



टीएचडीसी इंडिया लिमिटेड
THDC INDIA LIMITED
CIN: U45203UR1988GOI009822



NO.THDC/RKSH/CS/F-200

Date: 18.01.2022

BSE Limited	National Stock Exchange of India Limited
Floor 25, Phiroze Jeejeebhoy Towers, Dalal Street, Mumbai – 400001	Exchange Plaza, Bandra Kurla Complex, Bandra (East), Mumbai- 400051

Sub: Submission of Quarterly Compliance Report on Corporate Governance for the quarter ended December, 2021.

Dear Sir/Ma'am,

Pursuant to Regulation 27(2) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015, please find attached quarterly Compliance Report on Corporate Governance for the quarter ended December, 2021.

Thanking you,

For THDC India Limited

(Rashmi Sharma)
Company Secretary & Compliance officer

प्रधान कार्यालय : गंगा भवन, प्रगतिपुरम, बाई पास रोड, ऋषिकेश-249 201
Corporate Office : GANGA BHAWAN, PRAGATIPURAM, BYPASS ROAD, RISHIKESH - 249201
पंजीकृत कार्यालय :- भागीरथी भवन (टॉप टेरिस) भागीरथीपुरम, टिहरी - गढ़वाल - 249201
Regd. Office : Bhagirathi Bhawan (Top Terrace), Bhagirathipuram, Tehri-garhwal-249001
टेलीफैक्स- 0135-2439463, Telefax : 0135-2439463, Website Address : www.thdc.gov.in
("हिन्दी को राजभाषा बनाना, भाषा का प्रश्न नहीं अपितु देशभिमान का प्रश्न है")

Format of report on Corporate Governance to be submitted by a listed entity on quarterly basis

1. Name of Listed Entity : THDC India Limited
2. Quarter ending : December 2021

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 Cessa tion	Tenu re *	Date of Birth	No. Of directorship in listed entities including this listed entity [in referen ce to Regula tion 17A(1)]	No of Indepen dent Directors hip in listed entities including this listed entity [in referenc e to proviso to regul ation 17A(1)]	Number of membershi ps in Audit/ Stakehold er Committee (s) including this listed entity (Refer Regulation 26(1) of Listing Regulation s)	No of post of Chairperson in Audit/ Stakeholder Committee held in listed entities including this listed entity (Refer Regulation 26(1) of Listing Regulations)
1.	Sh. Rajeev Kumar Vishnoi	AAPPV5956R08534217	Chairperson Executive	06.08.2021	-	-	-	30.03.1967	1	-	0	0
2.	Sh. J. Behera	AAPPB8412Q08536589	Executive	16.08.2019	-	-	-	17.02.1964	1	-	1	0
3.	Sh. Turamalla Venkatesh (IAS)	ABNPT1458P07551107	Non-Executive Nominee	14.05.2018	-	-	-	10.01.1962	1	-	0	0
4.	Sh. Anil Kumar Gautam	AEHPG8290D08293632	Non-Executive Nominee	23.04.2020	-	-	-	25.05.1962	3	-	4	0
5.	Sh. Ujjwal Kanti Bhattacharya	ADGPB0637F08734219	Non-Executive Nominee	26.08.2020	-	-	-	01.12.1963	3	-	0	0
6.	Sh. Jithesh John	AEYJP0980J09218272	Non-Executive Nominee	21.06.2021	-	-	-	28.05.1978	2	-	0	0
7.	Smt. Sajal Jha	AKIPJ1400D09402663	Non-Executive Independent	10.11.2021	-	-	-	05.09.1974	1	1	1	0
8.	Dr. Bajalakaria JayaPrakash Naik	ABHPN4431C09423574	Non-Executive Independent	10.11.2021	-	-	-	24.11.1956	1	1	2	2

	Whether Regular chairperson appointed - Yes
	Whether Chairperson is related to managing director or CEO – Shri R. K Vishnoi is the Chairman and Managing Director of the company. Chairperson and MD is the same person.
	<p><i>\$PAN of any director would not be displayed on the website of Stock Exchange</i></p> <p><i>&Category of directors means executive/non-executive/independent/Nominee. if a director fits into more than one category write all categories separating them with hyphen</i></p> <p><i>* 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.</i></p>

II. Composition of Committees					
Name of Committee	Whether Regular chairperson appointed	Name of Committee members	Category (Chairperson/Executive/Non-Executive/independent/Nominee) \$	Date of Appointment	Date of Cessation
1. Audit Committee	Yes	Dr Jayaprakash Naik B	Independent , Non-Executive - Chairperson	23.12.2021	-
		Smt. Sajal Jha	Independent , Non-Executive - Member	23.12.2021	-
		Shri A. K Gautam	Nominee, Non- Executive - Member	23.12.2021	-
2. Nomination & Remuneration Committee	Yes	Smt. Sajal Jha	Independent , Non-Executive - Chairperson	23.12.2021	-
		Dr. Jayaprakash Naik B	Independent , Non-Executive - Member	23.12.2021	-
		Shri Jithesh John	Nominee, Non- Executive - Member	23.12.2021	-
		Shri U.K Bhattacharya	Nominee, Non- Executive - Member	23.12.2021	-
3. Risk Management Committee(if applicable)	Yes	Shri U.K Bhattacharya	Nominee, Non- Executive - Chairperson	23.12.2021	-
		Shri J. Behera	Executive - Member	23.12.2021	-
		Smt. Sajal Jha	Independent , Non-Executive – Member	23.12.2021	-
4. Stakeholders Relationship Committee	Yes	Dr Jayaprakash Naik B	Independent , Non-Executive - Chairperson	23.12.2021	-
		Shri A. K Gautam	Nominee, Non- Executive - Member	23.12.2021	-
		Shri J. Behera	Executive - Member	23.12.2021	-
<i>&Category of directors means executive/non-executive/independent/Nominee. if a director fits into more than one category write all categories separating them with hyphen</i>					
III. Meeting of Board of Directors					

<i>Date(s) of Meeting (if any) in the previous quarter</i>	<i>Date(s) of Meeting (if any) in the relevant quarter</i>	<i>Whether requirement of Quorum met*</i>	<i>Number of Directors present*</i>	<i>Number of independent directors present*</i>	<i>Maximum gap between any two consecutive (in number of days)</i>
28.07.2021	23.10.2021	Yes	5	-	60 days
21.08.2021	23.12.2021	Yes	7	2	
15.09.2021					

* to be filled in only for the current quarter meetings

IV. Meetings of Committees – Since the independent directors were appointed on 10th November, 2021 on the Board of THDCIL by Ministry of Power and thereafter the committees were reconstituted on 23rd December, 2021, therefore no committee meetings were held yet during the quarter ended December, 2021

<i>Date(s) of meeting of the committee in the relevant quarter</i>	<i>Whether requirement of Quorum met (details)*</i>	<i>Number of Directors present*</i>	<i>Number of independent directors present*</i>	<i>Date(s) of meeting of the committee in the previous quarter</i>	<i>Maximum gap between any two consecutive meetings in number of days*</i>
	Yes / No				

* This information has to be mandatorily be given for audit committee, for rest of the committees giving this information is optional

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

V. Related Party Transactions - Note 1 : The independent directors were appointed on 10th November, 2021 on the Board of THDCIL by Ministry of Power thereafter the committees were reconstituted on 23rd December, 2021, therefore no committee meetings were held yet during the quarter ended December, 2021. Prior and omnibus approval of audit committee will be obtained from next quarter.

Subject	Compliance status (Yes/No/NA)
	refer note below
Whether prior approval of audit committee obtained	Refer Note 1 above

Whether shareholder approval obtained for material RPT	NA
Whether details of RPT entered into pursuant to omnibus approval have been reviewed by the Audit Committee	Refer Note 1 above

Note:

- 1 In the column "Compliance Status", compliance or non-compliance may be indicated by Yes/No/N.A. 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.
- 2 If status is "No" details of non-compliance may be given here.

VI. Affirmations

1. The composition of Board of Directors is in terms of SEBI (Listing Obligations and Disclosure requirements) Regulations, 2015.- **No***
2. The composition of the following committees is in terms of SEBI (Listing Obligations and Disclosure requirements) Regulations, 2015.
 - a. Audit Committee - **Yes**
 - b. Nomination & Remuneration Committee - **Yes**
 - c. Stakeholders Relationship Committee - **Yes**
 - d. Risk management committee (as applicable) - **Yes**
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.- **No****
5. This report and/or the report submitted in the previous quarter has been placed before Board of Directors. Any comments/observations/advice of the board of directors may be mentioned here.- **This report for this quarter will be placed before the Board in the upcoming board meeting.**

**As on 31.12.2021, THDC has two functional directors, including Chairman and Managing Director, four nominee directors and two independent directors on the Board. As per Regulation 17(1)(a) of SEBI (Listing Obligations and Disclosure requirements) Regulations, 2015, where the listed entity does not have a regular non-executive chairperson, at least half of the board of directors shall comprise of independent directors. As per the Articles of Association of the company the power to appoint directors vests with the Ministry of Power. THDCIL have requested Ministry of Power to appoint requisite independent directors on the Board of THDC India Limited.*

*** The board meetings of THDCIL have been conducted in the manner as specified in SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. However, independent directors were appointed on 10th November, 2021 on the Board of THDCIL and thereafter the committees were reconstituted on 23rd December, 2021, therefore no committee meetings were held yet during the quarter ended December, 2021.*

Name & Designation

(Rashmi Sharma)
Company Secretary & Compliance Officer

Note:

Information at Table I and II above need to be necessarily given in 1st quarter of each financial year. However, if there is no change of information in subsequent quarter(s) of that financial year, this information may not be given by Listed entity and instead a statement "same as previous quarter" may be given.