


<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: 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; 033-2324-6526, E-MAIL: comsec2.cil@coalindia.in WEBSITE: www.coalindia.in CIN- L23109WB1973GOI028844</p>
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Ref.NoCIL:XI(D):4157/4156:2023:

Dated:23.05.2023

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'2023

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 Parikh & Associates peer reviewed Practising Company Secretaries on 23rd May'2023 for the Financial Year ended 31st March'2023.

This is for your information and records please.

Thanking you.

Yours faithfully,

BIJAY
PRAKASH
DUBEY
Digitally signed by
BIJAY PRAKASH
DUBEY
Date: 2023.05.23
17:13:35 +05'30'

B.P. Dubey/बी पी दुबे
Company Secretary /कंपनीसचिव
& Compliance Officer/ कम्प्लायंस ऑफिसर

Encl: As above

Secretarial Compliance Report of Coal India Limited for the year ended March 31, 2023

To,
Coal India Limited
Coal Bhawan, Premises No-04 MAR
Plot No-AF-III, Action Area-1 A, 3rd Floor
New Town Rajarhat
Kolkata - 700156

We, Parikh & Associates have examined:

- a) all the documents and records to the extent made available to us and explanations and representations provided by **Coal India Limited** ("the listed entity"),
- b) the filings/ submissions made by the listed entity to the stock exchanges,
- c) Website of the listed entity,
- d) any other document/ filing, as may be relevant, which has been relied upon to make this certification,

for the year ended March 31, 2023 ("Review Period") in respect of compliance with the provisions of:

- a) the Securities and Exchange Board of India Act, 1992 ("SEBI Act") and the Regulations, circulars, guidelines issued thereunder; and
- b) the Securities Contracts (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 (including amendments, modifications from time to time), whose provisions and the circulars/ guidelines issued thereunder, have been examined, including:-

- a) Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015;
- b) Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018;(Not applicable to the company during the review period)
- c) Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
- d) Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018;(Not applicable to the company during the review period)

Continuation Sheet

- e) Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021; (Not applicable to the company during the review period)
- f) Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations, 2021; (Not applicable to the company during the review period)
- g) Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
- h) Securities and Exchange Board of India (Depositories and Participant) Regulations, 2018

and circulars/ guidelines issued thereunder;

and based on the above examination and considering the relaxations granted by the Ministry of Corporate Affairs and Securities and Exchange Board of India warranted due to the spread of the COVID-19 pandemic, we hereby report that, during the Review Period:

- a) The listed entity has generally complied with the provisions of the above Regulations and circulars/ guidelines issued thereunder, except in respect of matters specified below:-

Sr. No.	Compliance Requirement (Regulations/ circulars/ guidelines including specific clause)	Regulation/ Circular No.	Deviations	Action Taken by	Type of Action (Advisory/ Clarification/ Fine /Show Cause Notice/ Warning, etc.)	Details of Violation	Fine Amount	Observations/ Remarks of the Practicing Company Secretary	Management Response	Remarks
1.	The composition of board of directors of the listed entity shall interalia consist of at least one woman independent director	Regulation 17(1)(a) of SEBI LODR, 2015,	The Board of Directors does not consist of at least one woman independent director	BSE & NSE	Fine levied	The Board of Directors does not consist of at least one woman independent director	Fine levied totally till December 2022 - Rs. 1,50,11,960	The Board of Directors does not consist of at least one woman independent director.	As per its Articles of Association of the Company, The President of India appoints Director/s on the Board of the company. The Company has informed the Ministry of Coal who is the Appointing Authority about the receipt of mail from BSE & NSE levying penalty for non-compliance of SEBI LODR provisions as well as	-

Continuation Sheet

									<p>other actions that could be taken by the Stock Exchanges in case of continued non-compliance. The company has also informed its Board about receipt of mails from NSE & BSE levying penalty. The company is not responsible for appointment of directors and hence requested for a waiver from the fine levied by the Stock exchange.</p>	
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b) The listed entity has taken the following actions to comply with the observations made in previous reports:

Sr. No.	Compliance Requirement (Regulations/ circulars/ guidelines including specific clause)	Regulation/ Circular No.	Deviations	Action Taken by	Type of Action (Advisory/ Clarification/ Fine /Show Cause Notice/ Warning, etc.)	Details of Violation	Fine Amount			Observations/ Remarks of the Practicing Company Secretary	Management Response	Remarks
							Date of Penalty imposed	Penalty imposed by BSE (Rs.)	Penalty imposed by NSE (Rs.)			
	As per Regulation 17(1)(a) & 17(1)(b) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (SEBI LODR, 2015), the Board of Directors of the Company shall have an optimum combination of executive and non-executive directors with at least one woman director and not less than fifty per cent. of the board	Regulation 17(1)(a) & 17(1)(b) of SEBI LODR, 2015,	The Board of Directors of the Company was not duly constituted with proper balance of Executive Directors, Non-Executive Directors and Independent Directors till 31 st October'21	BSE & NSE	Fine levied	The Board did not comprise of at least fifty percent of the Directors as independent directors till 31 st Oct'21 and an independent woman director till date.	Date of Penalty imposed	Penalty imposed by BSE (Rs.)	Penalty imposed by NSE (Rs.)	1) The Board did not comprise of at least fifty percent of the Directors as independent directors till 31 st Oct'21 and an independent woman director till date. 2) The constitution of Audit committee, Nomination and Remuneration Committee, Corporate Social Responsibility Committee & Stakeholder Relationship Committee was not in accordance with SEBI LODR, 2015	The Company had made representation that as per its Articles of Association, The President of India appoints Director/s on the Board of the company. The Company had requested the Ministry of Coal who is the Appointing Authority about the receipt of mail from BSE & NSE levying penalty for non-compliance of SEBI LODR provisions as well as other actions that could be taken by the Stock Exchanges in case of continued non-compliance. The company is not	-
							June 2021	Rs. 12,40,180/-	Rs. 12,40,180/-			
							Sept 2021	Rs. 13,99,480/-	Rs. 13,99,480/-			
							Dec 2021	Rs. 10,69,080	Rs. 10,69,080			
							Total	Rs. 37,08,740	Rs. 37,08,740			

Sr. No.	Compliance Requirement (Regulations/ circulars/ guidelines including specific clause)	Regulation/ Circular No.	Deviations	Action Taken by	Type of Action (Advisory/ Clarification/ Fine /Show Cause Notice/ Warning, etc.)	Details of Violation	Fine Amount	Observations/ Remarks of the Practicing Company Secretary	Management Response	Remarks
	of directors shall comprise of non-executive directors							till 11 th November 2021 and the business required to be transacted at these committee meetings are subject to compliances of the regulations 17, 18, 19, 20, 21, 24, 33 read with Schedule II of SEBI LODR 2015. The changes in the composition of the Board of Directors that took place during the period under review were carried out by complying with the aforesaid provisions.	responsible for appointment of directors and hence requested for a waiver from the fine levied by the Stock exchange. In November 2021, the Company had appointed the Independent directors based on the order received from MoC and the Board is constituted with atleast fifty percent of directors being Independent directors. The appointment of Woman Independent Director is in process.	

Additional affirmations by Practicing Company Secretaries (PCS) in Annual Secretarial Compliance Report (ASCR):

Sr. No.	Particulars	Compliance status (Yes/No/NA)	Observations /Remarks by PCS*
1.	<u>Secretarial Standard</u> The compliances of the listed entity are in accordance with the applicable Secretarial Standards (SS) issued by the Institute of Company Secretaries India (ICSI)	Yes	
2.	<u>Adoption and timely updation of the Policies:</u> <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.	<u>Maintenance and disclosures on Website:</u> <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.	<u>Disqualification of Director:</u> None of the Directors of the Company are disqualified under Section 164 of Companies Act, 2013	Yes	

5.	<p><u>To examine details related to Subsidiaries of listed entities:</u></p> <p>(a) Identification of material subsidiary companies (b) Requirements with respect to disclosure of material as well as other subsidiaries</p>	Yes	
6.	<p><u>Preservation of Documents:</u></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><u>Performance Evaluation:</u></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	<p>The Director of the company are appointed by MOC, GoI. Further MCA vide its notification dated 5th June'2015 stated that Government Company are exempted from the compliance of provisions of Section 134(3)(p) of the Companies Act'2013.</p>
8.	<p><u>Related Party Transactions:</u></p> <p>(a) The listed entity has obtained prior approval of Audit Committee for all Related party transactions b) In case no prior approval obtained, the listed entity shall provide detailed reasons along with confirmation whether the transactions were subsequently approved/ratified/rejected by the Audit committee</p>	Yes	
9.	<p><u>Disclosure of events or information:</u></p> <p>The listed entity has provided all the required disclosure(s) under Regulation 30 alongwith Schedule III of SEBI LODR Regulations, 2015 within the time limits prescribed thereunder.</p>	Yes	
10.	<p><u>Prohibition of Insider Trading:</u></p> <p>The listed entity is in compliance with Regulation 3(5) & 3(6) of SEBI (Prohibition of Insider Trading) Regulations, 2015</p>	Yes	

11.	<u>Actions taken by SEBI or Stock Exchange(s), if any:</u> Actions 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	Yes	As detailed at point (a)
12.	<u>Additional Non-compliances, if any:</u> Any additional non-compliance observed for all SEBI regulation/circular/guidance note etc.	Yes	As detailed at point (a)

*Observations/Remarks by PCS are mandatory if the Compliance status is provided as 'No' or 'NA'

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 certify 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 Accounts of the listed entity.
4. This Report is solely for the intended purpose of compliance in terms of Regulation 24A (2) of the SEBI (Listing Obligations and Disclosure Requirements) 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 Parikh & Associates
Company Secretaries**

JIGYASA Digitally signed
by JIGYASA
NILESH VED
Date:
VED 2023.05.23
16:37:37 +05'30'

Signature:
Name of the Practicing Company Secretary: Jigyasa N. Ved
FCS No.: 6488 CP No: 6018
UDIN: F006488E000358928
PR No.: 1129/2021

Place: Mumbai

Date: 23.05.2023