

<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-0332324555, ईमेल: complianceofficer.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; 033-2324-5555, E-MAIL: complianceofficer.cil@coalindia.in WEBSITE: www.coalindia.in CIN- L23109WB1973GOI028844</p>
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Ref. No. CIL:XI(D):4157/4156:2025:

Dated: 28.05.2025

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'2025**

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 Mehta and Mehta, peer reviewed Practising Company Secretaries on 26th May'25 for the Financial Year ended 31st March'2025.

This is for your information and records please.

Yours faithfully,
BIJAY
PRAKASH
DUBEY
Digitally signed
by BIJAY
PRAKASH DUBEY
Date: 2025.05.28
11:24:19 +05'30'

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

Encl: As above

**SECRETARIAL COMPLIANCE REPORT OF COAL INDIA LTD., GOVT OF INDIA UNDERTAKING
FOR THE FINANCIAL YEAR ENDED MARCH 31, 2025**

We, M/s. Mehta & Mehta, Company Secretaries have examined:

- (a) all the documents and records made available to us and explanation provided by M/s. COAL INDIA LTD, GOVT OF INDIA UNDERTAKING ("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 Report, for the year ended March 31, 2025 ("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, whose provisions and the circulars/guidelines issued thereunder, have been examined, include: -

- (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;
- (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;
- (e) Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021;
- (f) Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations, 2021;
- (g) Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;

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- (h) Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 to the extent applicable to the Company;
- (i) Securities and Exchange Board of India (Depositories and Participants) Regulations, 2018 to the extent applicable to the Company;
- and circulars/guidelines issued thereunder;

and based on the above examination, 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)	Regulation / Circular No.	Deviations	Action Taken by	Type of Action	Details of Violation	Fine Amount	Observation s/ Remarks of the Practicing Company Secretary	Management Response	Remarks
1	The Board of Directors shall have optimum a combination of executive and non-executive directors with at least one independent woman director and not less than fifty per cent of the board of directors shall comprise of non-executive directors. Further, half of the Board of Directors shall comprise of Independent Directors (ID), if the Company does not have a regular Non-Executive Chairperson.	Regulation 17(1) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015	In terms of the said Regulation, atleast 50% of the Board of Directors (Board or BOD) shall comprise of Non-Executive Directors (NED). Further, half of the Board of Directors shall comprise of Independent Directors (ID), the Company does not have a regular Non-Executive Chairperson, including at least one woman ID in case of	National Stock Exchange of India Limited and BSE Limited (BSE)	NSE and BSE has levied monetary fine vide its Notices dated_ 21 st August' 2024 for the 1 st Quarter , 21 st November' 2024 for the 2 nd quarter & 17th March' 2024 for 3 rd quarter.	Non-compliance with the requirement pertaining to composition of the Board including at least one- Woman Independent Director.	The details of fine amount are as under: <u>Quarter Ended June 2024</u> Fine of Rs. 5,36,900/- by NSE and BSE each <u>Quarter Ended Sep 2024</u> Fine of Rs. 5,42,800/- by NSE and BSE each <u>Quarter</u>	The Company being a Central Public Sector Enterprise (CPSE) under the administrative control of Ministry of Coal, Government of India, and the Directors of the Company are appointed by the Government of India through Presidential Order. The Company has from time to time made requests to the administrative Ministry and has been regularly following up with the	As per the Articles of Association of the Company, Coal India being a CPSE, the power to appoint Director vests with Govt. of India. Company had taken up the matter with Ministry of Coal, the Administrative Ministry even before vacancy arose as well as subsequent to the vacancy to arrange to appoint a Woman Independent Director to comply with	Conservative Letters dated 01.10.2024, 01.11.2024, 02.12.2024, 2.01.2025 and 03.03.2025 respectively were emailed to the Government of India asking for requisite number

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			<p>top1000 listed companies.</p> <p>During the review period, we observed that the numbers of IDs were less than the minimum required statutory limit as aforesaid. Although on 28th of March 2025, 4 (four) Ids were appointed on 28th of March 2025, including a Woman ID in its Board.</p>				<p><u>Ended Dec 2024</u> Fine of Rs. 9,69,960/- by NSE & BSE each.</p> <p>- <u>Quarter Ended Mar 2025</u> The Stock Exchanges has not yet levied penalty for the quarter</p>	<p>Government regarding appointment of requisite number of IDs (including Woman ID) on the Board. Government of India has appointed 4 Independent Directors on 28th March' 2025 including 1 Women Independent Director.</p>	<p>SEBI (LODR) regulations 2015.</p>	<p>er of Independent Directors.</p>
2	The Board of Directors of the Company is required to evaluate the performance of Independent Directors including performance of Directors.	Regulation 17(10) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015	During the period under review, the Board of Directors of the Company do not evaluate the performance of the directors pursuant to the			The Board of Directors of the Company do not evaluate the performance of the directors pursuant to the exemption		Government Companies are exempted from Board Evaluation in line with MCA notification dated 5 th June'2015.		

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Sr. No.	Compliance Requirement (Regulations/ circulars/ guidelines including specific clause)	Regulation / Circular No.	Deviations	Action Taken by	Type of Action	Details of Violation	Fine Amount	Observations/ Remarks of the Practicing Company Secretary	Management Response	Remarks
			exemption notification of Ministry of Corporate Affairs (MCA) dated 5 th June, 2015.			notification of Ministry of Corporate Affairs (MCA) dated 5 th June, 2015.				
3	<p>The board of directors shall constitute the nomination and remuneration committee as follows:</p> <p>(a) the committee shall comprise of at least three directors;</p> <p>(b) all directors of the committee shall be non-executive directors; and</p> <p>(c) at least two thirds of the directors shall be independent directors.</p>	Regulation 19(1) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015	<p>In terms of the said Regulation, at least three directors shall comprise the nomination and remuneration committee. Further, all the directors of the committee shall be non-executive directors and at least two-thirds of the committee shall comprise of Independent Directors (ID).</p> <p>During the review period, we observed that the committee is</p>	-	-	Non-compliance with the requirement pertaining to composition of the Nomination and remuneration Committee.	-	<p>During the period under review, the Nomination and Remuneration Committee was not constituted properly from November 2024 till 27th March 2025 due to unavailability of requisite number of non-executive directors.</p> <p>Further, the committee shall comprise of two-third of independent director, however, the same was not complied with as it had only one independent director in the committee w.e.f. November, 2024 till 27th of</p>	<p>CIL was left with only 1 Independent Director and hence it was re-constituted once the requisite Independent Directors were appointed by Gol, From 28th March, 2025 NRC is properly constituted with Independent Directors.</p>	<p>Conservative Letters dated 01.10.2024, 01.11.2024, 02.12.2024, 2.01.2025 and 03.03.2025 respectively were emailed to the Government of India asking for requisite number of Independent Direct</p>

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Sr. No.	Compliance Requirement (Regulations/ circulars/ guidelines including specific clause)	Regulation / Circular No.	Deviations	Action Taken by	Type of Action	Details of Violation	Fine Amount	Observation s/ Remarks of the Practicing Company Secretary	Management Response	Remarks
			comprised of both executive and non-executive directors and the criteria for two- third of directors to be independent director was in violation of the provision as aforesaid.					March, 2025.		ors.

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

Sr. No.	Observations/Remarks of the Practicing Company Secretary in the previous reports (PCS)	Observations made in the secretarial compliance report for the year ended	Compliance Requirement (Regulations/ circulars/guidelines including specific clause)	Details of violation / deviations and actions taken /penalty imposed, if any, on the listed entity	Remedial actions, if any, taken by the listed entity	Comments of the PCS on the actions taken by the listed entity
1.	The Company being a Central Public Sector Enterprise (CPSE) under the administrative control of Ministry of Coal, Government of India, the Directors of the Company are appointed by the Government of India through Presidential Order. The Company has from time to time	31 st Mar 2024, 31 st Mar 2023, 31 st Mar 2022, and 31 st Mar 2021	Regulation 17(1) of SEBI (LODR), Regulations 2015, for FY 2022-23, FY 2021-22 and 2020-21. As per the said Regulations, the Board of Directors of the Company is required to be duly constituted with proper balance of Executive Directors, Non Executive Directors	The Board of Directors does not consist of atleast one woman independent director. During the FY 2023-24, 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 March, 2024. Non-compliance with the provisions of	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	Ministry of Coal has appointed Six Independent directors in the company. The Company was not having atleast fifty percent independent directors till 31 st march, 2025 and One Woman Independent Director on the Board till date.

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Sr. No.	Observations/Remarks of the Practicing Company Secretary in the previous reports (PCS)	Observations made in the secretarial compliance report for the year ended	Compliance Requirement (Regulations/ circulars/guidelines including specific clause)	Details of violation / deviations and actions taken /penalty imposed, if any, on the listed entity	Remedial actions, if any, taken by the listed entity	Comments of the PCS on the actions taken by the listed entity
	made requests to the administrative Ministry and has been regularly following up with the Government regarding appointment of requisite number of IDs (including Woman ID) on the Board.		and Independent Directors.	<p>Regulations 17(1) of SEBI (LODR) Regulations, 2015 (or the quarter ended June 2023, September 2023, December 2023 and March, 2024.</p> <p>During the FY 2022-23, the Board of Directors of the Company was not duly constituted with proper balance of Executive Directors, Non-Executive Directors and Independent Directors till 31st March, 2023. Non-compliance with the provisions of Regulations 17(1) of SEBI (LODR) Regulations, 2015 (or the quarter ended, June 2022, September 2022, December 2022 and March, 2023.</p> <p>During the FY 2021-22, the Board of Directors of the Company was not duly constituted with proper balance of Executive Directors, Non-Executive Directors and Independent Directors till 31st October 21. Non-compliance with the provisions of Regulations 17(1) of SEBI (LODR) Regulations, 2015 (or the quarter ended, June 2021, September 2021, December 2021</p> <p>During the FY 2020-21, Non-compliance with the provisions of</p>	<p>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 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> <p>The Board is constituted with</p>	

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Sr. No.	Observations/Remarks of the Practicing Company Secretary in the previous reports (PCS)	Observations made in the secretarial compliance report for the year ended	Compliance Requirement (Regulations/ circulars/guidelines including specific clause)	Details of violation / deviations and actions taken /penalty imposed, if any, on the listed entity	Remedial actions, if any, taken by the listed entity	Comments of the PCS on the actions taken by the listed entity
				<p>Regulation 17(1), of SEBI(LODR) Regulations, 2015 for the quarter ended March 2020, June 2020, September 2020, December 2020.</p> <p>Fine levied NSE and BSE levied fine totally till December 2022-Rs. 1,50,11,960/-</p> <p>NSE and BSE each imposed monetary fine ofRs. 21,59,400/- for year ended March, 2024 including fine imposed for all the quarters.</p>	atleast fifty percent of directors being Independent directors The appointment of Woman Independent Director is in process.	

We hereby report that, during the review period the compliance status of the listed entity with the following requirements:

Sr. No.	Particulars	Compliance Status (Yes/No/NA)	Observations/Remarks by PCS
1.	<p><u>Secretarial Standard</u></p> <p>The compliances of listed entity are in accordance with the applicable Secretarial Standards (SS) issued by the Institute of Company Secretaries of India (ICSI).</p>	Yes	None
2.	<p><u>Adoption and timely updation of the Policies:</u></p> <p>● All applicable policies under</p>		

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	<p>SEBI Regulations are adopted with the approval of board of directors of the listed entities.</p> <ul style="list-style-type: none">• All the policies are in conformity with SEBI Regulations and have been reviewed & updated on time as per the regulations/circulars/guidelines issued by SEBI.	Yes	None
		Yes	None
3.	<p><u>Maintenance and disclosures on Website:</u></p> <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	None
		Yes	None
4.	<p><u>Disqualification of Director:</u></p> <p>None of the Director of the Company are disqualified under Section 164 of Companies Act,</p>	Yes	None

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	2013 as confirmed by the listed entity.		
5.	<p><u>Details related to Subsidiaries of listed entities have been examined w.r.t.:</u></p> <p>(a) Identification of material subsidiary companies</p> <p>(b) Disclosure requirements of material as well as other subsidiaries</p>	Yes	None
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	None
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	The Board level appointments are made by the President of India. Evaluation of performance of such appointees is done by the Government of India through its administrative ministry i.e. Ministry of Coal. Government Companies are exempted from Board Evaluation in line with MCA notification dated 5th July'2017.

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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.</p> <p>(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>	NA	<p>Related Party Transactions made with the Subsidiary companies were exempted under Regulation 23(5)(a) and (b) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 being transactions between two government companies and transactions entered between a holding and its wholly owned Subsidiaries whose accounts are consolidated with holding company and placed before the shareholders at the general meeting for approval. Accordingly, Form AOC 2 is not applicable.</p> <p>Also, all transactions from related parties are made on terms similar in arm's length transactions.</p>
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	None
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	None
11.	<p><u>Actions taken by SEBI or Stock Exchange(s), if any:</u></p> <p>No Action(s) 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 (or)</p> <p>The actions taken against the listed entity/ its promoters/ directors/ subsidiaries/ either by SEBI or by Stock Exchanges are specified in the last column.</p>	No	<p>During the year under review, only penalties have been imposed for non-compliance of the Regulations 17(1) of SEBI (LODR) Regulations, 2015 by the Stock Exchanges (NSE and BSE) on the Company. The Company has replied to the Stock Exchanges notices stating that as per the Articles of Association of Coal India Limited, appointment of Director is done by The President of India. The company had taken up the matter with Ministry of Coal, its Administrative Ministry even before the vacancy arose as well as subsequent to the vacancy with a request to appoint Woman Independent Director and requested the Exchanges to waive the penalty</p>

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			<p>imposed on the company.</p> <p>As advised by the Stock Exchanges, proposals are placed in the Board meeting(s) about the receipt of letter(s) from Stock Exchanges levying penalty for non-compliance of 17(1) of LODR provisions for the relevant quarter and has also informed the same to NSE & BSE. CIL had also taken up the matter with Ministry of Coal for appointment of Woman Independent Director in its Board as required under Regulation 17(1) of SEBI (LODR) Regulations, 2015.</p>
12	<p><u>Resignation of statutory auditors from the listed entity or its material subsidiaries:</u></p> <p>In case of resignation of statutory auditor from the listed entity or any of its material subsidiaries during the financial year, the listed entity and / or its material subsidiary(ies) has / have complied with paragraph 6.1 and 6.2 of section V-D of chapter V of the Master Circular on compliance with the provisions of the LODR Regulations by listed entities.</p>	No	Statutory auditors have not resigned during the year
13.	<p><u>Additional Non-compliances, if any:</u></p> <p>No any additional non-compliance observed for all SEBI</p>	Yes	During the period under review, no additional non-compliance under Regulations was observed.

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regulation/ circular/ guidance note etc. except as reported above.		
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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 report 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 account of the listed entity.
4. This report is solely for the intended purpose of compliance in terms of Regulation 24A (2) of the SEBI (LODR) 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 Mehta & Mehta,
Company Secretaries
(ICSI Unique Code P1996MH007500)**

RAVEENA
DUGAR
AGARWAL

Digitally signed by
RAVEENA DUGAR
AGARWAL
Date: 2025.05.26
15:09:02 +05'30'

RaveenaDugar Agarwal

Partner

ACS No: 51836

CP No: 26055

PR No. 3686/2023

UDIN: A051836G000439806

Place: Kolkata

Date: 26.05.2025