


(F)

-2-

<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 033-23246526. फैक्स-033-23246510 ईमेल: mviswanathan2.cil@coalindia.in वेबसाइट: www.coalindia.in CIN- <u>L23109WB1973GOI028844</u></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- <u>L23109WB1973GOI028844</u></p>
--	---	--

Ref.No.CIL:XI(D):4156/4157:2021:

Dated: 8th Apr'21

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'2021

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'2021**.

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

Yours faithfully,


M. Viswanathan
(Company secretary)

Enc: 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 Mar'2021
 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
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	-	31-01-2021	-	1	0	1	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
Mrs	Yatinder Prasad	ABQPP5362D & 08564506	Nominee-NonExecutive	24-08-2020	07-04-1969	24-08-2020	-	-	-	2	0	2	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

MK

-3-

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	No	Mrs. Yatinder Prasad	Member	02-09-2020	-
Nomination & Remuneration Committee	No	Mr. Vinod Kumar Tiwari	Member	19-12-2019	-
Risk Management Committee	Yes	Mr. Binay Dayal	Member	28-10-2017	-
		Mr. Satyendra Nath Tiwary	Member	01-12-2019	-
		Mr. Vinod Kumar Tiwari	Chairman	18-01-2021	-
		Chief Risk Officer	Member	18-01-2021	-
		General Manager (Finance) I/C	Member	18-01-2021	-
Stakeholders Relationship committee	No	Mr. Sanjiv Soni	Member	22-07-2019	-
		Mr. Ram Prakash Srivastava	Member	31-01-2018	31-01-2021
CSR Committee	No	Mr. Binay Dayal	Member	28-10-2017	-
		Mr. Ram Prakash Srivastava	Member	31-01-2018	31-01-2021
		Mr. Vinod Kumar Tiwari	Member	04-09-2020	-

III. Meeting of Board of Directors

Date(s) of Meeting in the previous quarter i.e. 01.10.20 to 31.12.20 and Current Quarter ie 01.01.21 to 31.03.21	Gap between two consecutive (in number of days)	no of Directors present	no of ID attended the meeting	Whether requirement of Quorum met (details)
14.10.2020	-	7	0	NO
11.11.2020	27	7	0	NO
24.12.2020	42	7	0	NO
18.01.2021	24	7	0	NO
30.01.2021	11	7	0	NO
11.02.2021	11	6	0	NO
05.03.2021	21	5	0	NO
25.03.2021	19	6	0	NO

MRE

-4-

IV. Meeting of Committees- Audit Committee				
Date(s) of Meeting in the previous quarter i.e. 01.10.20 to 31.12.20 and Current Quarter ie 01.01.21 to 31.03.21	Gap between two consecutive (in number of days)	no of Directors present	no of ID attended the meeting	Whether requirement of Quorum met (details)
NA				

V. Meeting of Committees- Nomination and Remuneration Committee				
Date(s) of Meeting of the committee in the previous quarter i.e. 01.10.20 to 31.12.20 and Current Quarter ie 01.01.21 to 31.03.21	Gap between two consecutive (in number of days)	no of Directors present	no of ID attended the meeting	Whether requirement of Quorum met (details)
NA				

VI. Meeting of Committees- Risk Management Committee				
Date(s) of Meeting of the committee in the previous quarter i.e. 01.10.20 to 31.12.20 and Current Quarter ie 01.01.21 to 31.03.21	Gap between two consecutive (in number of days)	no of Directors present	no of ID attended the meeting	Whether requirement of Quorum met (details)
NA				

VII. Meeting of Committees- Stakeholders Relationship Committee				
Date(s) of Meeting of the committee in the previous quarter i.e. 01.10.20 to 31.12.20 and Current Quarter ie 01.01.21 to 31.03.21	Gap between two consecutive (in number of days)	no of Directors present	no of ID attended the meeting	Whether requirement of Quorum met (details)
NA				

VIII. Meeting of Committees- CSR Committee				
Date(s) of Meeting of the committee in the previous quarter i.e. 01.10.20 to 31.12.20 and Current Quarter ie 01.01.21 to 31.03.21	Gap between two consecutive (in number of days)	no of Directors present	no of ID attended the meeting	Whether requirement of Quorum met (details)
NA				

-5-

M/ke

IX. Related Party Transactions

Subject	Compliance status (Yes/No /NA)	If Status is 'No' details of Non-compliance
Whether prior approval of audit committee obtained	No	Audit Committee has granted omnibus approval for the Financial Year 2020-21
Whether shareholder approval obtained for material RPT	NA	
Whether details of RPT entered into pursuant to omnibus approval have been reviewed by Audit Committee	No	Company did not have any Independent Director w.e.f. 6th Sept, 20. Company has requested Government of India, Ministry of Coal who is the appointing authority to appoint 7 Independent Directors including 1 Woman Director. In the absence of Independent Directors in the Board, Audit Committee could not be reconstituted. However actual Related Party Transaction for each quarter against the omnibus approval accorded for the year 20-21 is placed to Board for its information

MK

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 in CIL Board w.e.f. 17.11.19 and two Independent Directors ceased to be Directors from 6th Sept' 20. As a result, company did not have any Independent Director w.e.f. 6th Sept, 20. Company has requested Government of India, Ministry of Coal who is the appointing authority to appoint 7 Independent Directors including 1 Woman Director.	
2	The composition of following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations,2015.	
	a	Audit Committee- No
	b	Nomination & remuneration committee- No
	c	Stakeholders relationship committee- No
	d	Risk management committee - Yes
	e	CSR Committee-No
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- No . Since there were no Independent Directors in CIL Board, meeting of the Board of Directors of CIL was conducted with the existing Directors.	
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: The report of 3rd Quarter ended 31.12.2020 was placed in the 416th CIL Board meeting held on 18th Jan'2021 . Board further advised to intimate Ministry of Coal to expedite appointment of required number of Independent Directors including a woman Independent Director to comply with LODR provisions. Company has complied with the same.	

Date 08.04.2021
Place Kolkata


 (M.Viswanathan)
 Company Secretary &
 Compliance officer

-7-

Format to be submitted by listed entity at the end of the financial year 2020-21

I. Disclosure on website in terms of Listing Regulations

SL	ITEMS	Compliance status (Yes/No/NA)	If yes provide Link in website/if No provide reasons
1	Details of business	YES	https://www.coalindia.in/our-business/products-services/
2	Terms and conditions of appointment of independent directors	YES	https://archive.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/media/documents/Board_level_Sub_Committee.pdf
4	Code of conduct of board of directors and senior management personnel	YES	https://archive.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/media/documents/whistle-blower-policy_TYESLlw.pdf
6	Criteria of making payments to non-executive directors	YES	https://archive.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/media/documents/RPT_POLICY_CIL.pdf
8	Policy for determining 'material' subsidiaries	YES	https://archive.coalindia.in/DesktopModules/DocumentList/documents/POLICY_FOR_DETERMINING_MATERIAL_SUBSIDIARIES_21032015.pdf
9	Details of familiarization programmes imparted to independent directors	YES	https://www.coalindia.in/media/documents/Familiarization_Programmes_imparted_to_Independent_Directors_for_2020-21.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/departments/company-secretary/rta-details/
11	email address for grievance redressal and other relevant details	YES	https://www.coalindia.in/departments/company-secretary/rta-details/
12	Financial results	YES	https://www.coalindia.in/departments/company-secretary/events-announcement/
13	Shareholding pattern	YES	https://www.coalindia.in/departments/company-secretary/events-announcement/
14	Details of agreements entered into with the media companies and/or	NA	
15	Schedule of analyst or Investor meet and presentation made by Listed Entity to Analyst or institutional investors simultaneously submission to	Yes	https://www.coalindia.in/departments/company-secretary/events-announcement/
16	New name and the old name of the listed entity	NA	
17	Advertisements as per regulation 47 (1)	YES	https://www.coalindia.in/departments/company-secretary/events-announcement/
18	Credit rating or revision in credit rating obtained by the entity for all its outstanding instruments	YES	https://www.coalindia.in/media/documents/Credit_Rating.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/performance/financial/annual-report-accounts-2019-20-subsiadiary-cil/
20	Whether company has provided information under separate section on its website as per Regulation 46(2)	YES	https://www.coalindia.in/departments/company-secretary/events-announcement/
21	Materiality Policy as per Regulation 30	YES	https://archive.coalindia.in/DesktopModules/DocumentList/documents/Policy_on_determination_of_Materiality_under_SEBI_LODR_Regulations_2015_03042017.PDF
22	Dividend Distribution policy as per Regulation 43A	Yes	https://www.coalindia.in/media/documents/Dividend_Distribution_policy_of_Coal_India_Limited_25102017_QwCV1sY.pdf
23	It is certify that these contents on the website of listed entity is true and correct.	Yes	https://www.coalindia.in/media/documents/Certification_for_true_and_correct_disclosures_on_website_of_CIL_in_terms_of_S_2YC3IBT.pdf

MVB

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) 17(1A) & 17(1B)	NO	As on 31st Mar'2021, CIL has 4 Functional Directors (FDs) including CMD, one Director is holding an Additional Charge, 2 Govt. Nominee Directors (GNDs). 5 Independent Directors (IDs) ceased to be the Directors w.e.f 17th Nov'19 and 2 IDs ceased to be Directors w.e.f. 6th Sep'20. Hence the Company has requested Ministry of Coal who is the appointing authority to appoint 7 IDs (including 1 Woman ID) to comply with these regulations
3	Meeting of Board of directors	17(2)	YES	
4	Quorum of board meeting	17(2A)	No	Since there was no Independent Director in CIL w.e.f 6th Sep'2020. Hence Quorum of Board was not met from Sept'20 onwards.
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)	No	After cessation of 5 Independent Directors from 17/11/19, only two Independent Directors were holding office and their term also completed on 6th Sept'20, Hence No performance evaluation of Independent Directors was made during 20-21
13	Recommendation of Board	17(11)	Yes	
14	Maximum Number of Directorship	17(A)	Yes	
15	Composition of Audit Committee	18(1)	No	Since there was no Independent Directors in CIL w.e.f 6th Sep'2020, this committee was not re-constituted
16	Meeting of Audit Committee	18(2)	No	Since there was no Independent Directors in CIL w.e.f 6th Sep'2020, no committee meeting could be held
17	Composition of nomination & remuneration committee	19(1) & (2)	No	Since there was no Independent Directors in CIL w.e.f 6th Sep'2020, hence this committee was not re-constituted
18	Quorum of nomination & remuneration committee meeting	19(2A)	No	Since there was no Independent Directors in CIL w.e.f 6th Sep'2020, no committee meeting could be held
19	Meeting of nomination & remuneration committee	19 (3A)	Yes	
20	Composition of Stakeholder Relationship Committee	20 (1), (2), (2A)	No	Since there was no Independent Directors in CIL w.e.f 6th Sep'2020, this committee was not re-constituted
21	Meeting of Stakeholder Relationship Committee	20 (3A)	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	

MK

- 10 -

27	Approval for material related party transactions	23(4)	YES	
28	Disclosure of Related Party Transactions on Consolidated Basis	23(9)	Yes	
29	Composition of Board of Directors of unlisted material Subsidiary	24(1)	NA	CIL has no unlisted material subsidiary company as per the Audited Accounts of 2019-20. Hence no Independent director of CIL Board was appointed as an Independent Director in its material Subsidiary
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)	No	After cessation of 5 Independent Directors from 17th Nov'19, only two Independent Directors were holding office and their term also completed on 6th Sept'20, Hence no Independent Directors Meeting could be organised.
35	Familiarization of independent directors	25 (7)	No	Due to Covid-19, none of the Independent Directors attended any Training Programmes during the year 2020-21. However, the amendments in Companies Act'2013, SEBI Regulations and other important Acts were apprised to the Directors for their information at periodic intervals.
36	Declaration from Independent Director	25 (8) & 25 (9)	YES	
37	D & O Insurance for Independent Director	25(10)	YES	
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	
Annex 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	

Date 08.04.21
Place Kolkata

M Ka
8/4/21

(M.Viswanathan)
Company Secretary
& Compliance Officer