

**COAL INDIA LIMITED**  
**COAL BHAWAN,**  
3<sup>rd</sup> Floor, Premises No. 04 MAR  
Plot No-AF-III, Action Area 1A, New Town Rajarhat,  
Kolkata – 700 156, West Bengal

**CODE OF CONDUCT TO REGULATE, MONITOR AND REPORT TRADING  
BY DESIGNATED PERSONS OF COAL INDIA LIMITED**

(PURSUANT TO REGULATION 9(1) OF SEBI (PROHIBITION OF INSIDER  
TRADING) REGULATIONS, 2015, *as amended*)

**CHAPTER-I**

**1.0 Preliminary:**

Coal India Limited (“**Company**” or “**CIL**”) endeavors to preserve the confidentiality of Unpublished Price Sensitive Information (as defined hereinafter) and to prevent misuse of such information. The Company is committed to transparency and fairness in dealing with all stakeholders and in ensuring adherence to all laws and regulations. In this regard this code of conduct for prevention of insider trading is framed by the board of directors of the Company (“**Board**”) pursuant to Regulation 9(1) of the Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015, *as amended*. This code shall be called the Code of Conduct to Regulate, Monitor and Report Trading by Designated Persons of Coal India Limited. Every Designated Person (as defined hereinafter) has a duty to safeguard the confidentiality of all Unpublished Price Sensitive Information obtained in the course of his or her work in the Company or which comes to his or her knowledge during his or her association with the Company. The Designated Persons or any Immediate Relative of such Designated Persons shall not derive any benefit or assist others to derive any benefit from the access to and possession of Unpublished Price Sensitive Information which is not in the public domain and thus constitutes insider information.

“The Code of Conduct to Regulate, Monitor and Report Trading by Designated Persons” shall come into effect on and from April 1, 2019 replacing the existing “The Code of Internal Procedures and Conduct for prevention of Insider Trading in Securities” which is in force since May 15, 2015.

This Code of Conduct may be modified by the Board of Directors from time to time to adopt best practices and to comply with the Securities & Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015.

**1.1 Objectives :**

The Company is committed to:

- i) preserving the confidentiality and preventing misuse of any unpublished price sensitive information about the Company or any of its securities;
- ii) adherence to transparency and fairness in dealing with all stakeholders of the Company; and
- iii) strict compliance with applicable regulations of the Securities and Exchange Board of India and the relevant provisions of the Companies Act, 2013.

## CHAPTER-II

### 2.0 Definitions:

- 2.1 “**Act**” means the Securities and Exchange Board of India Act, 1992.
- 2.2 “**Board**” means the Board of Directors of the Company.
- 2.3 “**Code**” means this Code of Internal Procedures and Conduct for Prevention of Insider Trading including any modification(s) or amendment(s) made thereto from time-to-time or any replacement made thereof by the Company.
- 2.4 “**Company**” means Coal India Limited and includes its subsidiaries and may be referred to as “the Company” in this or in relation to Insider Trading Code.
- 2.5 “**Compliance Officer**” means Company Secretary or any senior officer, designated so and reporting to the Reporting Officer, who is financially literate and is capable of appreciating requirements for legal and regulatory compliance under the Regulations and who shall be responsible for compliance of policies, procedures, maintenance of records, monitoring adherence to the rules for the preservation of Unpublished Price Sensitive Information, monitoring of trades and the implementation of this Code and other codes as specified in the Regulations under the overall supervision of the Board.  
  
For the purpose of this Code, “financially literate” shall mean a person who has the ability to read and understand basic financial statement, i.e., balance sheet, profit and loss account, and statement of cash flows.
- 2.6 “**Connected Person**” shall have the meaning assigned to it under the Regulations.
- 2.7 “**Designated Persons**” shall include:

- i) All Promoters of the Company
  - ii) All directors on the Board of Directors of the Company;
  - iii) CEO, CFO, COMPANY SECRETARY;
  - iv) All officers at two grade below Chief Executive Officer of the Company i.e. All GMs;
- v) Concerned executives working in the following departments of the Company, who may have access to Unpublished Price Sensitive Information:
- A. Company Secretariat;- who deals with Board and Audit Committee
  - B. Accounts and Finance;- who deals in Consolidation/Dividend/Merger & Listing
  - C. Technical Secretaries to CMD, Directors;
- vii) Such other employees of the Company, as may be notified by the Compliance Officer, from time to time, with the approval of the Board.

Note 1: Depending on the change in the scope of responsibility of an employee, the Compliance Officer with the approval of the Reporting Officer may exclude or include any employee from the list of Designated Person.

Note 2: In case any Designated Person separates from the services of the Company due to superannuation/resignation/termination etc. he/she shall continue to be considered as a Designated Person for a further period of 6 (six) months subsequent to the date of his/her separation from the Company as envisaged under the Regulations.

- 2.8 “**Director**” means a member of the board of directors of the Company.
- 2.9 “**Generally Available Information**” means information that is accessible to the public on a non-discriminatory basis.
- 2.10 “**Immediate Relative**” means the spouse of the concerned person, and includes parents, siblings and children of such person or of the spouse, provided any of them is financially dependent on such person, or consults such person while taking any decision relating to Trading.
- 2.11 “**Insider**” means any person who,
- i. is a Connected Person, or
  - ii. is in possession of, or has access to Unpublished Price Sensitive Information.

- 2.12 “**Officers**” includes any Director, secretary or any person (including an auditor of the Company, wherever applicable) in accordance with whose directions or instructions the Board or any one or more of the Directors are accustomed to act.
- 2.13 “**Promoter**” shall have the meaning assigned to it under the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 or any modification thereof.
- 2.14 “Promoter Group” shall have the meaning assigned to it under the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 or any modification thereof;
- 2.15 “**Regulations**” means the Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015 and any amendment made thereof.
- 2.16 “**Reporting Officer**” means the chairman of the Board.
- 2.17 “**SEBI**” means the Securities and Exchange Board of India.
- 2.18 “**Securities**” shall have the meaning assigned to it under the Securities Contracts (Regulation) Act, 1956 or any modification thereof except units of a mutual fund.
- 2.19 “**Trading**” means and includes subscribing, buying, selling, dealing, or agreeing to subscribe, buy, sell, deal in any Securities of the Company, and the terms “**Trade**” and “**Traded**” shall be construed accordingly.
- 2.20 “**Trading Day**” means a day on which the recognized stock exchanges are open for Trading.
- 2.21 “**Trading Plan**” shall have the meaning assigned to it in Clause 6 of this Code.
- 2.22 “**Trading Window**” shall have the meaning assigned to it in Clause 7.1 of this Code
- 2.23 “**Unpublished Price Sensitive Information**” means any information, relating to a  
company or its securities, directly or indirectly, that is not generally available which upon becoming generally available, is likely to materially affect the price of the securities and shall, ordinarily including but not restricted to, information relating to the following: –
- (i) financial results;
  - (ii) dividends;

- (iii) change in capital structure;
- (iv) mergers, de-mergers, acquisitions, delistings, disposals and expansion of business and such other transactions;
- (v) changes in key managerial personnel

2.24 **“Working day”** shall mean the working day when the regular Trading is permitted on the concerned stock exchange where the Securities of the Company are listed.

All capitalized terms used in this Code but not defined herein shall have the meanings assigned to them under the Regulations, Act, the Companies Act, 1956 or Companies Act, 2013 as the case may be.

### **CHAPTER-III**

#### **3.0 Policy and Its Applicability:**

##### **3.1 Applicability :**

This Code shall be applicable to all the Designated Persons and immediate relatives of Designated Persons of the Company and its subsidiaries.

##### **3.2 Policy :**

1. No Designated Persons and immediate relatives of designated persons - when in possession of any unpublished price sensitive information about, or in relation to the Company or any of its securities shall:
  - Trade or have dealings in the securities of the Company, either on his/her behalf or on behalf of any other person;
  - Communicate, provide or allow access to, or counsel, directly or indirectly, any unpublished information relating to the Company or any of its securities, to any other person, except on a need to know basis in furtherance of legitimate purposes in relation to the Company.
2. All Directors, Key Managerial Personnel and /or Designated/Connected Persons or their Immediate Relatives shall conduct their trading in the securities of the Company only during or in a valid trading window strictly in compliance with this Code.

3. When a person who has traded in securities has been in possession of unpublished price sensitive information, his trades would be presumed to have been motivated by the knowledge and awareness of such information in his possession.

## **CHAPTER-IV**

### **4.0 COMPLIANCE OFFICER:**

The Compliance Officer shall be responsible for compliance of policies, procedures, maintenance of records, monitoring adherence to the provisions specified in the Regulations and this Code for preservation of Unpublished Price Sensitive Information, monitoring of Trades and implementation of the provisions specified in the Regulations and this Code under the overall supervision of the Board. In his absence, the deputy company secretary, who shall be nominated by the company secretary, will act as the Compliance Officer. In order to discharge his/her functions effectively, the Compliance Officer shall be adequately empowered and provided with adequate manpower and infrastructure to effectively discharge his/her functions. In the performance of his/her duties, the Compliance Officer shall have access to all information and documents relating to the Securities of the Company, Designated Persons and Unpublished Price Sensitive Information of the Company.

The Compliance Officer shall act as the focal point for dealings with SEBI in connection with all matters relating to the compliance and effective implementation of the Regulations and this Code.

### **4.1 DUTIES OF THE COMPLIANCE OFFICER:**

**The Compliance Officer shall be responsible for:**

- setting forth policies and prescribing procedures for various activities referred to in this Code.
- monitoring adherence to the rules for the preservation of Unpublished Price Sensitive Information and notify the concerned stock exchanges and/or SEBI about all the particulars required to be intimated to the concerned stock exchanges and/or SEBI, as may be specified under the Regulations.
- decide in consultation with the Reporting Officer, the Designated Persons to be covered by this Code.

- reporting to the Board and in particular to the chairman of the audit committee of the Company or to the chairman of the Board at such frequency as may be statutorily stipulated by the Regulations or as may be stipulated by the Board regarding implementation of the provisions contained in this Code.
- assessment and grant of approvals to the Trading Plans as formulated by any Designated Person for Trading either in his/her own name or in the name of his/her Immediate Relative and monitoring of such Trading.
- Notification of the approved Trading Plans to the concerned stock exchanges on which the Securities of the Company are listed.
- assessing whether the Trading Window should be closed when a Designated Person or a class of Designated Persons are reasonably expected to be in possession of Unpublished Price Sensitive Information.
- determination of the time for re-opening of the Trading Window after analyzing various factors including the fact that the Unpublished Price Sensitive Information has become accessible to the public on a non-discriminatory basis at least forty-eight hours prior to such re-opening.
- placing status reports, detailing Trading by all the Designated Persons, either in their own name or in the name of their Immediate Relatives along with, if applicable, the documents that such persons have executed in accordance with the pre-clearance procedure prescribed under this Code on regular basis to the Board.
- seeking declarations/undertakings that the applicant for pre-clearance for Trading is not in possession of any Unpublished Price Sensitive Information and also assessing whether such declaration/undertaking is factually accurate or not.
- confidentially maintaining a restricted list of Securities of the Company which shall be used as the basis for approval or rejection of application for pre-clearance for Trading.
- assisting all the Designated Persons and their immediate relatives to whom this Code is applicable in addressing any clarifications regarding the provisions of the Regulations and this Code.
- undertaking any other responsibilities as assigned under this Code or under the Regulations.

## CHAPTER-V

### 5.0 PRESERVATION OF – UNPUBLISHED PRICE SENSITIVE INFORMATION

5.1 All the Designated Persons shall maintain the confidentiality of all Unpublished Price Sensitive Information coming into their possession or control and shall not communicate, provide or allow access to any Unpublished Price Sensitive Information to any person including any other Insiders.

To comply with this confidentiality obligation, all the Designated Persons shall not, *inter alia*:

- (i) pass on Unpublished Price Sensitive Information to any person directly or indirectly, by way of making a recommendation for the purchase or sale of Securities of the Company, or
- (ii) disclose Unpublished Price Sensitive Information to their family members, friends, business associates or any other individual, or
- (iii) disclose Unpublished Price Sensitive Information in public places, or
- (iv) disclose Unpublished Price Sensitive Information to any other employee who does not need to know the information for discharging his or her professional duties, or
- (v) recommend to anyone that they may undertake Trading while being in possession, control or knowledge of Unpublished Price Sensitive Information, or
- (vi) be seen or perceived to be Trading on the basis of Unpublished Price Sensitive Information.

Provided that nothing contained above shall be applicable to any communication of or access to Unpublished Price Sensitive Information required in furtherance of legitimate purposes, performance of duties or discharge of legal obligations.

However, the “Code of Practices and Procedures for fair disclosure of unpublished price sensitive information” and the Policy for determination of “Legitimate Purposes” as enumerated therein need to be adhered.

5.2 Limited access to Unpublished Price Sensitive Information:

All the Designated Persons who are privy to the Unpublished Price Sensitive Information shall, in preserving the confidentiality of the same, and to prevent



its wrongful dissemination, adopt among others, but not limited to, the following safeguards:

- to keep files containing Unpublished Price Sensitive Information secured;
- to keep computer files with adequate security of login through a password; and
- to follow the guidelines for maintenance of electronic records and systems as may be prescribed by the Compliance Officer from time to time.

### 5.3 Need to know:

All the Designated Persons, who are privy to Unpublished Price Sensitive Information, shall handle the same strictly on a need to know basis. This means the Unpublished Price Sensitive Information shall be disclosed only to those persons within the Company who need to know the same in the course of performance or discharge of their respective professional duties or for the discharge of legal obligations and that the possession of Unpublished Price Sensitive Information will not in any manner give rise to a conflict of interest or likelihood of misuse of the Unpublished Price Sensitive Information.

### 5.4 Chinese Wall

- 5.4.1 To prevent the misuse of Unpublished Price Sensitive Information the Company has adopted a “Chinese Wall” policy whereby those areas of the Company which routinely have access to Unpublished Price Sensitive Information, considered “inside areas” are separated from areas which deal with sale/marketing/investment advise or other departments providing support services, considered “public areas”.
- 5.4.2 The Designated Persons in the inside area shall not communicate any Unpublished Price Sensitive Information to any one in public area.
- 5.4.3 The Designated Persons in inside area may be physically segregated from Designated Persons in public area and the Company may choose to demarcate various departments as inside area.
- 5.4.4 Only in exceptional circumstances Designated Persons from the public areas may be brought “over the wall” and given Unpublished Price Sensitive Information on the basis of “need to know” criteria, under intimation to the Compliance Officer.

**CHAPTER-VI****6.0 TRADING PLAN:**

- 6.1 Designated Persons shall be entitled to formulate a Trading Plan (in the format prescribed in Form-XII annexed hereto) which has to be approved by the Compliance Officer and be subject to public disclosure (“**Trading Plan**”), pursuant to which Trading may be carried out by him/her either in their own name or on behalf of their Immediate Relatives. After approval of such Trading Plan, the Compliance Officer shall notify the same to the concerned stock exchanges in which the Securities of the Company are listed.
- 6.2 The Trading Plan shall provide for a cooling off period of 6 (six) months from the public disclosure of the Trading Plan, before commencement of Trading by or on behalf of the Designated Persons or on behalf of their Immediate Relatives.
- 6.3 The Trading Plan shall not entail Trading during the period close to the declaration of financial results. Thus there shall be no Trading for the period between the twentieth Trading Day prior to the last day of any financial period for which financial results are to be declared by the Company and the second Trading Day after the declaration of such financial results.
- 6.4 The Trading Plan shall envisage Trading for a period of at least 12 (twelve) months.
- 6.5 The Trading Plan should not entail overlap of any period for which another Trading Plan is already in operation.
- 6.6 The Trading Plan should set out the nature of Trading envisaged therein, (i.e., acquisition or disposal), the value and number of Securities of the Company to be Traded, and specific dates or time intervals on which Trading shall take place.
- 6.7 The Trading Plan shall not envisage Trading for market abuse or breach the SEBI (Prohibition of Fraudulent and Unfair Trade Practices Relating to the Securities Market) Regulations, 2003.
- 6.8 Once a Trading Plan is approved, it shall be irrevocable and the Designated Persons shall be bound to implement the same without any deviation, and shall not be permitted to execute any Trading beyond the scope of such Trading Plan.

However, if any Unpublished Price Sensitive Information is in possession of a Designated Person at the time of formulation of the Trading Plan and such

information has not become accessible to the public on a non-discriminatory basis at the time of the implementation of such Trading Plan, then the implementation of the Trading Plan will be deferred by the Compliance Officer till the time such Unpublished Price Sensitive Information becomes accessible to the public on a non-discriminatory basis.

## CHAPTER-VII

### 7.0 TRADING WINDOW:

7.1 The Company shall specify a Trading period for Designated Persons, to be called – “**Trading Window**”, for Trading in compliance with the Regulations.

7.2 The Trading Window shall also be applicable to any other person as may be specified by the Company.

7.3 All the Designated Persons or their Immediate Relatives and the category of persons mentioned in Clause 7.2 above, shall not be involved in the Trading either in their own name or in the name of their Immediate Relatives when the Trading Window is closed. The Trading Window shall be closed in the following events:

S. No.	Events/ Particulars	Restricted Period	
		From	To
1	2	3	4
(i)	Declaration of financial results for the quarter ended 30 <sup>th</sup> June	Last Monday or the next working day in case of last Monday being holiday, of the month or such other date as may be notified	To be notified by the Compliance Officer depending upon the date of the Board meeting but shall not be less than 48 hours after the date of declaration of the results of the first quarter
(ii)	Declaration of financial results for the quarter ended 30 <sup>th</sup> September	Last Monday or the next working day in case of last Monday being holiday, of the month or such other date as may be notified	To be notified by the Compliance Officer depending upon the date of the Board meeting but shall not be less than 48 hours after the date of declaration of the results of the second quarter
(iii)	Declaration of financial results for the quarter ended 31 <sup>st</sup>	Last Monday or the next working day in case of last	To be notified by the Compliance Officer depending upon the date of the

	December	Monday being holiday, of the month or such other date as may be notified	Board meeting but shall not be less than 48 hours after the date of declaration of the results of the third quarter
(iv)	Declaration of financial results for the quarter ended 31 <sup>st</sup> March	Last Monday or the next working day in case of last Monday being holiday, of the month or such other date as may be notified	To be notified by the Compliance Officer depending upon the date of the Board meeting but shall not be less than 48 hours after the date of declaration of the results of the audited financial results
(v)	Intended declaration of dividends (both interim and final)	Shall be notified by the Compliance Officer as and when the proposal is put up to the Board	To be notified by the Compliance Officer depending upon the date of the Board meeting but shall in any event be a date subsequent to the second Trading Day after the meeting of the Board approving such declaration of the interim and final dividends
(vi)	Issue of Securities of the Company (public/right/bonus) or buy-back of Securities	Shall be notified by the Compliance Officer as and when the proposal is put up to the Board	Shall be notified by the Compliance Officer as and when the proposal is put up to the Board but shall in any event be a date subsequent to the second Trading Day after the meeting of the Board approving such issuance of Securities of the Company or buy- back of Securities
(vii)	Any major expansion plans or execution of new projects	Shall be notified by the Compliance Officer as and when the proposal is put up to the Board	Shall be notified by the Compliance Officer as and when the proposal is put up to the Board but shall in any event be a date subsequent to the second Trading Day after the meeting of the Board approving/announcing such major expansion plans or execution of new projects
(viii)	Amalgamation, mergers or takeover	Shall be notified by the Compliance Officer as and	Shall be notified by the Compliance Officer as and when the proposal is put up to

		when the proposal is put up to the Board	the Board but shall in any event be a date subsequent to the second Trading Day after the meeting of the Board approving such amalgamation, mergers or takeover
(ix)	Disposal of the whole or a substantial part of the undertaking	Shall be notified by the Compliance Officer as and when the proposal is put up to the Board	Shall be notified by the Compliance Officer as and when the proposal is put up to the Board but shall in any event be a date subsequent to the second Trading Day after the meeting of the Board approving such disposal of the whole or a substantial part of the undertaking
(x)	Any significant changes in policies, plans or operations of the Company	Shall be notified by the Compliance Officer as and when the proposal is put up to the Board	Shall be notified by the Compliance Officer as and when the proposal is put up to the Board but shall in any event be a date subsequent to the second Trading Day after the meeting of the Board approving/announcing such significant changes in policies, plans or operations of the Company
(xi)	Any proposed Joint Venture/ Foreign Collaboration and major Consultancy work in India or abroad	Shall be notified by the Compliance Officer as and when the proposal is put up to the Board	Shall be notified by the Compliance Officer as and when the proposal is put up to the Board but shall in any event be a date subsequent to the second Trading Day after the meeting of the Board approving/announcing such proposed joint venture/foreign collaboration and major consultancy work in India or abroad
(xii)	Any change in status of the Company	Shall be notified by the Compliance Officer as and when the proposal is put up to the Board	Shall be notified by the Compliance Officer as and when the proposal is put up to the Board but shall in any event be a date subsequent to the second Trading Day after

			the meeting of the Board approving such change in status of the Company
(xiii)	Any other event as may be notified by the Company from time to time including the Press Conferences	Shall be notified by the Compliance Officer as and when the proposal is put up to the Board	Shall be notified by the Compliance Officer as and when the proposal is put up to the Board but shall in any event be a date subsequent to the second Trading Day after the notification of such event by the Company through a press conference or otherwise

7.4 In addition to the circumstances specified in Clause 7.3 above, the Trading Window shall be closed when the Compliance Officer determines that a Designated Person, or a class of Designated Persons are reasonably expected to be in possession of Unpublished Price Sensitive Information, provided however, the Trading Window shall be closed in relation to only those Securities of the Company to which such Unpublished Price Sensitive Information relates to. The time for re-opening of the Trading Window shall be determined by the Compliance Officer after analyzing various factors including the fact that the Unpublished Price Sensitive Information has become accessible to the public on a non-discriminatory basis and being capable of assimilation by the market and such time for re-opening of the Trading Window shall not be in any event earlier than 48 (fortyeight) hours after the Unpublished Price Sensitive Information has become accessible to the public on a non-discriminatory basis.

7.5 The gap between clearance of financial results by audit committee and board meeting should be as narrow as possible and preferably on the same day to avoid leakage of material information.

7.6 The remaining days of a year other than the days mentioned under Clause 7.3 and 7.4 above shall be called “**Valid Trading Window**”.

All the Designated Persons shall conduct all their Trading either in their own name or in the name of their Immediate Relatives only during a Valid Trading Window and shall not deal in any transaction involving the Trading when the Trading Window is closed.

7.7 In case of employee stock option schemes (“**ESOPs**”), exercise of option may be allowed in the period when the Trading Window is closed. However, sale of shares allotted on exercise of ESOPs shall not be allowed when the Trading Window is closed.

- 7.8 Subject to the provisions of Regulations, all the Designated Persons shall be eligible to conduct Trading either in their own name or in the name of their Immediate Relatives on any day of the year other than the periods mentioned pursuant to Clause 7.3 and 7.4 of this Code.

## **CHAPTER-VIII**

### **8.0 PRE-CLEARANCE OF TRADING IN SECURITIES**

#### **8.1 Applicability:**

Every Designated Person who intends to conduct Trading either in his/her own name or in the name of his/her Immediate Relatives (i) beyond the minimum threshold limits mentioned in Clause 8.2 below and (ii) has not submitted a Trading Plan in accordance with Clause 6 of this Code, which has been approved by the Compliance Officer, shall obtain pre-clearance of the transactions as per the pre-Trading procedure as described hereunder.

Application for pre-clearance shall be made only during Valid Trading Window period. Applications submitted during a period when the Trading Window is closed shall be invalid and will be deemed to have been automatically rejected.

- 8.2 Pre-clearance will not be necessary if the Trading is for less than 1,000 (one thousand) equity shares of the Company to be Traded in a single transaction or less than 2,500 (two thousand five hundred) equity shares of the Company to be Traded in a series of transactions within 1 (one) week.

However, pre-clearance of trades shall not be required for a trade executed as per an approved trading plan.

#### **8.3 Pre-clearance Procedure:**

All Designated Persons required to obtain pre-clearance of the transactions as per the provisions of Clause 8.1 above, shall make a pre-clearance application to the Compliance Officer. The application shall indicate the estimated number of Securities of the Company that the Designated Persons or their Immediate Relatives intend to Trade in, the details as to the depository with which he/she has a security account, the details as to Securities of the Company in such depository mode and such other details, as may be required by the Compliance Officer from time-to-time in this behalf.

An undertaking shall be executed in favour of the Company by such Designated Persons incorporating, *inter alia*, the following clauses, as may be applicable:

- (a) that he/she does not have any access or has not received Unpublished Price Sensitive Information up to the time of signing the undertaking;
- (b) that in case he/she has access to or receives Unpublished Price Sensitive Information after the signing of the undertaking but before the execution of the transaction he/she shall inform the Compliance Officer of the change in his/her position and that he/she would completely refrain from Trading till the time such information becomes accessible to the public on a non-discriminatory basis;
- (c) that he/she has not contravened this Code as notified by the Company from time to time;
- (d) that he/she shall hold their investments in Securities of the Company for a minimum holding period as specified under Clause 8.6;
- (e) that he/she undertakes to submit the necessary report within two working days of execution of the transaction or a “Nil” report, after the expiry of one week from the date of the pre-clearance approval if the transaction is not undertaken;
- (f) that he/she is aware that, he/she shall be liable to face penal consequences as set forth in this Code including disciplinary action under this Code, in case the above declarations are found to be misleading or incorrect at any time;
- (g) that he/she hereby undertakes not to conduct Trading in the sanctioned period in case the Trading Window is declared closed subsequently;
- (h) that he/she has made a full and true disclosure in the matter.

A combined proforma for application-cum-undertaking is annexed to this Code as Form-II.

All the Designated Persons shall execute documents as may be prescribed by the Compliance Officer from time-to-time. Such application for pre-Trading approval with enclosures must necessarily be sent through electronic mail followed by hard copies of all the documents. The e-mail for this purpose should be sent to the address i.e. [complianceofficer@coalindia.in](mailto:complianceofficer@coalindia.in) or to such other email id as may be notified by the Compliance Officer from time to time.

#### 8.4 (A) **Approval:**

- (a) Immediately on receipt of a pre-clearance application, the date and time of the receipt of the same shall be recorded thereon by the Compliance Officer. The Compliance Officer shall process the said pre-clearance application and if pre-clearance application is in accordance and in compliance with provisions of this Code, the Compliance Officer shall



endeavor to communicate the pre-clearance immediately but not later than 48 (fortyeight) working hours from the time of receiving the application. Trading by the Compliance Officer shall require prior clearance from the Board.

- (b) Every approval letter shall be issued in the format prescribed in Form-III as annexed to this Code or in such other format as may be prescribed by the Company from time-to-time. Every approval shall be dated and shall be valid for a period of 7 (seven) days from the date of approval, however such approval shall automatically deemed to be withdrawn if such period is superseded by closure of the Trading Window. If a Trade is not executed by the Designated Persons pursuant to the approval granted by the Compliance Officer within 7 (seven) days, then such Designated Person shall apply once again to the Compliance Officer for fresh pre-clearance of the transaction.

8.4 (B)(a) The competent person or authority to accord pre-clearance shall be as follows:

(i) For chairman-cum-managing director:	Board is the approving authority
(ii) For Directors and Compliance Officer:	chairman-cum-managing director is the approving authority
(iii) For other Designated Persons:	Compliance Officer.

- (ii) The Compliance Officer shall duly report to the chairman-cum-managing director the details of pre-clearance(s), if any, accorded during a month within 10 (ten) days of the commencement of the following month and shall submit a consolidated report, if any, to the Board annually.

**8.5 Completion of Pre-cleared Trading:**

- (a) Every Designated Persons who intends to Trade either in his/her own name or in the of his/her Immediate Relatives shall ensure that they complete execution of every pre-cleared Trading as prescribed above within 7 (seven) days from the date of the approval. Such Designated Persons shall file within 2 (two) working days of the execution of the transaction, the details of such transaction, with the Compliance Officer in the format prescribed in Form-V, as annexed to this Code. In the event of executing the transaction or not executing the transaction, a report to that effect shall be filed with the Compliance Officer also in the format prescribed in Form-V, as annexed to this Code.

- (b) The Compliance Officer shall maintain a register for pre-clearance of Trading and record therein the name and designation of the person submitting the application, date of the application, date and time of receipt of the application, nature of the transaction, number of Securities to be Traded, consideration value, name of the Immediate Relative, if the transaction is in the name of the Immediate Relative and date and details of the actual transaction. A proforma of the register is annexed to this Code as Form-IV.

## 8.6 **Holding Period:**

- 8.6.1 All Designated Persons who buy or sell any number of Securities of the Company, shall not enter into a contra trade, i.e. sell or buy any number of Securities of the Company during the next 6 (six) months following the prior transaction.

However, trading window norms and restriction on contra trade shall not be applicable for trades carried out in accordance with an approved trading plan.

- 8.6.2 The Compliance Officer may waive the holding period after recording in writing his/her reasons in this regard, provided such waiver does not violate the Regulations. In respect of the Compliance Officer, such relaxation shall require prior approval of the Reporting Officer. However, no such sale or purchase will be permitted when the Trading Window is closed. Provided however, that the decision of the Compliance Officer/ Reporting Officer (as the case may be) with regard to waiver of the holding period shall be at the sole discretion of the Compliance Officer/ Reporting Officer (as the case may be) and such decision shall be final.

- 8.6.3 In the event a Designated Person executes a contra trade as described in Clause 8.6.1 above, inadvertently or otherwise, in violation of the restriction specified in this Code, the profits from such a Trade shall be liable to be disgorged for remittance to SEBI for credit to Investor Protection and Education Fund administered by SEBI under the Act. However, this shall not be applicable for trades pursuant to exercise of stock options.

- 8.6.4 The Compliance Officer shall also maintain a register of waiver of restriction on holding period and shall record thereon the name of the Designated Persons, details of Securities of the Company for which waiver is granted, date of such waiver and the grounds for grant of the waiver. A proforma of the register is annexed to this Code as Form- VI.

**8.7 Advice regarding Pre-Clearance:**

In case of doubt, the Designated Persons shall consult the Compliance Officer or such other officer designated by him/her from time to time whether the provisions relating to pre-clearance are applicable to any proposed transaction to be made by such Designated Persons in the Securities of the Company.

## CHAPTER IX

**9.0 REPORTING REQUIREMENTS FOR TRANSACTIONS IN SECURITIES****9.1 Furnishing of details of Securities:**

All the Designated Persons, Promoters or member of the promoter group shall be required to forward following details of the transactions in Securities of the Company either in their own name or in the name of their Immediate Relatives to the Compliance Officer:

**Initial disclosure:**

- (a) Every Designated Person, Promoter or member of the promoter group shall disclose all holdings in Securities of the Company including that of his/her Immediate Relatives, as on the date of the Regulations taking effect and in the format prescribed in Form-VII (A) annexed hereto, within 30(thirty) days of the Regulations becoming effective.
- (b) If any Designated Person, Promoter or member of the promoter group does not hold any Securities of the Company either in his/her own name or in the name of his/her Immediate Relatives at the time of joining the Company or becoming a Designated Person Promoter or member of the promoter group as the case may be, but subsequently acquires Securities of the Company, he/she shall make disclosure of such acquisition within 2 (two) working days as per the Proforma disclosure form provided in Form-VIII annexed hereto.
- (c) Any person on becoming a Designated Person, Promoter or member of the promoter group shall disclose Securities of the Company held either in his/her own name or in the name of his/her Immediate Relatives, as on the date of becoming a Designated Person, within 7 (seven) days of becoming a Designated Person, Promoter or member of the promoter group in the format prescribed in Form-VII (B) annexed hereto.

### **Annual Disclosure**

- (d) Every Designated Person, Promoter or member of the promoter group shall disclose all holdings in Securities of the Company including that of his/her Immediate Relatives, as on March 31 of the relevant financial year and in the format prescribed in Form-IX annexed hereto, within seventh day of the next month.

### **Continual disclosure**

- (e) Every Designated Person, Promoter or member of the promoter group shall disclose the number of Securities of the Company acquired or disposed by him or her or by his/her Immediate Relatives, within 2 (two) Trading Days of such transaction, if the value of such Securities Traded, whether in one transaction or a series of transactions over a calendar quarter aggregates to a Traded value of more than Rupees Ten lakhs(**in the format prescribed in Form-IX annexed hereto**) . The Compliance Officer shall notify the concerned stock exchanges in which the Securities of the Company are listed, about the particulars of the above Trading, within 2 (two) Trading Days of the receipt of such disclosure or from becoming aware of such information.

### **Disclosures by other Connected Persons**

- (f) The Compliance Officer may, in addition to the abovementioned disclosures, require any Connected Person or class of Connected Persons to make disclosures regarding holdings in Securities of the Company and Trading (**in the format prescribed in Form-XI annexed hereto**)and at such frequency as may be determined by the Compliance Officer in consultation with the Reporting Officer in order to monitor compliance with the Regulations.

- 9.2 The Compliance Officer shall maintain records of all the declarations, initial disclosures, continual disclosures and disclosures by Connected Persons, received under sub-clause 9.1 above for a minimum period of 5 (five)years. A proforma of the register to be maintained is given in Form-X annexed hereto.
- 9.3 The Compliance Officer shall maintain a register of all the Designated Persons in a digital database.
- 9.4 The Compliance Officer shall place before the chairman of the Board or before such other senior officer or committee as may be specified in this behalf by the chairman of the Board on a monthly basis, the details of all the disclosures reported in terms of Clause 9.1 to 9.3 together with the completed Forms I to XII(as applicable) and the documents submitted.

9.5 The Compliance Officer shall report adherence to the provisions of this code to the Board of Directors and in particular, shall provide reports to the Chairman of the Audit Committee, if any, or to the Chairman of the Board of Directors at regular intervals but not less than once in a year.

## **CHAPTER X**

### **10.0 OTHER DISCLOSURES**

10.1 Designated persons shall disclose name and Permanent Account Number or any other identifier authorized by law of the following persons to the Company on an annual basis (by 30<sup>th</sup> April every year) and as and when the information changes :

- a. Immediate relatives;
- b. Persons with whom such designated person(s) shares a material financial relationship;
- c. Phone / Mobile or other contact details which are used by them

10.2 In addition to the above, the educational institutions from which designated persons have graduated and names of their past employers shall also be disclosed on a one time basis.

Note : The term “material financial relationship” shall mean a relationship in which one person is a recipient of any kind of payment such as by way of a loan or gift during the immediately preceding twelve months, equivalent to at least 25% of such payer’s annual income but shall exclude relationships in which the payment is based on arm’s length transactions.

## **CHAPTER XI**

### **11.0 INSTIUTIONAL MECHANISM FOR PREVENTION OF INSIDER TRADING**

11.1 The Compliance Officer in consultation with the Managing Director of the Company shall put in place an adequate and effective system of internal controls to ensure compliance with the requirements given in these regulations to prevent insider trading.

11.2 The internal controls shall include, *inter alia*, the following :

- a. Identification of the designated employees from time-to-time who may have the unpublished price sensitive information.
  - b. Identification of unpublished price sensitive information from time-to-time and maintenance of its confidentiality.
  - c. Placement of adequate restrictions on communication or procurement of unpublished price sensitive information.
  - d. Maintenance of structured digital database containing the names of such persons or entities as the case may be with whom unpublished price sensitive information is shared along with the Permanent Account Number or any other identifier authorized by law where Permanent Account Number is not available, with adequate internal controls and checks such as time stamping and audit trails to ensure non-tampering of the database.
  - e. Execution of confidentiality or non-disclosure agreements with all the persons with whom unpublished price sensitive information has been shared.
  - f. Process review at regular intervals to evaluate effectiveness of such internal controls.
- 11.3 The Board shall ensure the compliance of the provisions of the Code by the Compliance Officer from time-to-time.
- 11.4 The Audit Committee of the Company shall review compliance with the provisions of this Code at least once in a financial year and shall verify that the systems for internal control are adequate and are operating effectively.

## **CHAPTER XII**

### **12.0 PENALTY FOR CONTRAVENTION:**

- 12.1 All Designated Persons shall be individually responsible for complying with the provisions of this Code (including to the extent the provisions hereof are applicable to his/her Immediate Relatives).
- 12.2 All Designated Persons, who violate this Code shall, in addition to any other penal action that may be taken by the Company pursuant to law, be also subject to disciplinary action by the “Competent Authority” as defined in the Employee (Conduct, Discipline and Appeal) Rules of the Company, if any. Without prejudice to any other powers of the Board, the Board may also stipulate sanctions such as wage freezing, suspension, recovery and clawback for any violation of this Code.

- 12.3 Action taken by the Company for violation of the Regulations and this Code against any Designated Person will not preclude SEBI from taking any action for violation of the Regulations or any other applicable laws/rules/regulations.
- 12.4. Under Section 15G of the Act, any Insider who indulges in insider trading in contravention of regulation 3 and regulation 4 of the Regulations will be liable to a penalty of Rupees twenty five crores or three times of the amount of profits made out of insider trading, whichever is higher.
- 12.5 Under Section 24 of the Act, anyone who contravenes the Regulations is punishable with imprisonment for a maximum period of ten years or with fine which may extend to Rupees twenty five crores or with both.
- 12.6 Without prejudice to its rights under Section 24 of the Act and under Clause 10 of the Regulations, SEBI can also pass any or all of the following orders to an Insider found indulging in insider trading:
- directing him/ her not to be involved in Trading in any particular manner.
  - prohibiting him/ her from disposing of any of the Securities of the Company acquired in violation of the Regulations.
  - restraining him/her from communicating or counseling any other person Trading.
  - declaring the transactions in Securities of the Company as null and void.
  - directing the person who acquired Securities of the Company in violation of the Regulations, to deliver the Securities of the Company back to the seller or alternatively pay the seller the price as provided.
  - directing him/her to transfer specified amount to investor protection fund of a recognized stock exchange.
- 12.7 In case it is observed by the Compliance Officer that there has been a violation of the Regulations by a Designated Person (including that of his/her Immediate Relatives), the Compliance Officer shall forthwith inform the Reporting Officer about the violation and shall also simultaneously inform SEBI about such violation. The Compliance Officer shall initiate penal action on obtaining suitable directions from the Reporting Officer.

### **13. CLARIFICATIONS:**

For all queries concerning this Code, all employees of the Company may please contact the Compliance Officer.

### **14. GENERAL:**

Designated Persons are advised to read this Code and the Regulations carefully and acquaint themselves with the provisions contained therein.

**COAL INDIA LIMITED  
KOLKATA**

**FORM-I**

**REGISTER OF PERIODS OF CLOSER OF TRADING WINDOW**

<b>S. No.</b>	<b>Purpose for which trading window closed</b>	<b>Start date of closure of Trading Window</b>	<b>Date of opening Trading Window</b>	<b>Date of notifying closure/opening of Trading Window</b>	<b>Remarks</b>



**COAL INDIA LIMITED  
KOLKATA**

**FORM-II**

**APPLICATION FOR PRE-CLEARANCE OF TRADING IN SECURITIES OF  
THE COMPANY**

**To**  
**The Compliance Officer**  
**COAL INDIA LIMITED**  
**COAL BHAWAN,**  
 3<sup>rd</sup> Floor, Premises No. 04 MAR  
 Plot No-AF-III, Action Area 1A, New Town Rajarhat,  
 Kolkata – 700 156, West Bengal

Dear Sir,

Pursuant to the SEBI (Prohibition of Insider Trading) Regulations, 2015, as amended, and the Company's Code of Internal Procedures and Conduct for Prevention of Insider in Securities ("Code"), I seek approval for purchase/ sale/subscription of the Securities of the Company (give description) as per the details given below:

Name, Designation & Emp. No.:

Department:

Date of becoming the Designated Person:

<b>S.No.</b>	<b>No. of Securities held (including the Securities held by Immediate Relative as on the date of application)</b>	<b>Folio No. / DP ID &amp; Client ID</b>	<b>Nature of new transaction for which approval is sought</b>	<b>Estimated number of Securities to be dealt</b>
<b>1</b>	<b>2</b>	<b>3</b>	<b>4</b>	<b>5</b>

<b>Estimated consideration value</b>	<b>Whether proposed transaction under self name or by Immediate Relative</b>	<b>Name of Immediate Relative, if transaction is made by</b>	<b>Date of purchase / allotment</b>	<b>Previous approval no. and date of purchase/ allotment</b>

		<b>Immediate Relative</b>		
<b>6</b>	<b>7</b>	<b>8</b>	<b>9</b>	<b>10</b>

**UNDERTAKING**

In this connection I solemnly confirm and declare that:

- a) I do not have access and/or have not received any “Unpublished Price Sensitive Information” up to the time of signing the undertaking;
- b) in case I have access to or receive Unpublished Price Sensitive Information after the signing of the undertaking but before the execution of the transaction, I shall inform the Compliance Officer of any change in my position and that I shall refrain from Trading till the time such information becomes accessible to public on a non-discriminatory basis;
- c) I have not contravened the provisions contained in this Code and in the Code of Practices and Procedures for Fair Disclosure of Unpublished Price Sensitive Information as notified by the company from time to time.
- d) I shall hold the Securities of the Company for a minimum holding period as specified under Clause 8.6 of this Code.
- e) I undertake to submit the necessary report within 2 (two) working days of execution of the transaction/ a “Nil” report, after the expiry of 1 (one) week from the date of the pre-clearance approval, if the transaction is not undertaken.
- f) I am aware that, I shall be liable to face penal consequences as set forth in this Code including disciplinary action under this Code, in case the above declarations are found to be misleading or incorrect at any time.
- g) I hereby undertake not to transact in Securities of the Company in the sanctioned period in case Trading Window is declared closed subsequently during such sanctioned period.
- h) I hereby made a full and true disclosure in the matter.

Pre-clearance may kindly be accorded in terms of provisions of this Code.

Capitalized terms used herein, unless defined herein, shall have the same meaning assigned to them in this Code.

Date .....

.....

Place....

Signature

Name & Designation....

**FOR OFFICE USE**

**Serial number of the application received:**

**Date & time of receipt of the application:**

**Date & time of communication of the pre-clearance or otherwise:**

**Reasons for not giving pre-clearance:**

**Signature of the Compliance Officer/ Authorised Officer**

*(Note : Pre-clearance of trades shall not be required for a trade executed as per an approved trading plan)*

**COAL INDIA LIMITED  
KOLKATA**

**FORM-III**

**LETTER OF INTIMATION OF PRE-CLEARANCE**

Name...  
Employee No....  
Designation.....

Dear Sir,

With reference to your above application seeking approval for undertaking certain transactions in Securities of the Company detailed therein, please be informed that you are hereby authorised/ not authorised to undertake the transaction(s) as detailed in your said application. Kindly note that in terms of the Code of Internal Procedures and Conduct for Prevention of Insider Trading (“**Code**”) of the Company, the above mentioned transaction is to be completed within 7 (seven) days from the date of this letter granting the pre-clearance.

This approval is being issued to you based on the various declarations, representations and warranties made by you in your said application. This approval letter is valid till \_\_\_\_\_ (i.e. for 1 (one) week). If you do not execute the approved transaction/ Trade on or before this date you would have to seek fresh pre-clearance approval before executing any transaction in the Securities of the Company/ Trading. Further, you are required to file the details of the executed transactions in the attached format within 2(two)working days from the date of execution of such transaction/ Trading. In case the transaction is not undertaken, you shall submit a “Nil” report after the expiry of 1 (one) week from the date of this approval.

Kindly also note that the Securities of the Company transacted pursuant to this approval shall be held for a minimum holding period as specified under Clause 8.6 of this Code. This approval will automatically stand withdrawn if subsequently the Trading Window is declared closed involving the period for which such approval has been granted by this letter.

For & on behalf of  
COAL INDIA LIMITED

Compliance Officer/ Authorised Officer

**Note:** Capitalized terms used in this Form-III, unless defined herein, shall have the same meaning assigned to them in this Code.

**COAL INDIA LIMITED  
KOLKATA**

**FORM-IV**

**REGISTER FOR PRE-CLEARANCE OF TRADING**

<b>S. No.</b>	<b>Name and designation</b>	<b>Date of application</b>	<b>Date and time of receipt of application</b>	<b>Nature of transaction</b>	<b>No. of Securities and consideration value</b>	<b>Name of Immediate Relative, if any, transaction in name of such Immediate Relative</b>
<b>1</b>	<b>2</b>	<b>3</b>	<b>4</b>	<b>5</b>	<b>6</b>	<b>7</b>

<b>Date of communication of clearance by the Compliance Officer</b>	<b>Reason for non-clearance, if not cleared</b>	<b>Number of Securities actually traded if intimated</b>	<b>Remarks</b>
<b>8</b>	<b>9</b>	<b>10</b>	<b>11</b>

**COAL INDIA LIMITED  
KOLKATA**

**FORM-V**

**FORMAT FOR DISCLOSURE OF PRE-APPROVED TRANSACTIONS**

(To be submitted within 2 (two) working days of transaction in the Securities of the Company/ Trading)

Date: \_\_\_\_\_

To  
The Compliance Officer  
COAL INDIA LIMITED  
**COAL BHAWAN,**  
3<sup>rd</sup> Floor, Premises No. 04 MAR  
Plot No-AF-III, Action Area 1A, New Town Rajarhat,  
Kolkata – 700 156, West Bengal

Dear Sir,

**DETAILS OF PRE-APPROVED TRANSACTION**

**Ref: Your Approval letter No. \_\_\_\_\_ dated \_\_\_\_\_**

I hereby inform you that I

- **have not bought/sold/subscribed any Securities of the Company**
- **have bought/sold/subscribed to the \_\_\_\_\_ Securities of the Company (give description) as mentioned below on \_\_\_\_\_ (insert date)**

Name of holder	First of joint holder	No. of Securities dealt with	Bought/sold/subscribe	DP ID/ Client ID (electronic form) or Folio No. for physical where the Securities will be debited or credited	Price

In connection with the aforesaid transaction(s), I hereby undertake to preserve, for a period of 5 (Five) years and produce to the Compliance Officer/SEBI any of the following documents:

1. Broker's contract note

2. Proof of payment to/ from brokers
3. Extract of bank passbook/statement (to be submitted in case of demat transactions).
4. Copy of delivery instruction slip (applicable in case of sale transaction)

I declare that the above information is correct and that no provisions of the Company's Code of Internal Procedures and Conduct for Prevention of Insider Trading in Securities ("**Code**") and/or applicable laws/ regulations have been contravened for effecting the above said transaction(s).

I agree to hold the above Securities of the Company for minimum holding period as specified under Clause 8.6 of this Code. In case there is any urgent need to sell these Securities of the Company within the said minimum period of holding, I shall approach the Company (Compliance Officer) for necessary approval (applicable in case of purchase / subscription).

Yours truly,

Signature: \_\_\_\_\_

Name: \_\_\_\_\_

Emp No.: \_\_\_\_\_

Dept/Div.

- Strike out whichever is not applicable.

**Note:** Capitalized terms used in this Form-V, unless defined herein, shall have the same meaning assigned to them in this Code.

**COAL INDIA LIMITED  
KOLKATA**

**FORM-VI**

**REGISTER FOR WAIVER OF RESTRICTION ON “HOLDING PERIOD”**

Sl.No.	Name	Designation	Department	Name of the Immediate Relative, if the securities held in the name of the Immediate Relative	No. of Securities	Consideration value	Reason of waiver	Date of waiver	Remarks
1	2	3	4	5	6	7	8	9	10

**Note:** Capitalized terms used in this Form-VI, unless defined herein, shall have the same meaning assigned to them in this Code.



**COAL INDIA LIMITED  
KOLKATA**

**FORM-VII (A)  
COAL INDIA LIMITED  
KOLKATA**

**FORM-VII (B)  
FORM B**

**SEBI (Prohibition of Insider Trading) Regulations, 2015[Regulation 7 (1) (b) read with Regulation 6(2) – Disclosure on becoming a director/KMP/Promoter]**

Name of the company:

\_\_\_\_\_

ISIN of the company:

\_\_\_\_\_

**Details of Securities held on appointment of Key Managerial Personnel (KMP) or Director or upon becoming a Promoter of a listed company and other such persons as mentioned in Regulation 6(2).**

Name, PAN, CIN/DIN & address with contact nos.	Category of Person (Promoters/ KMP /Directors / Immediate relative to / Others etc	Securities held as on the date of regulation coming into force		% of Shareholding
		Type of security (For eg. – Shares, Warrants, Convertible Debentures etc.)	No	
1	2	3	4	5

*Note: “Securities” shall have the meaning as defined under regulation 2(1)(i) of SEBI (Prohibition of Insider Trading) Regulations, 2015.*

**Details of Open Interest (OI) in derivatives of the company held on appointment of Key Managerial Personnel (KMP) or Director or upon becoming a Promoter**

**of a listed company and other such persons as mentioned in Regulation 6(2).**

Open Interest of the Future contracts held at the time of becoming Promoter/appointment of Director/KMP			Open Interest of the Option Contracts held at the time of becoming Promoter/appointment of Director/KMP		
Contract specifications	Number of units (contracts * lot size)	Notional value in Rupee terms	Contract specifications	Number of units (contracts * lot size)	Notional value in Rupee terms
7	8	9	10	11	12

***Note:** In case of Options, notional value shall be calculated based on premium plus strike price of options*

Name & Signature:

Designation:

Date:

Place:

**COAL INDIA LIMITED  
KOLKATA**

**FORM-VIII**

**PROFORMA FOR DISCLOSURE OF CHANGE IN HOLDING OF  
SECURITIES OF THE COMPANY TO BE SUBMITTED BY THE  
DESIGNATED PERSONS.**

**TO**  
**The Compliance Officer**  
**COAL INDIA LIMITED**  
**COAL BHAWAN,**  
 3<sup>rd</sup> Floor, Premises No. 04 MAR  
 Plot No-AF-III, Action Area 1A, New Town Rajarhat,  
 Kolkata – 700 156, West Bengal

Dear Sir,

I ....., a Designated Person furnish below the details of the transactions of my own / Immediate Relatives in the Securities of the Company during the period from ..... to ..... in terms of Clause 9.1 of the Code of Internal Procedures and Conduct for Prevention of Insider Trading in Securities.

Name, Designation & Emp. No.:

Department:

Date of becoming the Designated Person of the Company:

**I. Details of any change in holding of Securities of the Company (on own account)**

No. of Securities held as on ..... (date of previous disclosure)	Date of transaction	Details of Securities purchased		Details of Securities sold		No. of Securities held as on .....(date of present disclosure)	Folio No./ DP ID & CLIENT ID
		No.	Consideration	No.	Consideration		

**II. Details of any change in holding of Securities of the Company of Immediate Relatives**

Name of Immediate Relative	Relationship	No. of Securities held as on .....(date of previous disclosure)	Date of transaction	Details of Securities purchased		Details of Securities sold		No. of Securities held as on .....(date of present disclosure)	Folio no. DP ID & Client ID
				No	Value	No	Value		

1. I declare that I have complied with the requirement of minimum holding period as specified under Clause 8.6 of this Code.

Signature:

Date:

Place:

**Note:** Capitalized terms used in this Form-VIII, unless defined herein, shall have the same meaning assigned to them in this Code.



		Convertible Debentures etc.)		ran ts, Con vert ible Deb ent ures etc.)			ge / Rev oke/ Invo ke)	Con verti ble Debe ntur es etc.)					
1	2	3	4	5	6	7	8	9	10	11	12	13	14

**Note:** “Securities” shall have the meaning as defined under regulation 2(1)(i) of SEBI (Prohibition of Insider Trading) Regulations, 2015.

**Details of trading in derivatives of the company by Promoter, Employee or Director of a listed company and other such persons as mentioned in Regulation 6(2).**

Trading in derivatives (Specify type of contract, Futures or Options etc)						Exchange on which the trade was executed
Type of contract	Contract specifications	Buy		Sell		
		Notional Value	Number of units (contracts * lot size)	Notional Value	Number of units (contracts * lot size)	
15	16	17	18	19	20	21

**Note:** In case of Options, notional value shall be calculated based on Premium plus strike price of options.

Name & Signature:

Designation:

Date:

Place:

**COAL INDIA LIMITED  
KOLKATA**

**FORM-X**

**REGISTER OF DISCLOSURE OF SECURITIES OF THE COMPANY BY ALL  
THE DESIGNATED PERSONS**

Name, Designation & Emp. No.:

Department:

Date of becoming the Designated Person:

<b>Initial Disclosure</b>					
	<b>Date of receipt of information</b>	<b>Number of Securities</b>	<b>Date of acquisition</b>	<b>Consideration value</b>	<b>Name of the Immediate Relative if Securities held in the name of Immediate Relative</b>
<b>1</b>	<b>2</b>	<b>3</b>	<b>4</b>	<b>5</b>	<b>6</b>

<b>Change in holding</b>					
	<b>Date of receipt of information</b>	<b>Number of Securities</b>	<b>Date of acquisition</b>	<b>Consideration value</b>	<b>Name of the Immediate Relative if Securities held in the name of Immediate Relative</b>
<b>7</b>	<b>8</b>	<b>9</b>	<b>10</b>	<b>11</b>	<b>12</b>

<b>Year of Disclosure</b>					
	<b>Date of receipt of information</b>	<b>Number of Securities</b>	<b>Aggregate value</b>	<b>Name of the Immediate Relative if Securities held in the name of Immediate Relative</b>	<b>Remarks</b>
<b>13</b>	<b>14</b>	<b>15</b>	<b>16</b>	<b>17</b>	

**Note:** Capitalized terms used in this Form-X, unless defined herein, shall have the same meaning assigned to them in this Code.





		etc.)		ent ures etc.)				etc.)					
1	2	3	4	5	6	7	8	9	10	11	1 2	13	14

**Note:** “Securities” shall have the meaning as defined under regulation 2(1)(i) of SEBI (Prohibition of Insider Trading) Regulations, 2015.

**Details of trading in derivatives of the company by Promoter, Employee or Director of a listed company and other such persons as mentioned in Regulation 6(2).**

Trading in derivatives (Specify type of contract, Futures or Options etc)						Exchange on which the trade was executed
Type of contract	Contract specifications	Buy		Sell		
		Notional Value	Number of units (contracts * lot size)	Notional Value	Number of units (contracts * lot size)	
15	16	17	18	19	20	21

**Note:** In case of Options, notional value shall be calculated based on Premium plus strike price of options.

Name:

Signature:

Place:




### UNDERTAKING

I understand that public disclosure of the above mentioned Trading Plan would be made by Coal India Limited by notification to the relevant stock exchange. I further declare as under:

1. The Trading Plan submitted is irrevocable and I shall mandatorily implement the Trading Plan, without being entitled to either deviate from it or to execute any Trade outside the scope of the Trading Plan.
2. I shall not entail commencement of Trading earlier than 6 (six) months from the public disclosure of the Trading Plan;
3. I shall not entail Trading for the period between the twentieth Trading Day prior to the last day of any financial period for which results are required to be announced by the Coal India Limited and the second Trading Day after the declaration of such financial results;
4. The Trading Plan submitted by me does not entail overlap of any period for which another Trading Plan submitted by me is already in existence;
5. I shall not entail Trading for market abuse.
6. I shall not commence with implementation of the Trading Plan if any Unpublished Price Sensitive Information is in my possession at the time of formulation of the Trading Plan and the same not become accessible to the public on a non-discriminatory basis at the time of implementation of such Trading Plan.

Date :

Signature :

Place :

**CODE OF PRACTICES AND PROCEDURES FOR FAIR DISCLOSURE OF UNPUBLISHED PRICE SENSITIVE INFORMATION (PURSUANT TO REGULATION 8(1) OF SEBI (PROHIBITION OF INSIDER TRADING) REGULATIONS, 2015)**

**1. Overseeing and co-coordinating disclosure:**

General Manager (Accounts) in Corporate Finance Department or any other executive not below the rank of General Manager in Corporate Finance Department as may be nominated by the Director (Finance)/ Chairman & Managing Director of the Company shall be the chief investor relations officer. The chief investor relations officer shall be responsible for ensuring timely and adequate disclosure of Unpublished Price Sensitive Information pursuant to this code as required under the Regulations.

The chief investor relations officer with the approval of the Director (Finance) shall be responsible for overseeing and co-ordinating disclosure of Unpublished Price Sensitive Information to stock exchanges, analysts, shareholders and media, and educating staff on disclosure policies and procedures. The dissemination of Unpublished Price Sensitive Information shall be uniform and universal in order to prevent selective disclosure.

Information disclosure/dissemination shall be approved in advance by Director (Finance). If information is accidentally disclosed without prior approval, the person responsible may inform the chief investor relations officer immediately, even if the information is not considered as Unpublished Price Sensitive Information. If such information is Unpublished Price Sensitive Information then it shall be disseminated promptly or made generally available.

**2. Responding to market rumours:**

The Directors/employees of the Company shall promptly deal with any query or request for verification of market rumours received from stock exchanges or from the press or media or from any other source through the chief investor relations officer.

The chief investor relations officer shall respond to any queries or requests for verification of market rumours by exchanges or from the press or media etc., as the case may be. The chief investor relations officer shall be also responsible for deciding in consultation, with the Director (Finance) and the Chairman & Managing Director of the Company, if deemed necessary, as to the necessity of a

public announcement for verifying or denying rumours and thereafter making appropriate disclosures.

#3. “Legitimate Purposes” :

- a. “Legitimate Purpose” shall include, but not limited to, sharing of UPSI in the ordinary course of business by an insider with partners, collaborators, lenders, customers, suppliers, merchant bankers, legal advisors, auditors, insolvency professionals or other advisors or consultants, provided that such sharing has not been carried out to evade or circumvent the prohibition of these regulations. The Company Secretary & Compliance Officer of the Company may determine the other entities with whom UPSI may be shared for Legitimate Purpose.
- b. No insider shall communicate, provide, or allow access to any UPSI, relating to a Company or securities listed or proposed to be listed, to any person including other insiders except where such communication is in furtherance of legitimate purposes, performance of duties or discharge of legal obligations.
- c. No person shall procure from or cause the communication by any insider of UPSI, relating to a Company or securities listed or proposed to be listed, except in furtherance of legitimate purposes, performance of duties or discharge of legal obligations.
- d. Any person in receipt of UPSI pursuant to a “Legitimate Purpose” shall be considered an “insider” for purposes of these Regulations and due notice shall be given to such persons to maintain confidentiality of such UPSI in compliance with these regulations.
- e. All information shall be handled within the organizations on a need-to-know basis and no UPSI shall be communicated to any person except in furtherance of Legitimate Purposes, performance of duties or discharge of legal obligations. The Code of Conduct shall contain norms for appropriate Chinese Walls Procedures, and processes for permitting any designated person to “cross the wall”.
- f. The Company Secretary & Compliance Officer of the Company shall review the UPSI shared for Legitimate Purposes and may frame further strictures for sharing of such UPSI, like signing of Non-Disclosure Agreements/Confidentiality Agreement, to ensure use of UPSI only for legitimate purposes.

**4. Timely reporting of shareholdings/ownership and changes in ownership:**

The Compliance Officer shall be responsible for ensuring that disclosures of shareholdings/ownership of major shareholders and disclosure of changes in ownership as required under the Stock Exchange Listing Agreements and/or any rules/regulations made under the Securities & Exchange Board of India Act, 1992, as amended, are made in a timely and adequate manner.

**5. Disclosure/ dissemination of price sensitive information with special reference to analysts, institutional investors:**

Other than the Directors, no person, except those authorized by the chief investor relations officer shall disclose any information relating to the Company's Securities to analysts/research persons and institutional investors. The Directors shall include the chief investor relations officer in their handling of Unpublished Price Sensitive Information. All the Officers and other Designated Persons of the Company should follow the guidelines given hereunder while dealing with analysts and institutional investors:-

- i. Sharing of non-public information: Designated Persons and any other employees authorized by the Director (Finance) shall provide only public information to the analysts/ research persons/ large investors like institutions. In case non-public information is proposed to be provided, the person proposing to do so shall provide information after consulting the chief investor relations officer in advance. The chief investor relations officer in such cases, shall ensure that the information provided to the analyst/research person/investor is simultaneously made public at the earliest under intimation to the chief investor relations officer.
- ii. Handling of unanticipated questions: The chief investor relations officer should tackle the unanticipated questions carefully. The unanticipated questions may be noted and a considered response be given later in consultation with the Director (Finance) and the Chairman & Managing Director of the Company. If the answer to any question requires dissemination of Unpublished Price Sensitive Information, the chief investor relations officer shall report the same to the Director (Finance) and Chairman & Managing Director of the Company and obtain necessary approval for its dissemination to the stock exchanges/public announcement through press. The chief investor relations officer after dissemination of such Unpublished Price Sensitive Information aforesaid, respond to such unanticipated questions. The Directors/employees shall take extreme care and caution when dealing with analysts' questions that raise issues outside the intended scope of discussion.

- iii. Recording of discussion: All the analyst, broker or Institutional Investor meetings shall be attended by the chief investor relations officer and another senior employee(s) of the Company as may be notified by the chief investor relations officer with the approval of the Director (Finance). The chief investor relations officer in order to avoid misquoting or misrepresentation, shall arrange for recording the discussions at the meeting.
- iv. Simultaneous release of information: Whenever the chief investor relations officer proposes to organize meetings with investment analysts/institutional investors/research personnel, the Company shall make a press release or post relevant information on its website after every such meeting. The Company may also consider live web casting of analyst meets. The chief investor relations officer shall be responsible for drafting of the press release or the text of the information to be posted on the Company's website with the approval of the Director (Finance) and the Chairman & Managing Director.
6. **Medium of disclosure/ dissemination:** The chief investor relations officer in consultation with Compliance Officer and with approval of the Director (Finance) and the Chairman & Managing Director shall disseminate all Unpublished Price Sensitive Information on a continuous basis and in a timely manner to stock exchanges where its Securities are listed and thereafter to the press. As a good corporate practice, the Unpublished Price Sensitive Information disclosed to the stock exchanges and to the press may also be supplemented by prompt updates on the Company's website by the chief investor relations officer. The Company may also consider other modes of public disclosure of Unpublished Price Sensitive Information so as to improve investor access to the same. The chief investor relations officer shall mark a copy of the press release to the Information Technology group of the Company simultaneously for supplementing the Company's website: [www.coalindia.in](http://www.coalindia.in). The information filed by the Company with the stock exchanges under the Stock Exchange Listing Agreement shall also be posted on the Company's website.
7. **Handling of all Unpublished Price Sensitive Information on a need to know basis:** The Unpublished Price Sensitive Information shall be disclosed only to those persons who need to know the same in the course of performance or discharge of their respective professional duties or for the discharge of legal obligations and the Company shall ensure that this possession of Unpublished Price Sensitive Information will not in any manner give rise to a conflict of interest or likelihood of misuse of the Unpublished Price Sensitive Information.

The words or expressions beginning with capital letter in this Code of Practices and Procedures for Fair Disclosure of Unpublished Price Sensitive Information shall, unless the context otherwise requires, have the meaning ascribed thereto in the Code of Internal Procedures and Conduct for Prevention of Insider Trading in Securities as formulated by Coal India Limited.

