


<p>कोल इण्डिया लिमिटेड कंपनी सचिवालय 3 तल्ला, कोर-2, प्रेमिसेस-04-एमआर, प्लॉट-ए एफ-III, एक्शन एरिया-1A, न्यूटाउन, रजरहट, कोलकाता-700156, फोन 033-23246526, ईमेल: comsec2.cil@coalindia.in वेबसाइट: <a href="http://www.coalindia.in">www.coalindia.in</a> सी आई एन - L23109WB1973GOI028844</p>	 एक महारत्न कंपनी <b>A Maharatna Company</b>	<p><b>Coal India Limited Company Secretariat</b>  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,  E-MAIL: comsec2.cil@coalindia.in  WEBSITE: <a href="http://www.coalindia.in">www.coalindia.in</a>  CIN- L23109WB1973GOI028844</p>
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Ref.No.CIL:XI(D):4156/4157:2023: 30286.

Dated: 13<sup>th</sup> April.'2023

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 & IV for the 4<sup>th</sup> Quarter and Year ended 31<sup>st</sup> March'2023**

Dear Sir,

We are enclosing herewith the Report on Corporate Governance- Annexure-I, II & IV for the 4<sup>th</sup> Quarter and Year ended 31<sup>st</sup> March'2023.

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

Yours faithfully,  
For Coal India Limited



B.P. Dubey  
(Company secretary &  
Compliance Officer)

Enc: As above

COAL INDIA LIMITED  
31st Mar. 2023

- 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 :

Yes  
Yes  
Yes

## 1. Composition of Board of Directors

Sl. No.	Name of the Director (Mr./Ms.)	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 (1) including this listed entity	No of post of Chairperson in Audit/ Stakeholder Committee held in listed entities including this listed entity
								22-02-2023					
Mr.	Vinod Kumar Tiwan	ABHP144748 803575641	Nominee- Non-executive	29-11-2019	16-02-1963	29-11-2019			17.00	1	0	0	0
Mr.	Pramod Agrawal	ADOPA3473G 800279727	Chairperson-Executive	01-02-2020	03-06-1963	01-02-2020			17.00	1	0	0	0
Mrs.	Nrupama Koru	ABMPS566J 809204338	Nominee- Non-executive	15-06-2021	28-01-1969	15-06-2021			16.30	2	0	2	0
Mr.	Vinay Ranjan	AGRP9306B 803636743	Executive	28-07-2021	08-12-1970	28-07-2021			16.30	1	0	1	0
Mr.	Demesh Singh	AWBP54487Q 808038875	Independent	01-11-2021	22-10-1969	01-11-2021			16.30	1	1	2	1
Mr.	Nageswara Rao	ADSPG3010B 808461461	Independent	01-11-2021	04-09-1957	01-11-2021			16.30	1	1	1	0
Mr.	Godipati	AZPC8280R 809386642	Independent	02-11-2021	28-06-1965	02-11-2021			16.30	1	1	1	1
Mr.	Karnesh Kant	AFFPR1282R 802055422	Independent	01-11-2021	17-10-1972	01-11-2021			16.30	1	1	1	0
Mr.	Bhojarajan Rajesh	AOAPM303G 809385881	Independent	02-11-2021	01-06-1956	02-11-2021			16.30	1	1	0	0
Mr.	Chander	AAAPQ451A 809388744	Independent	05-11-2021	21-02-1962	05-11-2021			16.27	1	1	0	0
Mr.	Makwana	AAAPQ451A 809388744	Independent	05-11-2021	21-02-1962	05-11-2021			16.27	1	1	0	0
Dr.	Arun Kumar Oraon	AAIPN5657M 809388744	Independent	05-11-2021	21-02-1962	05-11-2021			16.27	1	1	0	0
Mr.	Debasish Nanda	ACEPB3004F & 809015566	Executive	11-07-2022	13-05-1965	11-07-2022			16.27	1	0	1	0
Dr.	B. Veera Reddy	AAZPC0982G & 08679590	Executive	01-02-2022	20-08-1964	01-02-2022			16.27	1	0	1	0
Mr.	Mukesh Choudhary	AZPC0982G & 07532479	Executive	23-12-2022	30-04-1971	23-12-2022			16.27	1	0	0	0
Mr.	Nagaraju Maddurala	AZPC0982G & 06852727	Executive	23-12-2022	30-04-1971	23-12-2022			16.27	1	0	0	0
Mr.	Ghanishyam Singh	ABOPR4062N & 09615384	Nominee- Non-executive	22-02-2023	24-05-1966	22-02-2023			16.27	1	0	0	0
Mr.	Rathore	ABOPR4062N & 09615384	Independent	01-03-2023	19-07-1966	01-03-2023			16.27	1	1	0	0

**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	Kamlesh Kant Acharya	Chairman	12-11-2021	
		Denesh Singh	Member	12-11-2021	
		Bhojarajan Rajesh Chander	Member	12-11-2021	
		Nageswara Rao Gollapalli	Member	12-11-2021	
		Nirupama Koru	Member	12-11-2021	
Nomination & Remuneration Committee	Yes	B. Veera Reddy	Member	14-02-2022	
		Nageswara Rao Gollapalli	Chairman	12-11-2021	
		Kamlesh Kant Acharya	Member	12-11-2021	
Risk Management Committee	Yes	Arun Kumar Orson	Member	12-11-2021	
		Arun Kumar Orson	Chairman	12-11-2021	
		Punambhal Kalabhai Makwana	Member	12-11-2021	
		Vinay Ranjan	Member	25-05-2022	
		B. Veera Reddy	Member	14-02-2022	
Stakeholders relationship committee	Yes	ED (fin.) / CFO, CL	Member	18-01-2021	
		Chief Risk officer, CL	Member	18-01-2021	
		Denesh Singh	Chairman	12-11-2021	
		Vinay Ranjan	Member	12-11-2021	
		Debasish Nanda	Member	10-08-2022	
CSR Committee	Yes	Bhojarajan Rajesh Chander	Chairman	12-11-2021	
		Punambhal Kalabhai Makwana	Member	12-11-2021	
		Nirupama Koru	Member	12-11-2021	
		Vinay Ranjan	Member	12-11-2021	

**III. Meeting of Board of Directors**

Date(s) of Meeting in the previous quarter i.e., 01.10.2022 to 31.12.2022 and Current Quarter i.e., 01.01.2023 to 31.03.2023	Gap between two consecutive (in number of days)	Total Number of Directors as on date of the Meeting	No. of Directors present (All directors including Independent Directors)	no. of IDs attended the meeting	Whether requirement of Quorum met (detail)
21-10-2022	NA	12	12	6	Yes
07-11-2022	16	12	10	6	Yes
04-01-2023	57	13	12	6	Yes
31-01-2023	26	13	13	6	Yes



IV. Meeting of Committees- Audit Committee						
Date(s) of Meeting in the previous quarter i.e..01.10.2022 to 31.12.2022 and Current Quarter i.e.. 01.01.2023 to 31.03.2023	Gap between two consecutive (in number of days)	Total Number of Directors as on date of the Meeting	No. of Directors present (All directors including Independent Directors)	no of ID attended the meeting	No. of members attending the meeting (other than Board of Directors)	Whether requirement of Quorum met (detail)-
07-11-2022	N/A	6	5	4	0	Yes
21-12-2022	43	6	5	4	0	Yes
31-01-2023	40	6	5	4	0	Yes
17-03-2023	44	6	6	4	0	Yes

V. Meeting of Committees- Nomination and Remuneration Committee						
Date(s) of Meeting in the previous quarter i.e..01.10.2022 to 31.12.2022 and Current Quarter i.e.. 01.01.2023 to 31.03.2023	Gap between two consecutive (in number of days)	Total Number of Directors as on date of the Meeting	No. of Directors present (All directors including Independent Directors)	no of ID attended the meeting	No. of members attending the meeting (other than Board of Directors)	Whether requirement of Quorum met (detail)-
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VI. Meeting of Committees- Risk Management Committee						
Date(s) of Meeting in the previous quarter i.e..01.10.2022 to 31.12.2022 and Current Quarter i.e.. 01.01.2023 to 31.03.2023	Gap between two consecutive (in number of days)	Total Number of Directors as on date of the Meeting	No. of Directors present (All directors including Independent Directors)	no of ID attended the meeting	No. of members attending the meeting (other than Board of Directors)	Whether requirement of Quorum met (detail)-
01-03-2023	N/A	4	4	2	2	Yes

VII. Meeting of Committees- Stakeholders Relationship Committee						
Date(s) of Meeting in the previous quarter i.e..01.10.2022 to 31.12.2022 and Current Quarter i.e.. 01.01.2023 to 31.03.2023	Gap between two consecutive (in number of days)	Total Number of Directors as on date of Meeting	No. of Directors present (All directors including Independent Directors)	no of ID attended the meeting	No. of members attending the meeting (other than Board of Directors)	Whether requirement of Quorum met (detail)-
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VIII. Meeting of Committees- CSR Committee						
Date(s) of Meeting in the previous quarter i.e..01.10.2022 to 31.12.2022 and Current Quarter i.e.. 01.01.2023 to 31.03.2023	Gap between two consecutive (in number of days)	Total Number of Directors as on date of the Meeting	No. of Directors present (All directors including Independent Directors)	no of ID attended the meeting	No. of members attending the meeting (other than Board of Directors)	Whether requirement of Quorum met (detail)-
08-12-2022	N/A	4	4	2	0	Yes
17-03-2023	98	4	4	2	0	Yes

**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		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. Ministry of Coal has appointed 6 IDs wef 1st Nov '21 and 1 ID from 1st Mar '23, however CL does not have a Woman Independent Director. CL has requested Ministry of Coal for appointment of one Woman Independent Director.	
2	The composition of following committees is in terms of SEBI (listing obligations and disclosure requirements) Regulations, 2015.	
a	Audit Committee- <b>Yes</b>	
b	Nomination & remuneration committee- <b>Yes</b>	
c	Stakeholders relationship committee- <b>Yes</b>	
d	Risk management committee - <b>Yes</b>	
e	CSR Committee- <b>Yes</b>	
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. - <b>Yes</b>	
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. - <b>Yes</b> .	
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: <b>Yes</b> .	

**Remarks:** Director (Technical) CL is holding additional charge of Director (Finance) from (29.12.22). Hence, earlier he was counted twice as total number of directors as on date of the Meeting & number of directors present in the Board Meeting.



(B. P. Dubey)

Company Secretary & Compliance Officer



## Annexure II

## Annexure II to be submitted by listed entity at the end of the financial year (for the whole of financial year)

## I. Disclosure on website in terms of Listing Regulations

Sr	Item	Compliance status (Yes/No/NA)	If status is "No" details of non-	Web address
1	Details of business	Yes		<a href="https://www.coalindia.in/our-business/products-services/">https://www.coalindia.in/our-business/products-services/</a>
2	Terms and conditions of appointment of independent directors	Yes		<a href="https://archive.coalindia.in/DesktopModules/DocumentList/documents/Letter of appointment of Independent Director 04052015.pdf">https://archive.coalindia.in/DesktopModules/DocumentList/documents/Letter of appointment of Independent Director 04052015.pdf</a>
3	Composition of various committees of board of directors	Yes		<a href="https://www.coalindia.in/media/documents/Various Sub Comm of CIL Board WbFITY2.pdf">https://www.coalindia.in/media/documents/Various Sub Comm of CIL Board WbFITY2.pdf</a>
4	Code of conduct of board of directors and senior management personnel	Yes		<a href="https://www.coalindia.in/media/documents/Code of Conduct for Board Members and Senior Management Personnel 23022015 ZX00oJL.PDF">https://www.coalindia.in/media/documents/Code of Conduct for Board Members and Senior Management Personnel 23022015 ZX00oJL.PDF</a>
5	Details of establishment of vigil mechanism/ Whistle Blower policy	Yes		<a href="https://www.coalindia.in/media/documents/whistle-blower-policy TYEslJw.pdf">https://www.coalindia.in/media/documents/whistle-blower-policy TYEslJw.pdf</a>
6	Criteria of making payments to non-executive directors	Yes		<a href="https://archive.coalindia.in/DesktopModules/DocumentList/documents/Criteria of making Payments to Non-Executive Directors 05042016.pdf">https://archive.coalindia.in/DesktopModules/DocumentList/documents/Criteria of making Payments to Non-Executive Directors 05042016.pdf</a>
7	Policy on dealing with related party transactions	Yes		<a href="https://www.coalindia.in/media/documents/Related Party cOum NP8.pdf">https://www.coalindia.in/media/documents/Related Party cOum NP8.pdf</a>
8	Policy for determining 'material' subsidiaries	Yes		<a href="https://archive.coalindia.in/DesktopModules/DocumentList/documents/POLICY FOR DETERMINING MATERIAL SUBSIDIARIES 21032015.pdf">https://archive.coalindia.in/DesktopModules/DocumentList/documents/POLICY FOR DETERMINING MATERIAL SUBSIDIARIES 21032015.pdf</a>
9	Details of familiarization programmes imparted to independent directors	Yes		<a href="https://www.coalindia.in/media/documents/Familiarization ProgrammesIDS.pdf">https://www.coalindia.in/media/documents/Familiarization ProgrammesIDS.pdf</a>
10	Contact information of the designated officials of the listed entity who are responsible for assisting and handling investor grievances	Yes		<a href="https://www.coalindia.in/departments/company-secretary/rtadetails/">https://www.coalindia.in/departments/company-secretary/rtadetails/</a>
11	email address for grievance redressal and other relevant details	Yes		<a href="https://www.coalindia.in/departments/company-secretary/rtadetails/">https://www.coalindia.in/departments/company-secretary/rtadetails/</a>
12	Financial results	Yes		<a href="https://www.coalindia.in/media/documents/acctsIGNEDfinal.pdf">https://www.coalindia.in/media/documents/acctsIGNEDfinal.pdf</a>
13	Shareholding pattern	Yes		<a href="https://www.coalindia.in/media/documents/SHP.pdf">https://www.coalindia.in/media/documents/SHP.pdf</a>
14	Details of agreements entered into with the media companies and/or their associates	NA		
15	Schedule of analyst or institutional investor meet and presentations made by the listed entity to analysts or institutional investors simultaneously with submission to stock exchange	Yes		<a href="https://www.coalindia.in/media/documents/Analyst Meet held during FY 22-23.pdf">https://www.coalindia.in/media/documents/Analyst Meet held during FY 22-23.pdf</a>
16	New name and the old name of the listed entity	NA		
17	Advertisements as per regulation 47 (1)	Yes		<a href="https://www.coalindia.in/media/documents/20012023.pdf">https://www.coalindia.in/media/documents/20012023.pdf</a>
18	Credit rating or revision in credit rating obtained	Yes		<a href="https://www.coalindia.in/media/documents/Revised Credit Rating for Coal India Limited for the FY 2022-2023.pdf">https://www.coalindia.in/media/documents/Revised Credit Rating for Coal India Limited for the FY 2022-2023.pdf</a>
19	Separate audited financial statements of each subsidiary of the listed entity in respect of a relevant financial year	Yes		<a href="https://www.coalindia.in/performance/financial/annual-report-accounts-2021-22-subsidiaries-cil/">https://www.coalindia.in/performance/financial/annual-report-accounts-2021-22-subsidiaries-cil/</a>
20	Whether company has provided information under separate section on its website as per Regulation 46(2)	Yes		<a href="https://www.coalindia.in/departments/company-secretary/events-announcement/">https://www.coalindia.in/departments/company-secretary/events-announcement/</a>
21	Materiality Policy as per Regulation 30	Yes		<a href="https://archive.coalindia.in/DesktopModules/DocumentList/documents/Policy on determination of Materiality under SEBI">https://archive.coalindia.in/DesktopModules/DocumentList/documents/Policy on determination of Materiality under SEBI</a>
22	Dividend Distribution policy as per Regulation 43A (as applicable)	Yes		<a href="https://www.coalindia.in/media/documents/Dividend Distribution policy of Coal India Limited 25102017 QwCV1sY.pdf">https://www.coalindia.in/media/documents/Dividend Distribution policy of Coal India Limited 25102017 QwCV1sY.pdf</a>
23	It is certified that these contents on the website of the listed entity are correct	Yes		<a href="https://www.coalindia.in/media/documents/Certification.pdf">https://www.coalindia.in/media/documents/Certification.pdf</a>



II. Annual Affirmations		Annexure II		
Sr	Particulars	Regulation Number	Compliance status (Yes/No/NA)	If status is "No" details of non-compliance may be given here.
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'2023, CIL has 5 Functional Directors (FDs) including CMD, and D (F) is holding additional charge of D(F), 2 Govt. Nominee Directors (GNDs) and 7 Independent Directors (IDs). Hence, Company has requested Ministry of Coal to appoint 1 Woman Independent Director
3	Meeting of Board of directors	17(2)	Yes	
4	Quorum of Board meeting	17(2A)	Yes	
5	Review of Compliance Reports	17(3)	Yes	
6	Plans for orderly succession for appointments	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	No performance evaluation of Independent Directors was made during the FY 22-23
13	Recommendation of Board	17(11)	Yes	
14	Maximum number of Directorships	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 and Remuneration Committee meeting	19(2A)	Yes	
19	Meeting of Nomination and Remuneration Committee	19(3A)	Yes	
20	Composition of Stakeholder Relationship Committee	20(1), 20(2) & 20(2A)	Yes	
21	Meeting of Stakeholders 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),(1A),(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)	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)	No	Mahanadi Coalfields Limited (MCL) is the unlisted material subsidiary company as per the Audited Accounts of 2021-22. However, no Independent Director of CIL has been appointed as an Independent Director in MCL. We have advised Ministry of Coal to appoint one of the Independent Directors of CIL in MCL as an Independent Director
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 Director	25(8) & (9)	Yes	
37	D & O Insurance for Independent Directors	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	



Additional Half yearly Disclosure

Half year ending - 31st March 2023

Applicability of the Disclosure	Applicable	
Reasons for Non-Applicability		

1. Disclosure of Loans / guarantees / comfort letters / securities etc

(A) Any loan or any other form of debt advanced by the listed entity directly or indirectly to:

Entity	Aggregate amount advanced during six months	Balance outstanding at the end of six months
Promoter or any other entity controlled by them	0	0
Promoter Group or any other entity controlled by them	0	0
Directors (including relatives) or any other entity controlled by them	0	0
KMPs or any other entity controlled by them	0	0

(B) Any guarantee/ comfort letter (by whatever name called) provided by the listed entity directly or indirectly, in connection with any loan(s) or any other form of

Entity	Type (guarantee, comfort letter etc.)	Aggregate amount advanced during six months	Balance outstanding at the end of six months (taking into account any invocation)
Promoter or any other entity controlled by them	Guarantee	0	
Promoter Group or any other entity controlled by them	CIL (Standardone) has given guarantee on behalf of subsidiary namely ECL and MCL to the extent of their obligation under 0 loan made from EOC Carada & Britance in year 1989 and 1994-95. Old Balance as on 30.9.2012 was Rs 165.95 Cr and 41556 or and as on 31.3.2023 Rs 1634605153 or Rs 42280508 Provisional W.R.T ECL & MCL. However No Amount has been issued during last six months		
Directors (including relatives) or any other entity controlled by them			
KMPs or any other entity controlled by them	Nil	0	0

(C) Any security provided by the listed entity directly or indirectly, in connection with any loan(s) or any other form of debt availed by

Nil



Entity	Type (guarantee, comfort letter etc.)	Aggregate amount advanced during six months	Balance outstanding at the end of six months (taking into account any invocation)
Promoter or any other entity controlled by them	Nil	0	0
Promoter Group or any other entity controlled by them	Nil	0	0
Directors (including relatives) or any other entity controlled by them	Nil	0	0
KMPS or any other entity controlled by them	Nil	0	0

II. Affirmations: Compliance Status

YES

Place : Kolkata

Date : 9/1/23

  
 (S. K. Mehta)  
 Chief Financial Officer