



REPORT ON CORPORATE GOVERNANCE

1. Company's Philosophy:

The Directors present Corporate Governance Report of the Company for the year ended 31st March, 2020 in terms of Regulation 34(3) read with Schedule V of 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 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, 2020, Board of Directors comprised of Chairman, 4 Functional Directors and 2 Non-Executive Directors (Government Nominees) and 2 Independent Directors. In addition, there are 2 Permanent Invitees in the Board. 5 Independent Directors ceased to be the Director from CIL Board w.e.f. 17th Nov'19. CIL had requested Ministry of Coal who is the appointing authority to appoint 5 Independent Directors including one woman Independent Director.

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 seven 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, 2020 have been made by the Directors. 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 fulfill the conditions of independence specified in Section 149 of the Companies Act, 2013 and Regulation 16(b) of Listing Regulations, 2015.

2.4 Board Meetings

During the year 2019-20, 19 Board meetings were held on 08-May-19, 17-May-19, 30-May-19, 06-Jul-19, 22/23-Jul-19, 30-Jul-19, 05-Aug-19, 13-Aug-19, 21-Aug-19, 21-Sep-19, 09-Oct-19, 11-Nov-19, 25-Nov-19, 19-Dec-19, 10-Jan-20, 30-Jan-20, 11-Feb-20, 12-Mar-20, 18-Mar-20

The number of Board Meetings attended by the Directors, attendance at the last Annual General Meeting, number of other Directorship etc. during 2019-20 were as follows:

Sl. No.	Name of the Director	Category of Directorship	No. of Board meetings attended during 2019-20	Attended at the last AGM held on 21.08.2019	No. of other Directorship as on 31.3.2020 in public companies
1	Shri Anil Kumar Jha	Chairman till 31.01.2020	16	Yes	NIL
2	Shri Pramod Agrawal	Chairman from 01.02.2020	3	-	NIL
3.	Shri R.K. Sinha	Government Nominee Director till 28.11.2019	11	Yes	NIL
4	Shri V.K. Tiwari	Government Nominee Director From 29.11.2019	6	-	1
5	Ms. Reena Sinha Puri	Government Nominee Director	16	No	2
6	Ms. Loretta Mary Vas	Independent Director till 16.11.2019	8	Yes	NIL
7	Dr. S.B Agnihotri	Independent Director till 16.11.2019	12	Yes	NIL
8	Dr. D.C. Panigarhi	Independent Director till 16.11.2019	12	Yes	NIL
9	Prof. Khanindra Pathak	Independent Director till 16.11.2019	10	Yes	NIL



COAL INDIA LIMITED

A MAHARATNA COMPANY

10	Shri.Vinod Jain	Independent Director till 16.11.2019	12	No	2
11	Shri V.K. Thakral	Independent Director	18	Yes	NIL
12	Shri B.L.Gajipara	Independent Director	17	Yes	NIL
13	Shri S.N.Prasad	Director (Marketing) till 30.11.2019	13	Yes	NIL
14	Shri Binay Dayal	Director (Technical)	18	Yes	NIL
15	Shri R.P. Srivastava	Director (P &IR)	18	Yes	NIL
16	Shri S.N. Prasad- Addl. Charge	Director (Finance)-Addl. Charge till 09.07.2019	4	-	NIL
17.	Shri Sanjiv Soni	Director (Finance) from 10.07.2019	15	Yes	NIL
18	Shri S.N.Tiwary	Director (Marketing) from 01.12.2019	6	-	NIL

SI. No. 1: ceased to be CMD on 01.02.2020. **SI. No. 2:** appointed as CMD from 01.02.2020. **SI.No. 3 :** ceased to be the Government Nominee Director on 28.11.2019. **SI.No. 4:** Appointed as Government Nominee Director from 29.11.2019. **SI.No.6 to 10:** All 5 ceased to be Independent Directors on 16.11.2019. **SI.13.** ceased to be Director (Marketing) on 01.12.2019. **SI.16.** ceased to be Director (Finance) (Add. Charge) on 09.07.2019. **SI. 17.** Appointed as Director (Finance) on 10.07.2019. **SI. 18.** Appointed as Director (Marketing) on 01.12.2019

2.5 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, 2015 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 financial 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 if any on recruitment and remuneration of senior officers just below the level of board of directors 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.
- Transactions if any that involve substantial payment towards goodwill, brand equity, or intellectual property.
- Sale of investments, if any, subsidiaries, assets which are material in nature and not in normal course of business.
- 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
- Empowered Sub-Committee for Purchase & Contracts
- Mining Developer & Operator Committee
- Independent Director Committee

Other Disclosures:

- Ms. Reena Sinha Puri is a director in Hindustan Zinc Ltd which is a listed Company.
- As required under Section 149(7) of the Companies Act'13 and Regulations 25(8) of SEBI (LODR) Regulations 2015 as amended, (7) Independent Directors have submitted declaration that they meet the Independence Criteria as provided in Clause b of Regulation 16(i) and they are not aware of any circumstance or situation, which exist or may be reasonably anticipated that could impair or impact his/ her ability to discharge his/her duties with an objective independent judgment and without any external influence.



3. As required under Regulation 25(9) of LODR 2015 as amended, the Board of Directors of the Company took on record the declaration and confirmation submitted by the Independent Director under Regulations 25(8) after undertaking due assessment of the veracity of the same. Board of Directors in its 384th meeting held on 17th May' 2019 'took on record' the Declaration submitted by Independent Directors after undertaking due assessment of the veracity of the same.
4. As required under Regulations 34(3) and Schedule V Para C Clause 10(i) of SEBI (LODR) Regulations 2015, a certificate has been obtained from Practicing company Secretary that None of the Directors of the Company has been debarred or disqualified from being appointed or continuing as Directors of the Company as the same is Annexed in this report.
5. None of the Directors in the Company is related to each other.
6. No Shares of Coal India Limited is held by Non-Executive Directors.
7. As stipulated by LoDR, 2015, the list of core skills/expertise/competence of the Board of Directors identified by the Board of Directors as required in the context of its business and sector for it to function effectively are those actually available with the Board are as under:-
 - i. Executive Leadership
 - ii. Governance Experience
 - iii. Financial Acumen
 - iv. Sectoral/Domain knowledge
 - v. Marketing Knowledge
 - vi. Human Resource management
 - vii. Project Formulation and Management
 - viii. Strategy/Risk Management
 - ix. Occupational Health, safety and environment

This was approved by Board in its 386th held on 6th July' 2019. Further with effect from the financial year ended March 31, 2020, the names of directors who have such skills / expertise / competence are required to be disclosed. Based on the recommendation of NRC committee in its 27th meeting held on 15th July, 20 CIL Board in its 408th meeting held on 4th August, 20 approved the same as under :-

1	Executive Leadership	Shri Pramod Agrawal Shri V K Tiwari Smt. R. S.Puri Shri V K Thakral Shri B L Gajipara Shri Binay Dayal Shri R P Srivastava Shri Sanjiv Soni Shri S N Tiwari
2	Governance Experience	Shri Pramod Agrawal Shri V K Tiwari Smt. R. S.Puri Shri V K Thakral Shri B L Gajipara Shri Binay Dayal Shri R P Srivastava Shri Sanjiv Soni Shri S N Tiwari
3	Financial Acumen	Shri Pramod Agrawal Shri V K Tiwari Smt. R. S.Puri Shri V K Thakral Shri B L Gajipara Shri Binay Dayal Shri R P Srivastava Shri Sanjiv Soni Shri S N Tiwari
4	Sectoral/Domain knowledge	Shri Binay Dayal
5	Marketing knowledge	Shri Pramod Agrawal Shri V K Tiwari Shri S N Tiwari



COAL INDIA LIMITED

A MAHARATNA COMPANY

6	Human Resource Management	Shri Pramod Agrawal Shri V K Tiwari Shri R P Srivastava
7	Project Formulation and Management	Shri Pramod Agrawal Shri Binay Dayal
8	Strategy/Risk Management	Shri Pramod Agrawal Shri V K Tiwari Smt. R. S.Puri Shri V K Thakral Shri B L Gajipara Shri Binay Dayal Shri R P Srivastava Shri Sanjiv Soni Shri S N Tiwari
9	Occupational Health, Safety & Environment	Shri Pramod Agrawal Shri V K Tiwari Shri V K Thakral Shri Binay Dayal Shri R P Srivastava

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 376th meeting held on 30th Nov'18 consists of four Independent Directors, one Government Nominee, one Functional Director, one Invitee and one permanent invitee. The Committee was further re-constituted by the Board in its 395th meeting held on 25th Nov'19 consisted of Two Independent Directors, One Government Nominee Director, One Invitee Director and One permanent Invitee Director. 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), G.M. (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.

19 Meetings were held during the financial year 2019-20 on 24-Apr-19, 22-May-19, 30-May-19, 14-Jun-19, 04/06-Jul-2109, 12-Aug-19, 13-Aug-19, 20-Sep-19, 05-Oct-19, 04/05-Nov-2109, 11-Nov-19, 04/05- Dec-19, 30-Dec-19, 09-Jan-20, 22-Jan-20, 11-Feb-20, 24-Feb-20, 12-Mar-20, 18-Mar-20. 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 till 16.11.18 and from 30.11.18 till 16.11.19)	11
2	Ms. Reena Sinha Puri	Member from 19.07.17	18
3	Ms. Loretta Mary Vas	Member (from 06.01.16 till 16.11.18 and from 30.11.18 till 16.11.19)	9
4	Dr S.B. Agnihotri	Member (from 06.01.16 till 16.11.18 and from 30.11.18 till 16.11.19)	11
5	Dr D C Panigrahi	Member (from 06.01.16 till 16.11.18 and from 30.11.18 till 16.11.19)	10
6	Shri Vinod Kumar Thakral	Invitee (from 26.10.18 till 24.11.19)	10
		Chairman from 25.11.19	8
7	Shri Binay Dayal	Member (from 28.10.17 till 24.11.19)	9
		Invitee from 25.11.19	6
8	Shri B.L.Gajipara	Special Invitee on 06.07.19 & 05.11.19	2
		Member from 25.11.19	8
9	Shri S.N. Prasad	Permanent Invitee (upto 09.07.19)	4
10	Shri Sanjiv Soni	Permanent Invitee (from 10.07.19)	14

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

The role of Audit Committee included the following:

1. Overseeing company's financial reporting process and 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;
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 has mandatorily reviewed 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;
5. Review of the appointment, removal and terms of remuneration of out sourced internal auditors and
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.

Audit Committee has also reviewed the utilization of loans and/ or advances from/investment by the holding company in the subsidiary exceeding rupees 100 crore or 10% of the asset size of the subsidiary, whichever is lower including existing loans / advances / investments.



COAL INDIA LIMITED

A MAHARATNA COMPANY

3.2 Nomination and Remuneration Committee

CIL being a Central Public Sector Undertaking, appointment and tenure of Functional Directors are done by Govt. of India. Their remuneration is also fixed by Govt. of India. 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 14th Jul'14. This committee was reconstituted in 376th meeting held on 30th Nov'18 comprising of five Independent Directors, one Government Nominee, and one Functional Director as permanent invitee.

The Committee was further re-constituted in the 395th Board meeting held on 25th Nov'19. It was further re-constituted in the 396th Board held on 19th Dec'19 comprising of Two Independent Directors, One Government Nominee Director and One permanent Invitee.

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 2019-20, Seven sub-committee meetings were held on 19-Jun-19, 03-Jul-19, 30-Sep-19, 28-Oct-19, 02-Dec-19, 16-Jan-20, 18-Mar-20. The details were as under:

Sl. No.	Name of the Director	Status	No. of Meetings attended
1.	Ms. Loretta Mary Vas	Chairman (from 06.01.16 till 16.11.18 and from 30.11.18 till 16.11.19)	4
2.	Dr D C Panigrahi	Member (from 06.01.16 till 16.11.18 and from 30.11.18 till 16.11.19)	4
3.	Shri R.K.Sinha	Member (from 06-01-16 till 16.11.18 and from 30.11.18 till 28.11.19)	4
4.	Shri V.K. Thakral	Member (from 25.09.17)	4
		Chairman from 25.11.19	3
5.	Shri Khanindra Pathak	Member (from 30.11.18 till 16.11.19)	4
6.	Shri B.L.Gajipara	Member (from 30.11.18)	6
7.	Shri V.K.Tiwari	Member (from 19.12.19)	2
8.	Shri R.P. Srivastava	Permanent Invitee (from 31.11.18)	7

Remuneration of Directors:

Remuneration of Functional Director 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 @ Rs. 40,000/- and Rs.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 2019-20 were as under:

(in Rupees)

SL. No.	Name of the Director	Salary	Benefits	Total	Remarks
1	Shri Anil Kumar Jha	2661297	4755163	7416460	Superannuated on 31.01.2020
2	Shri Pramod Agrawal	234400	86385	320785	Appointed on 01.02.2020
3	Shri S.N.Prasad	2103046	4154131	6257177	Superannuated on 30.11.2019
4	Shri B.Dayal	2876052	3200126	6076178	
5	Shri R.P. Srivastava	2518538	2636547	5155085	
6	Shri Sanjiv Soni	1877343	2306834	4184177	Appointed on 10.07.2019
7	Shri S.N. Tiwary	674516	1618340	2292856	Appointed on 01.12.2019

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 2019-20 were given below:

(in Rupees)

Name of the Independent Director	Sitting Fees for Board Meeting	Sitting Fees for Committee Meetings	Total (in Rs.)
Ms. Loretta M.Vas	320000	450000	770000
Dr S.B. Agnihotri	480000	690000	1170000
Dr D C Panigrahi	480000	690000	1170000
Dr. Khanindra Pathak	400000	450000	850000
Shri Vinod Jain	480000	660000	1140000
Shri V.K. Thakral	720000	1380000	2100000
Shri B.L. Gajipara	680000	900000	1580000

This committee has prepared the criteria for evaluation of Directors and recommended to CIL Board. CIL Board in its 385th meeting held on 30th May' 19 approved the same. The Independent Directors in their meeting held on 5th Nov'19 has evaluated the Chairman, Govt. Nominee Directors and other functional Directors. Further MCA vide notification dated 5th July' 2017 had exempted evaluation mechanism for Govt. Companies.

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.



This committee was reconstituted in 376th meeting held on 30th Nov'18 comprising of Three Independent Directors and Two Functional Directors.

The Committee was further re-constituted in the 387th Board meeting held on 22/23Jul'19. It was further re-constituted in 395th Meeting held on 25th Nov'19 comprising of Two Independent Directors and Two Functional Directors.

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 role of Stakeholder Relationship Committee includes the following:

- (1) Resolving the grievances of the security holders of the listed entity including complaints related to transfer/transmission of shares, non-receipt of annual report, non-receipt of declared dividends, issue of new/duplicate certificates, general meetings etc.
- (2) Review of measures taken for effective exercise of voting rights by shareholders.
- (3) Review of adherence to the service standards adopted by the listed entity in respect of various services being rendered by the Registrar & Share Transfer Agent.
- (4) Review of the various measures and initiatives taken by the listed entity for reducing the quantum of unclaimed dividends and ensuring timely receipt of dividend warrants/annual reports/statutory notices by the shareholders of the company.

During the year 2019-20, **three** meetings were held on 20-Jun-19, 05-Aug-19 and 05-Nov-19.

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

Sl. No.	Name of the Director	Status	No. of Meetings attended
1	Dr S.B. Agnihotri	Chairman (from 06.01.16 till 16.11.18 and from 30.11.18 till 16.11.19)	3
2	Shri Vinod Jain	Member (from 06.01.16 till 16.11.18 and from 30.11.18 till 16.11.19)	3
3	Shri B.L.Gajipara	Member (from 25.09.17)	3
		Chairman from 25.11.19	-
4	Shri R.P. Srivastava	Member (w.e.f 31.01.18)	3
5	Shri S.N. Prasad	Member (w.e.f 06.10.18 till 21.07.19)	1
6	Shri Sanjiv Soni	Member from 22.07.19	2
7	Shri V.K.Thakral	Member from 25.11.19	-

a) Compliance officer:

Shri M.Viswanathan, Company Secretary is the Compliance Officer. Company Secretary 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 2011-12 to 2019-20 and shares held in physical mode For Physical Shares: Change of address, status, Bank account, ECS mandate etc.	M/s Alankit Assignments Limited, 205-208 Anarkali Complex Jhandewalan Extension, New Delhi – 110 055 Phone No: 011-4254-1234/2354-1234 Fax No: 011-4154-3474 E-mail id: rta@alankit.com 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	Company Secretary, Coal India Limited, Coal Bhawan, 3rd floor, Core-2, Newtown Rajarhat, Kolkata-700156. Phone No- 0332324-6526/0337110-4369, Fax No- 0332324-6510 email-complianceofficer.cil@coalindia.in

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 'Performances/ Financial' tab. The company is committed to take such other steps as may be necessary to fulfill the expectations of the stakeholders.



COAL INDIA LIMITED

A MAHARATNA COMPANY

e) Unclaimed Dividend Status as on 31.03.2020 & Due Date of transfer to IEPF :-

DESCRIPTION	AMOUNT (in INR)	Due date of transfer to IEPF
INTERIM DIVIDEND 2012-2013	7960916.00	13.04.2020
FINAL DIVIDEND 2012-2013	3778167.00	17.10.2020
INTERIM DIVIDEND 2013-2014	12480469.00	13.02.2021
INTERIM DIVIDEND 2014-2015	8521366.00	01.03.2022
INTERIM DIVIDEND 2015-2016	14435568.00	04.04.2023
IST INTERIM 2016-17	20713855.00	05.04.2024
2ND INTERIM 2016-17	2741949.50	25.04.2024
INTERIM DIVIDEND 2017-18	15603621.00	09.04.2025
IST INTERIM DIVIDEND 2018-19	14570049.00	19.01.2026
2ND INTERIM DIVIDEND 2018-19	11632101.00	13.04.2026
INTERIM DIVIDEND 2019-2020	54380040.00	13.04.2027

The Interim Dividend amount for the year 2011-12 amounting to Rs 11979624/- had been transferred to IEPF Account on 11th Apr'19. In addition 7104 Shares in respect of which dividend was unclaimed for the last 7 years was also been transferred to IEPF Account on 11th Apr'19.

The Final Dividend amount for the year 2011-12 amounting to Rs 648184/- had been transferred to IEPF Account on 17.10.19 as the amount remained unclaimed for the last 7 years. In addition 9675 shares in respect of which dividend was unclaimed for the last 7 years was also been transferred to IEPF Account.

The Interim Dividend amount for the year 2012-13 amounting to Rs 7960916/- was due for transfer to IEPF Account on 13th Apr'20. Due to CoVID-19 pandemic and as permitted by MCA it was transferred on 26th Jun'2020. In addition 6046 shares in respect of which dividend was unclaimed for last 7 years was also transferred to IEPF account on 4th August'2020.

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 as stipulated under Companies Act'13.

i) Status of complaints disposed off during 2019-20 (Quarter wise):-

(In Nos.)

Quarter	Opening	Received	Resolved	Pending
1 st Qtr	2	13	15	0
2 nd Qtr	0	11	11	0
3 rd Qtr	0	7	7	0
4 th Qtr	0	8	8	0

Consumer Forum Cases

Year	Opening	Received	Resolved	Pending
2019-20	4	0	1	3*

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

j) Credit Ratings

Coal India Limited has obtained following Credit rating from CRISIL for the year 2019-20 :-

Total Bank Loan Facilities Rated	Rs.5550 Crore
Long Term Rating	CRISIL AAA/Stable (Reaffirmed)
Short Term Rating	CRISIL A1+ (Reaffirmed)
Corporate Credit Rating	CCR AAA/Stable (Renewed & Reaffirmed)

k) Corporate Governance Certificate

As stipulated in the Guidelines on Corporate Governance for CPSE issued by Department of Public Enterprises vide OM 18(8)/2005-GM dated 14.05.2010 and relevant SEBI (LODR) Regulations 2015, Compliance of Corporate Governance Guidelines has been obtained from a practising Company Secretary and the same is Annexed in this report.

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 further reconstituted in the 395th Board meeting held on 25th Nov'19 comprising of 3 Functional Directors. 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 2019-20, 6 meetings of the committee were held on 09-Apr-19, 07-May-19, 21-Jun-19, 18-Jul-19, 20-Feb-20, 11-Mar-20



The Share Transfer Committee consists of following Directors and their attendance was as follows:

Sl. No.	Name of the Director	Status	No. of Meetings attended
1	Shri S N Prasad	Chairman (from 05.10.18 till 24.11.19)	4
2	Shri Binay Dayal	Member (from 28-10-17)	4
		Chairman from 25.11.19	2
3.	Shri R.P. Srivastava	Member (from 05.10.18)	5
4	Shri Sanjiv Soni	Member from 25.11.19	2

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 reconstituted in 376th Board meeting held on 30th Nov'18 comprising of 3 Independent and 2 Functional Directors. This committee was further reconstituted in 395th Board meeting held on 25th Nov'19 comprising of 2 Independent and 2 Functional Directors.

During the year, 2019-20, Seven meetings were held on 09-May-19, 05-Jul-19, 21-Aug-19, 30-Sep-19, 19-Oct-19, 13-Dec-19, 25-Jan-20 and attendance of Directors was as follows:

Sl. No.	Name of the Director	Status	No. of Meetings attended
1	Dr D C Panigrahi	Chairman (from 06.01.16 till 16.11.18 and from 30.11.18 till 16.11.19)	5
2	Dr. Khanindra Pathak	Member (from 06.01.16 till 16.11.18 and from 30.11.18 till 16.11.19)	5
3	Shri V.K. Thakral	Member (from 25.09.17)	5
		Chairman (from 25.11.19)	2
4	Shri S N Prasad	Member (from 06.01.16 till 30.11.19)	-
5	Shri B. Dayal	Member (from 28.10.17)	6
6	Shri B.L. Gajipara	Member (from 25.11.19)	2
7	Shri S.N. Tiwary	Member (from 01.12.19)	1

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 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. This committee was reconstituted in 376th meeting held on 30th Nov'18 comprising of 4 Independent, 1 Govt. Nominee and 2 Functional Directors. This committee was further reconstituted in 396th Board meeting held on 19th Dec'19 comprising of 2 Independent, 1 Govt. Nominee and 2 Functional Directors.

During the year 2019-20, five meetings of the committee were held on 14-Jun-19, 23-Jul-19, 09-Oct-19, 19-Oct-19 and 05-Nov-19 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 Meetings attended
1	Dr S.B. Agnihotri	Chairman (from 06.01.16 till 16.11.18 and from 30.11.18 till 16.11.19)	5
2	Dr. Khanindra Pathak	Member (from 06.01.16 till 16.11.18 and from 30.11.18 till 16.11.19)	3
3	Shri Vinod Jain	Member (from 06.01.16 till 16.11.18 and from 30.11.18 till 16.11.19)	4
4	Shri R.K. Sinha	Member (from 19.07.17 till 28.11.19)	4
5	Shri Binay Dayal	Member (from 28.10.17)	4
6	Shri R.P. Srivastava	Member (from 31.01.18)	5
7.	Shri V.K. Thakral	Member (from 30.11.18)	4
8	Shri B.L. Gajipara	Chairman (from 25.11.19)	-
9	Mrs. Reena Sinha Puri	Member (from 19.12.19)	-

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

An Empowered Sub-Committee for Evaluation, Appraisal and Approval of Projects was formed by CIL Board for Evaluation, Appraisal and Approval of Projects. This committee was reconstituted in 396th Board meeting held on 19th Dec'19. This is not a statutory committee as per Companies Act'13 or Listing regulations but constituted as required under revised DoP.



COAL INDIA LIMITED

A MAHARATNA COMPANY

During the year 2019-20, **Three** Sub-Committee Meetings were held on 09-May-19, 21-Jan-20 and 18-Mar-20. The Committee consisted of following Directors and their attendance was as follows:

Sl. No.	Name of the Director	Status	No. of Meetings attended
1	Chairman, CIL.	Chairman	3
2	Jt. Secretary (JS & FA), MOC.	Member (from 19.07.17)	3
3	Director(Finance), CIL	Member	3
4	Director (Technical), CIL.	Member	3
5	Dr. S.B.Agnihotri	Member (from 06.01.16 till 16.11.18 and from 30.11.18 till 16.11.19)	1
6	Dr. D.C.Panigrahi	Member (from 06.01.16 till 16.11.18 and from 30.11.18 till 16.11.19)	1
7	Dr. Khanindra Pathak	Member (from 06.01.16 till 16.11.18 and from 30.11.18 till 16.11.19)	1
8	Shri Vinod Jain	Member (from 06.01.16 till 16.11.18 and from 30.11.18 till 16.11.19)	1
9	Shri V.K.Thakral	Member (from 19.12.19)	2
10	Shri B.L. Gajipara	Member (from 19.12.19)	2

3.8 Empowered Sub-Committee for Purchases and Contracts:

An Empowered Sub-Committee for Purchases and Contracts was constituted by CIL Board in its 386th meeting held on 6th Jul'2019. This committee was reconstituted in 395th Board meeting held on 25th Nov'19. This is not a statutory committee as per Companies Act'13 or Listing regulations.

During the year 2019-20, **two** Sub-Committee Meetings were held on 22-Jul-19 & 25-Nov-19. The Committee consisted of following Directors and their attendance was as follows:

Sl. No.	Name of the Director	Status	No. of Meetings attended
1	Chairman, CIL.	Chairman	2
2	Jt. Secretary (JS & FA), MOC.	Member (from 06.07.19)	2
3	Director(Finance), CIL	Member	2
4	Director (Technical), CIL.	Member	2
5	Dr. S.B. Agnihotri	Member (from 06.07.19 till 16.11.19)	1
6	Dr. D.C.Panigrahi	Member (from 06.07.19 till 16.11.19)	1
7	Dr. Khanindra Pathak	Member (from 06.07.19 till 16.11.19)	-
8	Shri Vinod Jain	Member (from 06.07.19 till 16.11.19)	1
9	Shri V.K.Thakral	Member (from 06.07.19)	2
10	Shri B.L. Gajipara	Member (from 25.11.19)	1

3.9 Mine Developer & Operator (MDO) Committee

This Committee was constituted in its 394th Board Meeting held on 11th Nov.'2019 to undertake holistic review of MDO documents and submit its report to the Board. In 'Vision 2024' Govt. of India advised CIL to enhance its production to reduce demand-supply imbalance in coal. Since it was difficult to augment substantial coal production in short time through departmental means, it was proposed to engage operators with State of Art Technologies through Global Open Tender in 15 identified Green Field Projects through Mine Developer & Operator. This is not a statutory committee as per Companies Act'13 or Listing regulations but constituted by CIL Board for a specific purpose.

During the year 2019-20, Four Sub-Committee Meetings were held on 14-Dec-19, 18-Dec-19, 31-Dec-19 & 25-01-20. The Committee consisted of following Directors and their attendance was as follows:

Sl. No.	Name of the Director	Status	No. of Meetings attended
1	Director (Technical), CIL.	Chairman	4
2	Shri V.K.Thakral	Member	4
3	Shri B.L. Gajipara	Member	4
4	Director(Finance), CIL	Member	4

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.
2018-19	21-08-2019	10.30 AM	Science City, JBS Haldane Avenue, Kolkata - 700 046.
2017-18	12-09-2018	10.30 AM	Science City, Main Auditorium, JBS Haldane Avenue, Kolkata - 700 046.
2016-17	14-09-2017	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
45 th	21-08-2019	10.30 A.M.	NA
44 th	12-09-2018	10.30 A.M.	NA
43 rd	14-09-2017	10.30 A.M.	NA

C. Particulars of Special Resolution passed through Postal Ballot and details of voting in 2018-19 : NIL

D. Person who conducted E-Voting at AGM in 2018-19 : Ms. Rakhi Dasgupta, Practising Company Secretary, Kolkata had been appointed as Scrutinizer for E-voting for 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, Events and Announcement" 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))

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.

B) Whistle Blower Policy: Pursuant to Section 177(9) & (10) of Companies Act, 2013 and Regulation 22 of SEBI LODR Regulations 2015, the company had formulated Whistle Blower Policy to enable the individual employees to freely communicate the concerns about illegal and unethical practices in the company. This Policy was approved in 222nd Board meeting held on 12th August, 2011 and is applicable to CIL and its Subsidiaries. As required under SEBI (Prohibition and Insider Trading) (Amendment) Regulation 2018, the company revised the policy and the same was approved in 390th Board meeting held on 13th August, 2019 with the objective to build and strengthen a culture of transparency and trust in the organization and to provide employees with a framework/procedure for responsible and secure reporting of improper activities.

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.

C) CEO/CFO Certification: As required under SEBI(LODR)Regulations,2015, Certificate signed by Shri Pramod Agrawal Chairman/CEO, Shri Sanjiv Soni, Director (Finance) and CFO was placed before the Board of Directors in its 406th Board Meeting held on 26th Jun'2020 and is annexed to Corporate Governance Report.

D) 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, 2020.

E) 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, 2020.

Kolkata
Dated 15.06.2020

Sd/
(Pramod Agrawal)
Chairman & Managing Director

F) Code of Internal procedures and conduct for Prevention of Insider Trading

In pursuance to Regulation 9(1) of SEBI (Prohibition of Insider Trading) Regulations 2015, CIL had 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 (Designated Employees and Connected Persons) are prevented to deal in the Company's shares during the closure of Trading Window. To deal in CIL 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.This was approved in 314th Board meeting held on 12th May, 2015 and uploaded in website.

As per SEBI (Prohibition of Insider Trading) (Amendment) Regulation 2018 and 2019 Company had amended the Prohibition of Insider Trading Code with the approval of Board in its 390th meeting held on 13th August, 2019.



COAL INDIA LIMITED

A MAHARATNA COMPANY

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

- (a) Review the performance of non-independent directors and the board of directors as a whole
- (b) review the performance of the chairperson of the listed entity, taking into account the views of executive directors and non-executive directors
- (c) 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.

Two meeting of Independent directors for the year 2019-20 was held on 25-Oct'19 & 5th Nov'19. All Independent Directors were present in both the meetings. The Committee evaluated the performance of Chairman, Functional Directors, and Govt. Nominee Directors. In addition they have assessed 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.

H) **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 2013 and Regulation 46(2) of Listing Regulations 2015. Accordingly letter of appointment has been issued to all Independent Directors.

I) **Performance evaluation of Independent Directors:** MCA vide notification dated 5th July'2017 has exempted the same for Government Companies.

J) **Familiarization 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 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_impacted_to_Independent_Directors_for_2019-20.pdf

K) SUBSIDIARY COMPANIES

Policy on Material Subsidiaries had been formulated and uploaded in company's website. None of the Subsidiary became a material subsidiary as its income or Networth did not exceed 20% of CIL (consolidated) income or networth as on 31st March 2020. 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 also placed to CIL Board.

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)

Quarter	English Newspaper	Vernacular Newspapers
June' 19	Financial Express	Ei samay
September' 19	Business Standard	Ananda Bazar Patrika
December' 19	HT Mint	Bartaman
March' 20	Not Given as it is exempted by SEBI	Not Given as it is exempted by SEBI

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: 23rd September'2020

Day: Wednesday

Time: 10.30 AM

Venue: Through Video Conference

b) Financial Calendar for FY 2020-21 :

Particulars	Date
Accounting period	April 1, 2020 to March 31, 2021
Un audited Financial Results for the first three quarters	As mandated by SEBI from time to time
Fourth Quarter Results	Announcement of Audited Accounts on or before May, 30, 2021
AGM	August' 2021

c) Book Closure.

The Register of Members and Share Transfer Books of the Company will remain closed from 16th Sep'20 to 23rd Sep'20 (both days inclusive).

d) Payment of Dividend.

The Board of Directors of CIL in its meeting held on 12th Mar'20 had approved payment of Interim Dividend@ Rs.12 per share (120% on the paid up share capital) to shareholders and the same was paid 'on and from 26th March'2020'.

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
2009-10	6316.36	2210.00	25-05-2010	35%
2010-11	6316.36	2463.38	20-09-2011	39%
2011-12	6316.36	6316.36	18-09-2012	100%
2012-13	6316.36	8842.91	18-09-2013	140%
2013-14	6316.36	18317.46	10-09-2014	290%
2014-15	6316.36	13074.88	23-09-2015	207%
2015-16	6316.36	17306.84	21-09-2016	274%
2016-17	6207.40	12352.76	14-09-2017	199%
2017-18	6207.40	10242.23	12-09-2018	165%
2018-19	6162.73	8105.58	21-08-2019	131%
2019-20	6162.73	7395.27	Interim Dividend declared and paid earlier	120%

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: INE522FO1014.

Bombay Stock Exchange Limited.
Scrip Code: 533278.

An annual Listing fee for the year 2020-21 had already been paid to both the Stock Exchanges.

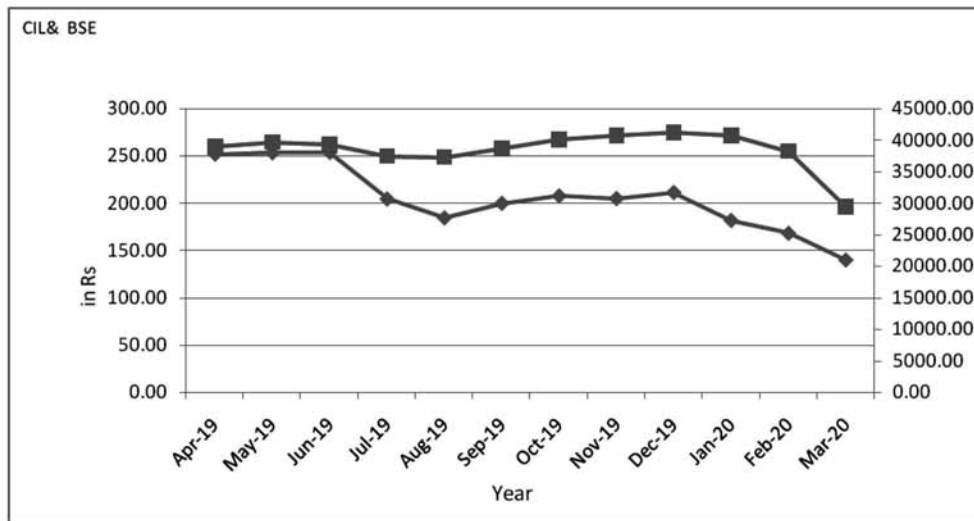
g) Market Price Data- BSE :

Month	High (in `)	Low (in `)	Closing (in `)
Apr-19	258.20	232.00	251.95
May-19	263.30	229.85	253.35
Jun-19	270.90	250.85	253.75
Jul-19	256.35	197.15	204.50
Aug-19	215.60	177.80	184.60
Sep-19	208.00	179.15	199.90
Oct-19	211.65	182.20	207.80
Nov-19	217.90	195.95	205.05
Dec-19	212.30	185.10	211.40
Jan-20	214.50	180.05	181.85
Feb-20	185.95	165.00	168.25
Mar-20	180.40	119.25	140.00



COAL INDIA LIMITED

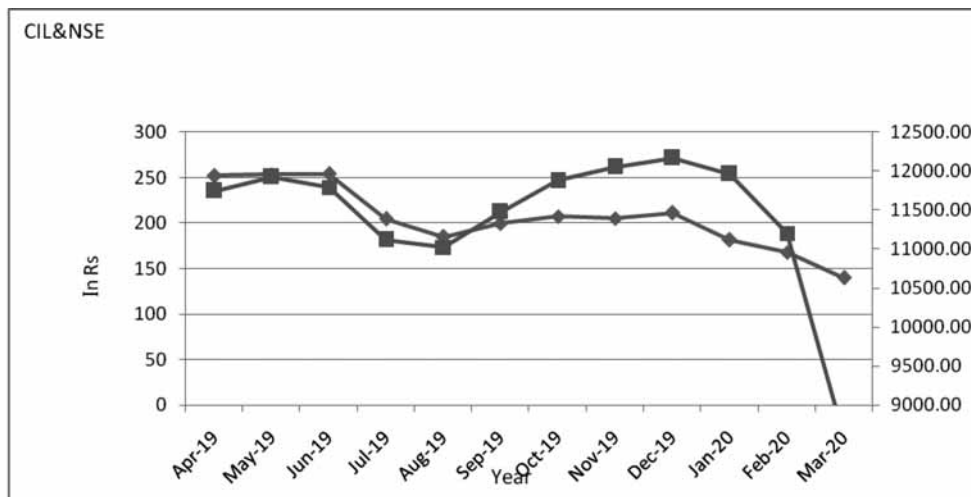
A MAHARATNA COMPANY



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

h) Market Price Data- NSE :

Month	High (in `)	Low (in `)	Closing (in `)
Apr-19	258.30	231.50	252.15
May-19	262.95	229.55	253.50
Jun-19	271.45	250.70	253.80
Jul-19	256.40	197.05	204.45
Aug-19	214.00	177.70	184.75
Sep-19	208.40	179.10	199.75
Oct-19	211.70	182.15	207.55
Nov-19	217.55	195.80	205.25
Dec-19	212.45	185.00	211.35
Jan-20	214.60	180.00	181.70
Feb-20	186.05	165.00	168.04
Mar-20	180.20	119.20	140.05



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



i) Registrar and Share Transfer Agent

Registered Address:	Local Address:
M/s Alankit Assignments Limited, 205-208 Anarkali Complex Jhandewalan Extension, New Delhi-110055, Phone No: 011-4254-1234/2354-1234 Fax No: 011-4154-3474 E-mail id: rta@alankit.com Toll Free No: 1860-121-2155 Website-www.alankit.com	M/s Alankit Assignments Limited, 3B, Ground floor, Lal Bazar Street, Email-id-alankit_rta@alankit.com Phone no-033-4401-4100/4200 Toll Free No: 1860-121-2155

j) Share Transfer System

As mandated by SEBI, Physical transfer of shares is not permitted from 1st April' 2019.

k) Distribution of Shareholding

Shares held by different categories of shareholders and size of holdings as on 31st March, 2020 is given below:

1. Shareholding pattern as on 31st March, 2020 :

Category	No. of Shareholders	Total no. of shares	Percentage
PROMOTERS	1	4075634553	66.13
INSURANCE COMPANIES	101	734625812	11.92
OTHER MUTUAL FUND	162	579789999	9.41
FOREIGN PORTFOLIO - CORP.	573	504854867	8.19
INDIVIDUALS	726379	149878652	2.43
NATIONALISED BANKS	8	32558761	0.53
DOMESTIC COMPANIES	2400	26554522	0.43
TRUSTS	91	20609874	0.33
CLEARING MEMBERS	623	9808861	0.16
FINANCIAL INSTITUTIONS	42	7332078	0.12
HUF	18378	7102754	0.12
CENTRAL GOVERNMENT	1	4465337	0.07
NRI REP	6989	4294445	0.07
NRI NON REP	4390	2912902	0.05
ALTERNATIVE INVESTMENT FUND	8	1223183	0.02
FOREIGN INSTITUTIONAL INVESTORS	4	749009	0.01
OTHER BANK	7	250003	0.00
INVESTOR EDUCATION AND PROTECTION FUND	1	78584	0.00
FOREIGN NATIONAL /ENTITY	6	4050	0.00
LIFE INSURANCE CORPORATION OF INDIA	1	81	0.00
Total	760165	6162728327	100.00

2. Top Ten shareholders as on 31st March' 2020 :

SL. NO.	DPID	Client Id	NAME/JOINT NAME(S)	HOLDING	% To the Capital
1	IN301330	20882475	PRESIDENT OF INDIA	4075634553	66.1336
2	IN300812	10000012	LIFE INSURANCE CORPORATION OF INDIA	596273913	9.6755
3	16013900	00016051	CPSE EXCHANGE TRADED SCHEME (CPSE ETF)	136094696	2.2084
4	IN300054	10009134	HDFC TRUSTEE COMPANY LTD. A/C HDFC BALANCED ADVANTAGE FUND	106705484	1.7315
5	IN300812	10501340	LIFE INSURANCE CORPORATION OF INDIA P & GS FUND	75694235	1.2283
6	IN300167	10000254	GOVERNMENT OF SINGAPORE	63687524	1.0334
7	IN300054	10009095	HDFC TRUSTEE COMPANY LIMITED-HDFC EQUITY FUND	49384259	0.8013
8	IN300054	10009118	HDFC TRUSTEE COMPANY LTD. A/C HDFC TOP 100 FUND	34154586	0.5542
9	IN303786	10002962	SBI-ETF NIFTY 50	30262214	0.4911
10	IN303438	10003257	VANGUARD TOTAL INTERNATIONAL STOCK INDEX FUND	25578730	0.4151
Grand Total				5193470194	84.2724



COAL INDIA LIMITED

A MAHARATNA COMPANY

3. Distribution of shareholding according to size, % of holding as on 31st March, 2020 :

Category (Shares)	No of Shareholders	% of Shareholders	Total Shares	Nominal Amount	% of Nominal Amount
1-5000	756916	99.5726	133387966	1333879660	2.1644
5001-10000	1486	0.1955	10614104	106141040	0.1722
10001-20000	591	0.0777	8417213	84172130	0.1365
20001-30000	230	0.0303	5720608	57206080	0.0928
30001-40000	103	0.0135	3624370	36243700	0.0588
40001-50000	92	0.0121	4202507	42025070	0.0681
50001-100000	205	0.027	14892218	148922180	0.2416
100001-999999999999	542	0.0713	5981869341	59818693410	97.0652
Total	760165	100.00	6162728327	61627283270	100.00

4. Major Shareholders

Details of shareholders holding more than 10% of paid up capital of the Company as on 31st March, 2020 are given below :

Name of Shareholder	No of Shares	% to Paid - up Capital	Category
President of India	4075634553	66.134	POI

L) Dematerialization of Shares and Liquidity

33.866% 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). This includes CPSE ETF and Bharat 22 ETF which can be traded in Stock Exchanges and are also in dematerialized.

No of shares held in dematerialized and physical mode as on 31st March' 20 :

Mode of holding	Shares	% Equity
Held in dematerialized form in CDSL	199587896	3.239
Held in dematerialized form in NSDL	5963136102	96.761
Physical	4329	0.000
Total	6162728327	100

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) Tete, Mozambique
- (D) **Joint Venture Companies of CIL:**
(i) CIL NTPC Urja Pvt Ltd
(ii) Talcher Fertilizers Limited (TFL)
(iii) Hindustan Urvarak & Rasayan Ltd. (HURL)
- P) **Address for Correspondence :**
Coal Bhawan
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.



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. For the year, company received unqualified Report from Statutory Auditor
4. **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.
5. **Split of Role of Chairman and MD :** SEBI has deferred by two years i.e. till April 2022 its directive for listed companies to split the roles of chairman and managing director in view of demand from Corporate and to keep compliance burden lower in the wake of the current economic scenario.