



(An ISO 9001:2015 & ISO50001:2011 Certified Company)

Sub: Standard Operating Procedure For Seeking Legal Opinion

Part A- For Seeking External Opinion

The SOP with respect to seeking legal opinion of **Attorney General of India (AG), Solicitor General of India (SG), Additional Solicitor General of India (ASG), Assistant Solicitor General (Asst. SG), designated Senior Advocate, empanelled Advocate or from an empanelled law firm or from a foreign law firm** has been formulated under four major heads:-

- A. Approval Granting Authority
- B. Movement of the File
- C. Regarding Clarification
- D. Regarding Subsequent Opinions

A. Approval Granting Authority:

- (i) The opinion of learned **AG, SG, ASG, Asst. SG or Senior Advocate** of India will be sought only after obtaining approval of the concerned Director or Chairman of Coal India Limited. In case of subsidiaries the approval has to be obtained from respective Director concerned or CMD.
- (ii) For obtaining opinion of any **empanelled Advocate or empanelled law firm** approval of GM (Legal)/HoD (Legal) shall be necessary. However, if opinion is to be sought from a **foreign law firm** then it would always be routed through an empanelled law firm only and in such a case the approval granting authority would be as per A(i).
- (iii) The approval granting authority in any other case not covered above would be as per A (i) above.

B. Movement of the File

- (i) In cases where the approval granting authority happens to be as mentioned at A (i) above, the proposal along with specific queries shall be forwarded by the concerned department to the legal division with an approval of the authority mentioned above
In other cases, the proposal mentioning specific queries should be forwarded directly to the Legal Department.
- (ii) A background note for opinion with the draft queries should be forwarded by the dealing department to Legal department for obtaining opinion. The dealing department shall ensure that the note is prepared under following four heads-
 - a. Factual Matrix/ Background Note**
Comprehensive though only relevant facts to be incorporated in the background note.
 - b. Comprehensive set of queries**
All possible queries related to legal issues must be drafted in order to obtain a comprehensive legal opinion.
 - c. Governing Laws and Rules**
Legible copies of all relevant Documents including Orders, Circulars, Rules, Statutes or practices being followed concerning the matter etc to be provided along with.
 - d. Annexure**
All relevant documents must be annexed in orderly manner (chronologically).
- (iii) An officer from the dealing department who is well versed with the facts and issues shall be deputed for briefing the legal department in case need arises.
- (iv) Thereafter the brief for opinion as well as Legal Queries would be re-formulated by Legal Division, if required.
- (v) The prepared brief and Legal Queries would be forwarded to the concerned department for getting the approval from the Approval

Granting Authority (whomsoever has granted Approval) and for making necessary changes in the note as well as for modification of queries formulated.

- (vi) Once the approved brief and queries are returned to the legal division, the same would be sent to the concerned advocate/ law firm. If necessary, the dealing officer well versed with the facts and issues and/or a representative of the legal department may be required to brief the concerned advocate or law firm from whom the opinion is to be sought.
- (vii) Upon receipt of legal opinion from the concerned advocate/law firm the same shall be forwarded to the dealing department.
- (viii) However, if a clarification on the above opinion is required or a second opinion is required, then the procedure mentioned below has to be followed.

C. Regarding Clarification

- (i) The approval for seeking clarification would be required from the same authority from whom the approval for seeking original opinion was obtained.
- (ii) Clarification would be obtained from the same advocate or law firm from whom the original opinion was obtained.

D. Regarding Subsequent Opinions

- (i) The approval for seeking a subsequent opinion would be required from the competent approval granting authority.
- (ii) If original opinion was obtained from an empanelled Advocate or an empanelled Law Firm, subsequent opinion can be sought either from Senior Advocate, Asst. SG, ASG, SG or AG.
- (iii) If original opinion was obtained from a designated Senior Advocate the subsequent opinion can be sought either from Asst. SG or ASG or SG or AG.
- (iv) If original opinion was obtained from Asst. SG then the subsequent opinion can be sought from ASG or SG or AG only.

- (v) If original opinion was obtained from ASG or SG then the subsequent opinion can be sought from the AG only.
- (vi) No further opinion will be sought after obtaining opinion from AG.
- (vii) If the original opinion was sought from a foreign law firm, a subsequent opinion may be sought from another foreign law firm having a higher standing in the subject matter concerned.

Part B- For Seeking In-house Opinion

1. Movement of file shall be done through HoD of the dealing department.
2. A background note for opinion with the draft queries should be forwarded by the dealing division to Legal department for obtaining opinion. The dealing department shall ensure that the note is prepared under following four heads-
 - a. Factual Matrix**
Comprehensive though only relevant facts to be incorporated in the background note.
 - b. Comprehensive set of queries**
All possible queries related to legal issues must be drafted in order to obtain a comprehensive legal opinion.
 - c. Governing Laws and Rules**
Legible copies of all relevant documents including Orders, Circulars, Rules, Statutes or practices being followed concerning the matter etc to be provided along with.
 - d. Annexure**
All relevant documents must be annexed in orderly manner (chronologically).
3. An officer from the dealing department who is well versed with the facts and issues shall be deputed for briefing the Legal Department in case need arise.

4. Thereafter the brief for opinion as well as Legal Queries would be re-formulated by Legal Division, if required.

Part C- Procedure for Legal Vetting

1. For vetting of draft documents, the same shall be forwarded through the concerned HoD.
2. The documents so referred, in their Note sheet should specify the clauses on which the vetting has been sought. The entire NIT drafted by division/ department shall be vetted with respect to its legal implications only. However, the commercial and financial viability and policy implications shall be the concern of the respective departments of the company.
3. In case a comprehensive vetting of the draft NIT, MoU etc is required by the concerned department, the same shall be got done through an external Legal firm having expertise on the subject matter, on approval of the concerned Director.

Part D – Removal of Difficulties

1. In case of any difficulty arising out of conflict of provisions, interpretations thereof and change of circumstances the decision of Director Personnel, CIL shall be final.
2. All the provisions here above are general in nature, any deviation/modification of the same depending on exceptional circumstances, peculiar subject matter or any other contingencies may be provided for Director Personnel, CIL.
3. The Director Personnel, CIL reserves the power to exempt application of any provision(s) of the instant Standard Operating Procedure.

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