



## REPORT ON CORPORATE GOVERNANCE

### 1. Company's Philosophy :

The Directors present Corporate Governance Report of the Company for the year ended 31st March, 2018, in terms of Regulation 34(3) read with Schedule V of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"). Corporate Governance is for ensuring values, ethical business conduct, transparency, disclosures as per laws, rules and guidelines. CIL is committed to observe Corporate Governance practices at all levels to achieve its objectives. Pursuant to Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations"), the Company had executed fresh Listing Agreement with the Stock Exchanges.

### 2. Board of Directors :

#### 2.1 Size of the Board

Coal India Ltd is a Government Company within the meaning of Section 2, Sub-Section (45) of Companies Act, 2013. As per the Articles of Association of the Company, the power to appoint Directors vests with the President of India. The Chairman shall be appointed by the President and the terms and conditions of his appointment shall be determined by the President. In addition to Chairman, the President shall also appoints Vice Chairman, Managing Director, whole time Functional Directors and other Directors in consultation with the Chairman who shall be liable to retire by rotation. However, Chairman is not liable to retire by rotation. No consultation will be necessary in case of Directors representing the Government. In terms of the Articles of Association of the Company, the number of Directors of the Company shall not be less than three. These directors may be either whole time functional Directors or part time Directors.

#### 2.2 Composition of Board

As on 31st March, 2018, Board of Directors comprised of Chairman, 4 Functional Directors and 2 Non-Executive Directors (Government Nominees) and 7 Independent Directors. In addition, there are 2 Permanent Invitees in the Board. The post of Chairman, CIL was held by Chairman-Cum-Managing Director, Central Coalfields Ltd. as an Additional Charge.

#### 2.3 Age limit and tenure of Directors

The age limit of Chairman & Managing Director and other whole -time functional Directors is 60 Years. The Chairman cum Managing Director and other whole-time Functional Directors are appointed for a period of five years from the date of assumption of charge or till the date of superannuation of the incumbent or till further orders from the Government of India whichever event occurs earlier. None of the Directors on the Board hold directorships in more than ten public companies. Further none of them is a member of more than ten committees or chairman of more than five committees across all the public companies in which he is a Director. Necessary disclosures regarding Committee positions in other public companies as on 31st March, 2018 have been made by the Directors. None of the Directors are related to each other. Government Nominee Directors representing Ministry of Coal, retire from the Board on ceasing to be officials of Ministry of Coal.

Independent Directors are appointed by the Government of India. The Non-Executive Independent Directors fulfil the conditions of independence specified in Section 149 of the Companies Act, 2013 and Regulation 16(b) of Listing Regulations.

#### 2.4 Board Meetings

During the year 2017-18, 22 Board meetings were held on 02-05-2017, 29-05-2017, 15-07-2017, 19-07-2017, 10-08-2017, 14-08-2017, 31-08-2017, 25-09-2017, 05-10-2017, 28-10-2017, 11-11-2017, 25-11-2017, 04-12-2017, 18-12-2017, 08-01-2018, 09-01-2018, 31-01-2018, 10-02-2018, 21-02-2018, 07-03-2018, 10-03-2018 & 28-03-2018.

Details of number of Board Meetings attended by the Directors, attendance at the last Annual General Meeting, number of other Directorship etc. during 2017-18 were as follows:

Sl. No.	Name of the Director	Category of Directorship	No. of Board meetings attended during 2017-18	Attended at the last AGM held on 14.09.2017	No. of other Directorship as on 31.3.2018 in public companies.
1	Shri Sutirtha Bhattacharya	Chairman	7	No	NIL
2.	Shri Gopal Singh	Chairman (Addl. Charge)	15	Yes	NIL
3	Shri Vivek Bharadwaj	Official Part Time Director	2	No	NIL
4	Shri R.K.Sinha	Official Part Time Director	19	No	NIL
5	Ms. Reena Sinha Puri	Official Part Time Director	18	No	NIL
6	Shri S. Saran	Director (Technical)- Addl. Charge	7	Yes	NIL
7	Shri C.K. Dey	Director (Finance)	22	Yes	1
8	Shri. S.N. Prasad	Director (Marketing)	21	Yes	NIL
9	Shri. S.N. Prasad	Director (P & IR)- Addl. Charge	2	Yes	NIL



# COAL INDIA LIMITED

A MAHARATNA COMPANY

Sl. No.	Name of the Director	Category of Directorship	No. of Board meetings attended during 2017-18	Attended at the last AGM held on 14.09.2017	No. of other Directorship as on 31.3.2018 in public companies.
10	Ms. Loretta Mary Vas	Non Official Part Time Director	19	Yes	NIL
11	Dr. S.B. Agnihotri	Non Official Part Time Director	20	Yes	1
12	Dr. D.C. Panigrahi	Non Official Part Time Director	18	Yes	NIL
13	Shri Vinod Jain	Non Official Part Time Director	19	Yes	2
14	Dr. Khanindra Pathak	Non Official Part Time Director	21	Yes	NIL
15	Shri R.R. Mishra	Director (P & IR)- Addl. Charge	13	No	NIL
16	Shri V.K. Thakral	Non Official Part Time Director	15	Yes	NIL
17	Shri B.L. Gajipara	Non Official Part Time Director	14	No	NIL
18	Shri Binay Dayal	Director (Technical)	11	No	NIL
19	Shri R.P. Srivastava	Director (P & IR)	6	No	NIL

**Sl. No. 1:** ceased to be CMD w.e.f 1st Sep'17. **Sl.No. 2 :** was appointed as CMD (Addl. Charge) w.e.f 1st Sep'17 **Sl.No.3:** ceased to be Director w.e.f. 08th Jun'17. **Sl.No. 5:** appointed as Official Part Time Director w.e.f 9th Jun'17. **Sl.No. 6:** ceased to be Director (addl. charge) w.e.f. 10th Oct'17. **Sl.No.9** appointed as Director(P & IR) (Addl.charge) w.e.f 31st Mar'17 and ceased to Director(P & IR)(Addl.charge) w.e.f 18th Jun'17. **Sl. No. 15.** appointed as Director(P & IR)(addl. Charge) w.e.f 19th Jun'17 and ceased to Director (P & IR) (addl.charge) w.e.f 30th Jan'18. **Sl.No.16** appointed as Non-Official Part Time Director w.e.f 6th Sep'17. **Sl.No.17** appointed as Non-Official Part Time Director w.e.f 22nd Sep'17. **Sl.18.** appointed as Director (Technical) w..e.f. 11th Oct'17 and **Sl.19.** appointed as Director (P & IR) w..e.f. 31st Jan'18.

#### Information placed before the Board of Directors:

The Company provides information as set out in Regulation 17(7) read with Part A of Schedule II of Listing Regulations to the Board and the Board Committees to the extent it is applicable and relevant. The Board has complete access to any information within the Company. The information regularly supplied to the Board inter-alia included the following:

- Annual operating plans and budgets and any updates.
- Capital budgets and any updates.
- Quarterly results for the company and its operating divisions or business segments.
- Minutes of meetings of audit committee and other committees of the board.
- The information on recruitment and remuneration of senior officers just below the board level including appointment or removal of Chief Financial Officer and the Company Secretary.
- Show cause, demand, prosecution notices and penalty notices which are materially important.
- Fatal or serious accidents, dangerous occurrences, any material effluent or pollution problems.
- Any material default in financial obligations to and by the company, or substantial non-payment for goods sold by the company.
- Any issue, which involves possible public or product liability claims of substantial nature including any judgement or order which may have passed strictures on the conduct of the company or taken an adverse view regarding another enterprise that can have negative implications on the company.
- Details of any joint venture or collaboration agreement.
- Significant labour problems and their proposed solutions. Any significant development in Human Resources/ Industrial Relations front like signing of wage agreement, implementation of Voluntary Retirement Scheme etc.
- Quarterly details of foreign exchange exposures and the steps taken by the management to limit the risks of adverse exchange rate movement, if material.
- Non-compliance of any regulatory, statutory or listing requirements and shareholders service such as non-payment of dividend, delay in share transfer.

#### 2.6 Committees of the Board of Directors

The Board had constituted following Committees of the Board: -

- Audit Committee.
- Nomination and Remuneration Committee.
- Stakeholders Relationship Committee.
- Share Transfer Committee.
- Risk Management Committee.
- Corporate Social Responsibility Committee.
- Empowered Sub-Committee for Evaluation, Appraisal and Approval of Projects



### 3.1 Audit Committee

#### (a) Composition :

CIL in pursuance of excellence in corporate governance formed an Audit Committee of its Board of Directors w.e.f. 20-07-2001 and the present Audit Committee was re-constituted by the Board in its 349th meeting held on 28th Oct'17 consists of four Independent Directors, one Government Nominee, one Functional Director and one permanent invitee. The composition, quorum, powers, role and scope are in accordance with Section 177 of the Companies Act, 2013 and the provisions of Regulation 18 of SEBI (LODR) 2015.

Director (Finance), HOD (Internal Audit) and Statutory Auditors are invited to the Audit Committee Meeting. Company Secretary is the Secretary to the Committee as required by Regulation 18(1)(e) of the Listing Regulations. Senior Functional executives are also invited as and when required to provide necessary clarification to the Committee. Internal Audit Department provides necessary support for holding and conducting Audit Committee meeting.

#### (b) Composition, Meetings and Attendance of Audit Committee.

11 Meetings were held during the financial year 2017-18 on 15-05-17, 28-05-17, 02-08-17, 13-08-17, 08-09-17, 04-10-17, 09-11-17, 04-01-18, 09-02-18, 06-03-18 & 10-03-18. The details were as under:-

Sl. No.	Name of the Director	Status	No. of meetings attended
1	Shri Vinod Jain	Chairman (from 06-01-16)	11
2.	Shri Vivek Bharadwaj	Member (w.e.f 02-05-17 and upto 08-06-17)	1
3	Shri R.K.Sinha	Member (w.e.f 13-09-16 and upto 18-07-17)	2
4	Ms. Reena Sinha Puri	Member (w.e.f 19-07-17)	9
5	Ms. Loretta Mary Vas	Member (w.e.f 06-01-2016)	9
6	Dr. S.B. Agnihotri	Member (w.e.f 06-01-2016)	10
7	Dr. D C Panigrahi	Member (w.e.f 06-01-2016)	8
8	Shri S. Saran	Member (w.e.f 13-12-16 and upto 10-10-17)	3
9	Shri Binay Dayal	Member (w.e.f 28-10-17)	3
10	Shri C K Dey	Permanent Invitee	11

#### (c) Scope of Audit Committee :-

The role of Audit Committee included the following:

1. Overseeing of the company's financial reporting process and the disclosure of its financial information to ensure that the financial statement is correct, sufficient and credible;
2. Remuneration of appointment of auditors of the company;
3. Recommendation to Board for approval of payment to statutory auditors for any other services rendered by them;
4. Reviewing, with the management, the annual financial statements and auditor's report thereon before submission to the board for approval, with particular reference to:
  - a. Matters required to be included in the Director's Responsibility Statement in terms of clause (c) of sub-section 3 of section 134 of Companies Act, 2013
  - b. Changes, if any, in accounting policies and practices and the reasons for the same.
  - c. Major accounting entries involving estimates based on the exercise of judgment by management.
  - d. Significant adjustments made in the financial statements arising out of audit findings
  - e. Compliance with listing and other legal requirements relating to financial statements
  - f. Disclosure of any related party transactions; and
  - g. Modified opinion(s) in the draft audit report
5. Reviewing with the management, the quarterly financial statements before submission to board for its approval;
6. Reviewing, with the management, the statement of uses / application of funds raised through an issue (public issue, rights issue, preferential issue, etc.), the statement of funds utilized for purposes other than those stated in the offer document / prospectus / notice and the report submitted by the monitoring agency monitoring the utilisation of proceeds of a public or rights issue and making appropriate recommendations to the Board to take up steps in this matter;
7. Reviewing and monitoring the auditor's independence and performance and effectiveness of audit process;
8. Approval or any subsequent modification of transactions of the company with related parties;
9. Scrutiny of inter-corporate loans and investments;
10. Valuation of undertakings or assets of the company, wherever it is necessary;
11. Evaluation of internal financial controls and risk management systems;
12. Reviewing with the management, performance of statutory and internal auditors, adequacy of the internal control systems;
13. Reviewing the adequacy of internal audit function, if any, including the structure of the internal audit department, staffing and seniority of the official heading the department, reporting structure, coverage and frequency of internal audit;



# COAL INDIA LIMITED

A MAHARATNA COMPANY

14. Discussion with internal auditors of any significant findings and follow up there on;
15. Reviewing the findings of any internal investigations by the internal auditors into matters where there is suspected fraud or irregularity or a failure of internal control systems of a material nature and reporting the matter to the board;
16. Discussion with Statutory Auditors before the audit commences about the nature and scope of audit as well as post-audit discussion to ascertain any area of concern;
17. Looking into the reasons for substantial defaults in the payment to the depositors, debenture holders, shareholders (in case of non-payment of declared dividends) and creditors;
18. Reviewing the functioning of the Whistle Blower mechanism;
19. Reviewing the follow up action on the audit observations of C & AG Audit;
20. Reviewing the follow up action taken on the recommendations of Committee on Public Undertakings (COPU) of the parliament;
21. Reviewing the financial statement of the subsidiary companies;
22. Approval of appointment of CFO after assessing the qualifications, experience and background, etc. of the candidate;
23. Carrying out any other function as is mentioned in the terms of reference of the Audit Committee.

**(d) Review of information by Audit Committee:**

The Audit Committee shall mandatorily review the following information:

1. Management discussion and analysis of financial condition and results of operations;
2. Statement of significant related party transactions as defined by the Audit Committee submitted by the management;
3. Management letters/letters of internal control weakness issued by the statutory auditors;
4. Internal audit reports relating to internal control weaknesses; and
5. Review of the appointment, removal and terms of remuneration of out sourced internal auditors.
6. Statement of deviations:
  - (a) Quarterly statement of deviation(s) including report of monitoring agency, if applicable, submitted to stock exchange(s) in terms of Regulation 32(1) of LODR 2015.
  - (b) Annual statement of funds utilized for purposes other than those stated in the offer document/prospectus/notice in terms of Regulation 32(7) of LODR 2015.

### 3.2 Nomination and Remuneration Committee

CIL being a Central Public Sector Undertaking, the appointment, tenure and remuneration of Functional Directors are fixed by the President of India. Hence, the Board does not decide the remuneration of Functional Directors. A Remuneration Committee was constituted by CIL Board of Directors in its 249th meeting held on 10-04-2009. In compliance with Section 178 of Companies Act, 2013, the Board has renamed the "Remuneration Committee" as "**Nomination and Remuneration Committee**" in its 303rd meeting held on 14-01-14. This committee was reconstituted in 356th Board Meeting held on 31.01.18. The Composition of Nomination and Remuneration Committee is pursuant to the provisions of Section 178 of the Companies Act, 2013 and Regulation 19 of SEBI LODR 2015 are as under:-.

During the year 2017-18, six sub-committee meetings were held on 10-05-17, 15-07-17, 25-09-17, 10-11-17, 5-01-18 and 16-03-18. The details were as under:

Sl. No.	Name of the Director	Status	No. of Meetings attended
1.	Ms. Loretta Mary Vas	Chairman (w.e.f 06.01.2016)	6
2	Dr D C Panigrahi	Member (w.e.f 06.01.2016)	6
3.	Shri R.K.Sinha	Member (w.e.f 13.09.2016)	6
4.	Shri V.K. Thakral	Member (w.e.f 25-09-17)	3
5.	Shri. S.N. Prasad	Permanent Invitee (from 2nd May'17 till 18th Jun'17)	1
6.	Shri R.R.Mishra	Permanent Invitee (from 19th Jun'17 to 30th Jan'18)	4
7.	Shri R.P. Srivastava	Permanent Invitee (from 31st Jan'18)	1

#### Remuneration of Directors:

Remuneration of Functional Directors is decided by the Government of India. Sitting fee payable to Independent Directors is fixed by the Board of Directors of CIL in pursuance of DPE guidelines and Companies Act 2013. Accordingly, the Board had decided payment of sitting fees for each meeting of the Board and Committee of the Board @ ₹ 40,000/- and ₹30,000/- respectively to each Independent Director in its 327th meeting held on 28th May'2016.

Details of remuneration paid to Functional Directors of the Company during the financial Year 2017-18 were as under:

(in Rupees)

SL. No.	Name of the Director	Salary	Benefits	Total	Remarks
1.	Shri Sutartha Bhattacharya	28,00,227	3,24,247	31,24,474	Ceased to CMD w.e.f 01.09.17
2.	Shri C K Dey	42,20,443	7,39,754	49,60,197	
3.	Shri S.N.Prasad	38,25,729	5,48,738	43,74,467	
4.	Shri B.Dayal	14,06,353	-	14,06,353	Appointed on 11.10.17
5.	Shri R.P. Srivastava	-	-	-	Appointed on 31.01.18



The Non- Executive Independent Directors do not have any material pecuniary relationship or transactions with the Company. Details of sitting fees paid to Independent Directors during the year 2017-18 were given below:

(in Rupees)

Name of the Independent Director	Sitting Fees for Board Meeting	Sitting Fees for Committee Meetings	Total
Ms. Loretta M Vas	7,60,000	4,80,000	12,40,000
Dr. D. C Panigrahi	7,20,000	8,70,000	15,90,000
Dr. S.B. Agnihotri	8,00,000	7,50,000	15,50,000
Shri Vinod Jain	7,60,000	6,00,000	13,60,000
Dr. Khanindra Pathak	8,40,000	5,70,000	14,10,000
Shri V.K. Thakral	6,00,000	3,00,000	9,00,000
Shri B.L. Gajipara	5,60,000	60,000	6,20,000

### 3.3 Stakeholders Relationship Committee.

Shareholders' / Investors' Grievance Committee was constituted by CIL Board of Directors in pursuance of Listing Agreement in its 258th meeting held on 05-08-2010. In compliance with the provisions of Section 178 of the Companies Act, 2013 and Listing Agreement, the Board had renamed the "Shareholders'/Investors' Grievance Committee" as "Stakeholders' Relationship Committee" in its 307th Board Meeting held on 29-05-2014. The Committee was reconstituted by CIL Board in its 356th Meeting held on 31-01-18. The Stakeholders' Relationship Committee is constituted in line with the provisions of Regulation 20 of SEBI Listing Regulations read with section 178 of the Companies Act 2013.

The Committee shall be responsible for considering and resolving the grievances of the security holders of the listed entity including complaints related to transfer of shares, non-receipt of annual report and non-receipt of declared dividends.

During the year 2017-18, two meetings were held on 02-08-17 and 31-01-2018.

This Committee consisted of following Directors and their attendance was as follows:

Sl. No.	Name of the Director	Status		No. of Meeting attended
1	Dr S.B. Agnihotri	Chairman (w.e.f 06.01.2016)	Independent Director	2
2	Shri Vinod Jain	Member (w.e.f 06.01.2016)	Independent Director	2
3	Shri C K Dey	Member (w.e.f 06.01.2016)	Director (Finance) CIL	2
4	Shri R.R. Mishra	Member (w.e.f 19.07.18 till 30.01.18)	Director (P &IR) CIL- Addl. Charge	1
5	Shri B.L. Gajipara	Member (w.e.f 25.09.17)	Independent Director	1
6	Shri R.P. Srivastava	Member (w.e.f 31.01.18)	Director (P &IR) CIL	0

#### a) Compliance officer:

Shri M.Viswanathan, Company Secretary is the Compliance Officer. He is primarily responsible to ensure compliance with the applicable statutory requirements and is the interface between Management and regulatory authorities on governance matters.

#### b) Redressal of Investors' Grievances:

The company addresses all complaints and grievances of the investors expeditiously and usually resolves the issue within 7 days except in case of dispute over facts or other legal constraints. The complaints were duly attended by the Company/ RTA.

#### c) Settlement of Grievances

Investors may register their complaints in the manner stated below:-

Sl. No.	Nature of Compliant	Contact Officers
1	Dividend from Financial Years 2010-11 to 2017-18 and shares held in physical mode For Physical Shares: Change of address, status, Bank account, ECS mandate etc.	M/s Alankit Assignments Limited, Alankit Height 1E/13, Jhandewalan Extension, New Delhi-110055, Email-id-alankit_rta@alankit.com Ph. No-011-4254-1234/2354-1234 Fax no-011-4154-3474, Toll free no-1860-121-2155 Website-www.alankit.com
2	For Dematted Shares:- Change of address, status, Bank account, ECS manadate etc.	Concerned Depository participant (DP) where the Shareholder is maintaining his/her account
3	All complaints except Sl. No 1&2 Coal Bhawan, 3rd floor, Core-2, Newtown Rajarhat,	Company Secretary, Coal India Limited, Kolkata-700156. Phone No-0332324-6526 Fax No-0332324-6510 email- complianceofficer.cil@coalindia.in



# COAL INDIA LIMITED

A MAHARATNA COMPANY

## d) Investor Relation Cell

In line with global practices, the Company is committed to maintain the highest standards of Corporate Governance reinforcing the relationship between the company and its Shareholders. Information frequently required by the Investors and Analysts are available on the Company's corporate website www.coalindia.in under "Investor Centre". This website provides updates on investor-related events and presentations, dividend information and shareholding pattern etc. Updates on Financial Statement and Annual Report are available under 'Performance/Financial' tab. The company is committed to take such other steps as may be necessary to fulfill the expectations of the stakeholders.

## e) Details of Shares in ESCROW Account as per Regulation 39(4) read with Schedule VI of Listing Regulation 2015.

Opening Balance as on 01.04.17		Disposed off during the year		Closing balance as on 16.03.18*	
Aggregate No of Shareholders	No of Shares Outstanding credited	No of Shareholders to whom their shares were	Shares transferred from ESCROW Account	Aggregate No of Shareholders in Escrow A/c	No of Shares Outstanding in Escrow A/c
149	18279	6	848	143	17431

\* Since the Dividend on the above shares remained unclaimed for the consecutive last 7 years, their shares alongwith their dividend were transferred to IEPF Account on 16th March, 2018. The details are also available in CIL website.

## f) Unclaimed Dividend Status as on 31.03.2018 & Date of transfer to IEPF :-

DESCRIPTION	AMOUNT (in INR)	Due date of transfer to IEPF
FINAL DIVIDEND 2010-2011	8,91,296.40	20.10.2018
INTERIM DIVIDEND 2011-2012	1,42,19,689.50	11.04.2019
FINAL DIVIDEND 2011-2012	11,20,700.00	17.10.2019
INTERIM DIVIDEND 2012-2013	94,48,377.00	13.04.2020
FINAL DIVIDEND 2012-2013	63,67,385.00	17.10.2020
INTERIM DIVIDEND 2013-2014	2,12,05,360.00	13.02.2021
INTERIM DIVIDEND 2014-2015	1,19,29,803.00	01.03.2022
INTERIM DIVIDEND 2015-2016	2,41,68,903.00	04.04.2023
IST INTERIM 2016-17	2,25,80,946.00	05.04.2024
2ND INTERIM 2016-17	28,91,998.00	25.04.2024
INTERIM DIVIDEND 2017-18	11,11,62,616.00	09.04.2025
<b>TOTAL</b>	<b>22,59,87,073.90</b>	

The Interim Dividend amount for the year 2010-11 amounting to Rs.47,94,223/- for 16754 shareholders had been transferred to IEPF Account on 16th March'2018 as the amount remained unclaimed for the last 7 years. In addition 48903 shares in respect of which dividend was unclaimed for the last 7 years was also transferred to IEPF Account. The details are also available in CIL website. The Company sent periodic intimation to the shareholders concerned to lodge their claims with the Company/RTA within the stipulated time or else the unclaimed dividend will be transferred to IEPF Account.

## g) Outstanding IPO refund as on 29.11.2017:-

Sl. No.	Cases	Amount (in Rs.)
1	429*	3313114.00

\* Since the IPO w.e.f. 30th Oct'10, the amount remained unclaimed for the last 7 seven years, the same was transferred to IEPF Authority on 29th Nov'17. The details are available in CIL website.

## i) Status of complaints disposed off during 2017-18 (Quarter wise) :-

Quarter	Opening	Received	Resolved	Pending	*Consumer Forum Cases
1st Qtr	2	307	300	9	13
2nd Qtr	9	179	187	1	10
3rd Qtr	1	117	118	0	10
4th Qtr	0	148	148	0	5

\*ATR had been filed with the appropriate authorities. Awaiting final order from consumer court.

## j) SYSTEM IMPROVEMENT

The following system improvements were made by Coal India Limited in 16-17 & 17-18 which were first of its kind and well appreciated. It has become an eye opener for other companies to follow.

- Letter of Offer for Buyback:** SEBI (Buyback of Securities) Regulations, 1998 stipulates that Letter of Offer along with tender form should be sent to shareholders as on Record Date within 5 working days from the date of receipt of the SEBI's observations. Before CIL Buyback Offer, Companies were sending Letter of Offer to all shareholders by Registered Post. Since CIL shareholders base was around 6.5 lakhs and Letter



of Offer is around 60 pages, CIL took up the matter with SEBI to permit to send Letter of Offer to those shareholders who have registered their mail-id with the depositories and agreed to accept the communication from the company by electronic means. Understanding that very less time is available with the company for printing, binding and despatch of Letter of Offer to shareholders, SEBI for the first time had permitted "sending the Letter of Offer through e-mail as a text or as an attachment to email or as a notification providing electronic link or Uniform Resource Locator including a read receipt to those shareholders who have their email IDs registered with the depositories. However, on receipt of request from any such shareholder to receive a copy of the Letter of Offer in physical format, the same shall be provided. Besides this, for all those shareholders who do not have their email IDs registered with the company, the Letter of Offer may be sent physically. The same shall be incorporated in the Letter of Offer".

Hence, Company had sent Letter of Offer and the tender form for Buyback to around 4.15 lakhs shareholders by e-mail thereby saved substantial cost of printing, binding, postal charges and human efforts. It is understood thereafter SEBI had permitted other companies also to send Letter of Offer under Buyback Regulations by electronic means to those shareholders who were registered their mail-id with their depositories and agreed to accept the same by electronic means.

- (2) **Direct Transfer of Unclaimed Dividend :** There are some shareholders who do not claim their dividend declared by the company. As per Section 124(5) of Companies Act 2013, the amount which remained unpaid/unclaimed for a period of 7 years from the date of transfer to Unpaid dividend account shall be transferred by the company to Investment Education & Protection Fund (IEPF) along with the shares. Once the amount is transferred to IEPF authorities, no claim shall lie against the company. However, before transferring the amount, company has to follow IEPF Authority (Accounting, Audit, Transfer and Refund) Rules 2016.

In the Stakeholders Relationship Committee Meeting it was decided to obtain updated beneficiary details from NSDL and CDSL for the unclaimed dividend, match the data on dp-id, client id, name and bank account no. and through dividend banker directly transfer the amount to shareholders account. For the Interim and Final Dividend 2010-11, company through its RTA matched the data and directly transferred Rs.26.87 lakhs for 9029 shareholders and Rs.2.26 Lakhs for 7145 shareholders respectively thereby substantially reduced the unclaimed dividend amount to be transferred to IEPF authorities. This has come as a great relief to those small shareholders who had received the money through direct transfer or else they have to go through the cumbersome process of applying to IEPF authorities to claim their unclaimed amount and shares. We understand from RTA that this is the first time any company in India had undertaken this exercise thereby substantially reduced the unclaimed dividend amount transfer to IEPF. Other companies may also follow the same procedure for reducing the unclaimed dividend amount which will give big relief to small shareholders.

- (3) **Preparation of Software for unclaimed Dividend :** Section 124(2) of Companies Act 2013 stipulates that the amount of unclaimed dividend transferred to unpaid dividend account should be uploaded in the website of the company as well as MCA website within 90 days of transfer with all other details. CIL had already uploaded the details dividend-wise from 2010-11 onwards.

In the Stakeholders Relationship Committee, it was advised that company should develop a software thereby either by providing Dp-id, Client id or PAN, the shareholder can get the details of all unclaimed dividend, instead of searching individual unclaimed dividend file and claim the amount from the company before it is transferred to IEPF. Company through its RTA developed such software and with the approval of Stakeholders Relationship Committee, BETA Version of software was uploaded in CIL website. It is also being updated at quarterly intervals.

By using this software, the shareholders can find out unclaimed dividend, dividend-wise without going through the cumbersome process of searching individual file and claim the same from the company before it is transferred to IEPF.

### 3.4 Share Transfer Committee

A Share Transfer Committee was constituted by CIL Board of Directors in its 262nd meeting held on 22-11-2010. This committee was reconstituted in 349th CIL Board meeting held on 28-10-2017. The Share Transfer Committee looks into the following:

- Transfer or Transmission of Shares. and
- Issue Duplicate Certificates and new Certificates on split /consolidation/renewal/demat to remat etc.

During the year 2017-18, 23 meetings of the committee were held on 25-04-2017, 10-05-2017, 25-05-17, 08-06-17, 19-06-17, 07-07-17, 25-07-17, 04-08-17, 22-08-17, 11-09-17, 21-09-17, 12-10-17, 31-10-17, 06-11-17, 20-11-17, 08-12-17, 27-12-17, 03-01-18, 18-01-18, 06-02-18, 23-02-18, 12-03-18 & 23-03-18. The Share Transfer Committee consists of following Directors and their attendance was as follows:

Sl. No.	Name of the Director	Status		No. of Meeting attended
1	Shri C.K. Dey	Director (Finance)	Chairman (from 31.03.17)	23
2	Shri S N Prasad	Director (Marketing)	Member (w.e.f 11.02.2016)	21
3	Shri S.Saran	Director (Technical)-Addl. Charge	Member (from 29.05.17 till 10-10-17)	6
4.	Shri Binay Dayal	Director (Technical)	Member (w.e.f 28-10-17)	9

### 3.5 Risk Management Committee.

Corporate Governance including Risk Assessment and Minimization Procedures Committee was constituted by CIL Board of Directors in its 273rd meeting held on 20-09-2011. This committee was renamed as Risk Management Committee as approved by CIL Board in its 307th meeting held on 29th May 2014 and is in line with Regulation 21 of SEBI (LODR) Regulation, 2015. This committee was further reconstituted in 349th Board meeting held on 28th October'2017.



# COAL INDIA LIMITED

**A MAHARATNA COMPANY**

During the year, 2017-18, **Eight** meetings were held on 19-06-17, 31-07-17, 11-11-17, 04-12-17, 29-01-18, 21-02-18, 05-03-18 & 24-03-18 and attendance of Directors was as follows:

Sl. No.	Name of the Director	Status		No. of Meeting attended
1	Dr D C Panigrahi	Chairman (w.e.f 06.01.16)	Independent Director	8
2	Dr. Khanindra Pathak	Member (w.e.f 06.01.16)	Independent Director	8
3	Shri S. Saran	Member (w.e.f 13.12.16 upto 10-10-17)	Director (Technical)- Add. Charge	2
4	Shri S N Prasad	Member (w.e.f 06.01.16)	Director(Marketing)	7
5	Shri V.K. Thakral	Member (w.e.f 25.09.17)	Independent Director	6
6	Shri Binay Dayal	Member (w.e.f 28-10-17)	Director Technical	4

### 3.6 Corporate Social Responsibility Committee.

Sustainable Development Committee including CSR Committee was constituted by CIL Board of Directors in its 282nd meeting held on 16-04-2012. This committee was reconstituted in 356th CIL Board meeting held on 31-01-18. This Committee was renamed as CSR Committee in pursuant to Section 135 of the Companies Act, 2013 and the Companies (Corporate Social Responsibility) Rules, 2014. In addition to CSR activities, this committee will also look after Sustainable Development. During the year 2017-18, **four** meetings of the committee were held on 12-06-2017, 02-08-2017, 16-02-2018 & 16-03-2018 respectively. The Corporate Social Responsibility Committee consisted of following members and their attendance was as follows:

Sl. No.	Name of the Director	Status		No. of Meeting attended
1	Dr S.B.Agnihotri	Independent Director	Chairman (from 06.01.16)	4
2	Dr. Khanindra Pathak	Independent Director	Member (from 06.01.16)	4
3	Shri Vinod Jain	Independent Director	Member (from 06.01.16)	4
4	Shri Vivek Bharadwaj	Govt. Nominee Director	Member (from 02/05/17 to 9/06/17)	0
5	Shri R.K.Sinha	Govt. Nominee Director	Member (from 19/07/17)	2
6	Shri. S.N. Prasad	Director (P &IR) CIL- Addl. Charge	Member (from 2nd May'17 till 18th Jun'17)	1
7	Shri R.R.Mishra	Director (P &IR) CIL- Addl. Charge	Member (from 19th Jun'17 to 30th Jan'18)	0
8	Shri Binay Dayal	Director(Technical)	Member (w.e.f 28-10-17)	2
9	Shri R.P. Srivastava	Director (P &IR) CIL	Member (from 31st Jan'18)	2

### 3.7 Empowered Sub-Committee for Evaluation, Appraisal and Approval of Projects :

An Empowered Sub-Committee for Evaluation, Appraisal and Approval of Projects was re-constituted by CIL Board in its 349th meeting held on 28-10-2017. During the year 2017-18, **three** Meetings was held on 31-08-2017, 04-10-2017 & 11-11-2017. The Committee consisted of following Directors and their attendance was as follows:

Sl. No.	Name of the Director	Status	No. of Meeting attended
1	Chairman, CIL.	Chairman	3
2	Jt. Secretary (JS & FA), MOC.	Member (w.e.f 19.07.17)	3
3	Director (Finance), CIL	Member	3
4	Director (Technical), CIL.	Member	3
5	Dr. S.B.Agnihotri	Member (w.e.f 06.01.16)	3
6	Dr. D.C.Panigrahi	Member (w.e.f 06.01.16)	3
7	Dr. Khanindra Pathak	Member (w.e.f 06.01.16)	3
8	Shri Vinod Jain	Member (w.e.f 06.01.16)	2
9	CMD CMPDIL	Permanent Invitee	3

### 4. General Body Meetings

#### A. Particulars of last three AGM :

Date, Time and Venue of last three Annual General Meetings held were as under:-

Financial Year	Date	Time	Location.
2016-17	14-09-2017	10.30 AM	Science City, Main Auditorium, JBS Haldane Avenue, Kolkata - 700 046.
2015-16	21-09-2016	10.30 AM	Science City, Main Auditorium, JBS Haldane Avenue, Kolkata - 700 046.
2014-15	23-09-2015	10:30 AM	Science City, Main Auditorium, JBS Haldane Avenue, Kolkata - 700 046.



**B. Particulars of Special Resolutions passed at the last three AGM :**

AGM	Year	Time	Particulars of Special Resolution
43rd	14-09-2017	10.30 A.M.	NA
42nd	21-09-2016	10.30 A.M.	NA
41st	23-09-2015	10:30 A.M.	NA

**C. Particulars of Special Resolution passed through Postal Ballot and details of voting in 2017-18 : NIL**

**D. Person who conducted E-Voting at AGM in 2016-17 :** Shri A.K. Labh Practising Company, Secretary, Kolkata had been appointed as Scrutinizer for E-voting at AGM.

**E. Whether any special resolution is proposed to be conducted through postal ballot - No.**

**F. Detailed Procedure for E-voting activity will be available under tab 'Investor Centre of Coal India website.'**

**5. Disclosures**

A) During the year, there was no transaction of material nature with Related Parties that had potential conflict with the interests of the Company. As required under Regulation 23(1) of SEBI (LODR) Regulations, 2015, the Company has formulated a policy on dealing with Related Party Transactions.

([https://www.coalindia.in/DesktopModules/DocumentList/documents/Related\\_Party\\_Transaction\\_Policy'\\_01122014\(1\).PDF](https://www.coalindia.in/DesktopModules/DocumentList/documents/Related_Party_Transaction_Policy'_01122014(1).PDF))

B) The Company had complied with requirements of Regulatory Authorities on capital markets and no penalties/strictures was imposed against it in the last three years by Stock Exchange or SEBI or any other Statutory Authority.

C) **Whistle Blower Policy :** Pursuant to Section 177(9) and (10) of the Companies Act, 2013, and Regulation 22 of SEBI (LODR) Regulations, 2015, the Company had formulated Whistle Blower Policy to enable stakeholders including individual employees and their representative bodies, to freely communicate their concerns about illegal or unethical practices. Accordingly, the Board of Directors of CIL in its 272nd Board Meeting held on 12th August, 2011 has approved "COAL INDIA WHISTLE BLOWER POLICY 2011" at CIL and its subsidiary companies for implementation.

CIL had provided ample opportunities to encourage directors and employees to become whistle blowers (Directors and employees who voluntarily and confidentially want to bring the unethical practices, actual or suspected fraudulent transactions in the organization to the notice of competent authority for the greater interest of the organization and the nation). It has also ensured a very robust mechanism within the same framework to protect them (whistle blowers) from any kind of harm. It is hereby affirmed that no personnel has been denied access to the Audit committee.

D) **CEO/CFO Certification :** As required under SEBI(LODR)Regulations, 2015, Certificate signed by Shri Anil Kumar Jha Chairman/CEO and Shri C.K. Dey, Director (Finance)/CFO was placed before the Board of Directors in its 365th Board Meeting held on 29th May, 2018 and is annexed to Corporate Governance Report.

E) **Code of Business Conduct :** The Company has in place a Code of Business Conduct applicable to Board Members as well as to Senior Management which was revised in its 311th Board Meeting held on 29-03-2015 in line with Companies Act, 2013, Listing Regulations 2015 and the same has been uploaded in Company's website. Further, all Board Members of Coal India Limited and Senior Management Personnel have affirmed compliance to the code of conduct as on 31st March, 2018.

**Declaration as required under Regulation 26 (3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015**

All the members of the Board and Senior Management Personnel have affirmed compliance to the Code of Conduct for the financial year ended on 31st March, 2018.

Kolkata  
Dated 25th June'2018

Sd/-  
( Anil Kumar Jha)  
Chairman & Managing Director

F) **Code of Internal procedures and conduct for Prevention of Insider Trading :** In pursuance to Regulation 9(1) of Securities Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015, Company has adopted "**CODE OF INTERNAL PROCEDURES AND CONDUCT FOR PREVENTION OF INSIDER TRADING IN SECURITIES OF COAL INDIA LIMITED**" with the objective of preventing purchase and/or sale of shares of Company by an insider on the basis of unpublished price sensitive information. Under this code, Insiders (Officers, Designated Employees and Connected Persons) are prevented to deal with the company's shares during the closure of Trading Window. This was approved in 314th Board Meeting held on 12th May, 2015 and uploaded in website. To deal in Securities beyond limits specified, permission of Compliance Officer is required. All Directors / Officers/Designated Employees are also required to disclose related information periodically as defined in the Code. Company Secretary has been designated as Compliance Officer for this Code.

G) **Separate Meeting of Independent Directors :** As per Companies Act, 2013 and Regulation 25(3) & (4) of SEBI Listing Obligations and Disclosure Requirement 2015, Independent Directors are required to hold at least one meeting in a year to Assess the quality, quantity and timeliness of flow of information between company management and Board that is necessary for the Board to effectively and reasonably perform their duties.

The meeting of Independent directors for the year 2017-18 was held on **10-02-2018** at New Delhi. All the seven independent directors attended the meeting, one director participated through video-conferencing.

**Formal letter of appointment to Independent Directors:** CIL Board in its 308th meeting had approved letter of appointment to be issued to Independent Directors on their appointment and it is also uploaded in company's website. This is as per the Schedule IV of Companies Act



# COAL INDIA LIMITED

A MAHARATNA COMPANY

2013 and Regulation 46(2) of Listing Regulations 2015. Accordingly letter of appointment has been issued to all Independent Directors by Chairman, CIL.

**Performance evaluation of Independent Directors:** MCA vide notification no G.S.R 463(E) dated 5th June, 2016 has exempted the above for Government Companies.

**Familiarisation programme for Independent Directors:** Board of Directors are fully briefed on all business related matters, associated risk, new initiatives etc of the company. The Board of directors were also briefed about the provisions of Companies Act 2013, SEBI(LODR)Regulations,2015, and Prevention of Insider Trading Code of CIL etc. As and when the training programmes are conducted by the recognized Institutes on Corporate Governance, company sponsors them to attend training programme and thereby make them familiar with the recent developments. Details of training programme attended by Independent Directors were disclosed in company website under tab "Investor Centre".

[https://www.coalindia.in/DesktopModules/DocumentList/documents/Familiarization\\_Programmes\\_imparted\\_to\\_Independent\\_Directors\\_for\\_2017\\_18\\_04042018.pdf](https://www.coalindia.in/DesktopModules/DocumentList/documents/Familiarization_Programmes_imparted_to_Independent_Directors_for_2017_18_04042018.pdf)

## SUBSIDIARY COMPANIES

South Eastern Coalfields Limited (SECL) became a material subsidiary as its income and networth exceeded 20% of CIL's income as on 31st March 2018. Accordingly, Policy on Material Subsidiaries had been formulated and uploaded in company's website. The Consolidated Financial Statements of Coal India limited and its Subsidiary Companies are tabled at the Audit Committee and Board Meetings on quarterly basis. Copies of the Minutes of Board Meetings of Subsidiary Companies along with a statement of significant transactions and arrangements entered into by the unlisted subsidiary company are placed to CIL Board.

[https://www.coalindia.in/DesktopModules/DocumentList/documents/POLICY\\_FOR\\_DETERMINING\\_MATERIAL\\_SUBSIDIARIES\\_21032015.pdf](https://www.coalindia.in/DesktopModules/DocumentList/documents/POLICY_FOR_DETERMINING_MATERIAL_SUBSIDIARIES_21032015.pdf)

## 6. Means of Communication:

a) **Quarterly Results :** The Company communicates with its shareholders through its Annual Report, General Meetings and disclosures through website. The Company also communicates with its institutional shareholders through a combination of Analysts briefing, individual discussions and also participation at investor conferences from time to time. Quarterly Un-Audited Financial Results were published in the newspapers as per the details given below. Information and latest updates and announcement regarding the company can be accessed at company's website ([www.coalindia.in](http://www.coalindia.in))

Quarter	English Newspaper	Vernacular Newspapers
June' 17	Financial Express	Ei-Somoy
September' 17	Business Standard	Aaj Kal
December' 17	HT MINT	Ananda Bazaar Partrika
March' 18	Business Line	Bartaman

b) **Official Releases and Presentations :** In order to make general public aware about the achievements of the company, highlights of the performance of the company are briefed to the Press for information of the stakeholders after it is intimated to Stock Exchanges.

## c) Presentation made to the Analysts :-

The salient features of financial results presented to Audit Committee and Board were put on company website for the information of Analysts and general public after it is intimated to Stock Exchanges.

## 7. General Shareholders' Information :

a) Annual General Meeting.

Date: 12th September, 2018

Day: Wednesday

Time: 10.30 AM

Venue: Science City, Main Auditorium, JBS Haldane Avenue, Kolkata - 700 046.

## b) Financial Calendar for FY 2018-19:

Particulars	Date
Accounting period	April 1 , 2018 to March 31 , 2019
Un audited Financial Results for the first three quarters	Announcement within 45 days from the end of each quarter.
Fourth Quarter Results	Announcement of Audited Accounts on or before May, 30, 2019.
AGM (Next Year)	August'2019

## c) Book Closure

The Register of Members and Share Transfer Books of the Company will remained closed from 6th September'2018 to 12th September'2018 (both days inclusive).

## d) Payment of Dividend.

The Board of Directors of CIL in its meeting held on 10<sup>th</sup> March'2018 had approved payment of Interim Dividend @ ₹16.50 per share (165% on the paid up share capital) to shareholders and the same was paid 'on and from 21<sup>st</sup> March, 2018.



## e) Dividend History.

Year	Total Paid up Share Capital (₹ in crore)	Total amount of dividend paid (₹ in crore)	Date of AGM in which dividend was declared	Rate of Dividend
2008-09	6316.3644	1705.42	28-07-2009	27%
2009-10	6316.3644	2210.00	25-05-2010	35%
2010-11	6316.3644	2463.38	20-09-2011	39%
2011-12	6316.3644	6316.36	18-09-2012	100%
2012-13	6316.3644	8842.91	18-09-2013	140%
2013-14	6316.3644	18317.46	10-09-2014	290%
2014-15	6316.3644	13074.88	23-09-2015	207%
2015-16	6316.3644	17306.84	21-09-2016	274%
2016-17	6207.4092	12352.76	14-09-2017	199%
2017-18	6207.4092	10242.24	Interim Dividend declared and paid earlier	165%

## f) Listing on Stock Exchanges

CIL equity shares are listed in the following Stock Exchanges:

**National Stock Exchange of India Limited.**  
Scrip Code: COAL INDIA  
Stock Code: ISIN: INE522F01014.

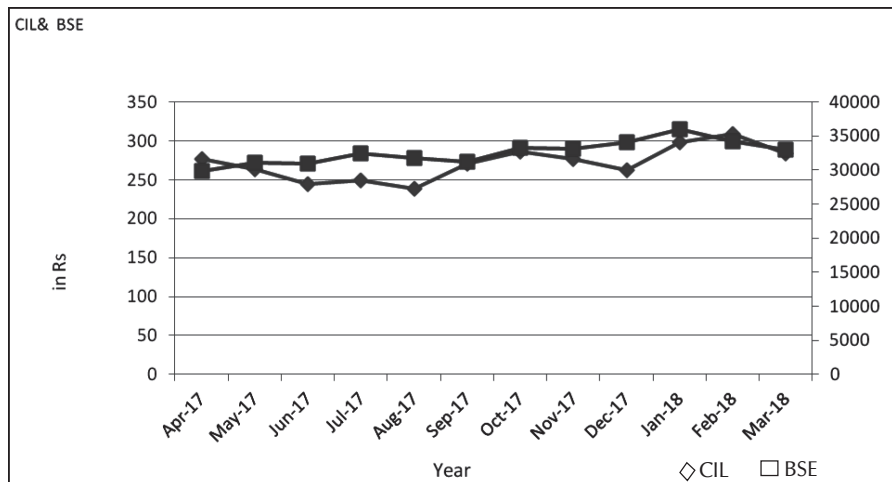
**Bombay Stock Exchange Limited.**  
Scrip Code: 533278.

An annual Listing fee for the year 2018-19 had already been paid to both the Stock Exchanges.

## g) Market Price Data- BSE :

Month	High (in ₹)	Low (in ₹)	Closing (in ₹)
Apr-17	298.00	273.70	276.85
May-17	284.35	260.00	263.30
Jun-17	270.00	243.35	244.20
Jul-17	265.30	243.00	249.15
Aug-17	253.75	234.00	238.00
Sep-17	272.20	238.00	270.60
Oct-17	294.90	268.70	286.35
Nov-17	292.40	266.30	276.20
Dec-17	276.15	261.05	263.00
Jan-18	310.45	262.55	298.60
Feb-18	316.55	284.80	309.55
Mar-18	314.00	265.45	283.50

## h) Market Price Data- NSE :



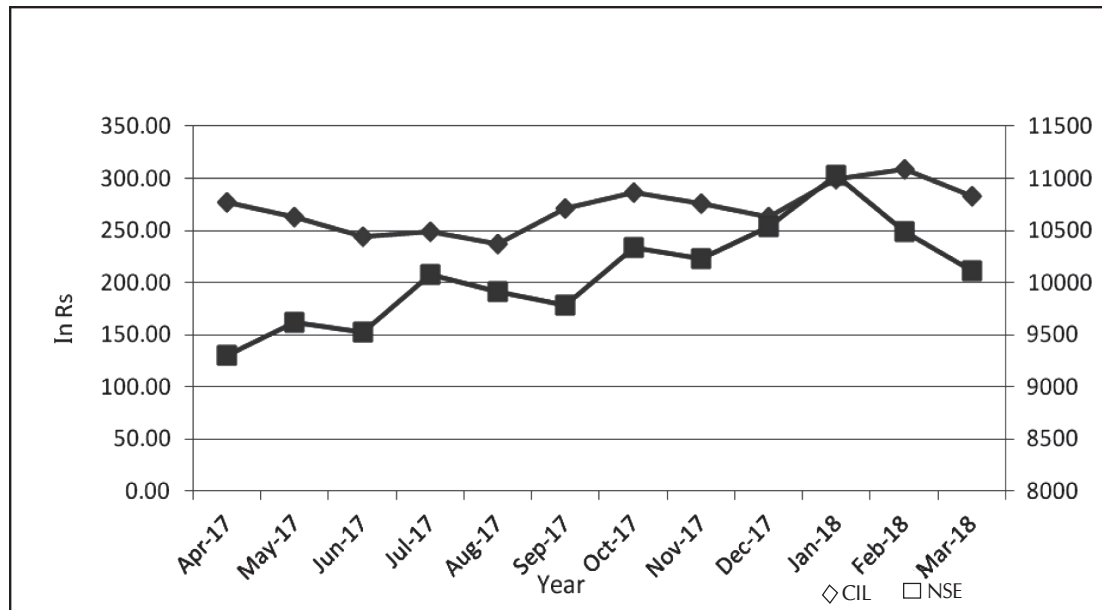
Stock Performance of Coal India vis -a-vis Sensex (Based on closing Price)



# COAL INDIA LIMITED

A MAHARATNA COMPANY

Month	High (in ₹)	Low (in ₹)	Closing (in ₹)
Apr-17	296.80	273.10	276.65
May-17	284.45	259.50	262.55
Jun-17	270.25	243.10	244.25
Jul-17	265.25	242.60	249.10
Aug-17	253.50	233.70	237.40
Sep-17	272.40	238.05	270.85
Oct-17	295.00	268.70	286.45
Nov-17	292.35	266.15	275.80
Dec-17	276.35	261.00	262.95
Jan-18	311.00	262.60	299.55
Feb-18	316.95	280.10	309.15
Mar-18	314.15	265.00	283.30



Stock performance of Coal India vis a vis NIFTY (based on closing price)

i) Registrar and Share Transfer Agent

Registered Address:	Local Address:
<p>M/s Alankit Assignments Limited, Alankit Height 1E/13, Jhandewalan Extension, New Delhi-110055, Email-id-alankit_rta@alankit.com Ph. No-011-4254-1234/2354-1234 Fax no-011-4154-3474 Toll Free No: 1860-121-2155 Website-www.alankit.com</p>	<p>M/s Alankit Assignments Limited, Main Building, 2nd floor 19 R.N. Mukherjee Kolkata-700001 Email-id-alankit_rta@alankit.com Phone no-033-4401-4100/4200 Toll Free No: 1860-121-2155</p>

j) Share Transfer System

Share transfer activities under physical segment are being carried out by M/s Alankit Assignments Limited. The share transfer system consists of activities like receipt of shares along with transfer deed from transferors, its verification, preparation of Memorandum of transfers, etc. If it is in order, share transfer is approved and sent to transferee. If it is not in order, the same is returned to the transferee for further needful action.



**k) Distribution of Shareholding**

Shares held by different categories of shareholders and size of holdings as on 31st March, 2018 is given below:

**a) Shareholding pattern as on 31st March, 2018**

Category	No. of Shareholders	Total no. of shares	% of Equity
GOVERNMENT OF INDIA 1	4875671716	78.546	
BANKS	12	13419926	0.2162
BODY CORPORATE	2585	54645381	0.8803
CLEARING MEMBER	326	2572104	0.0407
Category	No. of Shareholders	Total no. of shares	% of Equity
FOREIGN INSTITUTIONAL INVESTORS	8	1383463	0.0223
FOREIGN PORTFOLIO INVESTOR	550	338593869	5.4547
INDIAN FINANCIAL INSTITUTIONS	53	121380358	1.9554
INSURANCE COMPANIES 24	566266802	9.1224	
MUTUAL FUNDS	125	97539015	1.5713
NBFC	18	30025	0.0005
NON RESIDENT INDIAN	10657	8158091	0.1314
RESIDENT (HUF)	16330	4755291	0.0766
RESIDENT INDIVIDUALS	613771	111797874	1.801
TRUSTS	87	11195262	0.1804
<b>Total</b>	<b>644547</b>	<b>6207409177</b>	<b>100</b>

**b) Top Ten shareholders as on 31st March' 2018:**

SL. NO.	NAME/JOINT NAME(S)	HOLDING	% TO EQT
1	PRESIDENT OF INDIA 4875671716	78.55	
2	LIFE INSURANCE CORPORATION OF INDIA	556948456	8.97
3	LIFE INSURANCE CORPORATION OF INDIA P & GS FUND	75694235	1.22
4	THE INCOME FUND OF AMERICA	38000000	0.61
5	CPSE ETF	29224428	0.47
6	ICICI PRUDENTIAL LIFE INSURANCE COMPANY LIMITED	21535658	0.35
7	VANGUARD EMERGING MARKETS STOCK INDEX FUND, ASERIES OF VANGUARD INTERNATIONAL EQUITY INDEX FUND	21180306	0.34
8	GOVERNMENT OF SINGAPORE	19333195	0.31
9	VANGUARD TOTAL INTERNATIONAL STOCK INDEX FUND	16953673	0.27
10	NATIONAL INSURANCE COMPANY LTD	14210351	0.23
	<b>TOTAL:</b>	<b>5668752018</b>	<b>91.32</b>

**c) Distribution of shareholding according to size, % of holding as on 31st March, 2018:**

Sl.	Category (Shares) No.	No. of Share Holders	% To Share Holders	Total No. of Shares	% To Equity
1	1 - 5000	642138	99.626	107778358	1.736
2	5001 - 10000	1077	0.167	7669028	0.124
3	10001 - 20000	430	0.067	6209044	0.1
4	20001 - 30000	163	0.025	4030295	0.065
5	30001 - 40000	99	0.015	3452726	0.056
6	40001 - 50000	71	0.011	3200876	0.052
7	50001 - 100000	179	0.028	13307209	0.214
8	100001 and above	390	0.061	6061761641	97.654
	<b>TOTAL:</b>	<b>644547</b>	<b>100</b>	<b>6207409177</b>	<b>100</b>



# COAL INDIA LIMITED

A MAHARATNA COMPANY

## d) Major Shareholders

Details of shareholders holding more than 10% of paid up capital of the Company as on 31st March, 2018 are given below:

Name of Shareholder	No of Shares	% to Paid - up Capital	Category
Government of India	4875671716	78.546	POI

## L) Dematerialization of Shares and Liquidity

20% of the Shares of the Company issued to the Public are in dematerialized segment and are available for trading at National Securities Depository Ltd. (NSDL) and Central Depository Services (India) Ltd (CDSL) 1.271% shares of the company is in CPSE ETF, 0.31% shares is in Bharat 22 ETF and can be traded in Stock Exchanges, which are also in dematerialized.

### No of shares held in dematerialized and physical mode as on 31st March' 18

Mode of holding	Shares	% Equity
Held in dematerialized form in CDSL	38139636	0.613
Held in dematerialized form in NSDL	6169261026	99.387
Physical	8515	0
<b>Total</b>	<b>6207409177</b>	<b>100</b>

## M) Reconciliation of Share Capital Audit

As required by Securities & Exchange Board of India (SEBI), quarterly audit of Company's share capital is being carried out by a practicing Company Secretary with a view to reconcile the total share capital with National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL) and in physical form, with the issued and listed capital. The Secretarial Audit Report for reconciliation of share capital is submitted to BSE Limited and National Stock Exchange of India Limited within the stipulated time for each quarter.

## N) The names and address of the Depositories are as under:

- National Securities Depository Ltd.  
Trade World, 4th Floor,  
Kamala Mills Compound,  
Senapati Bapat Marg,  
Lower Parel, Mumbai-400 013.
- Central Depository Services (India) Limited.  
Phiroze Jeejeebhoy Towers,  
17th Floor, Dalal Street Fort, Mumbai - 400 001.

## O) Details of Subsidiaries of Coal India Ltd and its Location

Coal India Ltd. is at present having nine wholly owned Subsidiaries. (Seven Coal Producing Companies, One Service Oriented Company and One Foreign Subsidiary Company). The Company's Subsidiaries are located at:

### (A) Coal Producing Companies:

Name of the Subsidiary Company	Location
(i) Eastern Coalfields Ltd.(ECL)	Sanctoria, Dishergarh, West Bengal
(ii) Bharat Coking Coal Ltd (BCCL)	Dhanbad, Jharkhand.
(iii) Central Coalfields Ltd (CCL)	Ranchi, Jharkhand.
(iv) Western Coalfields Ltd (WCL)	Nagpur, Maharashtra.
(v) South Eastern Coalfields Ltd (SECL)	Bilaspur, Chhattisgarh.
(vi) Northern Coalfields Ltd (NCL)	Singurali, Madhya Pradesh.
(vii) Mahanadi Coalfields Ltd(MCL)	Sambalpur, Odisha

### (B) Service Oriented Company:

Name of the Subsidiary Company	Location
(viii) C.M.P.D.I. L.	Ranchi, Jharkhand.

### (C) Foreign Subsidiary Company:

Name of the Subsidiary Company	Location
(ix) Coal India Africana Limitada(CIAL)	Maputo, Mozambique

### (D) Joint Venture Companies of CIL:

- CIL NTPC Urja Pvt Ltd
- Talcher Fertilizers Limited (TFL)
- Hindustan Urvarak & Rasayan Ltd. (HURL)

**P) Address for Correspondence.**

Coal Bhawan  
Coal India Limited,  
Premises No-04-MAR.Plot No-AF-III  
Action Area-1A, Newtown, Rajarhat  
Kolkata-700156.  
Phone-033-23246426.  
Fax-033-23246510.  
E -mail: complianceofficer.cil@coalindia.in.

**ANNEX- I****Non- Mandatory Requirements.**

Besides the mandatory requirements as mentioned in preceding pages, the status of compliance with non-mandatory requirements of Reg. 27(1) of SEBI(LODR)Regulations, 2015 read with Part E of Schedule-II are produced below:

1. **The Board :** The Company is headed by an Executive Chairman.
2. **Shareholder Rights :** The quarterly Financial Results of the Company are published in leading newspapers and also posted on company's website (www.coalindia.in). These results are not separately circulated to the shareholder.
3. **Audit Qualification / Modified Opinions in audit report :** It is always Company's endeavor to present an unqualified financial statement.
4. **Separate posts of Chairman and CEO :** Article of Association {39(f)} of the company provides that same person can be appointed as Chairman and CEO of the company. Hence Gol had appointed one person as CMD of the company.
5. **Reporting of Internal Auditor :** General Manager/HoD Internal Audit reports directly to Chief Executive Officer of the company. The external/internal auditor appointed by the company submit their report to concerned GM at places where they are conducting audit. These reports are reviewed by the Audit Committee.