


<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: 2 8 5 6 2

Dated: 26th May'22

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 : Annual Secretarial Compliance Report of Coal India Limited for the year ended 31st March'2022

Dear Sir,

In terms of Regulations 24 A (2) of SEBI (LoDR) Regulations 2015, we are enclosing the Annual Secretarial Compliance report of the Company received from **M/s. Parikh & Associates**, peer reviewed Practising Companies Secretaries on 25th May'22 for the year ended 31st March'22. This report was reviewed by CIL Audit Committee in its meeting held on 17th May '2022 and approved by CIL Board in its meeting held on 25th May'22.

This for your information please.

Yours faithfully,

M Viswanathan
26/5/22

(M.Viswanathan/एम.विस्वनाथन)

Company Secretary/कंपनी सचिव

& Compliance Officer/कम्प्लायंस ऑफिसर

Encl: As above



Secretarial Compliance Report of Coal India Limited for the year ended March 31, 2022

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 made available to us and explanation 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, 2022 ("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)
- e) Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014 and Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021; (Not applicable to the company during the review period)

Office: 111, 11th floor, Sai-Dwar CHS Ltd., SAB TV Lane, Opp. Laxmi Industrial Estate, Off Link Road,
Above Shabari Restaurant, Andheri (West), Mumbai-400 053

Tel.: 26301232/26301233 Email: cs@parikhassociates.com Website: www.parikhassociates.com Firm Unique Code: P1988MH009800

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- f) Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008 and 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 (Issue and Listing of Non-Convertible Redeemable Preference Shares) Regulations, 2013; and The Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations, 2021; (Not applicable to the company during the review period)
- h) Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
- i) 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 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)	Deviations	Observations/ Remarks of the Practicing Company Secretary
1.	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 is required to be duly constituted with proper balance of Executive Directors, Non Executive Directors and Independent Directors.	The Board of Directors of the Company is not duly constituted with proper balance of Executive Directors, Non-Executive Directors and Independent Directors till 31 st October'21	<ul style="list-style-type: none"> 1) The Board did not comprise of atleast fifty percent of the Directors as independent directors till 31st 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 till 11th 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. 3) 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.

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- b) The listed entity has maintained proper records under the provisions of the above Regulations and circulars/ guidelines issued thereunder in so far as it appears from our examination of those records.
- c) The following are the details of actions taken against the listed entity/ its promoters/ directors/ material subsidiaries either by SEBI or by Stock Exchanges (including under the Standard Operating Procedures issued by SEBI through various circulars) under the aforesaid Acts/ Regulations and circulars/ guidelines issued thereunder:

Sr. No.	Action taken by	Details of violation	Details of action taken E.g. fines, warning letter, debarment, etc.			Observations/ remarks of the Practicing Company Secretary, if any.
			Date of Penalty imposed	Penalty imposed by BSE (Rs.)	Penalty imposed by NSE (Rs.)	
1.	BSE Limited and National Stock Exchange of India Limited	Non-compliance with the provisions of Regulations 17(1), 18(1), 19(1)/19(2), 20(2), 21(2) of SEBI (LODR) Regulations, 2015 for the quarter ended, June 2021, September 2021, December 2021	June 2021	Rs. 12,40,180/-	Rs. 12,40,180/-	The Company has made representation that as per its Articles of Association, The President of India appoints Director/s on the Board of the company. The Company has 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 responsible for appointment of directors and hence requested for a waiver from the fine levied by the Stock exchange.
			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	

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

Sr. No.	Observations of the Practicing Company Secretary in the previous reports	Observations made in the secretarial compliance report for the year ended 31.03.2021	Actions taken by the listed entity, if any	Comments of the Practicing Company Secretary on the actions taken by the listed entity
1.	<p>1) The Board did not comprise of atleast fifty percent of the Directors as independent directors and an independent woman director.</p> <p>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 from 6th Sept' 2020 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.</p> <p>3) The changes in the composition of the Board of Directors that took place during the period under review were carried out without complying the aforesaid provisions.</p>	<p>1) The Board did not comprise of atleast fifty percent of the Directors as independent directors and an independent woman director.</p> <p>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 from 6th Sept' 2020 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.</p> <p>3) The changes in the composition of the Board of Directors that took place during the period under review were carried out without complying the aforesaid provisions.</p>	<p>The Company has made representation that as per its Articles of Association, The President of India appoints Director/s on the Board of the company. The Company has informed the Ministry of Coal about the receipt of mail from BSE & NSE levying penalty for non-compliance of LODR provision as well as other actions that could be taken by the Stock Exchange in case of continued non-compliance. The company is not responsible for appointment of directors and hence requested for a waiver of the fine levied by the Stock exchanges.</p> <p>Company has taken up the matter with BSE & NSE to waive the fine for the quarters ended June'21, September 2021 and December 2021.</p> <p>In November 2021, Ministry of Coal has appointed Six Independent directors on the Board of the Company</p>	<p>Ministry of Coal has appointed Six Independent directors in the company in November 2021. The Company has, appointed them as Additional Directors and re-constituted the Audit committee, Nomination and Remuneration Committee, Corporate Social Responsibility Committee, Risk & Stakeholder Relationship Committee and Risk Management Committee.</p> <p>The Company is not having atleast fifty percent Independent directors till 31st Oct'21 and One Woman Independent Director on the Board till date.</p>

Place: Mumbai

Date: 25.05.2022

For Parikh & Associates

Signature:

Digitally signed by
JIGYASA NILESHVED
Date: 2022.05.25
15:14:49 +05'30'

Name of the Practicing Company Secretary: **Jigyasa N. Ved**

FCS No.: 6488 CP No: 6018

UDIN: F006488D000385867

PR No.: 1129/2021