

COMPANY SECRETARIES

INFINITY BENCHMARK, 18TH FLOOR, ROOM NO. 105, STREET NO 25. GP BLOCK, SECTOR-5
BIDHANNAGAR, KOLKATA - 700091.
Mob.: +91 9867771580 • E-mail: raveena@mehta-mehta.com • Visit us : www.mehta-mehta.com

FORM MR-3

SECRETARIAL AUDIT REPORT

FOR THE FINANCIAL YEAR ENDED 31st MARCH, 2023

{Pursuant to Section 204(1) of the Companies Act, 2013 and rule 9 of the Companies
(Appointment and Remuneration of Managerial Personnel) Rules, 2014}

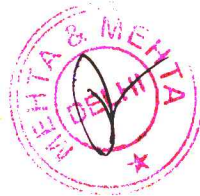
To,
The Members,
CENTRAL MINE PLANNING & DESIGN INSTITUTE LIMITED
Gondwana Place, Kanke Road
Ranchi, Jharkhand- 834008

We have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by **Central Mine Planning & Design Institute Limited** (hereinafter called "the Company"). Secretarial audit was conducted in a manner that provided us a reasonable basis for evaluating the corporate conduct / statutory compliance and expressing our opinion thereon.

Based on our verification of the Company's books, papers, minutes books, forms and returns filed and other records maintained by the Company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of secretarial audit, we hereby report that in our opinion, the Company has, during the audit period covering the financial year ended on March 31, 2023, complied with the statutory provisions listed here under and also that the Company has proper Board processes and compliance mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

We have examined the books, papers, minute books, forms and returns filed and other records maintained by the Company for the financial year ended on March 31, 2023, according to the provisions of:

- (i) The Companies Act, 2013 ('the Act') and the rules made thereunder;
- (ii) The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made there under **(during the period under review not applicable to the company);**
- (iii) The Depositories Act, 1996 and the Regulations and Bye-laws Framed there under **(during the period under review not applicable to the company);**



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- (iv) Foreign Exchange Management Act, 1999 and the rules and regulations made thereunder to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings; **(during the period under review not applicable to the company);**
- (v) The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act'):-
- (a) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 **(during the period under review not applicable to the company);**
 - (b) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
 - (c) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 **(during the period under review not applicable to the company);**
 - (d) The Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations, 2021 **(during the period under review not applicable to the company);**
 - (e) The Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 **(during the period under review not applicable to the company);**
 - (f) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client **(during the period under review not applicable to the Company);**
 - (g) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2021 **(during the period under review not applicable to the Company);**
 - (h) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018 **(during the period under review not applicable to the Company);**



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We have examined compliance with the applicable clauses of the following:

- (i) Secretarial Standards issued by the Institute of Company Secretaries of India;
- (ii) Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (**during the period under review not applicable to the Company**);
- (iii) Other laws specifically applicable to the Company namely :
 - a) The Coal Mines Act, 1952
 - b) Indian Explosives Act, 1884
 - c) Colliery Control Order, 2000 and Colliery Control Rules, 2004
 - d) The Coal Mines Regulations, 2017
 - e) The Payment of Wages (Mines) Rules, 1956
 - f) Coal Mines Pension Scheme, 1998
 - g) Coal Mines Conservation and Development Act, 1974
 - h) The Mines Vocational Training Rules, 1966
 - i) The Mines Creche Rules, 1961
 - j) The Mines Rescue Rules, 1985
 - k) Coal Mines Pithead Bath Rules, 1946
 - l) Maternity Benefit (Mines and Circus) Rules, 1963
 - m) The Explosives Rules, 2008
 - n) Mineral Concession Rules, 1960
 - o) Coal Mines Provident Fund and Miscellaneous Provisions Act, 1948
 - p) Mines and Minerals (Development and Regulation) Act, 1957
 - q) The Payment of Undisbursed Wages (Mines) Rules, 1989
 - r) Indian Electricity Act, 2003 and the Indian Electricity Rules, 1956
 - s) Environment Protection Act, 1986 and Environment Protection Rules, 1986
 - t) The Hazardous and Other Wastes (Management and Transboundary Movement) Rules, 2016
 - u) The Water (Prevention & Control of Pollution) Act, 1974 and Rules made thereunder
 - v) The Air (Prevention & Control of Pollution) Act, 1981
 - w) Public Liability Insurance Act, 1991 and Rules made thereunder.

During the period under review the Company has complied with the provisions of Act, Rules, Regulations, Guidelines etc.

We further report that:

During the Audit Period, the Company has complied with the provisions of the Act, Rules, Regulations, Guidelines, etc. mentioned above *except* to the extent as mentioned below:



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1. Composition of the Board of Directors of the Company

The requisite number of Independent Directors were not on the Board of the Company as contemplated in Section 149(4) of the Act and the Clause 3.1.2 of DPE Guidelines on Corporate Governance for Central Public Sector Enterprise (CPSE) issued by the Department of Public Enterprises (DPE) during the period under review. Further, as per the provisions of Section 149 of the Act, the Company did not have a Woman Independent Director on its Board from 10th July, 2022 to 31st March, 2023 for which requisite letters were sent for appointment of both Independent Directors including Women Director by the management from time to time to Ministry of Coal and copy to its Holding Company.

2. Composition of the Audit Committee of the Board of Directors of the Company

As per the provisions of the Section 177 of the Act and Clause 4.1.1 of the DPE Guidelines for Corporate Governance on CPSE, during the period under review, the Audit Committee was constituted without Independent Directors for a period from 16th October, 2022 to 31st March, 2023 for which requisite letters has been submitted by the management from time to time.

3. *In view of exemption provided to Government Companies, vide notification dated June 5, 2015 issued by Ministry of Corporate Affairs, from complying with the provision of section 134(3)(p) of the Companies Act 2013, the Company is not required to comply which requires performance evaluation of Independent Directors by the entire Board of Directors and review of performance of Non-Independent Directors, the Board of Directors as a whole and the Chairperson of the Company by the Independent Directors.*

We further report that all the changes in the composition of the Board of Directors during the Audit Period, except the aforesaid, were made in due compliance of the various provisions of the Act and DPE Guidelines on Corporate Governance for CPSE.

Adequate notices are given to all Directors to schedule the Board / Committee Meetings, agenda and detailed notes on agenda were sent at least seven days in advance and a system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting.



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We further report that there are adequate systems and processes in the company commensurate with the size and operations of the company to monitor and ensure compliance with applicable laws, rules, regulations and guidelines.

We further report that during the year 2022-23.

- 1) The Company at its Annual General Meeting held on July 21, 2022 declared final dividend of 16.842% i.e. Rs. 168.42 per equity share of face value of Rs. 1000/- each i.e. Rs. 24.05 crores for the Financial Year 2021-2022.
- 2) The Board of Directors of the Company at its meeting held on March 17, 2023 declared interim dividend at 49.02% i.e. Rs. 490.20 per equity share of face value of Rs. 1000/- each aggregating to Rs. 70 crores for F.Y. 2022-23

For **Mehta & Mehta,**
Company Secretaries
(ICSI Unique Code P1996MH007500)


Nayan Handa

Partner

FCS No: 11993

CP No.: 18686

UDIN: F011993E000662335

Place: Delhi

Date: 22.06.2023

Note: This report is to be read with our letter of even date which is annexed as 'ANNEXURE A' and forms an integral part of this report.

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Annexure A

To,
The Members,
CENTRAL MINE PLANNING & DESIGN INSTITUTE LIMITED
Gondwana Place, Kanke Road
Ranchi, Jharkhand- 834008

Our report of even date is to be read along with this letter.

- 1) Maintenance of secretarial record is the responsibility of the management of the Company. Our responsibility is to express an opinion on these secretarial records based on our audit.
- 2) We have followed the audit practices and processes as were appropriate to obtain reasonable assurance about the correctness of the contents of the secretarial records. The verification was done on test basis to ensure that correct facts are reflected in secretarial records. We believe that the processes and practices we followed provide a reasonable basis for our opinion.
- 3) We have not verified the correctness and appropriateness of financial records and Books of Accounts of the Company.
- 4) Wherever required, we have obtained the Management representation about the compliance of laws, rules and regulations and happening of events etc.
- 5) The compliance of the provisions of corporate laws, rules, regulations, standards is the responsibility of management. Our examination was limited to the verification of procedures on test basis.
- 6) As regard the books, papers, forms, reports and returns filed by the Company under the provisions referred to in our Secretarial Audit Report in Form MR-3 the adherence and compliance to the requirements of the said regulations is the responsibility of management. Our examination was limited to checking the execution and timeliness of the filing of various forms, reports, returns and documents that need to be filed by the Company with various authorities under the said regulations. We have not verified the correctness and coverage of the contents of such forms, reports, returns and documents.



Mehta & Mehta

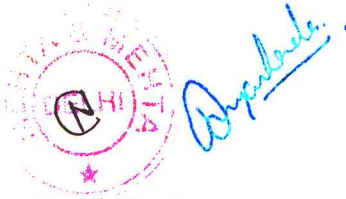
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- 7) The secretarial audit report is neither an assurance as to the future viability of the Company nor of the efficacy or effectiveness with which the management has conducted the affairs of the Company.

For Mehta & Mehta,
Company Secretaries
(ICSI Unique Code P1996MH007500)



Nayan Handa
Partner
FCS No: 11993
CP No.: 18686
UDIN: F011993E000662335

Place: Delhi
Date: 22.06.2023