

कोल इण्डिया लिमिटेड

(महाराष्ट्र कंपनी)

(भारत सरकार उपक्रम)

व्यवसाय विकास - ऊर्जा व्यवसाय

"कोल भवन", प्रेमिसेस नं० 04-MAR, प्लॉट नं० AF-III,

एक्शन एरिया IA, न्यू टाउन, राजारहाट, कोलकाता 700163

Website: www.coalindia.in

CIN: L23109WB1973GOI028844



50 DECADES OF UNEARTHING ENERGY

COAL INDIA LIMITED

(A Maharatna Company)

(A Govt. of India Undertaking)

BUSINESS DEVELOPMENT - ENERGY BUSINESS

"Coal Bhawan", Premises No. 04-MAR,

Plot No. AF-III, Action Area IA

New Town, Rajarhat, Kolkata - 700163

Website: www.coalindia.in

CIN: L23109WB1973GOI028844

CONSENT LETTER

Date: 25/02/2026

To,

The Board of Directors

Central Mine Planning & Design Institute Limited

Gondwana Place, Kanke Road,

Ranchi, Jharkhand - 834008, India

(the "Company")

IDBI Capital Markets & Securities Limited

6th Floor, IDBI Tower,

WTC Complex

Cuffe Parade, Mumbai 400 005,

Maharashtra, India

SBI Capital Markets Limited

1501, 15th Floor, A & B Wing,

Parinee Crescenzo Building,

G Block, Bandra Kurla Complex,

Bandra (East), Mumbai - 400 051



(IDBI Capital Markets and Securities Limited and SBI Capital Markets Limited collectively referred to as "Book Running Lead Managers" or "BRLMs")

Subject: Proposed initial public offering of equity shares of face value of ₹ 2 each (the "Equity Shares") by Central Mine Planning & Design Institute Limited (the "Company") by way of an offer for sale by Selling Shareholder ("Offer").

Dear Sir/Madam,

We, Coal India Limited, hold 714,000,000 Equity Shares of face value ₹2 each (on fully diluted basis), hereby consent to the inclusion of up to **107,100,000** equity shares ("Equity Shares") (the "Offered Shares"), as part of the Offer for Sale in the Offer, subject to the terms of the Offer, as mentioned in the red herring prospectus (the "RHP") and the prospectus (the "Prospectus") to be filed with the Registrar of Companies, Jharkhand at Ranchi ("RoC"), the Securities and Exchange Board of India ("SEBI"), BSE Limited and National Stock Exchange of India Limited (collectively, the "Stock Exchanges").

We authorize the Company to deliver a copy of this letter of consent to the RoC, the Stock Exchanges and upload on the Repository of Stock Exchanges, as applicable and any other regulatory or statutory authority as may be required.

We consent to the inclusion of our name as a Selling Shareholder / Promoter Selling Shareholder in addition to certain other details as required under the SEBI ICDR Regulations and other applicable laws, as a Selling Shareholder in the RHP and Prospectus to be filed with the RoC, the SEBI, the Stock Exchanges and such other documents as may be required to be issued in relation to the Offer (collectively, the "Offer Documents") or any other related material.

We also consent to the inclusion of this letter as a part of "Material Contracts and Documents for Inspection" in connection with this Offer, which will be available for the public for inspection from the date of the filing of the RHP until the Bid/Offer Closing Date on the website of the Company.

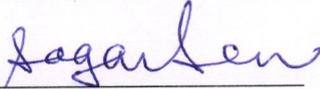
We the corporate promoter, assume full responsibility for the veracity and adequacy of the information contained in this Consent Letter and confirm that, to the best of our knowledge and belief, this certificate has been prepared in accordance with the applicable laws as amended and the rules made thereunder, as well as the regulations and guidelines issued by SEBI and other regulatory authorities.

This letter may also be relied upon by the Company, BRLMs, their affiliates and the Legal Counsels each to the company and the BRLMs as well as International Counsel.

All the terms capitalized but not defined herein, shall have the meaning ascribed to them in the Offer Documents, as the case may be.

Yours Faithfully,

For and on behalf of Coal India Limited



Authorised Signatory
Sagar Sen

Date: 25.02.2026
Place: Kolkata



CC:

Legal Counsel to the Company as to Indian Law

J. Sagar Associates
One Lodha Place, 27th Floor,
Senapati Bapat Marg,
Lower Parel, Mumbai - 400013,
Maharashtra, India

Legal Counsel to the Book Running Lead Managers as to Indian Law

Dentons Link Legal
5, Link Road, Block M,
Jangpura Extension,
New Delhi 110 014, India

Legal Counsel as to International Laws

Hogan Lovells Lee & Lee
50 Collyer Quay
#10-01 OUE Bayfront
Singapore 049 321

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(भारत सरकार उपक्रम)

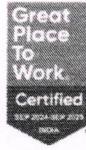
व्यवसाय विकास – ऊर्जा व्यवसाय

“कोल भवन”, प्रेमिसस ०४-MAR, प्लॉट सं० AF-III,

एक्शन एरिया IA, न्यू टाउन, राजारहाट, कोलकाता 700163

Website: www.coalindia.in

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5 DECADES OF UNEARTHING ENERGY

COAL INDIA LIMITED

(A Maharatna Company)

(A Govt. of India Undertaking)

BUSINESS DEVELOPMENT - ENERGY BUSINESS

“Coal Bhawan”, Premises No. 04-MAR,

Plot No. AF-III, Action Area IA

New Town, Rajarhat, Kolkata – 700163

Website: www.coalindia.in

CIN: L23109WB1973GOI028844

CERTIFICATE FROM THE SELLING SHAREHOLDER

Date: 25/02/2026

To,

The Board of Directors

Central Mine Planning & Design Institute Limited

Gondwana Place, Kanke Road,

Ranchi, Jharkhand – 834008, India

(the “Company”)

IDBI Capital Markets & Securities Limited

6th Floor, IDBI Tower,

WTC Complex

Cuffe Parade, Mumbai 400 005,

Maharashtra, India

SBI Capital Markets Limited

1501, 15th Floor, A & B Wing,

Parinee Crescenzo Building,

G Block, Bandra Kurla Complex,

Bandra (East), Mumbai – 400 051

(IDBI Capital Markets and Securities Limited and SBI Capital Markets Limited collectively referred to as “**Book Running Lead Managers**” or “**BRLMs**”)

Subject: Proposed initial public offering of equity shares of face value of ₹ 2 each (the “**Equity Shares**”) by Central Mine Planning & Design Institute Limited (the “**Company**”) by way of an offer for sale by Selling Shareholder (“**Offer**”).

1. We, Coal India Limited (CIN: L23109WB1973GOI028844), having our registered office at Kolkata, West Bengal do hereby confirm that we hold 714,000,000 **Equity Shares** of Face Value ₹2 each
2. In this connection, we confirm as follows:
 - a) We have obtained all the requisite corporate approvals pertaining to our component of the Offer and that our component of the Offer has been approved by way of a resolution passed by a committee of our board of directors on **February 25, 2026** and annexed as **Annexure 1**, subject to the terms and conditions of the Offer and the determination of Offer price as per SEBI ICDR Regulations and as decided by the Company in consultation with BRLMs.
 - b) We confirm that the Offered Shares (i) are fully paid up; (ii) were not issued under a bonus issue of Equity Shares undertaken through utilization of revaluation reserves or unrealised profits of the Company; (iii) have been held by us for a continuous period of at least one year prior to the date of filing the DRHP or have been issued or received in accordance with Regulation 8 of the SEBI ICDR Regulations; (iv) are held by us in dematerialized form and will continue to be in dematerialized form till the date of allotment and transfer in the Offer; (v) are eligible to be offered in the Offer for Sale in accordance with the eligibility criteria set out in SEBI ICDR Regulations; (vi) shall be transferred to the successful bidders (the “**Allottees**”) in the Offer without any delay or demurral on Allotment and in accordance with the instructions of the registrar to the Offer, at which time the Allottees shall attain full, valid and marketable title to my Offered Shares, free and clear of any charge, liens or encumbrances or any contractual restrictions of any kind whatsoever; and (vii) there is no agreement or commitment outstanding which calls

for the transfer of, or accords to any person the right to call for the transfer of the Offer Shares, whether directly or indirectly, and the Offer Shares are not subject to any restrictions on transfer, under applicable laws or any agreement or instrument binding on us to which any of our assets or properties are subject, including, without limitation, any lock-up, standstill or other similar agreements or arrangements, other than those as specified herein or under the SEBI ICDR Regulations.

- c) We are the legal and beneficial holder of, and hold clear and marketable title to the Offered Shares, which are free from any pre-emptive rights, options, warrant, put, call, right of first refusal, commitment of sale, right to acquire or subscribe or other right to acquire or purchase any such Offered Shares, lien, trust, charges, pledges and encumbrances of any kind whatsoever.
- d) We confirm that (i) we are not debarred or prohibited from accessing capital markets or restrained from buying, selling or dealing in securities, in either case, under any order or directions passed by SEBI or any securities market regulator in any other jurisdiction or any other authority/court of law, whether in or outside India; (ii) we are not a promoter of any other company which is debarred from accessing capital markets by SEBI; (iii) no action, suits, proceedings or investigation have been initiated by SEBI or any other statutory or regulatory authority against us whether in India or abroad, which will prevent us from offering and selling the Offered Shares in the Offer or prevent completion of the Offer; (iv) we or any entity with which we are associated, as a promoter have not been declared as a wilful defaulter or fraudulent borrower as defined in the SEBI ICDR Regulations nor prohibited or debarred from accessing or operating or restrained from accessing the capital markets under any order or direction passed by the SEBI or any other regulatory authority or court/tribunal inside or outside India; (v) we have not been or are not a promoter of any company that has been delisted under the Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2021 or the Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009, as amended; (vi) we are not associated with any company declared to be a vanishing company; (vii) we are not associated with the securities market and no action or investigation has been initiated, including show cause notices, by the SEBI or any other regulatory authority, whether in India or abroad, against me; and (viii) neither we have committed any securities laws violations in the past nor have any proceedings (including show cause notices) pending against us or have had the SEBI or any other governmental entity initiate any action or investigation against us.
- e) We confirm that we have not entered, and shall not enter, into buy back arrangements directly or indirectly for purchase of the Offered Shares to be offered and sold in the Offer.
- f) We have not been declared as a fugitive economic offender under Section 12 of the Fugitive Economic Offenders Act, 2018.
- g) We confirm that our participation in the Offer and transfer of Offered Shares in the Offer is voluntary and that it does not create any obligation on the Company to purchase any Offered Shares from us.
- h) We undertake that we have not entered into any upside agreement or any arrangement vis-à-vis the equity shares held by us with either Company and/or any other shareholders of the Company and/or any third parties.
- i) We undertake that neither us, nor our affiliates or any person acting on our behalf has taken or will take, directly or indirectly, any action designed to, or which might reasonably be expected to, cause or result in the stabilization or manipulation of the price of any security of the Company to facilitate the sale or resale of the Equity Shares pursuant to the Offer.
- j) We confirm that the Equity Shares held by us have been subscribed/ acquired and are held in full compliance with all applicable laws and regulations including, but not limited to the Foreign Exchange Management Act, 1999, and rules and regulations thereunder, not requiring any authorization, approval or consent and without breach of any agreement, law or regulation and all compliances under any such agreement or law have been complied with and satisfied for.
- k) We hereby authorize the Company to take all actions in respect of the Offer for and on our behalf in accordance with Section 28(3) of the Companies Act, 2013, as amended. We confirm that we shall provide all support and cooperation as may be reasonably requested by the Company and the BRLMs in relation to the Offer.

This certificate may also be relied upon by the Company, BRLMs, their affiliates and the Legal Counsels each to the company and the BRLMs. We hereby authorise the issue of these Offer Documents and consent to the submission of this certificate as may be necessary to SEBI, the relevant Stock Exchanges including the repository system of SEBI and/or Stock Exchanges, the Registrar of Companies pursuant to Sections 26 read with 32 of the Companies Act, 2013, and the rules and regulations thereunder, each as amended, and any other regulatory or statutory authority and/or for the records to be maintained by the BRLMs and their affiliates and in accordance with applicable laws.

We hereby consent to this certificate being disclosed by the BRLMs and their affiliates, if required (i) by reason of any law, regulation or order of a court or by any governmental or competent regulatory authority, or (ii) in seeking to establish a defence in connection with, or to avoid, any actual, potential or threatened legal, arbitral or regulatory proceeding or investigation.

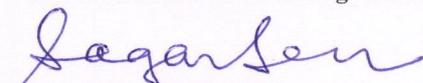
We the corporate promoter, assume full responsibility for the veracity and adequacy of the information contained in this certificate and confirm that, to the best of our knowledge and belief, this certificate has been prepared in accordance with the applicable laws as amended and the rules made thereunder, as well as the regulations and guidelines issued by SEBI and other regulatory authorities.

This certificate, including any annexures hereto, is for information and for inclusion (in part or full) in the Offer Documents or any other Offer-related material, may also be relied upon by the Company, BRLMs and the Legal Counsels. We hereby consent to the submission of this certificate as may be necessary to SEBI, the relevant Stock Exchanges including the repository system of SEBI and/or Stock Exchanges, the RoC, and any other regulatory or statutory authority and/or for the records to be maintained by the BRLMs and in accordance with applicable law.

We confirm that we will immediately communicate any changes in writing in the above information to the BRLMs until the date when the Equity Shares are listed and commence trading on the Stock Exchanges pursuant to the Offer. In the absence of any such communication from us, the BRLMs their affiliates and the legal counsels can assume that there is no change to the above information until the date when the Equity Shares are listed and commence trading on the Stock Exchanges pursuant to the Offer. I further consent to the submission of this certificate on the Stock Exchanges' repository platform.

Yours Faithfully,

For and on behalf of the Selling Shareholder



Authorised Signatory
Sagar Sen

Place: Kolkata

CC:



Legal Counsel to the Company as to Indian Law

J. Sagar Associates

One Lodha Place, 27th Floor,
Senapati Bapat Marg,
Lower Parel, Mumbai - 400013,
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New Delhi 110 014, India

Legal Counsel as to International Laws

Hogan Lovells Lee & Lee

50 Collyer Quay
#10-01 OUE Bayfront
Singapore 049 321



[Handwritten signature]

Authorized signatory
Name: [Redacted]

Designation: [Redacted]

Legal Counsel to the Company

Address: [Redacted]

City: [Redacted]

State: [Redacted]

Postal Code: [Redacted]

Country: [Redacted]

Legal Counsel to the Bank

Address: [Redacted]

City: [Redacted]

State: [Redacted]

Postal Code: [Redacted]

Country: [Redacted]

Annexure 1

Attached Separately