



टीएचडीसी इंडिया लिमिटेड  
THDC INDIA LIMITED  
CIN: U45203UR1988GOI009822



NO.THDC/RKSH/CS/F-200

Date: 19.10.2022

<b>BSE Limited</b>	<b>National Stock Exchange of India Limited</b>
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 September 30, 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 September 30, 2022.

Thanking you,

For THDC India Limited

(Rashmi Sharma)  
Company Secretary & Compliance officer

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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 quarterly basis**

1. Name of Listed Entity: THDC India Limited
2. Quarter ending: 30<sup>th</sup> September 2022

<b>I. Composition of Board of Directors</b>												
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 proviso 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	1	-	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	-	-	11 months	05.09.1974	1	1	1	0
Dr.	Jayaprakash Naik B.	ABHPN4431C 09423574	Non-Executive Independent	10.11.2021	-	-	11 months	24.11.1956	1	1	-	1
Mr.	Shri Kesidevsinh D. Jhala	AAMPZ0901B 09101303	Non-Executive Independent	28.03.2022	-	-	6 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 - <b>Yes</b>											
	Whether Chairperson is related to managing director or CEO – <b>Shri R. K Vishnoi is the Chairman and Managing Director of the company. Chairman and MD is the same person.</b>											
	<p><i>\$PAN of any director would not be displayed on the website of Stock Exchange</i></p> <p><i>&amp; 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> <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>											

<b>II. Composition of Committees</b>					
<b>Name of Committee</b>	<b>Whether Regular chairperson appointed</b>	<b>Name of Committee members</b>	<b>Category \$</b>	<b>Date of Appointment</b>	<b>Date of Cessation</b>
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 U.K Bhattacharya	Nominee, NTPC, Non- Executive - Member	27.07.2022	10.09.2022
		Shri Jaikumar Srinivasan	Nominee, NTPC, Non- Executive - Member	11.09.2022**	-
		Shri Kesridevsingh D. Jhala	Nominee, NTPC, 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	Nominee, NTPC, 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	Nominee, NTPC, Non- Executive - Chairperson	11.09.2022**	-
		Dr Jayaprakash Naik B	Independent , Non-Executive - Chairperson	23.12.2021	-
		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 - Chairperson	23.12.2021	10.09.2022
		Dr Jayaprakash Naik B	Independent , Non-Executive - Member	11.09.2022**	-
		Shri U.K Bhattacharya	Nominee NTPC, Non- Executive -	23.12.2021	-
		Shri Jithesh John	Nominee GOI, Non- Executive - Member	23.12.2021	-
		Shri Kesridevsingh D. Jhala	Nominee, NTPC, Non- Executive - Member	11.09.2022**	-

\*\*Audit, Nomination and Remuneration, CSR & Sustainability and Stakeholders Relationship committees were reconstituted by the Board on 11.09.2022.

\$ 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

<b>III. Meeting of Board of Directors</b>					
<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>
13.05.2022	27.07.2022	Yes	7	3	41 days
30.05.2022	10.08.2022	Yes	7	3	
	20.09.2022	Yes	8	3	
* To be filled in only for the current quarter meetings					
<b>IV. Meetings of Committees</b>					
<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					
10.08.2022	Yes	3	2	13.05.2022	41 days
20.09.2022	Yes	4	3		
Nomination & Remuneration Committee					
27.07.2022	Yes	4	2	14.02.2022	-
CSR & Sustainability Committee					
27.07.2022	Yes	3	1	06.05.2022	51 days
16.09.2022	Yes	5	2		
* To be filled in only for the current quarter meetings					
<b>V. Related Party Transactions –</b>					

<b>Subject</b>	<b>Compliance status (Yes/No/NA)</b> <i>refer note below</i>
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

- As per Reg 23 of SEBI (LODR), 2015, the prior approval of related party transaction from the audit committee was required which was taken by the company.

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.- **Yes**
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.- **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 June 2022 was placed before the Board on 10.08.2022 and the same was noted.**

**Name & Designation**



**(Rashmi Sharma)**  
**Company Secretary & Compliance Officer**

**Format to be submitted by listed entity at the end of 6 months from the close of financial year**

<b>Affirmations</b>		
<b>Broad heading</b>	<b>Regulation Number</b>	<b>Compliance status (Yes/No/NA)<sup>refer note below</sup></b>
Copy of the annual report including balance sheet, profit and loss account, directors report, corporate governance report, business responsibility report displayed on Website	46(2)	NA*
Presence of Chairperson of Audit Committee at the Annual General Meeting	18(1)(d)	Yes
Presence of Chairperson of the nomination and remuneration committee at the annual general Meeting	19(3)	Yes
Presence of Chairperson of the Stakeholder Relationship committee at the annual general Meeting	20(3)	Yes
Whether "Corporate Governance Report" disclosed in Annual Report	34(3) read with para C of Schedule V	NA**
<p>*The provision of Reg 46(2) of SEBI (LODR), 2015 is not applicable on high value debt listed entity. However, the copy of the annual report including balance sheet, profit and loss account, directors report, corporate governance report, business responsibility report is displayed on the website.</p> <p>** The provision of Reg 34(3) of SEBI (LODR), 2015 is not applicable on high value debt listed entity. However, the Corporate Governance Report is disclosed in the Annual report of the company.</p> <p><b>Note</b></p> <p>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.</p> <p>2 If status is "No" details of non-compliance may be given here.</p> <p>3 If the Listed Entity would like to provide any other information the same may be indicated here.</p>		
 <p>(Rashmi Sharma) Company Secretary &amp; Compliance Officer</p>		

Half year ending – 30.09.2022

**I. Disclosure of Loans / guarantees / comfort letters / securities etc.** refer note below

(A) Any loan or any other form of debt advanced by the listed entity directly or indirectly to:

Entity	Aggregate amount advanced during six months	Balance outstanding at the end of six months
Promoter or any other entity controlled by them	NIL	NIL
Promoter Group or any other entity controlled by them	NIL	NIL
Directors (including relatives) or any other entity controlled by them	NIL	NIL
KMPs or any other entity controlled by them	NIL	NIL

(B) Any guarantee/ comfort letter (by whatever name called) provided by the listed entity directly or indirectly, in connection with any loan(s) or any other form of debt availed by:

Entity	Type (guarantee, comfort letter etc.)	Aggregate amount of issuance during six months	Balance outstanding at the end of six months (taking into account any invocation)
Promoter or any other entity controlled by them	NIL	NIL	NIL
Promoter Group or any other entity controlled by them	NIL	NIL	NIL
Directors (including relatives) or any other entity controlled by them	NIL	NIL	NIL



KMPs or any other entity controlled by them	NIL	NIL	NIL
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(C) Any security provided by the listed entity directly or indirectly, in connection with any loan(s) or any other form of debt availed by:

Entity	Type of security (cash, shares etc.)	Aggregate value of security provided during six months	Balance outstanding at the end of six months
Promoter or any other entity controlled by them	NIL	NIL	NIL
Promoter Group or any other entity controlled by them	NIL	NIL	NIL
Directors (including relatives) or any other entity controlled by them	NIL	NIL	NIL
KMPs or any other entity controlled by them	NIL	NIL	NIL

**II. Affirmations:**

All loans (or other form of debt), guarantees, comfort letters (by whatever name called) or securities in connection with any loan(s) (or other form of debt) given directly or indirectly by the listed entity to promoter(s), promoter group, director(s) (including their relatives), key managerial personnel (including their relatives) or any entity controlled by them are in the economic interest of the company.



**(J. Behera)**  
**Director (Finance) & CFO**

**Note**

1. These disclosures shall exclude any loan (or other form of debt), guarantee / comfort letter (by whatever name called) or security provided in connection with any loan or any other form of debt;
  - a) by a government company to/ for the Government or government company
  - b) by the listed entity to/for its subsidiary [and joint-venture company] whose accounts are consolidated with the listed entity.
  - c) by a banking company or an insurance company ; and
  - d) by the listed entity to its employees or directors as a part of the service conditions
2. If the Listed Entity would like to provide any other information, the same may be indicated as Para D in the above table..