



टीएचडीसी इंडिया लिमिटेड THDC INDIA LIMITED

(अनुसूची-‘क’ मिनरी रत्न पीएसयू)
(Schedule - A Mini Ratna PSU)

CIN : U45203UR1988GOI009822



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

Date: 17.01.2025

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 31.12.2024

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 31.12.2024.

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



प्रधान कार्यालय : गंगा भवन, प्रगतिपुरम, बाईपास रोड, ऋषिकेश - 249201
Corporate Office : GANGA BHAWAN, PRAGATIPURAM, BYPASS ROAD, RISHIKESH - 249201
पंजीकृत कार्यालय : भागीरथी भवन (टॉप टेरेस), भागीरथीपुरम, टिहरी गढ़वाल-249124
Regd. Office : Bhagirathi Bhawan, (Top Terrace), Bhagirathipuram, Tehri Garhwal-249 124
टेलीफैक्स- 0135-2439463, Telefax: 0135-2439463, Website Address : www.thdc.co.in
("हिन्दी को राजभाषा बनाना, भाषा का प्रश्न नहीं अपितु देशाभिमान का प्रश्न है")

A. 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: 31st December 2024

I. Composition of Board of Directors													
Title (Mr / Ms)	Name of the Director	PAN [§] & 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** [in reference to Regulation 17A(1)]	No. of Independent Directorship in listed entities including this listed entity ** [in reference to proviso to regulation 17A(1)]	Number of Memberships in Audit/ Stakeholder Committee (s) including this listed entity ** (Refer Regulation 26(1) of Listing Regulations)	No of post of Chairperson in Audit/ Stakeholder Committee held in listed entities including this listed entity** (Refer Regulation 26(1) of Listing Regulations)	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
Mr.	Rajeev Kumar Vishnoi	██████████ & 08534217	Chairperson & Managing Director Executive	06.08.2021	-	-	-	30.03.1967	1	0	0	0	(i) No (ii),(iii),(iv)-NA
Mr.	Shallinder Singh	██████████ & 10191941	Executive Director	06.06.2023	-	-	-	19.08.1965	1	0	1	0	(i) No (ii),(iii),(iv)-NA
Mr.	Bhupender Gupta	██████████ & 06940941	Executive Director	09.06.2023	-	-	-	07.10.1970	1	0	0	0	(i) No (ii),(iii),(iv)-NA
Mr.	Sipan Kumar Garg	██████████ & 10746205	Executive Director	17.08.2024	-	-	-	07.08.1976	1	0	1	0	(i) No (ii),(iii),(iv)-NA
Mr.	Piyush Singh	██████████ & 07492389	Non-Executive - Nominee Director	11.06.2024	-	-	-	26.10.1976	2	0	0	0	(i) No (ii),(iii),(iv)-NA
Mr.	Anil Garg	██████████ & 00768222	Non-Executive - Nominee Director	26.04.2022	-	-	-	06.08.1971	1	0	0	0	(i) No (ii),(iii),(iv)-NA

Mr.	Virendra Malik	& 10427762	Non-Executive - Nominee Director	31.07.2024	-	-	-	25.09.1967	1	0	2	0	(i) No (ii),(iii),(iv)-NA
Mr.	K.S. Sundaram	& 10347322	Non-Executive - Nominee Director	24.10.2024	-	-	-	21.05.1967	3	0	0	0	(i) No (ii),(iii),(iv)-NA
Mrs.	Sajal Jha	& 09402663	Non-Executive - Independent Director	10.11.2021	10.11.2021	09.11.2024	35 Months	05.09.1974	-	-	-	-	(i) No (ii),(iii),(iv)-NA
Mr.	Jayaprakash Naik B.	& 09423574	Non-Executive - Independent Director	10.11.2021	10.11.2021	09.11.2024	35 Months	24.11.1956	-	-	-	-	(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 Chairperson 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	09.11.2024
		Mrs. Sajal Jha	Non-Executive - Independent Director - Member	23.12.2021	09.11.2024
		Mr. Virendra Malik	Non-Executive - Nominee Director – Member	02.08.2024	-
2. Nomination & Remuneration Committee	Yes	Mrs. Sajal Jha	Non-Executive - Independent Director - Chairperson	23.12.2021	09.11.2024
		Mr. Jayaprakash Naik B	Non-Executive - Independent Director - Member	23.12.2021	09.11.2024
		Mr. Piyush Singh	Non-Executive - Nominee Director –	02.08.2024	-

			Member		
		Mr. K.S. Sundaram	Non-Executive - Nominee Director – Member	30.10.2024	-
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	09.11.2024
		Mr. Sipan Kumar Garg	Non-Executive - Nominee Director – Member	30.10.2024	-
		Mr. K.S. Sundaram	Non-Executive - Nominee Director – Member	30.10.2024	-
4. Stakeholders' Relationship Committee	Yes	Mrs. Sajal Jha	Non-Executive - Independent Director - Chairperson	18.07.2023	09.11.2024
		Mr. Shallinder Singh	Executive Director – Member	28.06.2023	-
		Mr. Virendra Malik	Non-Executive - Nominee Director – Member	02.08.2024	-
		Mr. Sipan Kumar Garg	Non-Executive - Nominee Director – Member	30.10.2024	-
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	09.11.2024
		Mr. K.S. Sundaram	Non-Executive - Nominee Director – Member	30.10.2024	-

\$ 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

***THDCIL** has a practice of appointing regular Chairperson in all the above Committees. However, the tenure of our Independent Directors, Mr. Jayaprakash Naik B. and Mrs. Sajal Jha, expired on 09.11.2024, which has impacted the composition of these committees.

III. Meeting of Board of Directors

Date(s) of meeting 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
-	-	-	-	06.08.2024	-
-	-	-	-	16.08.2024	09
-	-	-	-	27.09.2024	41
08.11.2024	Yes	9	2	-	41
26.12.2024	Yes	7	0	-	47

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

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					
-	-	-	-	06.08.2024	-
-	-	-	-	27.09.2024	51
08.11.2024	Yes	3	2	-	41
Nomination & Remuneration Committee					
08.11.2024	Yes	3	2	-	-
CSR & Sustainability Committee					
-	-	-	-	06.08.2024	-
-	-	-	-	06.09.2024	30
Stakeholders’ Relationship Committee					
-	-	-	-	-	-
Risk Management Committee					
26.12.2024	Yes	3	0	-	-
*To be filled in only for the current quarter meetings					
**This information has to mandatorily be given for Audit Committee and Risk Management 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		
Notes:					
1. 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.					
2. 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

1. 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- 0
2. The composition of the following Committees is in terms of SEBI (Listing Obligations and Disclosure requirements) Regulations, 2015.
Audit Committee – No**
Nomination & Remuneration Committee – No**
Stakeholders Relationship Committee – No**
Risk Management Committee (as applicable) – No**
3. 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
4. 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
5. 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 30.09.2024 was placed before the Board on 08.11.2024 and the same was noted.

Notes:

*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".

**The Company has constituted all statutory committees including the Audit Committee, Nomination and Remuneration Committee, Stakeholders Relationship Committee, and Risk Management Committee, as per SEBI (LODR) Regulations, 2015. However, the tenure of our Independent Directors, Mr. Jayaprakash Naik B. and Mrs. Sajal Jha, expired on 09.11.2024, which has impacted the composition of these committees. It is pertinent to note that the appointment of Independent Directors, a pre-requisite for valid committee's composition, is carried out by the Ministry of Power (MoP). The appointment of Independent Directors is pending, and the company has been actively following up with the MoP to fulfill this requirement. Further, it is to mention that the requirement of Reg 18, 19, 20 & and 21 of SEBI (LODR) Regulations, 2015 are applicable to the company on "comply or explain basis".

Name & Designation

(Rashmi Sharma)
Company Secretary & Compliance Officer

