



टीएचडीसी इंडिया लिमिटेड
THDC INDIA LIMITED
CIN: U45203UR1988GOI009822



Ref: THDC/RKSH/CS/F-200/NSE-BSE

Date: 17.07.2024

BSE Limited
Phiroze Jeejeebhoy Towers
Dalal Street
Mumbai - 400 001

National Stock Exchange of India Limited
Exchange Plaza, 5th Floor, Plot No. C-1,
Block G, Bandra-Kurla Complex, Bandra (E)
Mumbai - 400 051

Sub: Quarterly Compliance Report on Corporate Governance for the quarter ended 30.06.2024

Dear Sir/ Ma'am,

Pursuant to Regulation 27(2) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015, please find enclosed herewith quarterly Compliance Report on Corporate Governance for the quarter ended 30.06.2024.

You are hereby requested to take the same on record.

Yours Faithfully

For THDC India Limited

(Rashmi Sharma)
Company Secretary & Compliance Officer

Encl: As above

Report on Corporate Governance to be submitted by a listed entity on a quarterly basis

1. Name of Listed Entity: THDC India Limited
2. Quarter ending: 30th June 2024

I. Composition of Board of Directors													
Title (Mr / Ms)	Name of the Director	PAN ^S & DIN	Category (Chairperson /Executive/ Non - Executive/ Independent /Nominee)*	Initial Date of Appointment	Date of Re- appointment	Date of Cessation	Tenure*	Date of Birth	No. of Directorship in listed entities including this listed entity**	No. of Independent Directorship in listed entities including this listed entity **	Number of Memberships in Audit/ Stakeholder Committee (s) including this listed entity **	No of post of Chairperson in Audit/ Stakeholder Committee held in listed entities including this listed entity**	Disqualification of Directors under section 164 of the Companies Act, 2013: i-Whether the Director is disqualified? ii-Start Date of disqualification iii- End Date of disqualification iv -Details of disqualification
									<i>[in reference to Regulation 17A(1)]</i>	<i>[in reference to proviso to regulation 17A(1)]</i>	<i>(Refer Regulation 26(1) of Listing Regulations)</i>	<i>(Refer Regulation 26(1) of Listing Regulations)</i>	
Mr.	Rajeev Kumar Vishnoi	AAPPV5956R & 08534217	Chairperson & Managing Director Executive	06.08.2021	-	-	-	30.03.1967	1	0	0	0	(i) No (ii),(iii),(iv)-NA
Mr.	Shallinder Singh	ADAPK2545F & 10191941	Executive Director	06.06.2023	-	-	-	19.08.1965	1	0	1	0	(i) No (ii),(iii),(iv)-NA
Mr.	Bhupender Gupta	AARPG7342J & 06940941	Executive Director	09.06.2023	-	-	-	07.10.1970	1	0	0	0	(i) No (ii),(iii),(iv)-NA
Mr.	Jaikumar Srinivasan	AJPPS2445F & 01220828	Non-Executive - Nominee Director	17.08.2022	-	-	-	29.12.1966	2	0	3	0	(i) No (ii),(iii),(iv)-NA
Mr.	Anil Garg	AAOPG6334M & 00768222	Non-Executive - Nominee Director	26.04.2022	-	-	-	06.08.1971	1	0	0	0	(i) No (ii),(iii),(iv)-NA
Mrs.	Sajal Jha	AKIPJ1400D & 09402663	Non-Executive - Independent Director	10.11.2021	10.11.2021	-	31 Months	05.09.1974	1	1	1	1	(i) No (ii),(iii),(iv)-NA

Mr.	Jayaprakash Naik B.	ABHPN4431C & 09423574	Non-Executive - Independent Director	10.11.2021	10.11.2021	-	31 Months	24.11.1956	1	1	0	1	(i) No (ii),(iii),(iv)-NA
Mr.	Ajay Tewari	AAOPG6334M & 09633300	Non-Executive - Nominee Director	20.02.2024	-	31.05.2024	-	06.08.1971	1	0	0	0	(i) No (ii),(iii),(iv)-NA
Mr.	Piyush Singh	ANSPS6707P & 07492389	Non-Executive - Nominee Director	11.06.2024	-	-	-	26.10.1976	2	0	0	0	(i) No (ii),(iii),(iv)-NA

****THDC India Limited and only equity listed Company are considered as listed entity.**

Whether Regular Chairperson appointed – Yes

Whether Chairperson is related to Managing Director or CEO – Mr. Rajeev Kumar Vishnoi is the Chairperson and Managing Director of the company. Same person holds the post of Chairman and Managing Director.

[§]PAN of any Director would not be displayed on the website of Stock Exchange

&Category means Chairperson and /or Directors viz. Executive/Non-Executive/Independent/Nominee. if a Director fits into more than one category write all categories separating them with hyphen

*to be filled only for Independent Director. Tenure would mean total period from which Independent Director is serving on Board of directors of the listed entity in continuity without any cooling off period.

II. Composition of Committees					
Name of Committee	Whether Regular Chairperson appointed	Name of Committee members	Category[§]	Date of Appointment	Date of Cessation
1. Audit Committee	Yes	Mr. Jayaprakash Naik B	Non-Executive - Independent Director - Chairperson	23.12.2021	-
		Mrs. Sajal Jha	Non-Executive - Independent Director - Member	23.12.2021	-
		Mr. Jaikumar Srinivasan	Non-Executive - Nominee Director – Member	11.09.2022	-
2. Nomination & Remuneration Committee	Yes	Mrs. Sajal Jha	Non-Executive - Independent Director - Chairperson	23.12.2021	-
		Mr. Jayaprakash Naik B	Non-Executive - Independent Director - Member	23.12.2021	-
		Mr. Ajay Tewari	Non-Executive - Nominee Director – Member	15.03.2024	31.05.2024
		Mr. Jaikumar Srinivasan	Non-Executive - Nominee Director – Member	15.03.2024	-
3. Risk Management Committee	Yes	Mr. Bhupender Gupta	Executive Director - Chairperson	15.03.2024	-

		Mrs. Sajal Jha	Non-Executive - Independent Director - Member	23.12.2021	-
		Mr. Jaikumar Srinivasan	Non-Executive - Nominee Director – Member	15.03.2024	-
4. Stakeholders' Relationship Committee	Yes	Mrs. Sajal Jha	Non-Executive - Independent Director - Chairperson	18.07.2023	-
		Mr. Jaikumar Srinivasan	Non-Executive - Nominee Director – Member	11.09.2022	-
		Mr. Shallinder Singh	Executive Director – Member	28.06.2023	-
5. CSR & Sustainability Committee	Yes	Mr. Shallinder Singh	Executive Director – Chairperson	18.07.2023	-
		Mr. Jayaprakash Naik B	Non-Executive - Independent Director – Member	11.09.2022	-
		Mr. Jaikumar Srinivasan	Non-Executive - Nominee Director – Member	10.02.2024	-

\$ Category means Chairperson and /or Directors viz. Executive/Non-Executive/Independent/Nominee. if a Director fits into more than one category write all categories separating them with hyphen

III. Meeting of Board of Directors


Date(s) of Meeting (if any) in the previous quarter	Date(s) of Meeting (if any) in the relevant quarter	Whether requirement of Quorum met*	Number of Directors present*	Number of Independent Directors' present*	Maximum gap between any two consecutives (in number of days)
28.01.2024	-	-	-	-	-
21.02.2024	-	-	-	-	-
31.03.2024	-	-	-	-	-
-	20.04.2024	Yes	7	2	19
-	16.05.2024	Yes	6	2	25

IV. Meetings of Committees

Date(s) of meeting of the committee in the relevant quarter	Whether requirement of Quorum met (details)*	Number of Directors present*	Number of Independent Directors' present*	Date(s) of meeting of the committee in the previous quarter	Maximum gap between any two consecutive meetings in number of days*
Audit Committee					
16.05.2024	Yes	3	2	28.01.2024	-
Nomination & Remuneration Committee					
-	-	-	-	27.03.2024	-
CSR & Sustainability Committee					
-	-	-	-	11.02.2024	-
Stakeholders' Relationship Committee					
-	-	-	-	-	-
Risk Management Committee					
-	-	-	-	-	-

**To be filled in only for the current quarter meetings*

Note: This information has to be mandatorily be given for Audit Committee, for rest of the Committees giving this information is optional

V. Related Party Transactions –	
Subject	Compliance status (Yes/No/NA) refer note below
Whether prior approval of Audit Committee obtained	Yes
Whether Shareholder approval obtained for material RPT	NA
Whether details of RPT entered pursuant to omnibus approval have been reviewed by the Audit Committee	NA
<p>Notes:</p> <ol style="list-style-type: none"> In the column “Compliance Status” compliance or non-compliance may be indicated by Yes/No/ NA. For example, if the Board has been composed in accordance with the requirements of Listing Regulations, “Yes” may be indicated. Similarly, in case the listed Entity has no related party transactions, the words “N.A.” may be indicated. If status is “No” details of non-compliance may be given here. If status is “No” details of non-compliance may be given here. 	
Details of Cyber Security Incidence	
Whether as per Regulation 27(2)(ba) of SEBI (LODR) Regulations, 2015 there has been cyber security incidence or documents during the quarter	No
Date of the event	Brief Details of Event
NA	NA
VI. Affirmations	
<ol style="list-style-type: none"> The composition of Board of Directors is in terms of SEBI (Listing Obligations and Disclosure requirements) Regulations, 2015.- No* *Present No. of Directors in the Board- 8 Present No. of Independent Directors in the Board- 2 The composition of the following Committees is in terms of SEBI (Listing Obligations and Disclosure requirements) Regulations, 2015. Audit Committee - Yes Nomination & Remuneration Committee – No** Stakeholders Relationship Committee - Yes Risk Management Committee (as applicable) - Yes The Committee Members have been made aware of their powers, role and responsibilities as specified in SEBI (Listing obligations and disclosure requirements) Regulations, 2015 - Yes The meetings of the Board of Directors and the above Committees have been conducted in the manner as specified in SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.- Yes This report and/or the report submitted in the previous quarter have been placed before Board of Directors. Any comments/observations/advice of the Board of Directors may be mentioned here - The report for the quarter ended 31.03.2024 was placed before the Board on 16.05.2024 and the same was noted. <p>Notes:</p> <p>*As per Reg 17 of SEBI (LODR), if the company has an executive chairperson, at least half of the Board shall be comprising of the Independent Director. However, the present constitution of the Board does not fulfil the requirement of 50% independent director in the Board as required. It is to further inform that MOP vide its letter dated 12th December 2022, approve to increase the number of non-official directors to 8 nos. to meet the required number as per SEBI guidelines in the Board of THDCIL. However, the appointment is yet to be done by MOP. Further, it is to mention that the requirement of Reg 17 of SEBI (LODR) Regulations, 2015 is applicable to the company on “comply or explain basis”.</p> <p>**All the Independent directors are members of the Nomination and Remuneration committee. Whereas the requirement of 2/3rd of independent director cannot be fulfilled due to lesser no. of independent directors in the company and mandatory requirement as per Share Purchase Agreement. However, the requirement of Reg 19 of SEBI (LODR) Regulations, 2015 is applicable to the company on “comply or explain basis”.</p>	
<p>Name & Designation</p>  <p>(Rashmi Sharma) Company Secretary & Compliance Officer</p>	