



टीएचडीसी इंडिया लिमिटेड
THDC INDIA LIMITED
CIN: U45203UR1988GOI009822



NO.THDC/RKSH/CS/F-200

Date: 17.01.2023

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 31, 2022.

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 31, 2022.

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”)

ANNEX I

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 2022

I. Composition of Board of Directors												
Title (Mr./Ms)	Name of the Director	PAN & DIN	Category &	Initial Date of Appointment	Date of Re-appointment	Date of Cessation	Tenure* (Months)	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 provision to regulation 17A(1)]	Number of memberships in Audit/ Stakeholder 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)
Mr.	Rajeev Kumar Vishnoi	AAPPV5956R08534217	Chairman & Managing Director Executive	06.08.2021	-	-	-	30.03.1967	2	-	0	0
Mr.	J. Behera	AAPPB8412Q08536589	Executive	16.08.2019	-	-	-	17.02.1964	1	-	1	0
Mr.	Ujjwal Kanti Bhattacharya	ADGPB0637F08734219	Non-Executive Nominee	26.08.2020	-	-	-	01.12.1963	2	-	0	0
Mr.	Jaikumar Srinivasan	AJPPS2445F01220828	Non-Executive Nominee	17.08.2022	-	-	-	29.12.1966	2	-	3	0
Mr.	Jithesh John	AEYPJ0980J09218272	Non-Executive Nominee	21.06.2021	-	-	-	28.05.1978	1	-	0	0
Mr.	Anil Garg	AAOPG6334M00768222	Non-Executive Nominee	26.04.2022	-	-	-	06.08.1971	1	-	0	0

Mrs.	Sajal Jha	AKIPJ1400D 09402663	Non-Executive Independent	10.11.2021	-	-	14 months	05.09.1974	1	1	1	0
Dr.	Jayaprakash Naik B.	ABHPN4431C 09423574	Non-Executive Independent	10.11.2021	-	-	14 months	24.11.1956	1	1	-	1
Mr.	Shri Kesridevsingh D.Jhala	AAMPZ0901B 09101303	Non-Executive Independent	28.03.2022	-	-	9 months	05.11.1982	1	1	1	1
	**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 – Shri R. K Vishnoi is the Chairman and Managing Director of the company. Same person holds the post of Chairman and Managing Director.											
	<p>^{\$}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.</p>											

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	Dr Jayaprakash Naik B	Independent, Non-Executive - Chairperson	23.12.2021	-
		Smt. Sajal Jha	Independent, Non-Executive - Member	23.12.2021	-
		Shri Jaikumar Srinivasan	Nominee- NTPC, Non- Executive - Member	11.09.2022	-
		Shri Kesridevsingh D.Jhala	Independent, Non-Executive - Member	11.09.2022	-

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 GOI, Non- Executive - Member	23.12.2021	-
		Shri U.K Bhattacharya	Nominee NTPC, Non- Executive - Member	23.12.2021	-
		Shri Kesridevsingh D.Jhala	Independent, Non-Executive - Member	11.09.2022	-
3. Risk Management Committee	Yes	Shri U.K Bhattacharya	Nominee NTPC, 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	Shri Kesridevsingh D.Jhala	Independent, Non-Executive - Chairperson	11.09.2022	-
		Shri Jaikumar Srinivasan	Nominee- NTPC, Non- Executive - Member	11.09.2022	-
		Shri J. Behera	Executive - Member	23.12.2021	-
5. CSR & Sustainability Committee	Yes	Shri R.K Vishnoi	Executive- Chairperson	11.09.2022	-
		Dr Jayaprakash Naik B	Independent, Non-Executive - Member	11.09.2022	-
		Shri U.K Bhattacharya	Nominee-NTPC, Non- Executive - Member	23.12.2021	-
		Shri Jithesh John	Nominee GOI, Non- Executive - Member	23.12.2021	-
		Shri Kesridevsingh D.Jhala	Independent, Non-Executive - Member	11.09.2022	-
<p><i>\$ 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</i></p>					

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 consecutives (in number of days)</i>
27.07.2022	10.11.2022	Yes	7	3	28 days
10.08.2022	09.12.2022	Yes	8	3	
20.09.2022	25.12.2022	Yes	8	3	
* To be filled in only for the current quarter meetings					
IV. Meetings of Committees					
<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>
Audit Committee					
10.11.2022	Yes	4	3	10.08.2022	-
				20.09.2022	
Nomination & Remuneration Committee					
-	-	-	-	27.07.2022	-
CSR & Sustainability Committee					
-	-	-	-	27.07.2022	-
				16.09.2022	
* To be filled in only for the current quarter meetings					
V. Related Party Transactions –					

Subject	Compliance status (Yes/No/NA) <i>refer note below</i>
Whether prior approval of audit committee obtained	NA
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.
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***
*Present No. of directors in the Board- 9
Present No. of Independent directors in the Board- 3
Requirement- As per Reg 17 of SEBI (LODR), if the company has executive chairperson, at least half of the Board shall be comprise of Independent Director. This requirement is applicable on company on a 'comply or explain' basis until March 31, 2023.
However, present constitution of Board does not fulfil the requirement of 50% independent director in the Board as required. Follow up with the Ministry of Power for the appointment of independent directors is in process.
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 – **No****
** All the Independent directors are the members of 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 and DPE Guidelines.
 - 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.- **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 September 2022 was placed before the Board on 10.11.2022 and the same was noted.**

Name & Designation

(Rashmi Sharma)
Company Secretary & Compliance Officer