

Addendum - V

Mehta & Mehta
COMPANY SECRETARIES

Ground Floor, 36 (179), Sukanta Sarani, Bhadrakali, Hoogly - 712232, West Bengal
Tel.: +91 9867771580, E-mail : raveena@mehta-mehta.com, Visit us : www.mehta-mehta.com
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FORM MR-3

SECRETARIAL AUDIT REPORT

FOR THE FINANCIAL YEAR ENDED 31ST MARCH, 2025

{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, 2025, 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, 2025, 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;



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(during the period under review not applicable to the company);

- (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);**



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- (h) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018 **(during the period under review not applicable to the Company);**

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) Guidelines on Corporate Governance for Central Public Sector Enterprises, 2019 as issued and amended by the Department of Public Enterprises, Government of India ('DPE Guidelines');
- (iv) 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, 2021
 - 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



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- 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.

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:

- 1) *The Company did not had a Woman Director on the Board as required under Section 149(1) of the Act and also requisite number of Independent Directors on the Board of the Company was not present as required under Section 149(4) of the Act and 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 hence no meeting of Independent Directors as per Schedule VII of Section 149 of the act, was held during the financial year 2024-25.*
- 2) *The Audit Committee of the Company did not have requisite number of Independent Directors for the period 1st April, 2024 to 31st March, 2025 as required under Clause 4.1.1 and Clause 4.4 of the DPE Guidelines on Corporate Governance for CPSE, during the period under review.*
- 3) *The Corporate Social Responsibility Committee of the Company did not have requisite number of Independent Directors for the period 1st April, 2024 to 31st March, 2025 as required under Section 135 of Companies Act 2013, during the period under review.*
- 4) *The Remuneration Committee of the Company did not have requisite number of Independent Directors as required under Clause 5.1 of the DPE Guidelines on Corporate Governance for CPSEs hence remained defunct during the period under review.*

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.



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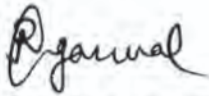
Adequate notices are given to all Directors to schedule the Board / Committee Meetings, agenda and detailed notes on agenda were sent at least seven days in advance and a system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful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

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 audit period the Company has incurred specific events / actions that have a major bearing on the Company's affairs in pursuance of the above referred laws, rules, regulations, guidelines, standards, etc.

- 1) The Company at its Annual General Meeting held on July 05, 2024 declared final dividend of i.e. 35.69% Rs.356.9 per equity share of face value of Rs. 1000/- each i.e. Rs. 50.97 crores for the Financial Year 2023-2024.
- 2) The Board of Directors of the Company at its meeting held on October 20, 2024 declared interim dividend at 105.042 % i.e. Rs. 1050.42 per equity share of face value of Rs. 1000/- each amounting to Rs. 150.00 crores for F.Y. 2024-25.

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



Raveena Dugar Agarwal
Partner

ACS No: 51836

CP No: 26055

PR No.: 3686/2023



Place: Kolkata

Date: 30-06-2025

UDIN: A051836G000679573

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.



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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)

R Agarwal



Raveena Dugar Agarwal
Partner

ACS No: 51836

CP No: 26055

PR No.: 3686/2023

Place: Kolkata

Date: 30-06-2025

UDIN: A051836G000679573

Management replies for observations raised by Secretarial Auditor during Secretarial Audit of F.Y. 2024-25.

Sl.No.	Auditor Comment	Management Reply
1.	The Company neither had a Woman Director on the Board as required under Section 149(1) of the Act nor requisite number of Independent Directors on the Board of the Company as required under Section 149(4) of the Act and 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 hence no meeting of Independent Directors as per Schedule VII of Section 149 of the act, was held during the financial year 2024-25	<p>CMPDIL does not currently have any Independent Directors, including a Woman Director, on its Board. As per Clause 31(y) and Clause 31(z) of the Articles of Association of the Company, the President of India is empowered to appoint the requisite number of Independent Directors, including a Woman Director, in accordance with the provisions of the Companies Act, 2013 and other applicable laws and Government guidelines.</p> <p>As a Central Public Sector Enterprise (CPSE) under the administrative control of the Ministry of Coal, the power to appoint Directors, including Independent Directors, vests solely with the Government of India. Owing to this statutory and administrative framework, the Company has no control over the timeline or process for such appointments. Accordingly, during the financial year 2024-25, CMPDIL submitted repeated requests to the Secretary, Ministry of Coal the appointing authority specifically in the months of May 2024, July 2024, October 2024, January 2025, and March 2025, with copies marked to the holding company, Coal India Limited. These communications emphasized the necessity of appointing Independent Directors to ensure the proper constitution of mandatory Board Committees such as the Audit Committee, CSR Committee, Nomination and Remuneration Committee and other sub-committees, in compliance with the Companies Act, 2013 and DPE Guidelines. In the interim, due to the absence of Independent Directors, these Committees have been temporarily reconstituted with Functional Directors and Part-time Official Directors to maintain continuity in governance and decisionmaking processes, pending regularization upon such appointments.</p>
2.	The Audit Committee of the Company did not have requisite number of Independent Directors for the period 1 st April, 2024 to 31 st March, 2025 as required under Clause 4.1.1 and Clause 4.4 of the DPE Guidelines on Corporate Governance for CPSE, during the period under review	
3.	The Corporate Social Responsibility Committee of the Company did not have requisite number of Independent Directors for the period 1 st April, 2024 to 31 st March, 2025 as required under Section 135 of Companies Act 2013. during the period under review	
4.	The Remuneration Committee of the Company did not have requisite number of Independent Directors as required under Clause 5.1 of the DPE Guidelines on Corporate Governance for CPSEs hence remained defunct during the period under review	