

Annexure – I to Directors' Report

REPORT ON CORPORATE GOVERNANCE

To

The Members

THDC India Limited ("THDCIL" or "the Company"), believes in good Corporate Governance practices, ethics, fairness, professionalism, and accountability to enhance stakeholders' value and interest on sustainable basis and to build an environment of trust and confidence of its Stakeholders. At THDCIL, we follow systematic processes, policies, rules, regulations, and laws by which companies are directed, controlled, and administered by the management in meeting the stakeholder's aspirations and societal expectations.

In compliance with Companies Act, 2013, Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, DPE Guidelines on Corporate Governance for Central Public Sector Enterprises, 2010 and Secretarial Standards issued by the Institute of Company Secretaries of India, your company adheres to all applicable corporate governance requirements.

Your directors are pleased to present the Company's Report on Corporate Governance for the Financial Year 2021-22 followed by Certificate on Corporate Governance by the Secretarial Auditor. It is our pleasure to share with you that the Company has got 'Excellent' by DPE for Compliance with Guidelines on Corporate Governance for the year 2021-2022.

1. BRIEF STATEMENT ON COMPANY'S PHILOSOPHY ON CORPORATE GOVERNANCE

Your Company believes that Corporate Governance involves a set of rules and controls that promote transparency, integrity, and accountability within which all stakeholders of the Company viz., its shareholders, directors and management, society and environment at large have aligned incentives. It provides the framework for attaining a company's objectives while balancing the interests of all its stakeholders and ensuring that the Company's businesses are being conducted in an accountable and fair manner. While the philosophy of your Company on governance has been set out since the early days, the framework is flexible enough to allow the Company to cater to various needs of the society in the current time.

The Company believes that Corporate Governance is also about what the Board does and how it sets the values of the Company and drives the Company's business with its principles. The Board strongly agrees that good governance is not merely an objective, but only means to achieve the objective of operating as a corporate citizen. It is distinguished from the day-to-day operational engagement of the Company by full-time executives. The responsibilities of your Board thus include implementing the principles of Corporate Governance in the Company, setting the Company's strategic aims, guiding the management with their leadership, and reporting to shareholders. Together, the

Management, the Board and committees thereof ensure that THDC India Limited continues to remain a company of uncompromised integrity, excellence and is driven towards responsible growth.

2. BOARD OF DIRECTORS

The Board of Directors have the responsibility of ensuring effective management, long term business strategy, general affairs, performance and monitoring the effectiveness of the Company's corporate governance practices. The Chairman and Managing Director is in charge of the management of the affairs of the Company, executing business strategy in consultation with the Board and achieving annual and long-term business goals.

2.1. SIZE OF THE BOARD

Your Company is a Government Company within the meaning of Section 2(45) of Companies Act, 2013 with Equity Share Holding of 74.496% by NTPC Limited and 25.504% by Governor of Uttar Pradesh. The business of the company is superintended by the Board of Directors. As per Share Purchase Agreement signed between NTPC Limited and Govt. of India, NTPC Limited will have the right to nominate two nominee Directors in the company. However, as per the Articles of Association of the Company, the power of appointment of Director rests with the President of India except two nominee Directors who are appointed by the Governor of Uttar Pradesh. As per the articles of the company, the President of India determine the number of Directors of the Company, which shall not be less than seven and not more than fifteen.

2.2. COMPOSITION OF THE BOARD

The Board of Directors has an ideal combination of executive and non-executive Directors and is in conformity with the provisions of Companies Act, 2013 which inter alia stipulates that the Board should have an optimum combination of Executive and Non-Executive Directors with at least one woman Director. Presently, the Board comprises of the Chairman and Managing Director, Functional Directors, Nominee Directors of NTPC Ltd., Nominee Directors of Government of India and Government of Uttar Pradesh and Independent Directors.

As on 31st March, 2022 THDCIL Board comprises of two Functional Directors including Chairman and Managing Director, one nominee Director of Govt. of India, two NTPC Ltd. Nominee Directors and three Independent Directors including one women Director. The Directors of THDCIL have the requisite qualification, expertise and experience that allow them to efficiently manage the business of the Company and make effective contribution to the Board.





The details of the Board of Directors viz. their names, designation, the number of Directorships and Committee Chairmanships / Memberships held by them in other companies and names of other listed entities in which the Director is a Director as on March 31, 2022 are given herein below:

S. No.	Name of the Directors	Designation	No. of other Directorship	Directorship held in other Listed Entities and Category of Directorships	No. of other committee memberships	
					As Chairman	As Member
1.	Sh. R.K. Vishnoi	Chairperson & Managing Director	1	-	-	-
2.	Sh. J. Behera	Director (Finance)	1	-	-	2
3.	Shri A.K. Gautam *	NTPC Ltd. Nominee Director	4	1 NTPC Limited Executive Director	0	6
4.	Sh. U. K. Bhattacharya	NTPC Ltd. Nominee Director	6	1 NTPC Limited Executive Director	2	3
5.	Sh. Jithesh John	Nominee Director, Gol	1	-	-	3
6.	Smt. Sajal Jha	Independent Director	-	-	1	3
7.	Dr. Jayaprakash Naik B.	Independent Director	-	-	3	4
8.	Shri Kesridevsingh D. Jhala	Independent Director	1	-	-	-

*Ceased to be Director on 31.05.2022

Changes in the composition of Board of Directors

- Due to attaining the age of superannuation Shri D.V Singh and Shri Raj Pal have ceased to be Chairman and Managing Director and Nominee Director of Government of India respectively in the Board of THDCIL w.e.f. 30.04.2021.
- The Ministry of Power, Government of India vide its Order No. 14-11/30/2020-H.I (255493) dated 12 April, 2021 assigned the additional charge of the post of Chairman & Managing Director, THDCIL to Shri Vijay Goel, Director (Personnel), THDCIL for a period of three months w.e.f. 01/05/2021. Ministry of Power further extended the additional charge assigned to Shri Vijay Goel w.e.f. 01.08.2021. Due to attaining the age of superannuation Shri Vijay Goel has ceased to be Director in the Board of THDCIL w.e.f. 31.10.2021.
- The Ministry of Power, Government of India vide its Order No. 14-11/4/2020-H.I (251966) dated 6th August, 2021 conveyed the appointment of Shri R.K. Vishnoi as Chairman and Managing Director w.e.f. 06.08.2021.
- The Ministry of Power, Government of India vide its Order No. 14-11/10/2021-H.I (258704) dated 3rd September, 2021 conveyed for entrustment of additional charge of the post of Director (Technical), THDCIL to Shri R.K. Vishnoi, CMD THDCIL w.e.f. 06.08.2021. The additional charge was further extended by Ministry of Power till 05.08.2022 or till the appointment of a regular incumbent or till further orders, whichever is earlier.
- Ministry of Power vide its letter No. 14-37/22/2017-H.I (238665) conveyed the appointment of Shri Jithesh John, Economic Adviser, MoP as Government of India Nominee Director on the Board of THDCIL w.e.f. 21.06.2021.
- The Ministry of Power, Government of India vide its Order No. 14-11/18/2021-H.I (259305) dated 6th October, 2021 conveyed for entrustment of additional charge of the post of Director (Personnel), THDCIL to Shri R.K. Vishnoi, CMD THDCIL w.e.f. 01.11.2021. The additional charge was further extended by Ministry of Power.
- Due to attaining the age of superannuation Shri T. Venkatesh, has ceased to be Nominee Director of GoUP w.e.f. 31.01.2022 and Shri Anil Garg was appointed as Nominee Director of Government of Uttar Pradesh w.e.f. 26.04.2022.
- The Ministry of Power, Government of India vide its Order No. 14-37/43/2021-H.I (259063) dated November 10, 2021 has appointed Dr. Jayaprakash Naik B. (DIN:09423574) and Smt. Sajal Jha (DIN: 09402663) as Non-official Independent Director on the Board of THDCIL for a period of three years from the date of notification of his appointment or till further orders.
- The Ministry of Power, Government of India vide its Order No.14 -37/43/2021-H.I (259063) dated March 28, 2022 has appointed Shri Kesridevsingh D. Jhala (DIN: 09101303) as Non-official Independent Director on the Board of THDCIL for a period of three years from the date of notification of his appointment or till further orders.
- Due to attaining the age of superannuation Shri A.K Gautam has ceased to be Nominee Director, NTPC Limited on the Board of THDCIL w.e.f. 31.05.2022.
- Ministry of Power vide its letter F. No. 14-7/1/2022-H.I(260878) dated 2nd June, 2022 conveyed the entrustment of additional charge of the post of CMD-NEEPCO & Director (Technical), NEEPCO to Shri R.K. Vishnoi, CMD THDCIL w.e.f. 01.06.2022.



None of the Directors on the Board is a member of more than 10 Committees or Chairperson of more than 5 Committees across all the public companies in which they are a Director as prescribed under Regulation 26 of SEBI (LODR), 2015. None of Directors of the Company is inter-se related to other Directors of the Company.

2.3. AGE LIMIT AND TENURE OF DIRECTORS

The age limit of Chairman & Managing Director and Whole Time Directors is 60 years. The Chairman & Managing Director and other Whole Time Directors are appointed for a period of five years from the date of assumption of the charge or till the date of superannuation, whichever event occurs earlier.

Non-Executive Directors serving in Ex-officio capacity as representatives of Administrative Department of Govt. of India/Govt. of Uttar Pradesh will retire on ceasing to be an official of that Administrative Department. The directorship of Nominee Directors appointed by NTPC Limited in THDCIL shall be coterminous with directorship in NTPC Limited. Independent Directors are appointed by Government of India usually for tenure of three years.

2.4. PROFILE OF DIRECTORS

Brief profile of Directors including their educational background, area of experience etc. is given in under Corporate Overview Section—Directors' Brief Profile in the Annual Report.

2.5. CORE COMPETENCIES OF DIRECTORS

The Board comprises of qualified members who bring in the required skills, competence and expertise to effectively contribute in deliberations at Board and Committee meetings. The matrix given at Annex-I summarizes a mix of skills, expertise and competencies possessed by Directors. It is pertinent to mention that being a Government Company, appointment of Director is made by the Government of India in accordance with the DPE Guidelines.

2.6. TRAINING PROGRAMMES OF DIRECTORS

At the time of induction of a new Director, a welcome letter is addressed to them along with details of duties and responsibilities required to be performed as a Director. The Board members based on their requirement, attend various seminars, conferences, training programmes from time to time. Directors are being imparted training organised from time to time by the Company and other agencies/institutions with a view to augment leadership qualities, knowledge, and skills. The training also enables them to get a better understanding of sector as well as the Company. Directors are also briefed from time to time about changes/ developments in Indian as well as international corporate and economic scenario including Legislative/Regulatory changes. At the time of induction, Independent Directors undergo a familiarization programme which highlights organisation structure, subsidiaries/ joint ventures, business model of the company, risk profile of the business, role and responsibilities of Independent Directors etc. Web link of details of familiarization programme imparted to Independent Directors is as under: https://thdc.co.in/sites/default/files/FAMILIARIZATION_PROGRAMME.pdf.

2.7. APPOINTMENT AND CESSATION OF DIRECTORSHIPS DURING THE YEAR 2021-22

The details of appointment and cessation of directorship in THDCIL for the Financial Year 2021-22 are given below:

Name of the Director	Change in Designation	Effective Date
Shri D.V. Singh	Cessation Ex-Chairman & Managing Director	30.04.2021
Shri Raj Pal	Cessation Ex- Nominee Director, Gol	30.04.2021
Shri Vijay Goel	Entrustment of Additional Charge of CMD	01.05.2021
Shri R.K. Vishnoi	Appointment Chairman & Managing Director Entrustment of Additional Charge of Director (Technical) Entrustment of Additional Charge of Director (Personnel)	06.08.2021 06.08.2021 01.11.2021
Shri Jithesh John	Appointment Gol Nominee Director	21.06.2021
Shri Vijay Goel	Cessation Ex-Director (Personnel)	31.10.2021
Shri T. Venkatesh	Cessation Ex-Nominee Director, GoUP	31.01.2022
Dr. Jayaprakash Naik B.	Appointment Independent Director	10.11.2021
Smt. Sajal Jha	Appointment Independent Director	10.11.2021
Shri Kesridevsingh D. Jhala	Appointment Independent Director	28.03.2022





2.8. BOARD MEETINGS AND ATTENDANCE

The meetings of the Board of Directors are convened by giving appropriate advance notices. To address any urgent needs, sometimes Board meetings are also called at a shorter notice subject to observance of statutory provisions. In case of urgency, resolutions are also passed through circulation, if permitted under the statute. Detailed agenda notes, management reports and other explanatory statements are normally circulated at least a week before the Board Meeting in a defined format amongst the Board Members for facilitating

meaningful, informed, and focused discussions in the meeting. Eight (8) meetings of the Board of Directors were held during the year under review and gap between two meetings did not exceed one hundred and twenty days. The said meetings were held on 10th April, 2021 and 24th April, 2021, 9th June, 2021, 28th July, 2021, 21st August, 2021, 15th September 2021, 23rd October 2021, 23rd December 2021 and 14th February 2022. The necessary quorum was present for all meetings. The table below shows attendance of the Board members in Board meetings held during the FY 2021-22 and their attendance at the last Annual General Meeting:

Name of Directors	Meeting held during the tenure	Board Meetings		Attendance of last AGM (held on September 15, 2021)
		Attended	Percentage of Attendance	
FUNCTIONAL DIRECTORS				
Shri R. K. Vishnoi* (Chairman & Managing Director from 06.08.2021)	8	8	100%	Attended
Shri J. Behera Director (Finance)	8	8	100%	Attended
Shri D. V. Singh (Chairman & Managing Director till 30.04.2021)	1	1	100%	Not Attended
Shri Vijay Goel (Additional Charge of CMD from 01.05.2021- 05.08.2021) Director(Personnel) till 31.10.2021)	6	6	100%	Attended
Nominee Directors				
Shri A.K. Gautam ** NTPC Nominee Director	8	8	100%	Attended
Shri U. K. Bhattacharya NTPC Nominee Director	8	7	87.5%	Attended
Shri Jithesh John GoI Nominee Director from 21.06.2021	6	6	100%	Attended
Smt. Sajal Jha Independent Director from 10.11.2021	2	2	100%	Not Attended
Dr. Jayaprakash Naik B. Independent Director from 10.11.2021	2	2	100%	Not Attended
Shri Raj Pal GoI Nominee Director till 30.04.2021	1	1	100%	Not Attended
Shri T. Venkatesh GoUP Nominee Director till 31.01.2022	7	1	14.28%	Not Attended
Shri Kesridevsingh D. Jhala*** Independent Director from 28.03.2022	0	0	-	Not Attended

*Entrusted with Additional Charge of Director (Personnel), THDCIL & Director (Technical), THDCIL

**Ceased to be Director w.e.f. 31.05.2022.

***Appointed as Independent Director w.e.f. 28.03.2022



2.9. DIRECTORS' COMPENSATION & DISCLOSURES

Your Company, being a Government Company under the administrative control of Ministry of Power, Govt. of India, thus the appointment, tenure and remuneration of Chairman & Managing Director, Whole Time Functional Directors and other Directors are decided by the President of India as per the Articles of Association of the Company and the same are communicated by the Administrative Ministry. The remuneration of Functional Directors and employees of the Company is fixed as per extant guidelines issued by DPE, from time to time. The Board in its 222nd meeting held on 14.02.2022 increased the sitting fee of Independent Directors from ₹ 20,000 to ₹ 30,000.

Further, the Part time Non-Official Independent Directors are paid sitting fees @ ₹ 30,000 per sitting for meetings of Board as well as Committee meetings (sitting fee is fixed by Board) as per Rule 4 of Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 read with section 197 of Companies Act, 2013. Part-time Directors nominated by Government & NTPC Limited in Ex-officio capacity are not paid any kind of remuneration/sitting fee from the Company.

Details of payments towards sitting fees (excluding GST) for attending Board/ Committee meetings to Independent Directors during the financial year 2020-21 are given below:

S. No.	Name of Independent Director	Sitting fees			Total
		Board Meetings	Committee Meetings	Independent Directors Meeting	
1.	Smt. Sajal Jha	40,000	40,000	30,000	1,10,000
2.	Dr. Jayaprakash Naik B.	40,000	70,000	30,000	1,40,000
3.	Shri Kesridevsingh D. Jhala*	-	-	-	-

*Appointed on 28.03.2022

Details of remuneration of Whole-time Functional Directors, Chief Financial Officer and Company Secretary of the company paid for F.Y. 2021-22 are given below:

Remuneration of Whole-time Directors and Key Managerial Personnel

(Amount in ₹)

S. No.	Name of Directors	Designation	Salary & Allowances #	Bonus/ Commission*	Performance Related Pay (PRP)	Gross Total
1.	Sh. Rajeev K. Vishnoi	C&MD	4648291	NA	2481139	7129430
2.	Sh. J. Behera	Director(Finance)	4183728	NA	2225836	6409564
3.	Sh. D.V. Singh	Ex-Chairman & Managing Director	1282008	NA	0	1282008
4.	Sh. Vijay Goel	Ex -Director(Personnel)	2909149	NA	1767019	4676168
5.	Ms. Rashmi Sharma	Company Secretary	1643675	NA	458652	2102327

#: Salary and allowances include leave encashments.

2.10. Board Independence

All the Independent Directors have given the declaration that they meet the criteria of independence to the Board of Directors as per the provisions of the Companies Act, 2013 and SEBI (LODR). Terms and conditions of appointment of Independent Directors are hosted on the website of the Company at https://thdc.co.in/sites/default/files/Appointment_Independent_Directors.pdf

2.11. KMP (KEY MANAGERIAL PERSONNEL)

As per the Section 203(1) of Companies Act, 2013, and Rule 8 of Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 every company belonging to prescribed class or classes of companies shall have the whole-time Key Managerial Personnel (KMP). Accordingly, THDCIL has designated following key managerial personnel.

- Shri Sh. R.K. Vishnoi, Chairman & Managing Director
- Shri J. Behera, Director (Finance) & Chief Financial Officer

- Ms. Rashmi Sharma, Company Secretary

2.12. PERFORMANCE EVALUATION OF BOARD MEMBERS

MCA vide Notification dated July 5, 2017 prescribed that the provisions relating to review of performance of Independent Directors and evaluation mechanism, prescribed in Schedule IV of the Companies Act, 2013, is also not applicable to Government Companies. During the financial year 2021-22, the performance evaluation of the Non-Executive Independent Directors of the Company was carried out by the Administrative Ministry/Department of Public Enterprises as per their internal guidelines. Functional Directors are evaluated by the Administrative Ministry as per its own evaluation methodology. Deptt. of Public Enterprises (DPE) has laid down a mechanism for performance appraisal of all Functional Directors and evaluation of Independent Directors which is used for evaluation of Board members.

2.13. SEPARATE MEETINGS OF INDEPENDENT DIRECTORS





A separate meeting of Independent Directors was held on March 31, 2022, in compliance of Companies Act, 2013, SEBI (LODR) and Guidelines on Corporate Governance for CPSEs, 2010 issued by DPE, which was attended by the Independent Directors of THDC India Limited. In terms of Regulation 25 of SEBI LODR, 2015, the performance of the Board as a whole and Non Independent Directors including Chairman & Managing Director were evaluated by the Independent Directors in a separate Meeting held on 31st March 2022.

2.14. BOARD MEETING PROCEDURES

i. Decision making Process:

The Company has laid down a set of guidelines and follows secretarial standards for the meetings of the Board of Directors with a view to professionalizing all corporate affairs. These guidelines seek to systematize the decision making process in Board meetings in an informed and efficient manner.

ii. Scheduling and selection of agenda items for Board meetings:

1. The meeting dates are usually finalized after consultation with all Directors, in order to ensure presence of all Board Members. The meetings are convened by giving appropriate notice after obtaining the approval of the Chairman of the Board. Detailed agenda notes, management reports are circulated in advance, to the Directors to facilitate meaningful, informed and focused decisions during the meeting.
2. To address specific urgent business needs, sometimes meetings are also called at shorter notice in compliance of the applicable statutory provisions and utmost efforts are made to adhere to the minimum notice & agenda period. In some instances, resolutions are passed by circulations which are noted in the next Board Meeting.
3. Wherever it is not practical to attach voluminous documents to the agenda, such papers are placed on the table in the meeting. The agenda papers are circulated after obtaining the approval of the concerned Functional Director and CMD.
4. Presentations are given in the Board meetings on certain Agenda matters to enable members to take informed decisions.
5. The members of the Board have complete access to all information of the Company. The Board is also free to recommend any issue that it may consider important for inclusion in the agenda. Senior Management officials are called to provide additional inputs to the matters being discussed by the Board, as and when necessary.

iii. Recording of minutes of the Board/Committee meetings:

The draft Minutes of the proceedings of each Board/Committee Meeting are duly circulated to all members for their comments within fifteen days from the conclusion of the Meeting. The Directors communicate their comments on the draft Minutes within seven days from the date of circulation thereof. A comparative sheet of all comments received from Directors are placed before the Chairman & Managing Director/Chairman of respective Committees for consideration and approval thereof. The approved minutes of proceedings of each Board/Committee Meeting are duly recorded in the minutes book.

iv. Follow-up mechanism :

Directions issued by the Board are regularly communicated to

concerned Departments and an action-taken on the decisions of the Board is regularly placed before the Board in form of Action Taken Report which helps in effective reporting on follow-up and review of decisions.

v. Compliance :

It is our endeavor to ensure compliance of all applicable provisions of law, rules and guidelines. The company ensures compliance of all applicable provisions of the Companies Act, 2013 (to the extent these are applicable), SEBI Regulations & Guidelines, Listing Agreement and other statutory requirements under different laws. The Company is also complying with the Secretarial Standards issued by the Institute of Company Secretaries of India in respect of Meetings of Board and Shareholders. The Board of Directors review the legal compliance report placed before it from time to time.

vi. Information to be placed before Board of Directors :

- All technical matters for approval and information belong to all projects of THDC India Limited.
- Annual operating plans, budgets and related updates.
- Capital budgets and related updates.
- Proposals relating to raising of funds.
- Proposals for sanction of financial assistance.
- Quarterly, Half Yearly and Annual Financial Results.
- Minutes of Previous Board Meetings, committee meetings of the company and Board meeting of Subsidiary Companies.
- The information of appointment or cessation of Directors and Key Managerial personnel including the information on recruitment of senior officers just below the level of Board of Directors.
- Minutes of meetings of Audit Committee and other Committees of the Board.
- General Business issues as per powers of Board.
- Major investments, formation of subsidiaries, joint ventures and strategic alliances.
- Quarterly information with respect to purchases/works/contracts awarded on nomination basis.
- Status of Progress report of projects.
- Quarterly report on compliance of various laws.
- Disclosure of interest by Directors about their directorships.
- Significant capital investment proposals or award of large contracts.
- Status of arbitration cases.
- Significant labour problems and their proposed solutions. Any significant development in Human Resources/Industrial Relations front like signing of wage agreement, implementation of Voluntary Retirement Scheme, etc.
- Show cause, demand, prosecution notices and penalty notices, if any, which are materially important.



- Fatal or serious accidents, dangerous occurrences, any material effluent or pollution problems, if any.
- Any issue, which involves possible public or product liability claims of substantial nature, including any judgment or order which, may have passed strictures on the conduct of the Company or taken an adverse view regarding another enterprise that can have negative implications on the Company.
- Changes in significant accounting policies and practices along with reasons thereof.
- Quarterly results for the listed entity and its operating divisions or business segments.
- Any material default in financial obligations to and by the listed entity, or substantial non-payment for goods sold by the listed entity.
- Transactions that involve substantial payment towards goodwill, brand equity, or intellectual property.
- Sale of investments, subsidiaries, assets which are material in nature and not in normal course of business.
- Any other information required to be presented to the Board either for information or approval as per the requirement of applicable laws.

3. COMMITTEES OF BOARD OF DIRECTORS

The Board functions either as full Board or through various Committees constituted to oversee specific operational areas. Each Committee of the Board is guided by its terms of reference, which defines the composition, scope and powers of the Committee as prescribed under Companies Act, 2013 and SEBI (LODR), 2015. The Committees meet at regular intervals and focus on specific areas and make informed decisions within the authority delegated to them. The company has five Board Level Committees which are as under:

- Audit Committee
- Nomination And Remuneration Committee
- Stakeholders' Relationship Committee
- Risk Management Committee
- CSR & Sustainability Committee

The Company Secretary serves as the Secretary to Board Level Committees.

3.1. AUDIT COMMITTEE

The composition, scope, etc. of the Audit Committee are in line with the Companies Act, 2013, SEBI (LODR), 2015 and DPE Guidelines on Corporate Governance.

3.1.1. Composition of Audit Committee

As on 31st March 2022, the Audit Committee comprised of the following

members:

S. No.	Name of Member	Designation
1.	Dr. Jayaprakash Naik B., Independent Director	Chairperson
2.	Smt. Sajal Jha, Independent Director	Member
3.	Smt. A.K. Gautam, NTPC Nominee Director	Member

Director (Finance) /CFO invariably attends the meeting as Special Invitee. Functional Directors, Internal Auditor, Statutory Auditors, and concerned GMs are specifically invited as and when required to be present in the meetings of the Audit Committee, as may be decided by the Chairperson of the Audit Committee. The Company Secretary acts as Secretary to the Audit Committee.

3.1.2. Terms of Reference

The Terms of Reference of Audit Committee are as under:

- The recommendation for appointment, remuneration and terms of appointment of auditors of the company;
- Review and monitor the auditor's independence and performance, and effectiveness of audit process;
- Examination of the financial statement and the auditors' report thereon;
- Approval or any subsequent modification of transactions of the company with related Parties;
- Scrutiny of inter-corporate loans and investments;
- Valuation of undertakings or assets of the company, wherever it is necessary;
- Evaluation of internal financial controls and risk management systems;
- Monitoring the end use of funds raised through public offers and related matters;
- To review the follow up action on the audit observations of the C&AG Audit. Review the follow up action taken on the recommendations of Committee on Public Undertakings (COPU) of the Parliament;
- Oversee financial reporting process of company and the disclosure of its financial information to ensure that the financial statement is correct, sufficient and credible;
- Approval of payment to statutory auditors for any other services rendered by the statutory auditors;
- Reviewing, with the management, the annual financial statements and auditor's report thereon before submission to the Board for approval, with particular reference to:





- (a) matters required to be included in the Directors' responsibility Statement to be included in the Board's report in terms of clause (c) of sub-section (3) of Section 134 of the Companies Act, 2013;
- (b) changes, if any, in accounting policies and practices and reasons for the same;
- (c) major accounting entries involving estimates based on the exercise of judgment by management;
- (d) significant adjustments made in the financial statements arising out of audit findings;
- (e) compliance with listing and other legal requirements relating to financial statements;
- (f) disclosure of any related party transactions;
- (g) modified opinion(s) in the draft audit report;
- xiii. reviewing, with the management, the quarterly financial statements before submission to the Board for approval;
- xiv. reviewing, with the management, the statement of uses / application of funds raised through an issue (public issue, rights issue, preferential issue, etc.), the statement of funds utilized for purposes other than those stated in the offer document / prospectus / notice and the report submitted by the monitoring agency monitoring the utilisation of proceeds of a public or rights issue, and making appropriate recommendations to the Board to take up steps in this matter;
- xv. reviewing and monitoring the auditor's independence and performance, and effectiveness of audit process;
- xvi. reviewing, with the management, performance of statutory and internal auditors, adequacy of the internal control systems;
- xvii. reviewing the adequacy of internal audit function, if any, including the structure of the internal audit department, staffing and seniority of the official heading the department, reporting structure coverage and frequency of internal audit;
- xviii. discussion with internal auditors of any significant findings and follow up there on;
- xix. reviewing the findings of any internal investigations by the internal auditors into matters where there is suspected fraud or irregularity or a failure of internal control systems of a material nature and reporting the matter to the Board;
- xx. discussion with statutory auditors before the audit commences, about the nature and scope of audit as well as post-audit discussion to ascertain any area of concern;
- xxi. to look into the reasons for substantial defaults in the payment to the depositors, debenture holders, shareholders (in case of non-payment of declared dividends) and creditors;
- xxii. to review the functioning of the whistle blower mechanism;
- xxiii. approval of appointment of chief financial officer after assessing the qualifications, experience and background, etc. of the candidate;
- xxiv. to consider and comment on rationale, cost-benefits and impact of schemes involving merger, demerger, amalgamation etc., on the listed entity and its shareholders.
- xxv. any matter referred to it by the Board or any other terms of reference as amended by the Companies Act, 2013 & rule made thereunder, Sebi (LODR) and DPE Guidelines.

3.1.3. POWERS OF AUDIT COMMITTEE:

Commensurate with its role, the Audit Committee shall exercise powers, which include the following:

- The Audit Committee shall have authority to investigate into any matter specified above or referred to it by the Board and for this purpose, shall have full access to information contained in the records of the Company.
- To seek information on and from any employee.
- To obtain outside legal or other professional advice, if necessary.
- To secure attendance of outsiders with relevant expertise, if it considers necessary.
- The recommendations of the Audit Committee on any matter shall be considered by the Board.

3.1.4. REVIEW OF INFORMATION BY AUDIT COMMITTEE

The Audit Committee shall review the following information:

- Management discussion and analysis of financial condition and results of operations;
- Management letters / letters of internal control weaknesses issued by the statutory auditors;
- Internal audit reports relating to internal control weaknesses; and
- the appointment, removal and terms of remuneration of the chief internal auditor shall be subject to review by the audit committee.

3.1.5. MEETINGS AND ATTENDANCE

During the year 2021-22, one meetings of Audit committee was held and details including attendance of members of the committee are as follows:

Name of Member	Meeting Date 14-02-2022	Total Meetings held during the tenure	No. of Meetings Attended	% of Attendance
Dr. Jayaprakash Naik B.	Attended	1	1	100
Smt. Sajal Jha	Attended	1	1	100
Smt. A.K. Gautam	Attended	1	1	100

Note: Director (Finance), THDCIL is permanent special invitee to all Audit Committee Meetings.



3.2. NOMINATION AND REMUNERATION COMMITTEE

As per the requirements of Section 178 of the Companies Act, 2013, Regulation 19 of SEBI (LODR) and DPE Guidelines, a Nomination & Remuneration Committee (NRC) has been constituted.

Being a Government Company, as per the Articles of Association, all Directors including the Chairman & Managing Director except nominee Director of GoUP are appointed by the President of India. Their tenure and remuneration are also fixed by the Government of India. As appointment of Directors are made by the Government of India, accordingly, evaluation of Directors is done by the Government of India. It may also be noted that Ministry of Corporate Affairs (MCA) vide notification dated 5th June 2015, has exempted Government Companies from the provisions of section 178(2), (3) and (4) which requires formulation of criteria for determining qualifications, positive attributes, independence and annual evaluation of Directors & policy relating to remuneration of Directors.

3.2.1. Composition of Nomination and Remuneration Committee

As on 31st March, 2022 the Nomination and Remuneration committee comprised of the following members:

S. No.	Name of the Members	Designation
1.	Smt. Sajal Jha, Independent Director	Chairperson
2.	Dr. Jayaprakash Naik B., Independent Director	Member
3.	Shri Jithesh John, Nominee Director, MoP, Gol	Member
4.	Shri U.K. Bhattacharya, Nominee Director, NTPC Ltd.	Member

3.2.2. MEETING AND ATTENDANCE

During the financial year 2021-22, one (1) meeting of Nomination and Remuneration Committee was held. Details of the meeting including the attendance of the committee are as follows:

Name of Member	Meeting Date 14-02-2022	Total Meetings held during the tenure	No. of Meetings Attended	% of Attendance
Smt. Sajal Jha	1	1	1	100%
Dr. Jayaprakash Naik B.	1	1	1	100%
Shri Jithesh John	1	1	1	100%
Shri U.K. Bhattacharya	1	1	1	100%

3.3. STAKEHOLDERS' RELATIONSHIP COMMITTEE

This Committee has been constituted in line with the provisions of SEBI (LODR) and Companies Act, 2013. It considers and resolves the grievances of security holders of the Company inter-alia including grievances related to transfer of shares, non-receipt of Annual Report, non receipt of dividend etc. The Committee also reviews measures taken for effective exercise of voting rights by shareholders, adherence to the service standards adopted by the listed entity in respect of various services being rendered by the Registrar & Share Transfer Agent and measures and initiatives taken by the listed entity.

3.3.1. Composition of Stakeholder Relationship Committee

As on 31st March, 2022 the Stakeholder Relationship Committee comprised of the following members:

S.No.	Name of the Members	Designation
1.	Dr. Jayaprakash Naik B., Independent Director	Chairperson
2.	Shri A.K. Gautam, Nominee Director, NTPC Ltd.	Member
3.	Shri J. Behera, Director (Finance)	Member

3.3.2. Name and designation of Compliance Officer

The Board of Directors has appointed Ms. Rashmi Sharma, Company Secretary as the Company Secretary & Compliance Officer of THDC India Limited in terms of Regulation 6 of SEBI (LODR).

3.3.3. Centralized Web Based Redressal System-Scores

The centralized web based Complaint Redressal System of SEBI i.e. SCORES is used in the Company. Through SCORES, Bondholders can register their complaints against the Company for redressal. Status of every complaint lodged can also be viewed online. SEBI disposes off the complaints if it is satisfied that the complaints have been redressed adequately.

3.3.4. Investor Grievances

To resolve the investor grievances, your company has registered itself in SEBI web based complaints redressal system namely SCORES (SEBI Complaints Redressal System). During the financial year ended on 31st March 2022, Company has not received any investors grievances.

3.4. RISK MANAGEMENT COMMITTEE

Pursuant to Regulation 21 of the SEBI (LODR), Risk Management Committee has been constituted to:





- Finalise risk assessment including cyber security under the Risk Management
- Framework; Monitor and review risk management plan/ framework as approved by the Board;
- Informing the Board about the risk assessed and action required to be taken/ already taken for mitigating the risks and
- Take up any other matter as directed by the Board from time to time.

3.4.1. Composition of Risk Management Committee

As on 31st March, 2022 the Risk Management Committee comprised of the following members:

S. No.	Name of the Members	Designation
1.	Shri U.K. Bhattacharya, Nominee Director, NTPC Ltd.	Chairperson
2.	Shri J. Behera, Director (Finance)	Member
3.	Smt. Sajal Jha, Independent Director	Member

3.5. CSR & SUSTAINABILITY COMMITTEE

The CSR & Sustainability Committee has been constituted as per the requirements of Section 135 of the Companies Act, 2013 and DPE guidelines on sustainability (SD). CSR & Sustainability Committee formulates and recommends the Corporate Social Responsibility &

Name of Member	Meeting Date 31-03-2022	Total Meetings held during the tenure	No. of Meetings Attended	% of Attendance
Dr. Jayaprakash Naik B.	1	1	1	100%
Shri Jithesh John	1	1	1	100%
Shri U.K. Bhattacharya	1	1	1	100%

3.5.3. Functions of CSR & Sustainability Committee

The Board Level CSR & Sustainability Committee steers the Implementation and Monitoring of the CSR & Sustainability Programs/ Activities of the Company, which include the following:

- Consideration of CSR & Sustainability Projects / Activities and Annual Plan/Budget.
- Consideration of Periodical CSR & Sustainability Progress Report / Status Report.
- Monitoring of CSR & Sustainability Activities.
- Consideration of Impact Assessment Report of CSR & Sustainability Projects.
- Any other tasks deemed necessary etc.

3.6. STANDING COMMITTEE

In line with MoP order No. 11/51/2021-NHPC dated 20.10.2021, a Standing Committee was constituted for ensuring compliance of the rules and regulations of Government of India along with the directions and guidelines issued expressing the priorities of the Government.

Sustainability Policy to the Board along with the amount of expenditure to be incurred on the activities specified in the CSR & Sustainability Policy and monitors the CSR & Sustainability Policy of the Company apart from looking into such matter as the Board may delegate from time to time. THDCIL's Policy on CSR & Sustainability Policy can be viewed at the web link: https://thdc.co.in/sites/default/files/CSR_Policy2021.pdf.

3.5.1. Composition of CSR & Sustainability Committee

As per Section 135 of the Companies Act Corporate Social Responsibility Committee of the Board shall be consisting of three or more Directors, out of which at least one Director shall be Independent Director. As on 31st March, 2022, the CSR & Sustainability Committee comprised of the following members:

S. No.	Name of the Members	Designation
a)	Dr. Jayaprakash Naik B., Independent Director	Chairperson
b)	Shri U.K. Bhattacharya, Nominee Director, NTPC Ltd.	Member
c)	Shri Jithesh John, Nominee Director, MoP, Gol	Member

3.5.2. Meeting and Attendance

During the financial year 2021-22, one (1) meeting of CSR & Sustainability Committee was held. Details of the meeting including the attendance of the committee are as follows:

The constitution and the roles and responsibilities of the Board Level Standing Committee are given below:

3.6.1. Constitution of Standing Committee

As on 31st March, 2022, the Standing Committee comprised of the following members:

S. No.	Name of the Members
1.	Shri J. Behera, Director (Finance)
2.	Shri U.K. Bhattacharya, NTPC Nominee Director
3.	Shri Jithesh John, Gol Nominee Director

The Company Secretary acts as the Secretary of the Board Level Standing Committee.

3.6.2. Roles and Responsibilities of the Committee

The roles and responsibilities of the Standing Committee are as follows:

- Review the national level missions from time to time and government directions in respect of same and what can be done to contribute towards them as a PSU.
- Ensuring the compliance of the rules and regulations of the Government of India along with the directions and guidelines



- c) To review the half yearly compliance report and give Suggestions/ Directions for implementation of national missions.
- d) To look into issues like compliance with Make in India norms, GeM related directions and directives related to various national Missions like Swachh Bharat Mission etc.

4. GENERAL BODY MEETINGS

4.1 Annual General Meeting

Date, time and location where the last three Annual General Meetings along with details of Special Resolutions passed are as under:

Annual General Meetings	33 rd Annual General Meeting held on 15 th September, 2021	32 nd Annual General Meeting held on 22 nd September, 2020	31 st Annual General Meeting held on 27 th September, 2019
Time	3:00 P.M	12:00 Noon	6:00 P.M
Venue	THDCIL, NCR Office, Plot No. 20, Sector-14, Kaushambi, Ghaziabad – 201010 (U.P),	Through Video Conferencing	THDC INDIA LIMITED, 1 st Floor, East Tower, NBCC Place, Bhishma Pitamah Marg, New Delhi
Special Business	<ul style="list-style-type: none"> To ratify the remuneration of the Cost Auditors for the financial year 2021-22. To approve the issue of Corporate Bonds up to ₹ 3000 Crore on Private Placement Basis 	<ul style="list-style-type: none"> To fix Remuneration of Cost Auditors for the F.Y. 2020-21. To issue secured, Non-Convertible, Non-Cumulative Bonds on Private Placement Basis. 	<ul style="list-style-type: none"> To fix Remuneration of Cost Auditors for the F.Y. 2019-20. To issue secured, Non-Convertible, Non-Cumulative Bonds on Private Placement Basis.

4.2. Special Resolution passed through Postal Ballot

No special resolution was passed during last year through postal ballot. There is no immediate proposal for passing any special resolution through Postal Ballot.

5. DISCLOSURES

a) SUBSIDIARY COMPANIES

TUSCO Limited, a joint venture company of THDCIL and UPNEDA is incorporated on 12.09.2020 to develop, operate and maintain Ultra Mega Solar Power Park(s)/Projects in the State of Uttar Pradesh under Solar Park Scheme of Ministry of New and Renewable Energy, Government of India. The equity shareholding in Joint Venture Company is shared between THDCIL and UPNEDA in the ratio of 74:26 respectively. The Minutes of Board Meetings of Subsidiary Company are placed before the Board of Directors of the Company for information.

b) SECRETARIAL AUDIT

M/s PSR Murthy, Practicing Company Secretary, New Delhi has conducted Secretarial Audit for the Financial Year 2021-22 and has submitted their report to the Company. A copy of Secretarial Audit Report is annexed in this Annual Report for information of the shareholders.

C) DISCLOSURE UNDER THE SEXUAL HARASSMENT OF WOMEN AT WORKPLACE (PREVENTION, PROHIBITION AND REDRESSAL) ACT, 2013:

No. of cases under process/ investigation as on end of the year 2020-21	No. of cases reported during the year 2021-22	No. of cases disposed-off during the 2021-22	No. of cases under process/ investigation as on end of the 2021-22
0	1	1	0

d) WHISTLE BLOWER POLICY

The Company has a Board approved 'Whistle Blower Policy' for Directors and employees which enables Directors/ Employees of THDCIL and/ or its subsidiaries to raise concerns regarding unethical behavior, actual or suspected fraud or violation of the Company's code of conduct or ethics policy, which could affect the business or reputation of the Company. The complaint can be made to the Competent Authority in the manner prescribed under the Policy. It also provides safeguards against victimization of employees, who avail the mechanism and for direct access to the Chairman of the Audit Committee. The mechanism for prevention of frauds is also included in the policy.

- It provides necessary safeguards for protection of employees from victimization, for whistle blowing in good faith.
- An employee who knowingly makes false allegations shall be subject to Disciplinary Action.
- Facilitate highest possible standards of ethical, moral and legal business conduct in the Company.

The Company has a defined and established Whistle Blower Policy (Vigil Mechanism) for reporting instances of unethical/improper conduct and for taking suitable steps to investigate and correct the same. The whistle blower policy is available on the Company's website at <https://thdc.co.in/sites/default/files/WhistleBlowerPolicyNew.pdf>. The provisions of this policy are in line with the provisions of section 177(9) of the Companies Act, 2013 and Regulation 22 of SEBI (LODR), 2015.

During the year 2021-22, no complaint has been reported under Whistle Blower Policy.





e) SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015 AND DPE GUIDELINES ON CORPORATE GOVERNANCE

The Company has broadly complied with the requirements of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 & Guidelines on Corporate Governance for Central Public Sector Enterprises issued by Department of Public Enterprises. There were no penalties or strictures imposed on the Company by Stock Exchange(s) or the Board or any statutory authority for non-compliance during the last three years.

f) ACCOUNTING TREATMENT

In the view of management, all applicable accounting standards are being followed for preparation of Financial Statements.

g) RELATED PARTY TRANSACTIONS

The Company has formulated a Related Party Transaction (RPT) Policy containing criterion of deciding Materiality of Related Party Transactions and dealing with Related Party Transactions. The RPT Policy is available at the web link: https://thdc.co.in/sites/default/files/Policy_10Jun22.pdf. The details of Related Party Transactions are given in form AOC-2 forming part of Board's Report.

h) MATERIAL SUBSIDIARY

The Company had no 'Material Subsidiary' as defined under Regulation 16(1)(c) of SEBI (LODR).

6. RISK MANAGEMENT

The Company has adopted 'Risk Management Manual' in June, 2012. The Manual intends to maintain a uniform & structured Risk Management System in the Company at various Power Projects at different stages of implementation. As per the Manual, the Risk Management Committee comprising of members from Project, Finance, Planning, and Design etc. was constituted to develop and implement a 'Risk Management Plan'. Committee meetings are being held regularly with suggestions to improve the effectiveness of Risk Management Plan.

In line with the Manual, risk management plan is being implemented. Each Project has opened a Risk Register and nominated their Nodal Risk Officer for coordinating activities as mentioned in Risk Management Plan & 'Risk Management Manual'. In case of occurrence of any risk the same is being recorded in 'Risk Experience Register' and action is being taken to mitigate it for future. The Risk Management of the Company is being reviewed periodically by the management. Board also reviews the Risk Management on a regular basis.

7. RECORD MANAGEMENT SYSTEM

THDC has adopted Record Management Manual in line with guidelines of National Archives of India. Chief Record Officer has been appointed to oversee the Record Management System of the Company. Separate Record Office has been created in Rishikesh with all required facilities as per the Guidelines of National Archives of India.

8. MEANS OF COMMUNICATION

The Company recognizes the rights of shareholders/investors & communications as key elements of the overall Corporate Governance framework and therefore emphasizes on continuous, efficient and relevant communication with shareholders and other stakeholders. The Company communicates with its shareholders through its Annual Reports, General Meetings and disclosures on its website and through Stock Exchanges. All important information pertaining to the Company is also mentioned in the Annual Report for each financial year, which is circulated to the members and others entitled thereto. Investor's related information, announcements and latest updates regarding the Company can be accessed at Company's website at www.thdc.co.in which inter-alia includes the following:

- Corporate Disclosures made from time to time to the Stock Exchanges
- Financial Results
- Official news releases, presentations made to institutional investors or to the analysts
- Bondholder information
- Quarterly Corporate Governance Report

The extracts of quarterly Financial Results of the Company are communicated to the Stock Exchanges and published in national daily newspapers. The Company also makes press releases and corporate presentations on important corporate developments, from time to time and the same are also displayed on its website at www.thdc.co.in. During 2021-22, Quarterly Results have been published as per details given below:

Quarter	Date of Publication	Newspaper
II	26.10.2021	The Indian Express
III	16.02.2022	The Indian Express
IV	15.05.2022	The Indian Express

No publication was made for the quarter ended June 2021 since the requirement of publication of quarterly financial results came into effect from 07.09.2021.

9. COMPTROLLER AND AUDITOR GENERAL OF INDIA

Your Company being a PSU comes under jurisdiction of Comptroller and Auditor General of India and is also subject to parliamentary oversight under Section 139 of Companies Act, 2013.

The Statutory Auditors of the Company are appointed by the Comptroller and Auditor General of India, who gives the directions to the Auditors on the manner in which the audit should be conducted by them. The Comptroller and Auditor General of India are also empowered to Comment upon the Audit Reports of the Statutory Auditors. In addition, the Comptroller and Auditor General of India conduct a test audit of the accounts of your Company and submit reports. The Audited Accounts of the Company are placed before both the Houses of Parliament within a prescribed time limit.



10. CORPORATE ETHICS POLICY

The Board of Directors of your Company has adopted 'Corporate Ethics Policy' as a part of Corporate Governance initiative. The Policy serves to guide the Employees of the Company to observe highest standard of Professional Ethics, Good Governance, Probity, Integrity and Impartiality while discharging official duties.

11. CODE OF CONDUCT FOR BOARD MEMBERS AND SENIOR MANAGEMENT

The Company is committed towards conducting business in accordance with the highest standards of business ethics and complying with applicable laws, rules and regulations. The Company has placed Code of Conduct for Directors and Senior Management Personnel with a view to enhance ethical and transparent process in managing the affairs of the Board Members including Govt. Nominee(s) & Independent Directors and Senior Management Personnel of the Company. The Board of Directors has laid down Code of Conduct & Ethics for Board Members and Senior Management in alignment with Company's mission and objectives to enhance transparency in managing the affairs of the Company. A copy of the Code of Conduct is available at the website of the Company at the <https://thdc.co.in/sites/default/files/CodeBusinessConduct&Ethics.pdf>.

Annual Affirmation is obtained regarding Compliance of Code of Business Conduct and Ethics from Board Members and Senior Management of the Company up to the level of AGM. All members of the Board and Senior Management i.e. 'Key Executives' have confirmed

compliance with the Code of Conduct for the year under review. A declaration signed by Chairman & Managing Director is given below:

Declaration as required under clause 3.4.2 of DPE Guidelines

'All the members of the Board have affirmed the compliance of the Code of Conduct for the Financial Year ended on March 31, 2022.'

(R.K. Vishnoi)

Chairman & Managing Director

12. CERTIFICATE ON CORPORATE GOVERNANCE

The Certificate on Corporate Governance has been obtained from practicing Company Secretary as per DPE Guidelines which forms part of this report.

13. CEO/CFO CERTIFICATION

As required under Regulation 17(8) of SEBI (LODR), the certificate duly signed by Chairman & Managing Director and Director (Finance) is annexed to the Corporate Governance Report .

14. INFORMATION FOR INVESTORS

14.1. LISTING ON STOCK EXCHANGES

THDC INDIA LIMITED Corporate Bonds are listed on the following stock exchanges:

BSE Limited	NSE Limited	
Address: Phiroze Jeejeebhoy Towers, Dalal Street, Mumbai – 400001	Address: Exchange Plaza, Plot No. C/1, G Block, Bandra (East), Mumbai – 400051	
Credit Rating		
CORPORATE BONDS SERIES	ISIN	CREDIT RATING
Corporate Bonds Series-I	INE812V07013	India ratings: AA stable Care Ratings Limited :.AA stable
Corporate Bonds Series-II	INE812V07021	India Ratings: AA stable ICRA: AA stable
Corporate Bonds Series-III	INE812V07039	Care Ratings: AA stable ICRA: AA stable
Corporate Bonds Series-IV	INE812V07047	ICRA:AA stable Care Ratings Limited: AA stable
Corporate Bonds Series-V	INE812V07054	India Ratings: AA stable Care Ratings Limited: AA stable
Corporate Bonds Series-VI	INE812V07062	India Ratings : AA stable Care Ratings Limited: AA stable



The annual listing fee for the Financial Year 2021-22 has been paid to both Stock Exchange before due date.

14.2. REGISTRAR AND TRANSFER AGENTS

KFin Technologies Limited

Selenium Building, Tower-B, Plot No. 31 & 32,
Financial District, Nanakramguda, Serilingampally,
Hyderabad, Rangareddi, Telangana India - 500 032.
Email: gopalkrishna.kvs@karvy.com

14.3. DEBENTURE TRUSTEE

VISTRA ITCL (INDIA) LIMITED

6th Floor, The IL&FS Financial Centre,
Plot C-22, G-Block, Bandra Kurla Complex,
Bandra East, Mumbai

14.4. PAYMENT OF DIVIDEND:

Year	Total Amount of Dividend (in Crore)	Date of AGM in which dividend was declared
2019-20	402.71	22 nd September 2020
2020-21	305.04	Interim Dividend 20 th February, 2021
2020-21	190.84	Final Dividend 15 th September, 2021
2021-22	317.36	Interim Dividend 14 th February, 2022
2021-22	197.94	Final Dividend to be declared in upcoming AGM on 20 th Sept 2022.

14.5. SHAREHOLDING PATTERN:

S. No.	Category	Total Shares	% To Equity
1	NTPC Limited	27309406	74.496
2	Governor of U.P	9349401	25.504
3	Other Nominee shareholders	10	-
	Total	36658817	100

14.6. NUMBER OF SHARES HELD BY THE DIRECTORS :

Directors (As on 31.03.2022)	No. of Shares
Shri R.K. Vishnoi	NIL
Shri J. Behera	NIL
Shri A.K. Gautam*	NIL
Shri U. K. Bhattacharya	NIL
Shri Jithesh John	NIL
Smt. Sajal Jha	NIL
Dr. Jayaprakash Naik B.	NIL
Shri Kesridevsingh D. Jhala	NIL

*Ceased to be Director on 31.05.2022

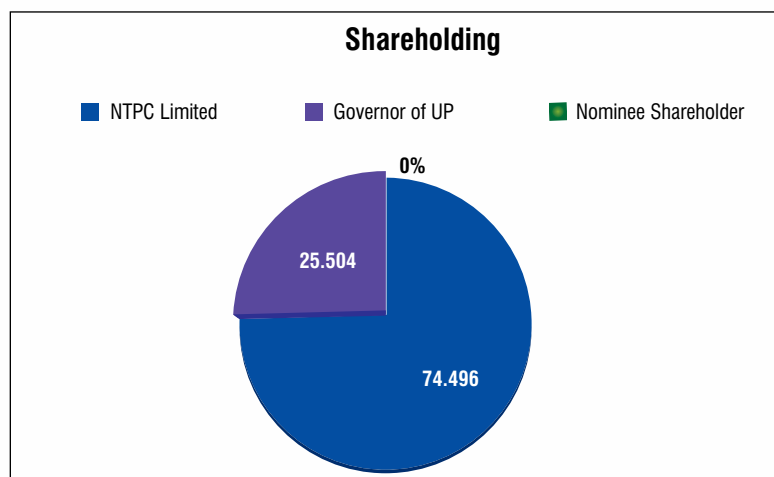
15. ADDRESS FOR CORRESPONDENCE

THDC INDIA LIMITED

Ganga Bhawan, Pragatipuram,
Bypass Road,
Rishikesh-249201,
Uttarakhand

The phone numbers and e-mail reference for communication are given below:

Company Secretary & Compliance Officer	
Name	Ms. Rashmi Sharma
Office Contact Nos.	0135-2473403/2439309, Fax- 0135-2439442
E-Mail	rashmi@thdc.co.in
For Public Grievances	
Name	Sh. Sandeep Singhal, CGM (In-charge, NCR) Director -Public Grievances, THDCIL
Contact	0120-2816800-6900
E-Mail	ssinghal@thdc.co.in



Skill/Competence matrix of Directors:

S. No.	Names of Directors	Designation	Technical	Energy Power Sector	Finance & Accounting	Economics	Human Resource Management	Regulatory Framework & Law	Management	Environment	Academics	Research and Development
1.	Sh. R. K. Vishnoi	Chairman & Managing Director	<input checked="" type="checkbox"/>	<input checked="" type="checkbox"/>			<input checked="" type="checkbox"/>	<input checked="" type="checkbox"/>	<input checked="" type="checkbox"/>	<input checked="" type="checkbox"/>		<input checked="" type="checkbox"/>
2.	Sh. J. Behera	Director (Finance)		<input checked="" type="checkbox"/>	<input checked="" type="checkbox"/>			<input checked="" type="checkbox"/>	<input checked="" type="checkbox"/>			
3.	Sh. A.K. Gautam *	NTPC Ltd. Nominee Director			<input checked="" type="checkbox"/>	<input checked="" type="checkbox"/>		<input checked="" type="checkbox"/>	<input checked="" type="checkbox"/>		<input checked="" type="checkbox"/>	
4.	Sh. U. K. Bhattacharya	NTPC Ltd. Nominee Director	<input checked="" type="checkbox"/>	<input checked="" type="checkbox"/>				<input checked="" type="checkbox"/>	<input checked="" type="checkbox"/>	<input checked="" type="checkbox"/>		<input checked="" type="checkbox"/>
5.	Sh. Jithesh John	Nominee Director, GoI	<input checked="" type="checkbox"/>	<input checked="" type="checkbox"/>	<input checked="" type="checkbox"/>	<input checked="" type="checkbox"/>		<input checked="" type="checkbox"/>				
6.	Smt. Sajal Jha	Independent Director						<input checked="" type="checkbox"/>	<input checked="" type="checkbox"/>			
7.	Dr. Jayaprakash Naik B.	Independent Director						<input checked="" type="checkbox"/>			<input checked="" type="checkbox"/>	<input checked="" type="checkbox"/>
8.	Shri Kesrivedsingh D. Jhala	Independent Director							<input checked="" type="checkbox"/>	<input checked="" type="checkbox"/>	<input checked="" type="checkbox"/>	

*Ceased to be Director w.e.f 31.05.2022

Annex - II

Schedule of Compliance with Presidential Directives issued during the financial year 2021-22 and during last three years preceding the financial year 2021-22:

Year	Content of Presidential Directives	Compliance
2018-19	Presidential Directive for Wage Revision	Complied
2019-20	NIL	NIL
2020-21	NIL	NIL
2021-22	NIL	NIL





CHIEF EXECUTIVE OFFICER (CEO) & CHIEF FINANCIAL OFFICER (CFO) CERTIFICATION

To,
The Board of Directors
THDC India Limited

- a) We hereby certify that on the basis of the review of the financial statements and the cash flow statement for the financial year ended 31st March, 2022 and that to the best of our knowledge and belief:
1. these statements do not contain any materially untrue statement or omit any material fact or contain statements that might be misleading; and
 2. these statements together present a true and fair view of the Company's affairs and are in compliance with existing accounting standards, applicable laws and regulations.
- b) We hereby certify that, to the best of our knowledge and belief, no transactions entered into by the Company during the financial year ended 31st March, 2022 are fraudulent, illegal or violative of the Company's Code of Conduct.
- c) We accept responsibility for establishing and maintaining internal controls for financial reporting and have evaluated the effectiveness of internal control systems pertaining to financial reporting and have disclosed to the auditors and the Audit Committee, deficiencies in the design or operation of such internal controls, if any, of which we are aware and the steps we have taken or propose to take to rectify these deficiencies.
- d) We have indicated to the Auditors and the Audit Committee:
- i. Significant changes, in internal control over financial year ended 31st March, 2022;
 - ii. Significant changes, in accounting policies during the financial year ended 31st March, 2022 and that the same have been disclosed in the notes to the financial statements; and
 - iii. Instances of significant fraud of which we have become aware and the involvement therein, if any, of the management or an employee having a significant role in the Company's internal control system over financial reporting.

Sd/-
(J. Behera)
Director (Finance)

Sd/-
(R.K. Vishnoi)
Chairman & Managing Director

Date: 15.09.2022
Place: Rishikesh



CORPORATE GOVERNANCE CERTIFICATE FOR 2021-22

**To,
The Members,
THDC India Limited
Tehri – 249 001**

THDC India Limited (the “company”) CIN.U45203UR1988GOI009822 is a Government Company. The equity of the Company is held by NTPC Limited to the extent of 74.496% and by Government of Uttar Pradesh to the extent of 25.504%. Therefore, the Company is a Subsidiary Company of NTPC Limited. The Company is a Debt-listed Company.

I have examined the compliance conditions of Corporate Governance by THDC India Limited for the Financial Year 2021-22 in accordance with the provisions of the Companies Act 2013 and Guidelines issued by the Department of Public Enterprises for Central Public Sector Undertakings in May 2010.

1. The compliance of conditions of Corporate Governance is the responsibility of the Management. My examination was limited to procedures and implementations thereof, adopted by the company for ensuring the compliance of the conditions of the Corporate Governance. It is neither an audit nor an expression of opinion on the financial statement of the Company.
2. In my opinion and to the best of my information and according to the explanations and assurance given to me, I certify that the Company generally complied with the conditions of Corporate Governance excepting the following:
 - a) The Board of the Company does not have optimum combination of Functional, Nominee and Independent Directors as per DPE Guidelines.
 - b) As per the Articles of Association, the powers to appoint a Director vests with the Government of India. The Government of India appointed two Independent Directors including woman Director on 10th November 2021 and one Independent Director on 28th March 2022.
 - c) During the Financial Year 2021-22, Audit Committee was reconstituted on 23.12.2021 after the appointment of Independent Directors. Thereafter, one Audit Committee was held in Quarter ended March, 2022.
 - d) As a result of formation of Audit Committee on 23.12.2021, the financial statements of the subsidiary company for the quarter and nine months ended December, 2021 and for the year ended March, 2022 was reviewed by the Audit Committee in its meeting held on 14.02.2022 and 13.05.2022 respectively in the form of consolidated Financial Statements.
3. I further state that such compliance is neither an assurance as to the future viability of the Company nor the efficiency or the effectiveness with which the management has conducted the affairs of the Company.

Sd/-

(PS.R. Murthy)

PR No.1134/2021

UDIN A005880D000517050

Place: New Delhi

Dated: 22nd June 2022

