive directors	YES	https://www.coalindia.in/DesktopModules/DocumentList/documents/Criteria_of_making_Payments_to_Non-Executive_Directors_05042016.pdf
7	Policy on dealing with related party transactions	YES	https://www.coalindia.in/DesktopModules/DocumentList/documents/Related_Party_Transaction_Policy'_01122014(1).PDF
8	Policy for determining 'material' subsidiaries	YES	https://www.coalindia.in/DesktopModules/DocumentList/documents/Policy_on_determination_of%20Materiality_under_SEBI_LODR_%20Regulations_2015_03042017.PDF
9	Details of familiarization programmes imparted to independent directors	YES	https://www.coalindia.in/DesktopModules/DocumentList/documents/Familiarization_Programmes_imparted_to_Independent_Directors_for_2019-20.pdf
10	Contact information of the designated officials of the listed entity who are responsible for assisting and handling investor grievances	YES	https://www.coalindia.in/en-us/investorcenter/investorcontacts.aspx
11	email address for grievance redressal and other relevant details	YES	https://www.coalindia.in/en-us/investorcenter/investorcontacts.aspx
12	Financial results	YES	https://www.coalindia.in/DesktopModules/DocumentList/documents/nsebsaccts1931dec2019.pdf
13	Shareholding pattern	YES	https://www.coalindia.in/DesktopModules/DocumentList/documents/shp31122019.pdf
14	Details of agreements entered into with the media companies and/or their associates	NA	
15	Schedule analyst and Investor meet and submission of same to stock Exchange	Yes	https://www.coalindia.in/DesktopModules/DocumentList/documents/PresentationDec2019.pdf
16	New name and the old name of the listed entity	NA	
17	Advertisements as per regulation 47 (1)	YES	https://www.coalindia.in/DesktopModules/DocumentList/documents/Newspaper_Advertisement_of_Notice_of_Annual_General_Meeting_of_CIL.pdf
18	Credit rating or revision in credit rating obtained by the entity for all its outstanding instruments	YES	https://www.coalindia.in/DesktopModules/DocumentList/documents/crisil_rating(1).pdf
19	Separate audited financial statements of each subsidiary of the listed entity in respect of a relevant financial year	YES	https://www.coalindia.in/en-us/home/annualreport1819.aspx
As per other regulations of the LODR			
20	Whether company has provided information under separate section on its website as per Regulation 46(2)	YES	https://www.coalindia.in-Investor_Centre-Events_&_Announcements
21	Materiality Policy as per Regulation 30	YES	https://www.coalindia.in/DesktopModules/DocumentList/documents/Policy_on_determination_of%20Materiality_under_SEBI_LODR_%20Regulations_2015_03042017.PDF
22	Dividend Distribution policy as per Regulation 43A (as applicable)	Yes	https://www.coalindia.in/DesktopModules/DocumentList/documents/Dividend_Distribution_policy_of_Coal_India_Limited_25102017.pdf

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II Annual Affirmations				
SL	Particulars	Regulation Number	Compliance status (Yes/No/NA)	Reasons for Non-Compliance
1	Independent director(s) have been appointed in terms of specified criteria of 'independence' and/or 'eligibility'	16(1)(b) & 25(6)	YES	
2	Board composition	17(1)	NO	As on 31st Mar'2020, CIL have 5 Functional Directors (FDs) including CMD who is an executive Chairman, 2 Govt. Nominee Directors (GNDs) and 2 Independent Directors. (IDs). 5 IDs ceased to be the Director from CIL Board w.e.f 17th Nov'19. Hence we have requested Ministry of Coal who is the appointing authority to appoint 5 IDs to comply with these regulations
3	Meeting of Board of directors	17(2)	YES	
4	Quorum	17 (2A)	YES	
5	Review of Compliance Reports	17(3)	YES	
6	Plans for orderly succession for appointments of Directors and Senior Management	17(4)	NO	Appointment of Directors in PSUs are done by Public Enterprises Selection Board (PESB). Hence there is no succession plan for Directors. However, there is a succession plan for senior management personnel.
7	Code of Conduct	17(5)	YES	
8	Fees/compensation	17(6)	YES	
9	Minimum Information	17(7)	YES	
10	Compliance Certificate	17(8)	YES	
11	Risk Assessment & Management	17(9)	YES	
12	Performance Evaluation of Independent Directors	17(10)	YES	CIL Board in its meeting held on 30/05/19 have approved a policy for performance evaluation of Independent Directors
13	Recommendation of Board	17 (11)	Yes	
14	Maximum Number of Directorship	17A	Yes	
15	Composition of Audit Committee	18(1)	YES	
16	Meeting of Audit Committee	18(2)	YES	
17	Composition of nomination & remuneration committee	19(1) & (2)	YES	
18	Quorum of nomination & remuneration committee	19 (2A)	YES	
19	Meeting of Nomination & Remuneration Committee	19 (3A)	YES	
20	Composition of Stakeholder Relationship Committee	20 (1) & (2)	YES	
21	Meeting of Stakeholder Relationship Committee	20 (2A)	YES	
22	Composition and role of risk management committee	21(1),(2),(3),(4)	YES	
23	Meeting of Risk Management Committee	21 (3A)	Yes	
24	Vigil Mechanism	22	YES	
25	Policy for related party Transaction	23(1),(5),(6),(7) & (8)	YES	
26	Prior or Omnibus approval of Audit Committee for all related party transactions	23(2),(3)	YES	
27	Approval for material related party transactions	23(4)	NA	
28	Disclosure of Related Party transactions on Consolidated Basis	23 (9)	YES	
29	Composition of Board of Directors of unlisted material Subsidiary	24(1)	No	SECL is unlisted material subsidiary company of CIL as per the Audited Accounts of 2018-19. MoC has appointed Shri Vinod Jain as Independent Director of SECL from 19.02.19. He ceased to be the Director w.e.f 16.11.2019 and we have requested MoC to appoint an Independent Director in SECL Board.
30	Other Corporate Governance requirements with respect to subsidiary of listed entity	24(2),(3),(4),(5) & (6)	YES	
31	Annual Secretarial Compliance Report	24 (A)	YES	
32	Alternate Director to Independent Director	25 (1)	NA	
33	Maximum Tenure	25(2)	YES	
34	Meeting of independent directors	25(3) & (4)	YES	
35	Familiarization of independent directors	25 (7)	YES	
36	Declaration from Independent Directors	25 (8 & 9)	YES	
37	D & O Insurance for Independent Director	25 (10)	YES	

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38	Memberships in Committees	26 (1)	YES	
39	Affirmation with compliance to code of conduct from members of Board of Directors and Senior management personnel	26 (3)	YES	
40	Disclosure of Shareholding by Non-Executive Directors	26(4)	YES	
41	Policy with respect to Obligations of directors and senior management	26(2) & 26(5)	YES	
42	III Affirmations The Listed Entity has approved Material Subsidiary Policy and the Corporate Governance requirements with respect to subsidiary of Listed Entity have been complied with.- YES			


(M. Viswanathan)
Company Secretary
& Compliance Officer