



टीएचडीसी इंडिया लिमिटेड  
**THDC INDIA LIMITED**  
CIN: U45203UR1988GOI009822



NO.THDC/RKSH/CS/F-200

Date: 20.10.2023

<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, 2023.**

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, 2023.

Thanking you,

For THDC India Limited

(Rashmi Sharma)  
Company Secretary & Compliance officer

## 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: 30<sup>th</sup> September 2023

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 proviso to regulation 17A(1)]	Number of memberships in Audit/ Stakeholder Committee (s) including this listed entity **  (Refer Regulation 26(1) of Listing Regulations)	No of post of Chairperson in Audit/ Stakeholder Committee held in listed entities including this listed entity **  (Refer Regulation 26(1) of Listing Regulations)
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.	Shallinder Singh Kaushal	ADAPK2545F10191941	Executive	06.06.2023	-	-	-	19.08.1965	1	-	1	-
Mr.	Bhupender Gupta	AARPG7342J06940941	Executive	09.06.2023	-	-	-	07.10.1970	1	-	-	-
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	-	-	22 months	05.09.1974	1	1	1	1
Dr.	Jayaprakash Naik B.	ABHPN4431C 09423574	Non-Executive Independent	10.11.2021	-	-	22 months	24.11.1956	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. Same person holds the post of Chairman and Managing Director.</b>											
	<p>‡PAN of any director would not be displayed on the website of Stock Exchange</p> <p>&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</p> <p>* 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>											

<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 Jaikumar Srinivasan	Nominee- NTPC- Non-Executive - Member	11.09.2022	-
		Shri Kesridevsingh D.Jhala	Independent, Non-Executive - Member	11.09.2022	11.07.2023

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	11.07.2023
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	-
		Shri Bhupender Gupta	Executive - Member	28.06.2023	-
4. Stakeholders Relationship Committee	Yes	Smt. Sajal Jha	Independent- Non Executive - Chairperson	18.07.2023	
		Shri Jaikumar Srinivasan	Nominee- NTPC, Non Executive - Member	11.09.2022	-
		Shri J. Behera	Executive – Member	23.12.2021	-
		Shri Shallinder Singh	Executive – Member	28.06.2023	-
		Shri Kesridevsingh D.Jhala	Independent – Non Executive – Chairperson	11.09.2022	11.07.2023
5. CSR & Sustainability Committee	Yes	Shri Shallinder Singh	Executive – Chairperson	18.07.2023	
		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	11.07.2023
		Shri Bhupender Gupta	Executive - Chairperson	28.06.2023	18.07.2023

*\$ 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>
06.04.2023 & 01.05.2023	18.07.2023	Yes	9	2	30 days
15.05.2023	11.08.2023	Yes	9	2	
28.06.2023	25.08.2023	Yes	9	2	
	25.09.2023		9	2	
* 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					
11.08.2023	Yes	3	2	15.05.2023	45 days
25.09.2023	Yes	3	2		
Nomination & Remuneration Committee					
-	-	-	-	21.06.2023	-
CSR & Sustainability Committee					
21.09.2023	Yes	4	1	28.06.2023	-
Stakeholders' relationship committee					
-	-	-	-	--	
* To be filled in only for the current quarter meetings					

**V. Related Party Transactions –**

<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	Yes

**Details of Cyber Security Incidence**

<b>Whether as per Regulation 27(2)(ba) of SEBI (LODR) Regulations, 2015 there has been cyber security incidents or breaches or loss of data or documents during the quarter</b>	No
<b>Date of the event</b>	<b>Brief Details of Event</b>
NA	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- 10
  - Present No. of Independent directors in the Board- 2
  - \*Requirement- As per Reg 17 of SEBI (LODR), if the company has an executive chairperson, at least half of the Board shall be comprised of the Independent Director. However, the present constitution of the Board does not fulfil the requirement of 50% independent director in the Board. It is to further inform that MOP vide its letter dated 12th December 2022, approve to increase the number of non-officials' directors to 8 nos. to meet the required number a per SEBI guidelines in the Board of THDCIL. However, the appointment is pending yet. Further, it is to mention that the requirement of Reg 17 of SEBI (LODR) is applicable to the company on "comply or explain basis".*
  
2. The composition of the following committees is in terms of SEBI (Listing Obligations and Disclosure requirements) Regulations, 2015.
  - Audit Committee – Yes
  - Nomination & Remuneration Committee – No\*\*
  - \*\*As per Reg 19 of SEBI (LODR), 2015 at least 2/3rd of the directors shall be independent directors. All the Independent directors are members of the Nomination and Remuneration committee. However, the requirement of 2/3rd of independent director cannot be fulfilled due to lesser no. of independent directors on the Board and mandatory requirement of Share Purchase Agreement that at least one nominee director of NTPC shall be part of all the committees constituted under the Board. Further, as per DPE guidelines, atleast one government nominee director shall be part of the nomination and remuneration committee. It is to mention that the provision of Regulation 19 is applicable to the company on "comply or explain basis" till March 31,2024.*
  - Stakeholders Relationship Committee - Yes
  - 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 the Board of Directors. Any comments/observations/advice of the board of directors may be mentioned here - *The report for the quarter ended June 2023 was placed before the Board on 11.08.2023 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>
<i>Copy of the annual report including balance sheet, profit and loss account, directors report, corporate governance report, business responsibility report displayed on Website</i>	46(2)	NA*
<i>Presence of Chairperson of Audit Committee at the Annual General Meeting</i>	18(1)(d)	Yes
<i>Presence of Chairperson of the nomination and remuneration committee at the annual general Meeting</i>	19(3)	Yes
<i>Presence of Chairperson of the Stakeholder Relationship committee at the annual general Meeting</i>	20(3)	Yes
<i>Whether "Corporate Governance Report" disclosed in Annual Report</i>	34(3) read with Para C of Schedule V	NA**
<p><i>*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.</i></p> <p><i>** 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.</i></p> <p><b>Note</b></p> <p>1 <i>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.</i></p> <p>2 <i>If status is "No" details of non-compliance may be given here.</i></p> <p>3 <i>If the Listed Entity would like to provide any other information the same may be indicated here.</i></p>		
 <p><b>(Rashmi Sharma)</b> <b>Company Secretary</b></p>		



**Format to be submitted twice a year, on a half yearly basis by the listed entity at the end of every 6 months of the financial year**

Half year ending – 30.09.2023

<b>I. Disclosure of Loans / guarantees / comfort letters / securities etc.</b> <small>refer note below</small>			
(A) Any loan or any other form of debt advanced by the listed entity directly or indirectly to:			
<b>Entity</b>	<b>Aggregate amount advanced during six months</b>	<b>Balance outstanding at the end of six months</b>	
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:			
<b>Entity</b>	<b>Type (guarantee, comfort letter etc.)</b>	<b>Aggregate amount of issuance during six months</b>	<b>Balance outstanding at the end of six months (taking into account any invocation)</b>
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**

- 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;
  - by a government company to/ for the Government or government company
  - by the listed entity to/for its subsidiary [and joint-venture company] whose accounts are consolidated with the listed entity.
  - by a banking company or an insurance company ; and
  - by the listed entity to its employees or directors as a part of the service conditions
- If the Listed Entity would like to provide any other information, the same may be indicated as Para D in the above table..