

PRIVATE & CONFIDENTIAL

(THIS PRIVATE PLACEMENT OFFER LETTER IS NEITHER A PROSPECTUS NOR A STATEMENT IN LIEU OF PROSPECTUS). THIS PRIVATE PLACEMENT OFFER LETTER IS PREPARED AND ISSUED IN CONFORMITY WITH COMPANIES ACT, 2013, AS AMENDED, SECURITIES AND EXCHANGE BOARD OF INDIA (ISSUE AND LISTING OF DEBT SECURITIES) REGULATIONS, 2008, AS AMENDED, FORM PAS-4 PRESCRIBED UNDER SECTION 42 AND RULE 14(1) OF COMPANIES (PROSPECTUS AND ALLOTMENT OF SECURITIES) RULES, 2014, AS AMENDED FROM TIME TO TIME, AND IS AN INFORMATION MEMORANDUM FOR THE PURPOSES OF THE SECURITIES AND EXCHANGE BOARD OF INDIA (ISSUE AND LISTING OF DEBT SECURITIES) REGULATIONS, 2008, AS AMENDED FROM TIME TO TIME. THIS ISSUANCE WOULD BE UNDER THE ELECTRONIC BOOK MECHANISM FOR ISSUANCE OF DEBT SECURITIES ON PRIVATE PLACEMENT BASIS AS PER SEBI CIRCULAR JANUARY 05, 2018 BEARING REFERENCE NUMBER SEBI/HO/DDHS/CIR/P/2018/05, AND SEBI CIRCULAR DATED AUGUST 16, 2018 BEARING REFERENCE NUMBER SEBI/HO/DDHS/CIR/P/2018/122, EACH AS AMENDED ("SEBI EBP CIRCULARS"), READ WITH THE UPDATED OPERATIONAL GUIDELINES "FOR ISSUANCE OF SECURITIES ON PRIVATE PLACEMENT BASIS THROUGH AN ELECTRONIC BOOK MECHANISM" ISSUED BY BSE VIDE THEIR NOTICE NUMBER 20180928-24 DATED 28 SEPTEMBER 2018 ("BSE EBP GUIDELINES") AND/OR THE "ELECTRONIC BIDDING PLATFORM FOR ISSUANCE OF DEBT SECURITIES ON PRIVATE PLACEMENT BASIS" ISSUED BY THE NSE VIDE THEIR CIRCULAR NUMBER 24/2018 DATED SEPTEMBER 28, 2018 ("NSE EBP GUIDELINES"), AS APPLICABLE. THE SEBI EBP CIRCULARS AND THE BSE EBP GUIDELINES / NSE EBP GUIDELINES SHALL HERINAFTER BE REFERRED TO AS THE "OPERATIONAL GUIDELINES". THE ISSUER INTENDS TO USE THE BSE BID BOND PLATFORM FOR THIS ISSUE, AS AMENDED FROM TIME TO TIME AND SUCH OTHER CIRCULARS APPLICABLE FOR ISSUE OF DEBT SECURITIES ISSUED BY SEBI FROM TIME TO TIME.



THDC INDIA LIMITED

(A Government of India Enterprise)
 CIN No: U45203UR1988GOI 009822
 Registered Office: Bhagirath Bhawan Top Terrace Bhagirathipuram Tehri Garhwal-249001
 Corporate Office: Ganga Bhawan, Pragtipuram, By-pass Road, Rishikesh-249201 (Uttarakhand)
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 Fax: (0135) 2439442 & 2436761
 Website: www.thdc.co.in
 Email: rashmi.thdc@gmail.com

PRIVATE PLACEMENT OFFER LETTER

PRIVATE PLACEMENT OFFER LETTER FOR PRIVATE PLACEMENT OF SECURED REDEEMABLE, NON-CONVERTIBLE, NON CUMULATIVE, TAXABLE BONDS (SERIES II) IN THE NATURE OF DEBENTURES OF THE FACE VALUE OF RS. 10 LAKH EACH FOR CASH AT PAR AGGREGATING TO RS. 1,500 CRORE BY THDC INDIA LIMITED ("THDCIL"/ "THE ISSUER")

GENERAL RISK

Investment in debt instruments involves a degree of risk and investors should invest any funds in the issue only after reading the risk factors in the Private Placement Offer Letter carefully including the risk involved. The Securities have not been recommended or approved by Securities and Exchange Board of India (SEBI) nor does SEBI guarantee the accuracy or adequacy of this document.

ISSUER'S ABSOLUTE RESPONSIBILITY

The issuer, having made all reasonable inquiries, accepts responsibility for and confirms that this offer document contains all information with regard to the issuer and the issue, which is material in the context of the issue, that the information contained in the Private Placement Offer Letter is true and correct in all material aspects and is not misleading in any material respect, that the opinions and intentions expressed herein are honestly held and that there are no other facts, the omission of which make this document as a whole or any of such information or the expression of any such opinions or intentions misleading in any material respect.

CREDIT RATING

"Provisinal IND AA+/ Stable" by India Ratings and Research Private Ltd. vide its letter dated August 30, 2019 & "[ICRA] AA/ Stable" by ICRA Ltd. vide its letter no. D/RAT/2019-20/T 185/3 dated August 29, 2019 have been assigned for the current issue of Bonds.

Instruments with this rating are considered to have high degree of safety regarding timely servicing of financial obligations. Such instruments carry low credit risk.



[Signature]
DIRECTOR (FINANCE)

The above ratings are not recommendation to buy, sell or hold securities and investors should take their own decision. The ratings may be subject to revision or withdrawal at any time by the assigning rating agencies and each rating should be evaluated independently of any other rating. The ratings obtained are subject to revision at any point of time in the future.

LISTING

Proposed to be listed on the Wholesale Debt Market (“WDM”) Segment of National Stock Exchange of India Ltd. (“NSE”) and BSE Ltd. (“BSE”).

DEBENTURE TRUSTEE TO THE ISSUE	REGISTRAR TO THE ISSUE
Vistara ITCL (India) Ltd. A-268,1 st Floor, Bhisma Pitamah Marg, New Delhi - 110014 Tel: +91-22- 2659 3535 / 9711504290 Fax: +91-22-2653 3297 Email: supratik.dasgupta@vistara.com	Karvy Fintech Pvt. Ltd. <i>(Formerly known as Karvy Computershare Pvt. Ltd.)</i> Karvy Selenium Tower B, Plot 31-32, Gachibowli, Financial District, Nanakramguda, Hyderabad – 500 032 Tel:+91-40-67161659 Fax:040-23420814 Email:gopalkrishna.kvs@karvy.com

ARRANGERS TO THE ISSUE (in alphabetic order)

1	A. K. Capital Services Ltd.	8	ICICI Securities Primary Dealership Ltd.
2	Axis Bank Ltd.	9	PNB Gilts Ltd.
3	Centrum Capital Ltd.	10	SBI Capital Markets Ltd.
4	Darashaw & Co. Pvt. Ltd.	11	TIPSONS Consultancy Services Ltd.
5	Edelweiss Financial Services Ltd.	12	Trust Investment Advisors Pvt. Ltd.
6	HDFC Bank Ltd.	13	YES Bank Ltd.
7	ICICI Bank Ltd.		

ISSUE OPENING DATE	Thursday, September 05, 2019 (Start time 10:30 am)
ISSUE CLOSING DATE	Thursday, September 05, 2019 (End time 12:00 noon)
PAY IN DATES	(T+1) Friday, September 06, 2019
DEEMED DATE OF ALLOTMENT	(T+1) Friday, September 06, 2019

This Bond issue is being made strictly on a private placement basis. It is not and should not be deemed to constitute an offer to the public in general. It cannot be accepted by any person other than to whom it has been specifically addressed. The contents of this Private Placement Offer cum Application Letter are non-transferable and are intended to be used by the parties to whom it is distributed. It is not intended for distribution to any other person and should not be copied / reproduced by the recipient for any purpose whatsoever. In consultation with Arrangers, The issuer reserves the right to pre pone the issue earlier from the aforesaid date or post pone the issue at its sole and absolute discretion without giving any reasons or prior notice. In the event of any change in the above issue programme, the Issuer will intimate the investors about the revised issue programme.

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*** DEFINATIONS/ABBREVIATIONS**

TERMS	DESCRIPTION
"THDCIL"/"Company"/ "Corporation"/"Issuer"	"THDC INDIA LIMITED a public limited company incorporated under Companies Act, 1956.
Articles of Association or Articles	The articles of association of the Company, as amended from time to time.
Board or Board of Directors	The board of directors of Company.
Directors	The directors of Company
Memorandum of association or Memorandum	The memorandum of association of the company, as amended from time to time.
Promoter	The President of India acting through the Ministry of Power, Government of India.
Registered Office	Bhagirath Bhawan (Top Terrace), Bhagirathipuram, Tehri (Garhwal)-249201 (Uttarakhand)
Bond holder/Debenture holder	The holder of the Bonds
Bonds	Secured, Non-Convertible, Non-Cumulative, Redeemable, Taxable Bonds (Series II) in the nature of Debentures.
BSE	BSE Limited
Depository/ies	National Securities Depository Limited ("NSDL") and Central Depository Services (India) Limited ("CDSL")
DP	Depository Participant
BRR	Bond Redemption Reserve
Green shoe Option	Right to retain over subscription
I.T Act	The Income-tax Act, 1961 as amended from time to time.
Private Placement Offer Letter	This Private Placement Offer Letter through which Bonds are being offered for private placement
Issue	Private Placement of Secured Redeemable, Non-Convertible, Non Cumulative, Taxable Bonds (Series II) in the nature of debentures of the Face Value of Rs 10 Lakh each for cash at par worth aggregating to Rs. 1,500 Crore
ICRA	ICRA Ltd.
IRRPL	India Ratings and Research Private Ltd.
Trustees	Trustees for the Bondholders in this case being Vistara ITCL (India) Ltd.
Companies Act	The Companies Act, 1956, as amended and/ or the companies act, 2013, to the extent notified by Ministry of Corporate Affairs, Government of India as applicable.
CDSL	Central Depository Services (India) Limited
CERC	Central Electricity Regulatory Commission
Depository Act	The Depositories Act, 1996, as amended from time to time
GOI or Government	Government of India
MoP	Ministry of Power, Government of India
MoU	Memorandum of Understanding
NSDL	National Securities Depository Limited
NSE	National Stock Exchange of India Limited
NCT	National Capital Territory
NEEPCO	North Eastern Electric Power Corporation Limited
PAN	Permanent Account Number allotted under Income Tax Act
RBI	Reserve Bank of India
SEBI	The Securities and Exchange and Board of India constituted under the SEBI Act, 1992.
SEBI Act	Securities and Exchange and Board of India Act, 1992, as amended from time to time
SEBI Guidelines	SEBI (Issue and Listing of Debt Securities) Regulations, 2008, as amended from time to time.
CEA	Central Electricity Authority
CERC	Central Electricity Regulatory Commission

CTU	Central Transmission Utility
SEB	State Electricity Board
REC	REC Ltd. (<i>formerly known as Rural Electrification Corporation Ltd.</i>)
TBCB	Tariff Based Competitive Bidding
U.P.	Uttar Pradesh

* **DISCLAIMER(S)**

1. DISCLAIMER OF THE ISSUER:

This Private Placement Offer Letter is neither a Prospectus nor a Statement in Lieu of Prospectus and is prepared in accordance with Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008, Securities And Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, Companies act, 2013. This Private Placement Offer Letter does not constitute an offer to public in general to subscribe for or otherwise acquire the Bonds to be issued by THDCIL (THE "ISSUER"). This Private Placement Offer Letter is for the exclusive use of the addressee and restricted for only the intended recipient and it should not be circulated or distributed to third party (ies). It is not and shall not be deemed to constitute an offer or an invitation to the public in general to subscribe to the Bonds issued by the Issuer. This bond issue is made strictly on private placement basis. Apart from this Private Placement Offer Letter, no offer document or prospectus has been prepared in connection with the offering of this bond issue or in relation to the issuer.

This Private Placement Offer Letter is not intended to form the basis of evaluation for the prospective subscribers to whom it is addressed and who are willing and eligible to subscribe to the bonds issued by THDCIL (THE "ISSUER"). This Private Placement Offer Letter has been prepared to give general information regarding THDCIL (THE "ISSUER") to parties proposing to invest in this issue of Bonds and it does not purport to contain all the information that any such party may require. THDCIL (THE "ISSUER") believes that the information contained in this Private Placement Offer Letter is true and correct as of the date hereof. THDCIL (THE "ISSUER") does not undertake to update this Private Placement Offer Letter to reflect subsequent events and thus prospective subscribers must confirm about the accuracy and relevancy of any information contained herein with THDCIL (THE "ISSUER"). However, THDCIL (THE "ISSUER") reserves its right for providing the information at its absolute discretion. THDCIL (THE "ISSUER") accepts no responsibility for statements made in any advertisement or any other material and anyone placing reliance on any other source of information would be doing so at his own risk and responsibility.

Prospective subscribers must make their own independent evaluation and judgment before making the investment and are believed to be experienced in investing in debt markets and are able to bear the economic risk of investing in Bonds. It is the responsibility of the prospective subscriber to have obtained all consents, approvals or authorizations required by them to make an offer to subscribe for, and purchase the Bonds. It is the responsibility of the prospective subscriber to verify if they have necessary power and competence to apply for the Bonds under the relevant laws and regulations in force. Prospective subscribers should conduct their own investigation, due diligence and analysis before applying for the Bonds. Nothing in this Private Placement Offer Letter should be construed as advice or recommendation by the Issuer or by the Arrangers to the Issue to subscribers to the Bonds. The prospective subscribers also acknowledge that the Arrangers to the Issue do not owe the subscribers any duty of care in respect of this private placement offer to subscribe for the bonds. Prospective subscribers should also consult their own advisors on the implications of application, allotment, sale, holding, ownership and redemption of these Bonds and matters incidental thereto.

This Private Placement Offer Letter is not intended for distribution. It is meant for the consideration of the person to whom it is addressed and should not be reproduced by the recipient and the contents of this Private Placement Offer Letter shall be kept utmost confidential. The securities mentioned herein are being issued on private placement Basis and this offer does not constitute a public offer/ invitation.

The Issuer reserves the right to withdraw the private placement of the bond issue prior to the issue closing date(s) in the event of any unforeseen development adversely affecting the economic and regulatory environment or any other force majeure condition including any change in applicable law. In such an event, the Issuer will refund the application money, if any, along with interest payable on such application money, if any.

2. DISCLAIMER OF THE SECURITIES & EXCHANGE BOARD OF INDIA:

This Private Placement Offer Letter has not been filed with Securities & Exchange Board of India ("SEBI"). The Bonds have not been recommended or approved by SEBI nor does SEBI guarantee the accuracy or adequacy of this Private Placement Offer Letter. It is to be distinctly understood that this Private Placement Offer Letter should not, in any way, be deemed or construed that the same has been cleared or vetted by SEBI. SEBI does not take any responsibility either for the financial soundness of any scheme or the project for which the Issue is proposed to be made, or for the correctness of the statements made or opinions expressed in this Private Placement Offer Letter. The Issue of Bonds being made on private placement basis, filing of this Private Placement Offer Letter is not required with SEBI. However SEBI reserves the right to take up at any point of time, with the Issuer, any irregularities or lapses in this Private Placement Offer Letter.

3. DISCLAIMER OF THE LEAD ARRANGER(S) AND ARRANGER(S) TO THE ISSUE:

It is advised that the Issuer has exercised self due-diligence to ensure complete compliance of prescribed disclosure norms in this Private Placement Offer Letter. The role of the Lead Arrangers and Arrangers to the Issue (collectively referred to as "Arrangers"/ "Arrangers to the Issue") in the assignment is confined to marketing and placement of the bonds on the basis of this Private Placement Offer Letter as prepared by the Issuer. The Arrangers have neither scrutinized/ vetted nor have they done any due-diligence for verification of the contents of this Private Placement Offer Letter. The Arrangers shall use this Private Placement Offer Letter for the purpose of soliciting subscription from a particular class of eligible investors in the Bonds to be issued by the Issuer on private placement basis. It is to be distinctly understood that the aforesaid use of this Private Placement Offer Letter by the Arrangers should not in any way be deemed or construed that the Private Placement Offer Letter has been prepared, cleared, approved or vetted by the Arrangers; nor do they in any manner warrant, certify or endorse the correctness or completeness of any of the contents of this Private Placement Offer Letter; nor do they take responsibility for the financial or other soundness of this Issuer, its promoters, its management or any scheme or project of the Issuer. Arrangers are not responsible for compliance of any provision of new Companies Act, 2013. The Arrangers or any of their directors, employees, affiliates or representatives do not accept any responsibility and/or liability for any loss or damage arising of whatever nature and extent in connection with the use of any of the information contained in this Private Placement Offer Letter.

4. DISCLAIMER OF THE STOCK EXCHANGE:

As required, a copy of this Private Placement Offer Letter has been submitted to the National Stock Exchange of India Ltd Here-in-after referred to as "NSE") and BSE Ltd. ("BSE") for hosting the same on its website. It is to be distinctly understood that such submission of the document with NSE and BSE and or hosting the same on its website should not in any way be deemed or construed that the document has been cleared or approved by NSE and BSE; nor does it in any manner warrant, certify or endorse the correctness or completeness of any of the contents of this document; nor does it warrant that this Issuer's securities will be listed or continue to be listed on the NSE and BSE nor does it take responsibility for the financial or other soundness of this Issuer, its promoters, its management or any scheme or project of the Issuer. Every person who desires to apply for or otherwise acquire any securities of this Issuer may do so pursuant to independent inquiry, investigation and analysis and shall not have any claim against the Exchange whatsoever by reason of any loss which may be suffered by such person consequent to or in connection with such subscription/ acquisition whether by reason of anything stated or omitted to be stated herein or any other reason whatsoever.

5. DISCLAIMER IN RESPECT OF JURISDICTION:

The private placement of Bonds is made in India to Companies, Corporate Bodies, Trusts registered under the Indian Trusts Act, 1882, Societies registered under the Societies Registration Act, 1860 or any other applicable laws, provided that such Trust/ Society is authorised under constitution/ rules/ byelaws to hold bonds in a Company, Indian Mutual Funds registered with SEBI, Indian Financial Institutions, Insurance Companies, Commercial Banks including Regional Rural Banks and Cooperative Banks, Provident, Pension, Gratuity, Superannuation Funds as defined under Indian laws. The Private Placement

Offer Letter does not, however, constitute an offer to sell or an invitation to subscribe to securities offered hereby in any other jurisdiction to any person to whom it is unlawful to make an offer or invitation in such jurisdiction. Any person into whose possession this Private Placement Offer Letter comes is required to inform him about and to observe any such restrictions. Any disputes arising out of this issue will be subject to the jurisdiction of the Courts at the city of Nainital only. All information considered adequate and relevant about the Issuer has been made available in this Private Placement Offer Letter for the use and perusal of the potential investors and no selective or additional information would be available for a section of investors in any manner whatsoever.

6. DISCLAIMER BY RESERVE BANK OF INDIA:

The Securities have not been recommended or approved by the Reserve Bank of India nor does RBI guarantee the accuracy or adequacy of this document. It is to be distinctly understood that this document should not, in any way, be deemed or construed that the securities have been recommended for investment by the RBI. RBI does not take any responsibility either for the financial soundness of the Issuer, or the securities being issued by the Issuer or for the correctness of the statements made or opinions expressed in this document. Potential investors may make investment decision in the securities offered in terms of this Private Placement Offer Letter solely on the basis of their own analysis and RBI does not accept any responsibility about servicing/ repayment of such investment.

7. DISCLAIMER BY DEBENTURE TRUSTEE:

The debenture trustee is not a guarantor and will not be responsible for any non-payment of interest and redemption and/or any loss or claim.

(A) ISSUER INFORMATION: NAME AND ADDRESS OF THE FOLLOWING:

SR. No	PARTICULARS	:	DETAILS
(i)	REGISTERED OFFICE OF THE ISSUER		
•	Name	:	THDC INDIA LIMITED
•	Address	:	Bhagirath Bhawan (Top Terrace), Bhagirathipuram, Tehri (Garhwal)-249201 (Uttarakhand)
•	Tele No	:	(0135) 2439309 & 2437646
•	Fax No	:	(0135) 2439442 & 2436761
•	Email	:	rashmi.thdc@gmail.com
•	Website	:	www.thdc.co.in
(ii)	CORPORATE OFFICE OF THE ISSUER		
•	Name	:	THDC INDIA LIMITED
•	Address	:	Ganga Bhawan, Pragtipuram, By-pass Road, Rishikesh-249201 (Uttarakhand)
•	Tele No	:	(0135) 2439309, 2435842, & 2437646
•	Fax No	:	(0135) 2439442
•	Email	:	rashmi.thdc@gmail.com
•	Website	:	www.thdc.co.in
(iii)	COMPLIANCE OFFICER OF THE ISSUER		
•	Name	:	Ms. Rashmi Sharma
•	Address	:	Ganga Bhawan, Pragtipuram, By-pass Road, Rishikesh-249201 (Uttarakhand)
•	Tele No	:	0135- 2439309, +918266098898
•	Fax No	:	(0135) 2439442
•	Email	:	rashmi.thdc@gmail.com
•	Website	:	www.thdc.co.in
(iv)	CHIEF FINANCIAL OFFICER OF THE ISSUER		
•	Name	:	Shri J. Behera Director (Finance)
•	Address	:	Ganga Bhawan, Pragtipuram, By-pass Road, Rishikesh-249201 (Uttarakhand)
•	Tele No	:	0135-2439449
•	Fax No	:	0135-2432848
•	Email	:	j_behera@yahoo.co.in
•	Website	:	www.thdc.co.in
(v)	ARRANGER(S) TO THE ISSUE (in alphabetic Order)		
A	Name	:	A. K. Capital Services Ltd.
B	Name	:	Axis Bank Ltd.
C	Name	:	Centrum Capital Ltd.
D	Name	:	Darashaw & Co. Pvt. Ltd.
E	Name	:	Edelweiss Financial Services Ltd.
F	Name	:	HDFC Bank Ltd.
G	Name	:	ICICI Securities Primary Dealership Ltd.
H	Name	:	PNB Gilts Ltd.
I	Name	:	SBI Capital Markets Ltd.
J	Name	:	TIPSONS Consultancy Services Ltd.
K	Name	:	Trust Investment Advisors Pvt. Ltd.
L	Name	:	YES Bank Ltd.
(vi)	TRUSTEE OF THE ISSUE		
•	Name	:	VISTRA ITCL (India) Ltd.
•	Address	:	A-268, 1st Floor, Bhishma Pitamah Marg, New Delhi - 110014
•	Tele No	:	91-22- 2659 3535 / 9711504290
•	Fax No	:	91-22-2653 3297
•	Email	:	itclcomplianceofficer@vistra.com/ supratik.dasgupta@vistra.com
(vii)	REGISTRAR TO THE ISSUE		
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•	Address	:	Karvy Selenium Tower B, Plot 31-32, Gachibowli, Financial District, Nanakramguda Hyderabad – 500 032
•	Tele No	:	+91-40-67161659
•	Fax No	:	040-23420814
•	Email	:	gopalakrishna.kvs@karvy.com
(viii) CREDIT RATING AGENCY			
A	Name	:	India Ratings and Research Private Limited
•	Address	:	601-9 Prakashdeep Building 7 Tolstoy Marg, New Delhi-110001
•	Tele No	:	(011) 43567238, +9196500 22557
•	Fax No	:	011- 43567231
•	Email	:	vijairaghavan.pv@indiaratings.co.in
•	Website	:	www.indiaratings.co.in
B	Name	:	ICRA Limited
•	Address	:	Building No. 8, 2nd Floor, Tower A , DLF Cyber City, Phase II, Gurgaon-122002
•	Tele No	:	9910066212
•	Fax No	:	-
•	Email	:	Karan.sud@icraindia.com
(ix) AUDITORS OF THE ISSUER			
A	Name	:	PD AGRAWAL & CO
•	Address	:	364 A GovindPuri Hardwar, Hardwar Rishikesh Road, Hardwar-249403 (Uttrakhand)
•	Tele No	:	0512-2304109
•	Fax No	:	0512-2304104
•	Email	:	sanjeev@pdagarwal.com

B) BRIEF SUMMARY OF BUSINESS/ ACTIVITIES OF COMPANY AND ITS LINE OF BUSINESS CONTAINING ATLEAST FOLLOWING INFORMATION:-

OVERVIEW:-

THDC India Limited (THDCIL) is a Joint Venture of Govt. of India and Govt. of Uttar Pradesh. The Equity is shared in the ratio of 75:25 between GoI and GoUP. The Company was incorporated in July 1988 to develop, operate & maintain the 2400 MW Tehri Hydro Power Complex and other hydro projects. The Company has an authorised share capital of Rs. 4000 Cr.

The company was awarded with Mini Ratna Category-I Status on Oct'09 and upgraded to Schedule 'A' CPSE in July'10. Total installed capacity of THDCIL presently is 1513 MW with two Hydro Power generating stations namely Tehri HPP (4X250 MW) and Koteshwar HEP (4X100 MW) and two operational Wind Power Plants in Gujarat, one at Patan (25X2 MW) and another at Devbhoomi Dwarika (30X2.1 MW). The Devbhoomi Dwarika Wind Power Project was constructed and commissioned in record time of 4½ Months.

THDCIL has grown into a Multi-Project Organization, with Projects spread over various States as well as neighbouring country, Bhutan. THDCIL presently has a portfolio of 13 Projects totaling to an installed capacity of 5539 MW under various stages of implementation / development.

THDCIL started earning profits from first year of commercial operation of its maiden project i.e. 2006-07 and THDCIL is a consistently profit making company since then.

First stage of initial mandate, the 1,000 MW Tehri Power Station (involving construction of 260.5 M High Tehri Dam (4th highest earth and rockfill dam)), was commissioned by THDCIL in 2006-07.

Second Stage, the 400 MW Koteshwar HEP, downstream of Tehri was commissioned in 2011-12.

THDCIL has laid an exemplary illustration of Rehabilitation & Resettlement by establishing New Tehri Town (NTT) for Project Affected Families (PAFs) of Tehri Hydro Power Complex which is yet another golden footprint.

Third Stage, the 1,000 MW Tehri Pumped Storage Project is under advance stage of construction, would utilize the Tehri and Koteshwar reservoirs as the upper and lower reservoirs.

In addition to electricity generation, THDCIL is delivering benefits to Society and Nation at large as mentioned below:

Economic Contributions:

- Paying back to GoI and GoUP in the form of dividends.
- Generated direct and indirect employment.
- Providing 12% free power to Home State, Uttarakhand (from Tehri HPP and Koteshwar HEP).
- Due to regulated releases from the Tehri storage reservoir, the existing downstream hydro projects of the State are also getting benefitted by way of augmentation in their generation at no additional cost to them.

Social Contributions:

- In addition to providing electricity to the Northern Region, Tehri Dam and HPP is delivering irrigation benefits to 8.74 Lac ha land in Uttar Pradesh.
- THDCIL is providing drinking Water 300 Cusec (for 40 Lac people) to NCT of Delhi and 200 Cusec (for 30 Lac people) of U.P.
- Black Start Capability: Contributed in restoration of Grid after Failures occurred on July 30th and 31st, 2012.
- Flood Control in June'13: Enormous floods of Bhagirathi absorbed in the Tehri Reservoir. 7500 Cumecs Discharge stored in the Tehri reservoir and only 500 Cumecs released. Impact of this natural calamity would have been far more disastrous if Tehri Dam was not there. Saved Rishikesh and Haridwar from flooding.
- Availability of Water during Kumbh and other Snans: e.g. during Ardh Kumbh, Jan-Apr 2016:
 - Average inflow - 48.01 Cumecs
 - Average discharge- 197.66 Cumecs
- Tehri dam reservoir, being the largest water body in the state of Uttarkhand has vast potential which has been developed as a tourist destination and a venue for water sports.
- THDCIL is involved in utmost care of poorest of poor of the society through its non lapsable CSR budget of 2% of Net profit by providing healthcare, income generation programmes, women empowerment, skill development etc.
- Established Engineering Institute near Tehri Project in Tehri Garhwal District of Uttarakhand.
- Running three schools in Tehri, Koteshwar and Rishikesh. (Free education is available for all).

Environmental Contributions:

- Catchment Area Treatment: THDCIL has completed treatment of whole CAT area i.e. 52204 ha. of Tehri Reservoir which includes forest area of 44157 ha. and agricultural area of 8047 ha.
- A green belt has been developed along the Tehri reservoir rim area to increase vegetal cover.
- Compensatory Afforestation: THDC has done Compensatory Afforestation in an area of 4586 ha. non forest land in Lalitpur and Jhansi Districts of Uttar Pradesh in lieu of 4193.44 ha. forest land (including 338.932 ha. of Koteshwar Project) used for the construction of Tehri Dam in Tehri and Uttarkashi Districts.
- In order to retain and increase population of Mahseer Fish in Tehri Reservoir and downstream, THDCIL has established Mahseer fish hatchery for induced breeding.
- A botanical garden has been established near Tehri Project to maintain a gene bank of tree species that may be affected by submergence of the dam reservoir.

THDCIL is a firm believer in Sustainable Development. It is coming up with its Sustainability Report since 2008-09 annually and amongst the first in Power Sector to execute the initiative. The latest Sustainability Reports of THDCIL are available at THDCIL's Website (<http://thdc.co.in>).

In addition to the 2,400 MW Tehri Hydro Complex, THDCIL is implementing the 444 MW Vishnugad Pipalkoti Hydro Electric Project (VPHEP) on the river Alaknanda in Uttarakhand. THDCIL is also implementing 24 MW Dhukwan Small Hydro Project on the Betwa River in Uttar Pradesh. In addition, there are various Hydro Projects of THDCIL under Survey & Investigation/DPR preparation. THDCIL is consistently profit making company since the commissioning of Tehri Dam & HPP in the year 2006-07. The Bond shall be rated from two Rating Agencies. The Company has been given a Credit Rating of AA+ by CARE and India Ratings.

Investment Approval for the project has been accorded by Government of India in March'19. THDCIL is also developing Amelia Coal Mine (allotted by Ministry of Coal for Khurja STPP) in Singrauli District of Madhya Pradesh.

Towards diversification of the company into Renewable Energy areas, after successful venturing into Wind Power, THDCIL has signed MoU with Solar Energy Corporation of India (SECI) for setting up Grid Connected Solar Power Projects up to 250 MW capacity. THDCIL has also signed a tripartite agreement with SECI and Kerala State Electricity Board for development of 50 MW Solar project in Distt. Kasaragod, Kerala. Award of the 50 MW Solar Project is under progress.

The Company has made financial tie-ups with the World Bank, Nationalized Commercial Banks and other Foreign Financial Institutions for funding its ongoing Capital Projects.

THDCIL has obtained ISO 9001:2008 Certificate of Quality Management System, ISO 14001-2004 Certification (Environment Management System) and ISO 18001:2007 (Occupational Health and Safety Management System) Certification for Corporate Office, Rishikesh, Tehri HPP, Tehri PSP, Koteshwar HEP and VishnugadPipalkoti HEP. Detailed status of the Company can be seen from THDCIL website: www.thdc.co.in.

The Authorised Share Capital of the Company is Rs. 4000 Cr. The Company is continuously earning profit since commissioning of first project in FY 2006-07. The Paid up Share Capital of the Company as on March 31, 2019 is Rs. 3654.88 Cr. and Net Worth of the Company is Rs. 9200 Cr app. (unaudited).

OUR GENERATION BUSINESS

Our core business operations involve the generation and sale of electricity. Our projects are spread across different stages of development from the early stages of survey and investigation to operation and maintenance.

The Govt and the State Government identify the geographic areas where additional electricity is needed by determining existing and projected installed capacity and projected demand for electricity. Factors such as economic growth, population growth and industrial expansion are used to determine projected demand. To gauge the expected supply of electricity, the capacities of the existing power stations and the projects under construction or development are studied. Before initiation of any hydropower project, project developer/proponent has to obtain consents of respective State Governments(s). As per Govt. of India three stage development process for the hydro projects development is as under:

Stage-I: Preparation of Pre-Feasibility Report/Feasibility Report.

Stage-II: During this stage Detailed Project Report and EIA/EMP report submitted for obtaining various clearances from the concerned Ministry/agency.

Stage-III: Final sanction and project construction

The hydroelectric project proposal is presented to the CCEA for its final sanction. After receiving the sanction of the CCEA, Major works related to construction of the project are awarded and construction can begin at the project site.

OPERATIONAL PERFORMANCE

Energy Generation and Plant Availability Factor (PAF) of Tehri and Koteshwar Plants are as follows:

GENERATION IN MILLION UNITS

As on 31 March 2019					
	2014-15	2015-16	2016-17	2017-18	2018-19
Tehri HPP (1000 MW)	3004.00	3101.06	3146.23	3080.91	3172.15
Koteshwar HEP (400 MW)	1210.17	1247.21	1224.54	1220.33	1223.80
Patan Wind Power Project (50 MW)	-	-	59.04 (Commissioned on 29.06.16)	90.22	108.32
Devbhumi Dwarka Wind Power Project (63 MW)	-	-	0.14 (Commissioned on 31.03.17)	149.45	183.51

PLANT AVAILABILITY FACTOR IN PERCENTAGE.

	2014-15	2015-16	2016-17	2017-18	2018-19
Tehri HPP (1000 MW)	83.39	81.29	82.05	79.33	84.52
Koteshwar HEP (400 MW)	67.97	70.19	70.93	68.31	68.03

DETAILS OF PROJECTS

1. UNDER OPERATIONS

S No.	Project	State	Installed Capacity (MW)	Total Capacity (MW)	Year of Commission
1	TEHRI DAM & HPP (STAGE-1)	Uttarakhand	4*250	1000	2006-07
2	KOTESHWAR HYDRO POWER PROJECT	Uttarakhand	4*100	400	2011-12
3.	PATAN WIND POWER PROJECT (50 MW)	Gujarat	25*2	50	2016-17
4.	DEVBHUMI DWARKA WIND POWER PROJECT (63 MW)	Gujarat	30*2.1	63	2016-17
			Total	1513	

2. UNDER CONSTRUCTION

S No.	Project	State	Installed Capacity (MW)	Total Capacity (MW)
1	VISHNUGAD PIPALKOTI H.E.PROJECT	Uttarakhand	4*111	444
2	TEHRI PUMPED STORAGE PLANT	Uttarakhand	4*250	1000
3	DHUKWAN SHP	Uttar Pradesh	3*8	24
4	KHURJA STPP	Uttar Pradesh	2*660	1320
5	SOLAR POWER PROJECT	Kerala	-	50
			Total	2838

3. PROJECTS UNDER DPR PREPARATION / UPDATION

S No.	Project	State	Installed Capacity (MW)	Total Capacity (MW)
1	JHELAM TAMAK H.E. PROJECT	Uttarakhand	3*36	108
2	BOKANG BAILING H.E. PROJECT	Uttarakhand	-	200
3	MALSHEJ GHAT PSS	Maharashtra	2*350	700
4	BUNAKHA H.E. PROJECT	Bhutan	3*60	180
			Total	1188

FINANCIAL

THDC was incorporated with the authorized capital of Rs. 1200 Cr. which has now risen to Rs. 4000 Cr. Financial Participation for the equity portion between Govt. of India (GoI) and Govt. of Uttar Pradesh (GouP) is in the ratio of 3:1. Paid up Capital of corporation is Rs. 3654.88 Cr. as on 31.03.2019.

As per the terms and conditions of prevailing tariff regulations dated 7th March 2019 issued by the Central Electricity Regulatory Commission (CERC) valid for a period of 5 years from 1st April 2019, the Debt/Equity ratio of generating companies has been specified at 70:30 (except for already operational plants where the historical ratio has been accepted).

THDC is consistently making profit since 2006-07. THDCIL has registered increase in Gross Revenue Earned as well as Profit After Tax (PAT) in FY 2017-18. There is also increase in the % of PAT to Gross Revenue in the FY 2017-18. The position of Gross Revenue, Profit After Tax (PAT) and % change in PAT to Gross Revenue is tabulated below:-

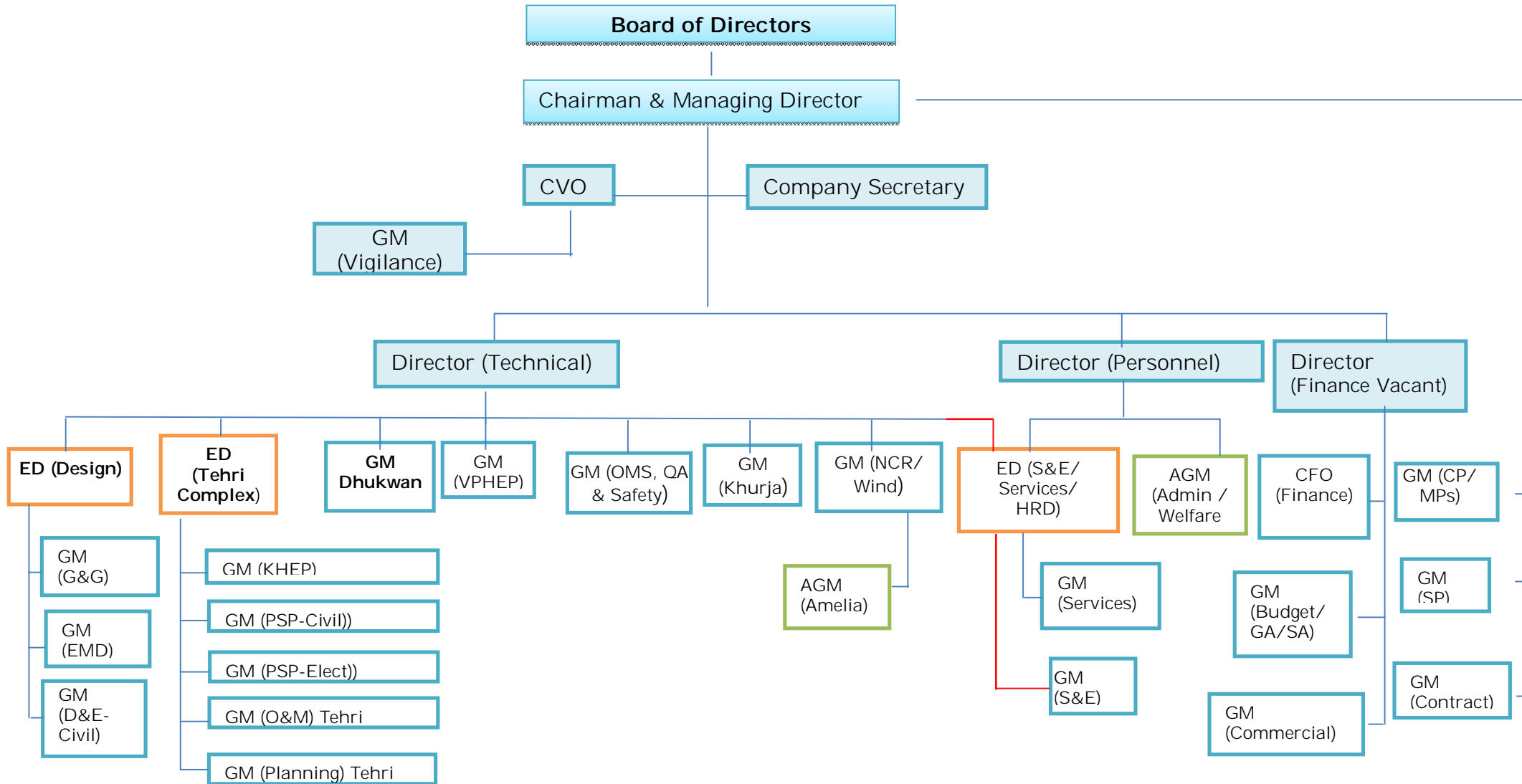
(Rs. in Cr.)

Particulars	2017-18	2016-17	Increase
Revenue from operations	2190.6	2094.8	958
Gross Revenue	2228.7	2236.0	(73)
PAT	778.7	711.2	675
PAT % to Gross Revenue	34.94%	31.81%	

Our main objects as contained in our Memorandum of Association are:

1. Development of Conventional / Nonconventional/ Renewable Sources of Energy and RiverValley Projects.
To plan, promote and organise an integrated and efficient development of Conventional /Non-conventional/ Renewable sources of Energy and River Valley Projects, in India and abroad including planning, investigation, research, design and preparation of preliminary, feasibility and Detailed of Project Reports, Construction of such Power Stations and Project (including consequential environmental protection, afforestation and rehabilitation works), Generation, Transmission and Distribution of Power.
2. Agent of Government/ Public Sector Financial Institutions.
To act as an agent of Government/ Public Sector Financial institutions, to exercise all the rights and powers exercisable by any Company engaged in any of the activities as listed in Clause 1(a) above and in any other infrastructure projects.
3. Trading and other business.
To engage in the business of purchasing, selling, importing, exporting, trading or otherwise dealing in power and ancillary activities to operate, maintain and manage all forms of power plants and stations including transmission lines, both in India and abroad.
4. Research & Development and Consultancy Services.
To promote and organize research and development or to carry on consultancy services in the field of powergeneration, power supply, trading, conservation of electricity and other related activities of the Company.
5. Promotion, Coordination and control of subsidiaries.
To promote, form and register and aid in the promotion, formation, registration of any company, subsidiary or otherwise, and to coordinate their activities, to determine their economic and financial objective / targets and to review, control guide and direct their performance with a view to secure optimum utilization of all resources placed at their disposal.

(i) CORPORATE STRUCTURE:-



(ii) KEY OPERATIONAL AND FINANCIAL PARAMETERS FOR THE LAST 3 (THREE) AUDITED YEARS:-

(a) STANDALONE BASIS:

Parameter	FY. 2018-19 (Unaudited)	FY. 2017-18	FY. 2016-17	FY. 2015-16
	(Rs. in Crores)	(Rs. in Crores)	(Rs. in Crores)	(Rs. in Crores)
For Non-Financial Entities				
Net Worth	9227.64	8511.27	8100.81	7714.16
Total Debt:				
Long Term Borrowings	2653.44	2415.30	4041.85	3497.92
Current Maturities of long term loans	542.95	1012.83	375.03	384.31
Other Long term Liabilities	934.64	1003.91	224.25	219.33
Long –Term Provisions	352.53	350.87	389.70	327.33
Short Term Borrowings	1218.39	646.63	387.24	36.77
Net Fixed Assets	6837.95	7328.01	7806.87	7524.60
Total Non-Current Assets	13469.23	12800.77	12536.46	11229.15
Cash and Cash Equivalents	45.39	61.02	67.07	75.58
Current Investment	0.00	0.00	0.00	0.00
Current Assets	1971.35	1596.40	2271.49	2322.20
Total Current Liabilities	2272.33	2115.82	1216.76	892.72
Net Sales	2766.66	2190.64	2094.74	2466.49
EBITDA	2173.81	1713.28	1620.68	1724.31
EBIT	1608.76	1138.76	1095.11	1227.68
Interest	177.05	227.87	291.06	328.87
PAT (Total comprehensive Income)	1198.46	778.74	711.23	817.01
Dividend amounts	423.12	256.10	221.00	162.00
Current Ratio	0.87	0.75	1.87	2.60
Interest Service Coverage Ratio	4.53	3.15	2.63	2.77
Gross Debt Equity Ratio	0.35	0.40	0.55	0.50
Debt Service Coverage Ratio	1.58	1.25	2.02	1.96

GROSS DEBT EQUITY RATIO PRIOR TO AND AFTER ISSUE OF DEBT SECURITIES

Before the issue of debt securities (31.03.2019)	0.35
After the issue of Debt Securities (Rs. 1500 Crore added to Debt)	0.51

(iii) PROJECT COST AND MEANS OF FINANCING, IN CASE OF FUNDING OF NEW PROJECTS:-

SI No.	Particular	BUDGET ESTIMATES for 2019-20						New projects	Total
		Tehri PSP	VPHEP	Dhukwan HEP	KHURJA	Solar	Amelia		
I	GBS	0	21.00	0	0				21
	External Assistance through budget from MNRE	0	0	0	0				0
I	TOTAL	0	21.00	0	0				21.00
II	Internal Resources	203.88	44.52	34.67	441.19	1.00	18.84	6.50	750.60
III	Loans	0	0	0	0				0

Commercial Loan	0	00	0	0				0
Foreign Loan	10.15	118.25	0	0				128.40
Total Loan	0	0	0	0				0
Grand Total (I+II+III)	214.03	183.77	34.67	441.19	1.00	18.84	6.50	900.00

Note: As per CCEA approval and CERC guidelines the above projects are to be financed in the debt equity ratio of 70:30.

(iv) **SUBSIDIARIES OF THE COMPANY (If any):** THDCIL has no subsidiaries

(c) **A BRIEF HISTORY OF THE ISSUER SINCE ITS INCORPORATION GIVING DETAILS OF IT'S FOLLOWING ACTIVITIES:-**

(i) **DETAILS OF SHARE CAPITAL AS ON LAST QUARTER END (31.03.2019):-**

Particulars	Rs. In Crore
Authorised Share Capital 4,00,00,000 Equity Shares of Rs. 1000 each	4000.00
Issued, Subscribed & Fully Paid up 3,65,48,817 Equity Shares of Rs. 1000 each	3654.88

Note: GoI Released Equity of Rs 4 Cr. on 8th May 2019 for our Project VPHEP which increased issued capital by Rs 4.Crore (As on date Issued, Subscribed & Paid up Capital is Rs 36588817000.

(ii) **CHANGES IN ITS CAPITAL STRUCTURE AS ON LAST QUARTER END, FOR THE LAST FIVE YEARS:-**

Quarter	Date of change (AGM/EGM)		Amount (Rs. in Crore)	Particulars
	Amount (In Cr.)			
30.06.2014	26.06.2014	15.00	3488.09	Increase in Issued Share Capital
31.12.2014	17.10.2014	25.00	3513.09	Increase in Issued Share Capital
31.03.2015	13.02.2015	15.79	3528.88	Increase in Issued Share Capital
30.06.2015	23.05.2015	5.00	3533.88	Increase in Issued Share Capital
30.09.2015	22.09.2015	16.8235	3550.70	Increase in Issued Share Capital
31.12.2015	22.12.2015	8.1765	3558.88	Increase in Issued Share Capital
30.09.2016	26.08.2016	22.716	3581.59	Increase in Issued Share Capital
31.12.2016	28.11.2016	12.50	3594.09	Increase in Issued Share Capital
31.03.2017	27.03.2017	4.78	3598.88	Increase in Issued Share Capital
30.06.2017	15.06.2017	24.13	3623.01	Increase in Issued Share Capital
31.03.2018	26.03.2018	4.42	3627.43	Increase in Issued Share Capital
30.06.2018	14.05.2018	17.88	3645.31	Increase in Issued Share Capital

30.09.2018	28.09.2018	4.82	3650.13	Increase in Issued Share Capital
31.03.2019	27.02.2019	4.75	3654.88	Increase in Issued Share Capital

Note: GoI Released Equity of Rs 4 Cr. on 8th May 2019 for our Project VPHEP which increased issued capital by Rs 4.Crore (As on date Issued, Subscribed& Paid up Capital is Rs 36588817000.

(iii) EQUITY SHARE CAPITAL HISTORY OF THE COMPANY AS ON LAST QUARTER END, FOR THE LAST FIVE YEARS:-

Date of Allotment	No of Equity Shares	Face Value (Rs.)	Issue Price (in Rs.)	Consideration (Cash, other than cash, etc)	Nature of Allotment	Cumulative No. of Equity Shares	Cumulative Equity Shares capital (Rs.)	Cumulative Equity Shares Premium (in Rs.)	Remarks
26.06.2014	150000	1000	150000 000	Cash	Allotment to President of India	34880917	34880917000	Nil	
17.10.2014	250000	1000	250000 000	Cash	Allotment to President of India	35130917	35130917000	Nil	
13.02.2015	157900	1000	157900 000	Cash	Allotment to President of India	35288817	35288817000	Nil	
23.05.2015	50000	1000	500000 00	Cash	Allotment to President of India	35338817	35338817000	Nil	
22.09.2015	168235	1000	168235 000	Cash	Allotment to President of India	35507052	35507052000	Nil	
22.12.2015	81765	1000	817650 00	Cash	Allotment to President of India	35588817	35588817000	Nil	
26.08.2016	227160	1000	227160 000	Cash	Allotment to President of India	35815977	35815977000	Nil	
28.11.2016	125000	1000	125000 000	Cash	Allotment to President of India	35940977	35940977000	Nil	
27.03.2017	47840	1000	478400 00	Cash	Allotment to President of India	35988817	35988817000	Nil	
15.06.2017	241300	1000	241300 000	Cash	Allotment to President of India	36230117	36230117000	Nil	
26.03.2018	44200	1000	442000 00	Cash	Allotment to President of India	36274317	36274317000	Nil	
14.05.2018	178800	1000	178800 000	Cash	Allotment to President of India	36453117	36453117000	Nil	
28.09.2018	48200	1000	482000 00	Cash	Allotment to President of India	36501317	36501317000	Nil	
27.02.2019	47500	1000	475000 00	Cash	Allotment to President of India	36548817	36548817000	Nil	

(iv) DETAILS OF THE ALLOTMENTS MADE BY THE COMPANY IN THE LAST ONE YEAR IS AS UNDER:

Date of Allotment	No. Of Equity Shares	Face Value (Rs.)	Issue Price (Rs.)	Consideration (Cash , other than cash, etc)	Nature of Allotment
30.06.2017	241300	1000	1000	0	Increase in Issued Share Capital
31.03.2018	44200	1000	1000	0	Increase in Issued Share Capital
30.06.2018	178800	1000	1000	0	Increase in Issued Share Capital
30.09.2018	48200	1000	1000	0	Increase in Issued Share Capital
31.03.2019	47500	1000	1000	0	Increase in Issued Share Capital
30.06.2019	40000	1000	1000	0	Increase in Issued Share Capital

(v) DETAILS OF ANY ACQUISITION OR AMALGAMATION IN THE LAST 1 YEAR: - NIL

(vi) DETAILS OF ANY REORGANIZATION OR RECONSTRUCTION IN THE LAST 1 YEAR: -

Type of Event	Date of Announcement	Date of Completion	Details
NIL	NIL	NIL	NIL

(D) DETAILS OF THE SHAREHOLDING OF THE COMPANY AS ON THE LATEST QUARTER END (31.03.2019)

(i) SHAREHOLDING PATTERN OF THE COMPANY AS ON LAST QUARTER END (31.03.2019)

Sl. No.	Particulars	Total No. of Equity Shares	No. of Shares in demat form	No. of Shares in Physical form	Total Shareholding as % of total no. of equity shares
1.	President of India	27199417	0	27199417	74.42
2.	Governor of UP	9349400	0	9349400	25.58
3.	Resident Individuals	10	0	10	0.00

Notes: - Shares pledged or encumbered by the promoters (if any) – NIL

(ii) LIST OF TOP 10 HOLDERS OF EQUITY SHARES OF THE COMPANY AS ON THE LATEST QUARTER END (31.03.2019)

Sl. No.	Particulars	Total No. of Equity Shares	No. of Shares in demat form	No. of Shares in Physical form	Total Shareholding as % of total no. of equity shares
1.	President of India	27199417	0	27199417	74.42
2.	Governor of UP	9349400	0	9349400	25.58
3.	Shri D.V.Singh	01	0	01	0.00
4.	Shri Raj Pal	02	0	02	0.00
5.	Shri T. Venkatesh	02	0	02	0.00
6.	Shri H. L. Arora	01	0	01	0.00

7.	Shri Vijay Goel	01	0	01	0.00
8.	Shri Sridhar Patra	01	0	01	0.00
9.	Ms Saumya Agarwal	02	0	02	0.00
	Total	36548827		36548827	100.00

(E) FOLLOWING DETAILS REGARDING THE DIRECTORS OF THE COMPANY:-

(i) DETAILS OF THE CURRENT DIRECTORS OF THE COMPANY *

Sl. No.	Name/Designation/DIN	Age	Address	Director of the Company since	Other Directorships
1	Shri D.V. Singh Chairman & Managing Director. Occupation: Services DIN: 03107819	58	Banglow 4/1 THDC Colony, Pragatipuram, By-pass Road Rishikesh-249201	(CMD w.e.f. 01.12.2016)	NIL
2	Shri H.L. Arora Director (Technical). Occupation: Services DIN: 08039583	59	Banglow 4/2 THDC Colony, Pragatipuram, By-pass Road Rishikesh-249201	Director (Technical) w.e.f. 22.12.2017	NIL
3	Shri Vijay Goel Director (Personnel). Occupation: Services DIN: 08073656	58	Banglow 4/4 THDC Colony, Pragatipuram By-pass Road Rishikesh-249201	Director (Personnel) w.e.f. 26.03.2018	NIL
4	Shri Raj Pal Part-time Nominee Director , Govt. of India. Occupation: Services DIN: 02491831	58	E-4/2 M.S. Flats, Sector-13, R.K. Puram, New Delhi.	Part-time Director w.e.f. 30.08.2017	North Eastern Electric Power Corporation Limited (NEEPCO) Energy Efficiency Services Limited
5	Shri Turamalla Venkatesh Part-time Nominee Director , Govt. of UP. Occupation: Services DIN: 07551107	57	305, B –Block CSI Towers, Vipin Khand , Gomti Nagar,Lucknow	Part-time Director w.e.f. 30.08.2017	UP Projects Corporation Limited.
6	Shri Mohan Gaonwasi Rawat Independent Director. Occupation: Services Din:07358224	71	Jhalimali Devi Ashram Kyunkaleshwar Pauri Garhwal-246201	22.12.2015	NIL
7	Shri Bachi Singh Rawat Independent Director. Occupation: Services Din:07358086	70	Karayal Jaulasal P.O. Anandhpur, Near Birla School, Haldwani Nainital- 263139	22.12.2015	NIL
8	Shri Maharaj Krishna Pandit Independent Director. Occupation: Services Din:01420520	61	B-144 Palam Extention Part- I Sector-7 Dwarka New Delhi-110045	22.12.2015	NIL

To the best of the knowledge of THDCIL, Names of none of the current directors are appearing in the RBI defaulter list and/or ECGC default list

(ii) DETAILS OF CHANGE IN DIRECTORS SINCE LAST THREE YEARS:

Sr. No	Name	Date of Appointment	Date of cessation
	Year : 2016-17		
1.	Shri R.S.T. Sai	08.03.2007	30.11.2016
2.	Shri Deepak Singhal	26.08.2014	28.11.2016
3.	Shri Sanjay Agrawal	26.08.2014	20.04.2016
	Year : 2017-18		

1.	Shri S.K. Biswas	01.11.2012	31.01.2018
2.	Shri Raj Pal	30.08.2017	Continuing
3.	Mrs Anju Bhalla	01.07.2015	16.08.2017
4.	Shri Suresh Kumar Sharma	26.09.2016	20.09.2017
5.	Shri Suresh Chandra	28.09.2016	01.01.2018
1.	Shri H.L.Arora	22.12.2017	Continuing
2.	Shri Vijay Goel	26.03.2018	Continuing
3.	Shri C.P.Tripathi	02.01.2018	19.03.2018
Year : 2018-19			
1.	Shri Sridhar Patra	02.08.2013	31.08.2018
2.	Shri T. Venkatesh	14.05.2018	Continuing

(F) FOLLOWING DETAILS REGARDING THE AUDITORS OF THE COMPANY:-

(i) DETAILS OF THE AUDITOR OF THE COMPANY FOR THE LAST 3 FY-

Name	Address	FINANCIAL YEAR
PD AGRAWAL & CO	364 A, GOVIND PURI, HARDWAR, HARDWAR RISHIKESH ROAD, HARDWAR-249403 (UTTRAKHAND)	2018-19
PD AGRAWAL & CO	364 A, GOVIND PURI, HARDWAR, HARDWAR RISHIKESH ROAD, HARDWAR-249403 (UTTRAKHAND)	2017-18
PD AGRAWAL & CO	364 A, GOVIND PURI, HARDWAR, HARDWAR RISHIKESH ROAD, HARDWAR-249403 (UTTRAKHAND)	2016-17
PD AGRAWAL & CO	364 A, GOVIND PURI, HARDWAR, HARDWAR RISHIKESH ROAD, HARDWAR-249403 (UTTRAKHAND)	2015-16

Being a Government Company, the statutory auditors of the Issuer are appointed by the Comptroller and Auditor General of India ("CAG"). The annual accounts of the issuer are reviewed by CAG and a report is published.

(ii) DETAILS OF CHANGE IN AUDITOR SINCE LAST THREE YEARS:-

Name	Address	Date of Appointment	Auditor of the Company for Financial Year	Remarks (Appointment ref no.)
PD AGRAWAL & CO	364 A GOVIND PURI HARDWAR, HARDWAR RISHIKESH ROAD, HARDWAR-249403 (UTTRAKHAND)	06.07.2015	From 2015-16 till Present	Appointed by C&AG of India vide letter no CA.V/COY/CENTRAL GOVERNMENT, Tehri IH(1)/111 dated 06.07.2015

Being a Government Company, the statutory auditors of the Issuer are appointed by the Comptroller and Auditor General of India ("CAG"). The annual accounts of the issuer are reviewed by CAG and a report is published.

(G) DETAILS OF BORROWINGS OF THE COMPANY, AS ON THE LATEST QUARTER END (31.03.2019)

(i) DETAILS OF SECURED LOAN FACILITIES AS ON (31.03.2019)

Name of Lenders	Type of facility	Sanctioned Amount	Loan outstanding as on 31.03.2019	Interest and Repayment Schedule	Security
Power Finance Corporation	Term loan	Rs 1860Crore	Rs 406.25 Cr.	Floating rate as applicable on PFC site 40 Quarterly installments.	Long term loan secured by first charge on pari-passu on assets of Tehri Stage-I i.e. Dam, Power House civil construction, power house electrical and Mechanical equipment not covered under other borrowing and project township of Tehri Dam and HPP together with all rights and interest pertaining thereto.
Rural Electrification Corporation (REC)	Term loan	Rs 1860Crore	Rs 285.54 Cr	Floating rate as applicable on REC site 60 Quarterly installments	Long term loan secured by first charge on pari-passu on assets of Tehri Stage-I i.e. Dam, Power House civil construction, power house electrical and Mechanical equipment not covered under other borrowing and project township of Tehri Dam and HPP together with all rights and interest pertaining thereto.
Power Finance Corporation	Term loan	Rs 1170Crore	Rs 321.75 Cr.	Floating rate as applicable on PFC site 40 Quarterly installments.	First charge on pari-passu basis on assets of Koteswar HEP.
Rural Electrification Corporation (REC)	Term loan	Rs 747 Crore	Rs 227.74 Cr.	Floating rate as applicable on REC site 40 Quarterly installments.	First charge on pari-passu basis on assets of Koteswar HEP.
Societ Generale	Term loan	EURO 83868941	Not Drawn	6 Months EURIBOR+1.80% (Margin) per annum 30 equal half yearly installments	Immovable properties by way of mortgage by deposit of the title deed (constructive delivery) over 9.65 acres of Land situated at village Chopra Uttarakhand on pari-passu basis
Bank of India	Short term Loan	Rs 600 crore	Rs 599.58 crore	Floating Interest rate as 1 month MCLR plus 0.20% margin.	Secured by way of first charge on book debts/receivables of the company.
Punjab National Bank	OD	Rs 1400 Crore	Rs 618.81 Cr.	Interest rate @ one year MCLR rate. Renewal every year	Second charge on block of assets of Tehri Stage-I and Koteswar HEP including machinery, spares, tools and accessories, fuel stock, spares and material at Project site.
PNB Term Loan	Term loan	Rs 700 Crore	Rs .700 Cr.	Floating Interest rate as one year MCLR rate. Repayable within 5years on quarterly installments.	First charge on the fixed Assets of Tehri Pumped storage Plant (movable and immovable) . The above security shall rank pari-passu with all the Bank participating in the Financial transaction.

(ii) DETAILS OF UNSECURED LOAN FACILITIES AS ON (31.03.2019)

Lender's Name	Type of Facility	Amount Sanctioned	Amount Disbursed	Principal Amount Outstanding	Repayment Date / Schedule
World Bank Loan	Term loan	648 million US\$	Rs 653.04 Crore	Rs 655.10 Crore	Interest rate @ LIBOR plus variable spread. Repayment beginning from Nov15, 2017 to May15, 2040.

Note : -Principal amount outstanding of Rs 655.10 crore includes exchange rate variation of Rs 45.09 crore.

(iii) DETAILS OF NCDS :- (AS ON 31.03.2019)

Debenture Series	Tenor/period of Maturity	Coupon	Amount	Date of Allotment	Redemption on Date/Schedule	Credit Rating	Secured/Unsecured	Security
Corporate Bonds Series-1	10 years	Annually @ 7.59 %.	Rs 600 CR	3.10.2016	3.10.2026	AA+	Secured	First charge on <i>pari passu</i> basis on Movable assets of Tehri HPP stage -1

(iv) LIST OF TOP 10 DEBENTURE HOLDERS (AS ON 31.03.2019)

S.No	Name	No. of Bonds (face value 1000000 each)	Total Holding (Amount in Rs.)
1	COAL MINES PROVIDENT FUND ORGANISATION	552	552000000
2	COAL MINES PROVIDENT FUND ORGANISATION	1411	1411000000
3	THE KANGRA CENTRAL CO-OP BANK LTD	900	900000000
4	THE SOUTH INDIAN BANK LTD	250	250000000
5	BANGIYA GRAMIN VIKASH BANK	250	250000000
6	AAI EPF TRUST	250	250000000
7	SBI EMPLOYEES GRATUITY FUND.	180	180000000
8	STATE BANK OF INDIA EMPLOYEES PENSION FUND	1070	1070000000
9	THE STATE BANK OF INDIA EMPLOYEES PROVIDENT FUND	450	450000000
10.	BHEL EMPLOYEES PROVIDENT FUND TRUST RANIPUR HARDWAR	115	115000000

(V) THE AMOUNT OF CORPORATE GUARANTEE ISSUED BY THE ISSUER ALONG WITH NAME OF THE COUNTERPARTY (LIKE NAME OF THE SUBSIDIARY, JV ENTITY, GROUP COMPANY, ETC) ON BEHALF OF WHOM IT HAS BEEN ISSUED.

LIST OF BANK GUARANTEES							
S.No.	BG No.	Beneficiary Name	Open Date	Exp Date	Claim Exp Date	Value of BG (in Rs.)	Purpose of BG
1	37141LG000814	Honourable High Court of Uttarakhand, Nainital	19-03-2014	23-01-2015	23-02-2015	2926000	Deposited against Arbitration case award as per direction of honourable High Court, Nainital
				23-01-2016	23-01-2016		
				23-01-2017	23-02-2017		
				23-01-2018	23-02-2018		

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				23-01-2019	23-02-2019		
				23-01-2020	23-02-2020		
2	3714ILG002014	RPF Commissioner, Uttarakhand Dehradun	25-06-2014	24-06-2014	24-06-2015	20000000	As per direction of EPF appeal bearing ATA No. 409(21)/2014 THDC India Limited vs RPFC Dehradun. In respect of damages against belated deposit of PF amount of the employee from July 1991 to March 2010.
				23-06-2016	23-06-2016		
				23-06-2017	23-06-2017		
				23-06-2018	23-06-2018		
				23-06-2019	23-06-2019		
				23-06-2020	23-06-2020		
3	3714ILG002214	RPF Commissioner, Uttarakhand Dehradun	25-06-2014	24-06-2014	24-06-2015	14132557	As per direction of EPF appeal bearing ATA No. 409(21)/2014 THDC India Limited vs RPFC Dehradun. In respect of PF deposition of 532 employees of THDCIL who have been separated from the services on account of superannuation/ resignation/ death cases.
				23-06-2016	23-06-2016		
				23-06-2017	23-06-2017		
				23-06-2018	23-06-2018		
				23-06-2019	23-06-2019		
				23-06-2020	23-06-2020		
4	3714ILG000117	The Ministry of Coal (Gol) 131, Ground Floor, WTC Babar Road, New Delhi-110001.	11-01-2017	10-01-2018	10-01-2018	2509920000	Performance Security in respect of Amelia Coal Mine, Singrauli
				10.01.2019	10.01.2019		
				10.01.2020	10.01.2020		
5	3714ILG000818	Uttar Pradesh Pollution Control Board , Khurja	10.10.2018	09.10.2019	10.09.2019	1000000	Bank Guarantee in favur of Uttar Pradesh Pollution Control Board for environment clearance of Khurja Project.
Grand Total						2547978557	
Say amount Rs						254.80 Cr.	

- (v) **DETAILS OF COMMERCIAL PAPER:- THE TOTAL FACE VALUE OF COMMERCIAL PAPERS OUTSTANDING AS ON THE LATEST QUARTER END TO BE PROVIDED AND ITS BREAKUP IN FOLLOWING TABLE:**

Maturity date	Amount outstanding
NIL	NIL

- (vii) **DETAILS OF REST OF THE BORROWING (IF ANY INCLUDING HYBRID DEBT LIKE FCCB, OPTIONALLY CONVERTIBLE DEBENTURES / PREFERENCE SHARES) AS ON 31.03.2019:-**

Party Name (in case of Facility) / Instrument Name	Type of Facility / Instrument	Amount Sanctioned / Issued	Principal Amt outstanding	Repayment Date / Schedule	Credit Rating	Secured / Unsecured	Security
NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL

- (viii) **DETAILS OF ALL DEFAULT/S AND/OR DELAY IN PAYMENTS OF INTEREST AND PRINCIPAL OF ANY KIND OF TERM LOANS, DEBT SECURITIES AND OTHER FINANCIAL INDEBTEDNESS INCLUDING CORPORATE GUARANTEE ISSUED BY THE COMPANY, IN THE PAST 5 YEARS.**

The payment of interest & Principal is being done in a timely manner on the respective due dates. There has never been any delay in servicing interest and principal repayment in the past since incorporation of THDCIL.

- (ix) **DETAILS OF ANY OUTSTANDING BORROWINGS TAKEN/ DEBT SECURITIES ISSUED WHERE TAKEN / ISSUED (I) FOR CONSIDERATION OTHER THAN CASH, WHETHER IN WHOLE OR PART, (II) AT A PREMIUM OR DISCOUNT, OR (III) IN PURSUANCE OF AN OPTION;**

There are no borrowings taken/ debt securities issued (i) for consideration other than cash, whether in whole or part, (ii) at a premium or discount, or (iii) in pursuance of an option by the company.

- (H) **DETAILS OF PROMOTERS OF THE COMPANY:-**

- i. **DETAILS OF PROMOTER HOLDING IN THE COMPANY AS ON THE LATEST QUARTER END:-**

Sl. No.	Name of the Shareholders	Total No. of Equity Shares	No. of shares in demat form	Total shareholding as % of total no. of equity shares	No. of Shares Pledged	% of Shares pledged with respect to shares owned
1.	President of India	27199417	0	74.41	0	0
2.	Governor of UP	9349400	0	25.59	0	0

- (I) **ABRIDGED VERSION OF AUDITED CONSOLIDATED (WHEREVER AVAILABLE) AND STANDALONE FINANCIAL INFORMATION (LIKE PROFIT & LOSS STATEMENT, BALANCE SHEET AND CASH FLOW STATEMENT) FOR AT LEAST LAST THREE YEARS AND AUDITOR QUALIFICATIONS , IF ANY. ***

Please refer Annexure 1 attached elsewhere in this Private Placement Offer Letter.

- (J) **ABRIDGED VERSION OF LATEST AUDITED/ LIMITED REVIEW HALF YEARLY CONSOLIDATED (WHEREVER AVAILABLE) AND STANDALONE FINANCIAL INFORMATION**

(LIKE PROFIT & LOSS STATEMENT, AND BALANCE SHEET) AND AUDITORS QUALIFICATIONS, IF ANY.

Not Applicable

- (K) ANY MATERIAL EVENT / DEVELOPMENTS CHANGE HAVING IMPLICATIONS ON THE FINANCIALS/CREDIT QUALITY (E.G. ANY MATERIAL REGULATORY PROCEEDINGS AGAINST THE ISSUER/PROMOTERS, TAX LITIGATIONS RESULTING IN MATERIAL LIABILITIES, CORPORATE RESTRUCTURING EVENT ETC) AT THE TIME OF ISSUE WHICH MAY AFFECT THE ISSUE OR THE INVESTOR'S DECISION TO INVEST / CONTINUE TO INVEST IN THE DEBT SECURITIES.**

The Issuer hereby confirms that there has been no material event, development or change having implications on the financials/ credit quality of the Issuer (e.g. any material regulatory proceedings against the Issuer/ promoters of the Issuer, tax litigations resulting in material liabilities, corporate restructuring event etc) at the time of Issue which may affect the Issue or the investor's decision to invest/ continue to invest in the debt securities of the Issuer.

- (L) THE NAMES OF THE DEBENTURE TRUSTEE(S) SHALL BE MENTIONED WITH STATEMENT TO THE EFFECT THAT DEBENTURE TRUSTEE(S) HAS GIVEN HIS CONSENT TO THE ISSUER FOR HIS APPOINTMENT UNDER REGULATION 4 (4) AND IN ALL THE SUBSEQUENT PERIODICAL COMMUNICATIONS SENT TO THE HOLDERS OF DEBT SECURITIES.**

In accordance with the provisions of (i) Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008, Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, (ii) the Companies Act, 2013 and (iii) Securities and Exchange Board of India (Debenture Trustees) Regulations, 1993, each as amended, the Issuer has appointed VISTRA ITCL India Ltd to act as Trustees ("Trustees") for and on behalf of the holder(s) of the Bonds. The address and contact details of the Trustees are as under:

DEBENTURE TRUSTEE:

VISTARA ITCL (INDIA) LTD.

A-268,1stFloor,

Bhishma Pitamah Marg,

New Delhi -110014

Tel: +91-22- 2659 3535 / 9711504290

Fax: +91-22-2653 3297

Email: supratik.dasgupta@vistra.com itclcomplianceofficer@vistra.com

The Company hereby undertakes that a Trust Deed shall be executed by it in favour of the Trustees within three months of closure of the Issue. The Trust Deed shall contain such clauses as may be prescribed under Companies Act, 2013, Companies (Share capital and Debenture) Rules, 2014 and those mentioned in Schedule IV of the Securities and Exchange Board of India (Debenture Trustees) Regulations, 1993. Further, the Trust Deed shall not contain any clause which has the effect of (i) limiting or extinguishing the obligations and liabilities of the Trustees or the Company in relation to any rights or interests of the holder(s) of the Bonds, (ii) limiting or restricting or waiving the provisions of the Securities and Exchange Board of India Act, 1992 (15 of 1992); Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008 and circulars or guidelines issued by SEBI, (iii) indemnifying the Trustees or the Company for loss or damage caused by their act of negligence or commission or omission.

The Bond holder(s) shall, without further act or deed, be deemed to have irrevocably given their consent to the Trustees or any of their agents or authorized officials to do all such acts, deeds, matters and things in respect of or relating to the Bonds as the Trustees may in their absolute discretion deem necessary or require to be done in the interest of the holder(s) of the Bonds. Any payment made by the Company to the Trustees on behalf of the bond holder(s) shall discharge the Company pro tanto to the bond holder(s). The Trustees shall protect the interest of the bond

holders in the event of default by the Company in regard to timely payment of interest and repayment of principal and shall take necessary action at the cost of the Company. No bond holder shall be entitled to proceed directly against the Company unless the Trustees, having become so bound to proceed, fail to do so. In the event of Company defaulting in payment of interest on Bonds or redemption thereof, any distribution of dividend by the Company shall require approval of the Trustees.

The Trustees shall perform its duties and obligations and exercise its rights and discretions, in keeping with the trust reposed in the Trustees by the holder(s) of the Bonds and shall further conduct itself, and comply with the provisions of all applicable laws, provided that, the provisions of Section 20 of the Indian Trusts Act, 1882, shall not be applicable to the Trustees. The Trustees shall carry out its duties and perform its functions as required to discharge its obligations under the terms of SEBI Debt Regulations, the Securities and Exchange Board of India (Debenture Trustees) Regulations, 1993, the Debenture Trusteeship Agreement, the Deed of Hypothecation, Private Placement Offer Letter and all other related transaction documents, with due care, diligence and loyalty.

The Trustees shall be vested with the requisite powers for protecting the interest of holder(s) of the Bonds including but not limited to the right to appoint a nominee director on the Board of the Issuer in consultation with institutional holders of such Bonds. The Trustees shall ensure disclosure of all material events on an ongoing basis and shall supervise the implementation of the conditions regarding creation of security for the Bonds.

- (M) THE DETAILED RATING RATIONALE (S) ADOPTED (NOT OLDER THAN ONE YEAR ON THE DATE OF OPENING OF THE ISSUE)/ CREDIT RATING LETTER ISSUED (NOT OLDER THAN ONE MONTH ON THE DATE OF OPENING OF THE ISSUE) BY THE RATING AGENCIES SHALL BE DISCLOSED.**

The Issue has been rated "Provisinal IND AA+/ Stable" by India Ratings and Research Private Limited & "[ICRA] AA/Stable" by ICRA Limited have been assigned for the current issue of Bonds.

Other than the credit ratings mentioned hereinabove, Issuer has not sought any other credit rating from any other credit rating agency for the Bonds offered for subscription under the terms of this Private Placement Offer Letter.

The above ratings are not a recommendation to buy, sell or hold securities and investors should take their own decision. The ratings may be subject to revision or withdrawal at any time by the assigning rating agencies and each rating should be evaluated independently of any other rating. The ratings obtained are subject to revision at any point of time in the future. The rating agencies have the right to suspend, withdraw the rating at any time on the basis of new information etc.

Copy of Rating Letter and Rating rationale are enclosed elsewhere in this Private Placement Offer Letter.

- (N) IF THE SECURITY IS BACKED BY A GUARANTEE OR LETTER OF COMFORT OR ANY OTHER DOCUMENT / LETTER WITH SIMILAR INTENT, A COPY OF THE SAME SHALL BE DISCLOSED. IN CASE SUCH DOCUMENT DOES NOT CONTAIN DETAILED PAYMENT STRUCTURE (PROCEDURE OF INVOCATION OF GUARANTEE AND RECEIPT OF PAYMENT BY THE INVESTOR ALONG WITH TIMELINES); THE SAME SHALL BE DISCLOSED IN THE OFFER DOCUMENT.**

Not Applicable

- (O) COPY OF CONSENT LETTER FROM THE DEBENTURE TRUSTEE SHALL BE DISCLOSED.**

Copy of letter from Vistra ITCL (India) Ltd. conveying their consent to act as Trustee for the current issue of Bonds is enclosed elsewhere in this Private Placement Offer Letter.

(P) NAMES OF ALL THE RECOGNISED STOCK EXCHANGES WHERE THE DEBT SECURITIES ARE PROPOSED TO BE LISTED CLEARLY INDICATING THE DESIGNATED STOCK EXCHANGE.

The Bonds are proposed to be listed on the Wholesale Debt Market (WDM) Segment of the BSE and NSE and BSE. The Company shall obtain an in-principle approval from the NSE and BSE for listing of said Bonds on its Wholesale Debt Market (WDM) Segment. BSE shall be Designated Stock exchange for the issue .

In pursuance of SEBI Debt Regulations, the Issuer shall make listing application to BSE and NSE within 15 days from the Deemed Date of Allotment of Bonds and seek listing permission within 20 days from the Deemed Date of Allotment of Bonds. In the event of delay in listing of Bonds beyond 20 days from the Deemed Date of Allotment, the Issuer shall pay penal interest of 1.00% p.a. over the Coupon Rate from the expiry of 30 days from the Deemed Date of Allotment till the listing of Bonds to the Bondholder(s).

In connection with listing of Bonds with NSE and BSE , the company hereby undertakes that:

- (a) It shall comply with conditions of listing of Bonds as may be specified in the Listing Agreement with NSE and BSE.
- (b) Ratings obtained by the company shall be periodically reviewed by the credit rating agencies and any revision in the rating shall be promptly disclosed by the company to BSE and NSE and BSE.
- (c) Any change in rating shall be promptly disseminated to the holder(s) of the Bonds in such manner as NSE and BSE may determine from time to time.
- (d) The company, the Trustees and NSE and BSE shall disseminate all information and reports on Bonds including compliance reports filed by the company and the Trustees regarding the Bonds to the holder(s) of Bonds and the general public by placing them on their websites.
- (e) Trustees shall disclose the information to the holder(s) of the Bonds and the general public by issuing a press release in any of the following events:
 - a. default by the company to pay interest on Bonds or redemption amount;
 - b. revision of rating assigned to the Bonds;
 - c. Failure to create charge on the assets.
- (f) The information referred to in para (e) above shall also be placed on the websites of the Trustees, company and NSE and BSE.
- (g) The Issuer shall, till the redemption of Bonds, submit its latest audited/ limited review half yearly consolidated (wherever available) and standalone financial information such as Statement of Profit & Loss, Balance Sheet and Cash Flow Statement and auditor qualifications, if any, to the Trustees within the timelines as mentioned in Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time. Besides, the Issuer shall within 180 days from the end of the financial year, submit a copy of the latest annual report to the Trustees and the Trustees shall be obliged to share the details so submitted with all Qualified Institutional Buyers ("QIBs") and other existing Bondholder(s) within two working days of their specific request.

(Q) OTHER DETAILS:

(i) DRR CREATION –The Company shall create a Debenture Redemption Reserve for the purpose of redemption of Debentures/Bonds, as applicable, in accordance with the provisions stated in the Companies Act 2013 read with the Companies (Share Capital and Debentures) Rules, 2014.

(ii) ISSUE/INSTRUMENT SPECIFIC REGULATIONS - RELEVANT DETAILS (COMPANIES ACT, RBI GUIDELINES, ETC).

The Debentures being offered pursuant to the Offer Document are subject to the provisions of the Companies Act, 2013, SEBI (Issue and listing of Debt Securities) Regulations, 2008, Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Memorandum and Articles of Association of the Issuer, the terms of the Offer Document, Application Form, and other terms and conditions as may be incorporated in the Debenture Trust Deed.

(iii) APPLICATION PROCESS (as per EBP)

All Eligible Investors will have to register themselves as a one-time exercise (if not already registered) under the BSE BOND – EBP Platform offered by BSE for participating in the electronic book mechanism. Eligible Investors will also have to complete the mandatory KYC verification process. Investors should refer to the Operational.

I. Guidelines

The details of the Issue shall be entered on the BSE BOND – EBP Platform by the Issuer at least 2 (two) working days prior to the Issue / Bid Opening Date, in accordance with the Operational Guidelines.

The Issue will be open for bidding for the duration of the bidding window that would be communicated through the Issuer's bidding announcement on the BSE BOND – EBP Platform, at least 1 (one) working day before the start of the Issue / Bid Opening Date.

A bidder will only be able to enter the amount & percentage while placing their bids in the BSE BOND. Some of the key guidelines in terms of the current Operational Guidelines on issuance of securities on private placement basis through an electronic book mechanism, are as follows:

(a) Modification of Bid:

Investors may note that modification of bid is allowed during the bidding period / window.

However, in the last 10 minutes of the bidding period / window, revision of bid is only allowed for upward revision of the bid amount placed by the Investor.

(b) Cancellation of Bid

Investors may note that cancellation of bid is allowed during the bidding period / window. However, in the last 10 minutes of the bidding period / window, no cancellation of bids is permitted.

(c) Multiple Bids

Investors may place multiple bids.

(d) Withdrawal of Issue

The Issuer may, at its discretion, withdraw the issue process on the following conditions:

- i. non-receipt of bids upto the Base Issue Size;
- ii. bidder has defaulted on payment towards the allotment, within the stipulated timeframe, due to which the Issuer is unable to fulfil the Issue Size.

Provided that the Issuer shall accept or withdraw the Issue on the BSE BOND – EBP Platform within 1 (one) hour of the closing of the bidding window, and not later than 6 pm on the Issue/Bidding Closing Date.

However, Investors should refer to the Operational Guidelines as prevailing on the date of the bid.

II. Provisional/ Final Allocation

Allocation shall be made on a pro rata basis in the multiples of the bidding lot size, i.e., in multiples of Rs. 10,00,000 (Rupees Ten Lakhs).

Post completion of bidding process, the Issuer will upload the provisional allocation on the BSE BOND – EBP Platform. Post receipt of investor details, the Issuer will upload the final allocation file on the BSE BOND – EBP Platform.

III. Payment Mechanism

Subscription should be as per the final allocation made to the successful bidder(s) as notified by the Issuer by 10:30am of pay-in date.

Successful bidders should do the funds pay-in in the bank account of as appearing on EBP Platform of BSE.

Successful bidders must do the funds pay-in to the Designated Bank Account as mentioned above in accordance with operational guidelines of BSE EBP PLATFORM. Successful bidders should ensure to do the funds pay-in from their same bank account which is updated by them in the BSE BOND - EBP Platform while placing the bids. In case of mismatch in the bank account details between BSE BOND – EBP Platform and the bank account from which payment is done by the successful bidder, the payment would be returned back.

Note: In case of failure of any successful bidder to complete the funds pay-in by the Pay-in Time or the funds are not received in the ICCL's Designated Bank Account by the Pay-in Time for any reason whatsoever, the bid will liable to be rejected and the Issuer shall not be liable to the successful bidder.

Funds pay-out (as per Term Sheet) would be made to the bank account as appearing on the EBP Platform of BSE.

(iv) WHO CAN APPLY

All QIBs, and any non-QIB Investors specifically mapped by the Issuer on the BSE BOND – EBP Platform, are eligible to bid / invest / apply for this Issue.

All investors are required to comply with the relevant regulations/ guidelines applicable to them for investing in this Issue.

Eligible participants bidding on proprietary basis, for an amount equal to or more than Rs.15 crore or 5% of the base issue size, whichever is lower, shall bid directly i.e. shall enter the bids directly on EBP platform.

Provided that the foreign portfolio investors may bid through their custodians.

(v) DETERMINATION OF COUPON

The Coupon has been decided based on bids received on EBP.

(vi) BASIS OF ALLOCATION / ALLOTMENT

Allotment to the bidders shall be done on yield priority basis in the following manner as per SEBI circular dated January 5, 2018 and operational guidelines of BSE:-

- ✓ All the bids shall be arranged in the ascending order of the yields, and a cut-off yield shall be determined.
- ✓ All the bids below the cut-off yield shall be accepted and full allotment should be made to such bidders.
- ✓ For all the bids received at cut-off yield, allotment shall be made on pro-rata basis.

(vii) Application by Successful Bidder(s)

All Application Forms, duly completed, must be delivered by the Pay-in Time to the Issuer by the successful bidder(s), to the attention of Ms. Rashmi Sharma, Company Secretary at THDC India Limited , Ganga Bhawan C.S Department, Pragatipuram By Pass , Rishikesh -249201 India. Applications for the Debentures must be in the prescribed form and completed in BLOCK LETTERS in English and as per the instructions contained therein.

For further instructions about how to make an application for applying for the Bonds and procedure for remittance of application money, please refer to the Summary Term Sheet and the Application Form.

(viii) DATE OF SUBSCRIPTION

The Date of Subscription shall be the date of realisation of proceeds of subscription money in the Designated Bank Account as appearing in the EBP Platform of BSE.

(ix) SETTLEMENT PROCESS

Upon final allocation by the Issuer, the Issuer or the Registrar on behalf of the Issue shall instruct the depositories within 1 (one) day of the Date of Subscription, and the Depositories shall accordingly credit the allocated Debentures to the demat account of the successful bidder(s).

Within 2 (two) days of the Date of Subscription, the Depositories shall confirm to ICCL the transfer of debentures in the demat account(s) of the successful bidder(s).

(x) POST-ALLOCATION DISCLOSURES BY THE EBP

Upon final allocation by the Issuer, the Issuer shall disclose the Issue Size, coupon rate, ISIN, number of successful bidders, category of the successful bidder(s), etc., in accordance with the SEBI EBP Circular. The EBP shall upload such data, as provided by the Issuer, on its website to make it available to the public.

*** APPLICATION BY VARIOUS APPLICANT CATEGORIES ***

APPLICATION UNDER POWER OF ATTORNEY OR BY LIMITED COMPANIES

In case of applications made under a Power of Attorney or by a Limited Company or a Body Corporate or Registered Society or Mutual Fund, and scientific and/or industrial research organizations or Trusts etc, the relevant Power of Attorney or the relevant resolution or authority to make the application, as the case may be, together with the certified true copy thereof along with the certified copy of the Memorandum and Articles of Association and/or Bye-Laws as the case may be must be attached to the Application Form or lodged for scrutiny separately with the photocopy of the application form, quoting the serial number of the application form and the Bank's branch where the application has been submitted, at the office of the Registrars to the Issue after submission of the application form to the Bankers to the issue or any of the designated branches as mentioned on the reverse of the Application Form, failing which the applications are liable to be rejected. Such authority received by the Registrars to the Issue more than 10 days after closure of the subscription list may not be considered.

APPLICATIONS UNDER POWER OF ATTORNEY

A certified true copy of the power of attorney or the relevant authority as the case may be along with the names and specimen signature(s) of all the authorized signatories and the tax exemption certificate/ document, if any, must be lodged along with the submission of the completed Application Form. Further modifications/ additions in the power of attorney or authority should be notified to the Company or to its Registrars or to such other person(s) at such other address(es) as may be specified by the Company from time to time through a suitable communication.

APPLICATION BY PROVIDENT FUNDS, SUPERANNUATION FUNDS, GRATUITY FUNDS & PENSION FUNDS

In case of Applications by Indian provident funds and pension funds authorised to invest in the Debentures, the Application Form must be accompanied by certified true copies of: (i) any Act/rules under which they are incorporated; (ii) power of attorney, if any, in favour of one or more trustees thereof; (iii) board resolution authorising investments; (iv) such other documents evidencing registration thereof under applicable statutory/regulatory requirements; (v) specimen signature of authorised person; (vi) certified copy of the registered instrument for creation of such fund/trust; and (vii) tax exemption certificate issued by income tax authorities, if exempt from income tax.

RETIREMENT FUNDS FOLLOWING MINISTRY OF FINANCE GUIDELINES

The application must be accompanied by certified true copies of (i) Certificate of registration, if registered (ii) Power of Attorney granted to transact business on its behalf (iii) Any official valid document to identify the trustees, selectors, beneficiaries and those holding Power of Attorney, founders/managers/foundation/ association (v) Telephone bill and (iv) PAN (otherwise exemption certificate issued by IT authorities).

APPLICATION BY NON-BANKING FINANCE COMPANIES (NBFCs)/ RESIDUARY NON-BANKING FINANCE

The applications must be accompanied by certified true copies of (i) Memorandum and Articles of Association/ Other documents governing the constitution (ii) Power of Attorney (iii) resolution authorizing investment and containing operating instructions and (iv) Specimen signatures of authorized signatories.

APPLICATION BY INSURANCE COMPANIES

The application must be accompanied by certified true copies of (i) Certificate of Information and Memorandum & Articles of Association (ii) Resolution of the Board of Directors and Identification of those who have authority to operate (iii) Power of Attorney granted to its managers, officers or employee to transact on its behalf (iv) Copy of PAN allotment letter; (v) certificate of registration issued by IRDA; and (vi) copy of the Telephone bill.

APPLICATIONS BY COMPANIES/BODIES CORPORATE/FINANCIAL INSTITUTIONS/STATUTORY CORPORATIONS

The applications must be accompanied by certified true copies of (i) Memorandum and Articles of Associations / Constitution / Bye-Law(s) (ii) certified true copy of the resolution authorizing investment and containing operating instructions (iii) specimen signatures of authorized signatories and (iv) relevant certificate(s) in the prescribed form(s) under Income Tax Rules, 1962, if exemption is sought from deduction of tax at source on interest income.

APPLICATION BY REGIONAL RURAL BANKS

The application must be accompanied by certified true copies of (i) Government notification/ Certificate of In / Memorandum and Articles of Association/ other documents governing the constitution (ii) resolution authorizing investment and containing operating instructions (iii) specimen signatures of authorized signatories (iv) Form 15H for claiming exemption from deduction of tax at source on income from interest on application money and (v) Form 15AA for claiming exemption from deduction of tax at source on the interest income.

APPLICATION BY CO-OPERATIVE BANKS

All cooperative banks including primary urban cooperative banks can invest in these bonds to the extent permissible under applicable Reserve Bank of India notification in force from time to time. The applications must be accompanied by certified true copies of (i) Government Notification/ Certificate of Registration/ Other documents governing constitution (ii) resolution authorizing investment and containing operating instructions (iii) specimen signatures of authorized signatories and (iv) Recognition certificate from Income Tax Department.

APPLICATION BY COMMERCIAL BANKS/ MUTUAL FUNDS

A separate Application can be made in respect of each scheme of an MF; such Applications will not be treated as multiple Applications. Applications made by the AMCs or custodians of an MF must clearly indicate the name of the scheme for which Application is being made. In case of Applications made by MFs, the Application Form must be accompanied by certified true copies of their (i) SEBI registration certificate; (ii) trust deed (iii) resolution authorising investment and containing operating instructions; and (iv) specimen signatures of authorised signatories. The application must be accompanied by certified true copies of 1) Certificate of Incorporation, Memorandum & Articles of Association, 2) Power of Attorney 3) Resolution authorizing investment and containing operating instruction 4) SEBI registration certificate where ever applicable 5) Specimen signature of authorized signatories.

APPLICATION BY CHARITABLE/ RELIGIOUS TRUST

The application must be accompanied by certified true copies of 1) Trust Deed/bye laws 2) Certificate of Registration 3) Resolution authorizing investment and containing operating instruction 4) Specimen signature of authorized signatories 5) Relevant certificates in the prescribed form (s) under Income Tax Rules, 1962, if exemption is sought from deduction of tax at source on interest income.

APPLICATION BY PORT TRUSTS

As per section 88 of the Major Port Trusts Act, 1963 the bonds being guaranteed by the Government of Uttar Pradesh are categorized as public security for the purpose of investments by Port Trusts.

APPLICATION BY MUTUAL FUNDS

In case of applications by Mutual Funds, a separate application must be made in respect of each scheme of an Indian Mutual Fund registered with SEBI and such applications will not be treated as multiple applications, provided that the application made by the Asset Management Company/ Trustees/ Custodian clearly indicate their intention as to the scheme for which the application has been made.

SUBMISSION OF DOCUMENTS

Investors need to submit the certified true copies of the following documents, along-with the Application Form, as applicable:

- Memorandum and Articles of Association/ Constitution/ Bye-laws/ Trust Deed;
- Government notification/ Certificate of incorporation(in case of Primary Co-operative Bank and RRBs);
- SEBI Registration Certificate, if applicable;
- Board Resolution authorizing investment along with operating instructions;
- Power of Attorney/ relevant resolution/ authority to make application;
- Form 15AA granting exemption from TDS on interest, if any;
- Form 15G/ 15H for claiming exemption from TDS on interest on application money, if any;
- Order u/s197 of Income Tax Act, 1961;
- Order u/s10 of Income Tax Act, 1961;
- Copy of Permanent Account Number Card ("PAN Card") issued by the Income Tax Department;

- Specimen signatures of the authorized signatories (ink signed), duly certified by an appropriate authority.

(R) PROCEDURE FOR APPLYING FOR DEMAT FACILITY

1. The applicant must have at least one beneficiary account with any of the Depository Participants (DPs) of NSDL/ CDSL prior to making the application.
2. The applicant must necessarily fill in the details (including the beneficiary account number and Depository Participant's ID appearing in the Application Form under the heading 'Details for Issue of Bonds in Electronic/ Dematerialized Form')
3. Bonds allotted to an applicant will be credited directly to the applicant's respective Beneficiary Account(s) with the DP.
4. For subscribing the Bonds names in the application form should be identical to those appearing in the account details in the depository. In case of joint holders the names should necessarily be in the same sequence as they appear in the account details in the depository.
5. Non-transferable allotment advice/refund orders will be directly sent to the applicant by the Registrars to the Issue.
6. If incomplete/incorrect details are given under the heading 'Details for Issue of Bonds in Electronic/ Dematerialized Form' in the application form it will be deemed to be an incomplete application and the same may be held liable for rejection at the sole discretion of the Issuer.
7. For allotment of Bonds the address, nomination details and other details of the applicant as registered with his/her DP shall be used for all correspondence with the applicant. The Applicant is therefore responsible for the correctness of his/her demographic details given in the application form vis-à-vis those with his/her DP. In case the information is incorrect or insufficient the Issuer would not be liable for losses, if any.
8. It may be noted that Bonds will be issued in electronic form. The same can be traded only on the Stock Exchanges having electronic connectivity with NSDL/ CDSL. The NSE, where the Bonds of the THDCIL are proposed to be listed has connectivity with NSDL/ CDSL.
9. Payment of interest or repayment of principal would be made to those Bond holders whose names appear on the list of beneficial owners given by the Depositories to the Issuer as on Record Date/ Book Closure Date. In case of those Bond for which the beneficial owner is not identified by the Depository as on the Record Date/ Book Closure Date, the issuer would keep in abeyance the payment of interest or repayment of principal, till such time that the beneficial owner is identified by the Depository and conveyed to the Issuer, whereupon the interest or principal would be paid to the beneficiaries, as identified, within a period of 30 (thirty) days.
10. The Bonds shall be directly credited to the Beneficiary Account as given in the Application Form and after due verification, allotment advice/ refund order, if any, would be sent directly to the applicant by the Registrars to the Issue but the confirmation of the credit of the Bonds to the applicants Depository Account will be provided to the applicant by the Depository Participant of the applicant.

(S) HOW TO APPLY:

This Disclosure Document is neither a prospectus nor a statement in lieu of prospectus and does not constitute an offer to the public generally to subscribe for or otherwise acquire the Bonds issued by the corporation. The document is for the exclusive use of the institution(s) to whom it is delivered and it should not be circulated/ distributed to third parties. This being a private placement Issue, the eligible investors who have been addressed through this communication directly, only are eligible to apply. Applications for the Bonds must be in the prescribed form and completed in BLOCK LETTERS in English and as per the instructions contained therein.

(T). Disclosures pertaining to wilful default

1. In case of listing of debt securities made on private placement, the following disclosures shall be made:

- (a) Name of the bank declaring the entity as a wilful defaulter
- (b) The year in which the entity is declared as a wilful defaulter
- (c) Outstanding amount when the entity is declared as a wilful defaulter
- (d) Name of the entity declared as a wilful defaulter
- (e) Steps taken, if any, for the removal from the list of wilful defaulters
- (f) Other disclosures, as deemed fit by the issuer in order to enable investors to take informed decisions
- (g) Any other disclosure as specified by the Board

"None of the above is applicable in the case of THDC, as THDC has never defaulted in any of its payment obligations".

2. The fact that the issuer or any of its promoters or directors is a wilful defaulter shall be disclosed prominently on the cover page with suitable cross-referencing to the pages.

"Not Applicable"

3. Servicing Behavior on Existing Debts

The Company has been servicing all its interest liabilities on time and there has been no instance of delay or default on the Existing Debts of the Company

***INVESTOR GRIEVANCE AND REDRESSAL SYSTEMS**

Arrangements have been made to redress investor grievances expeditiously as far as possible, the Issuer endeavors to resolve the investor's grievances within 30 days of its receipt. All grievances related to the issue quoting the Application Number (including prefix), number of Bonds applied for, amount paid on application and details of collection centre where the Application was submitted, may be addressed to the Compliance Officer at registered office of the Issuer. All investors are hereby informed that the Issuer has appointed a Compliance Officer who may be contracted in case of any pre-issue/ post-issue related problems such as non-credit of letter(s) of allotment/ bond certificate(s) in the demat account, non-receipt of refund order(s), interest warrant(s)/ cheque(s) etc. Contact details of the Compliance Officer are given elsewhere in this Private Placement Offer Letter.

Investor Relations Officer	Ms. Rashmi Sharma
Designation/ Dept	Company Secretary
Address	THDC INDIA LIMITED , GANGA BHAWAN C.S DEPARTMENT, PRAGATIPURAM BY PASS, RISHIKESH -249201
Ph No	0135- 2439309, +918266098898
Fax	0135-2439442
Email	rashmi.thdc@gmail.com
Website	www.thdc.co.in

(T) TERM SHEET:

ISSUE DETAILS

Security Name	8.75%-THDCIL Corporate -BONDS SERIES II
Issuer	THDC India Limited (THDCIL)
Type of Instrument	Secured Redeemable, Non-Convertible, Non Cumulative, Taxable Bonds in the nature of Debentures.
Nature of Instrument	Secured
Seniority	The claims of the Bondholders shall be superior to the claims of any unsecured creditors of the Company and subject to applicable statutory and/or regulatory requirements, rank paripassu inter se to the claims of other secured creditors of our Company having the same security
Mode of Issue	Private Placement
Eligible Investors	All QIBs, and any non-QIB Investors specifically mapped by the Issuer on the BSE BOND – EBP Platform, are eligible to bid / invest / apply for this Issue. All investors are required to comply with the relevant regulations/ guidelines applicable to them for investing in this Issue.
Listing (including name of stock Exchange(s) where it will be listed and timeline for listing)	Proposed on the Wholesale Debt Market (WDM) Segment of the BSE and NSE
EBP Platform	BSE
Rating of the Instrument	“Provisinal IND AA+/ Stable” by India Ratings and Research Pvt. Ltd. & “[ICRA] AA/Stable” by ICRA Ltd. have been assigned for the current issue of Bonds.
Issue Size	Rs. 1,500 Crore
Objects of the Issue	To partly meet debt requirements of ongoing projects under construction including recoupment of expenditure already incurred and to refiance the Existing loans .
Details of the utilization of the Proceeds	To partly meet debt requirements of ongoing projects under construction including recoupment of expenditure already incurred and to refiance the Existing loans.
Coupon Rate	8.75% p.a.
Step Up/Step Down Coupon Rate	Not Applicable
Coupon Payment Frequency	Annual
Coupon payment dates	Annual on each Anniversary Date of Allotment.
Coupon Type	Fixed
Coupon Reset Process (including rates, spread, effective date, interest rate cap and floor etc).	Not Applicable
Day Count Basis	Actual/ Actual Interest shall be computed on an “actual/actual basis”. Where the interest period (start date to end date) includes February 29, interest shall be computed on 366 days-a-year basis (as per SEBI Circular no CIR/IMD/DF/18/2013 dated 29th Oct 2013)
Tenor	10 years from the deemed date of allotment.
Redemption Date	September 06, 2029
Redemption Amount	Rs. 10,00,000/- per Bond.
Redemption Premium /Discount	None
Issue Premium /Discount	None
Bond Series	THDC India Ltd. Corporate Bond Series- II
Issue Price	Each Bond shall have Face Value of Rs.10 Lac.
Face Value	Each Bond shall have Face Value of Rs. 10 Lac
Discount at which security is issued and the effective yield as a result of	None

such discount.	
Put option Date	None
Put option Price	None
Call Option Date	None
Call Option Price	None
Put Notification Time	None
Call Notification Time	None
Minimum Application and in multiples of Debt securities thereafter	Minimum application is of 1 bonds of face value of Rs.10 lakhs and in multiple of 1 bond thereafter
Basis of Allotment (if any)	The issuer reserves the right to reject any/all applications fully or partially at its sole discretion, without assigning any reason whatsoever.
Issuance mode of the Instrument	Demat only
Trading mode of the Instrument	Demat only
Settlement mode of the Instrument	Payment of interest and repayment of principal shall be made by way of cheque(s)/ interest/ redemption warrant(s)/ demand draft(s)/ credit through direct credit/ RTGS/ Fund Transfer/ NECS/ NEFT or any other electronic mode offered by the Banks.
Business Day/ Working Day Convention	<p>Working Days shall be all days on which commercial banks are open for business in the city of Mumbai. Further, Sundays, have also been considered as non-Business Days. We have not considered the effect of public holidays as it is difficult to ascertain for future dates.</p> <p>If any of date(s) defined in the Disclosure Document, except the Deemed Date of Allotment, the next working day shall be considered as the effective date(s) in line with SEBI circular No CIR/IMD/DF-1/122/2016 dated November 11, 2016.</p>
Effect of holidays	<p>If the interest payment date falls on a holiday, the payment may be made on the following working day however the dates of the future coupon payments would be as per the schedule originally stipulated at the time of issuing the security in line with SEBI circular No CIR/IMD/DF-1/122/2016 dated November 11, 2016.</p> <p>If the Redemption Date (also being the last Coupon Payment Date) of the Bonds falls on a day that is not a Business Day, the redemption proceeds shall be paid by the Issuer on the preceding Business Day along with interest accrued on the Bonds until but excluding the date of such payment.</p>
Record Date	<p>15 days prior to each Coupon Payment Date and Put/ Call Option Due Date and Redemption Date.</p> <p>In the event the Record Date falls on a day which is not a Business Day, the immediately succeeding Business Day will be considered as the Record Date.</p>
Depository	National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL).
Security (where applicable)	<p>The Bonds will be secured by a pari passu first charge on on the existing and future movable assets of Tehri HPP Stage-I. The security will be created within the time stipulated as per the relevant statutory provisions. The Company shall at all times maintain a minimum security over of 1.0 time of the Bonds proposed to be issued and interest accrued thereon.</p> <p>The Company reserves the right to create further charge on such asset cover for its present and future financial requirements or otherwise, without any prior consent of the Bondholders, or as provided for under the Bond Trust Deed,</p>

	provided that minimum asset cover of one time is maintained.
Transaction Documents	<p>The Issuer has executed/shall execute the documents including but not limited to the following in connection with the Issue:</p> <ol style="list-style-type: none"> 1. Letter appointing Trustees to the Bondholders; 2. Debenture Trusteeship Agreement; 3. Debenture/Bond Trust Deed; 4. Rating letter from India Rating & Research Pvt Ltd and ICRA Limited. 5. Tripartite Agreement between the Issuer; Registrar and NSDL for issue of Bonds in dematerialized form; 6. Tripartite Agreement between the Issuer, Registrar and CDSL for issue of Bonds in dematerialized form; 7. Letter appointing Registrar and MoU entered into between the Issuer and the Registrar; 8. Application made to NSE for seeking their in-principle approval for listing of Bonds; 9. Listing Agreement with NSE; 10. Letters appointing Arrangers to the Issue.
Conditions Precedent to Disbursement	<p>The subscription from investors shall be accepted for allocation and allotment by the Issuer subject to the following:</p> <ol style="list-style-type: none"> 1. Rating letter(s) from the aforesaid rating agencies not being more than one month old from the issue opening date; 2. Letter from the Trustees conveying their consent to act as Trustees for the Bondholder(s); 3. Application to NSE for seeking its in-principle approval for listing of Bonds.
Condition Subsequent to Disbursement	<p>The Issuer shall ensure that the following documents are executed/ activities are completed as per time frame mentioned elsewhere in this Private Placement Offer Letter:</p> <ol style="list-style-type: none"> 1. Credit of demat account(s) of the allottee(s) by number of Bonds allotted within 2 working days from the Deemed Date of Allotment; 2. Making listing application to NSE within 15 days from the Deemed Date of Allotment of Bonds and seeking listing permission within 20 days from the Deemed Date of Allotment of Bonds in pursuance of SEBI Debt Regulations; <p>Besides, the Issuer shall perform all activities, whether mandatory or otherwise, as mentioned elsewhere in this Private Placement Offer Letter.</p>
Events of Default	<ul style="list-style-type: none"> • Default in payment: In case of default in payment of Interest and/or principal redemption on the due dates. • Delay in Listing: In case of delay in listing of the debt securities beyond 20 days from the date of allotment.
Remedies	<p>Upon the occurrence of any of the Events of Default, the Trustees shall on instructions from majority Bondholder(s), declare the amounts outstanding to be due and payable forthwith and the security created under the security documents shall become enforceable, and the Trustees shall have the right to enforce any security created pursuant to the security documents towards repayment of the amounts outstanding and/or exercise such other rights as the Trustees may deem fit under the applicable laws.</p>
Additional Covenants	<p>DEFAULT IN PAYMENT: In case of default in payment of interest and/or principal redemption on the due dates, additional interest of at least @ 2% p.a. over the Coupon Rate will be payable by the Issuer for the defaulting period.</p>

	<p><u>DELAY IN LISTING:</u> In case of delay in listing of the debt securities beyond 20 days from the Deemed Date of Allotment, the Company will pay penal interest of at least 1% p.a. over the coupon rate from the expiry of 30 days from the Deemed Date of Allotment till the listing of such debt securities to the investor.</p> <p><u>ALLOTMENT OF SECURITIES:</u> As per Company Act 2013 under section 42(6) of the Act, the Company shall allot the Debentures/ Bonds within (60) sixty days from the date of receipt of the application money for such Debentures/ Bonds and if the Company is not able to allot the Debentures/ Bonds within such period, it shall repay the application money to the subscribers within fifteen days from the date of completion of (60) sixty days and if the Company fails to repay the application money within the aforesaid period, it shall be liable to repay such money with interest at the rate of 12% p.a. from the expiry of the sixtieth day.</p> <p>On the happening of any of the event of default, in addition to the rights specified above, the Debenture Holders/Bond Trustees shall have the right as indicated in the SEBI Regulations/ Company Act 2013 from time to time.</p>
Provisions related to Cross Default Clause	Not Applicable
Role and Responsibilities of Debenture Trustee	<p>The Trustees shall perform its duties and obligations and exercise its rights and discretions, in keeping with the Trust Reposed in the Trustees by the Holder(s) of the Bonds and shall further conduct itself and complied with the provisions of all applicable laws provided that, the provisions of Sec. 20 of the Indian Trusts Act, 1882 shall not be applicable to the Trustees. The Trustees shall carry out its duties and perform its functions as required to discharge its obligations under the terms of Companies Act 2013, SEBI Debt Regulations, the Securities and Exchange Board of India (Debenture Trustees), Regulations, 1993, the Bond/Debenture Trusteeship Agreement, Private Placement Offer Letter and all other related transaction documents with due care, diligence and loyalty.</p> <p>The Trustees shall be vested with the requisite powers for protecting the interest of Holder(s) of the Bonds. The Trustees shall ensure disclosure of all material events on an ongoing basis and shall supervise the implementation of the conditions regarding creation of security for the Bonds. The Issuer shall, till the redemption of Bonds, submit its latest audited/limited review half yearly consolidated (wherever available) and stand alone financial information such as Statement of Profit & Loss, Balance Sheet and Cash Flow Statement and Audited Qualifications, if any, to the Trustees within the timelines as mentioned in Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended. Besides, the Issuer shall within 180 days from the end of the Financial Year submit a copy of the latest Annual Report to the Trustees and the Trustees shall be obliged to share the details so submitted with all Bond Holder(s) within two working days of their specific request.</p>
Governing Law and Jurisdiction	The Bonds are governed by and shall be construed in accordance with the existing laws of India. Any dispute arising

	thereof shall be subject to the jurisdiction of the Courts at the city of Nanital only.
Trustees	Vistra ITCL (India) Limited
Registrar	Karvy Fintech Pvt. Ltd. (Formerly known as Karvy Computershare Pvt. Ltd.)
Mode of Subscription	As per SEBI circular dated January 5th, 2018 and operational guidelines of BSE
Manner of Bidding	Close Book Bidding
Mode of Allotment/Allocation option	Uniform Yield
Mode of Settlement	Clearing Corporation of BSE (Indian Clearing Corporation Ltd)
ISSUE SCHEDULE:	
Issue Opening Date	Thursday, September 05, 2019 (Start time 10:30 am)
Issue Closing Date	Thursday, September 05, 2019 (End time 12:00 noon)
Pay-in Date	(T+1) Friday, September 06, 2019
Deemed Date of Allotment	(T+1) Friday, September 06, 2019

* Subject to deduction of Tax at source as applicable

** The Issuer reserves its sole and absolute right to modify (pre-poned/ postpone) the above issue schedule without giving any reasons or prior notice. In such a case, investors shall be intimated about the revised time schedule by the Issuer. The Issuer also reserves the right to keep multiple Deemed Date(s) of Allotment at its sole and absolute discretion without any notice. In case if the Issue Closing Date/ Pay in Date is/are changed (pre-poned/ postponed), the Deemed Date of Allotment may also be changed (pre-poned/ postponed) by the Issuer at its sole and absolute discretion. Consequent to change in Deemed Date of Allotment, the Coupon Payment Dates and/or Put/ Call Option due Date and/or Redemption Date may also be changed at the sole and absolute discretion of the Issuer.

(U) DISCLOSURE OF CASH FLOWS: Set forth below is an illustration for guidance in respect of the day count convention and effect of holidays on payments. Investors should note that this example is solely for illustrative purposes. We have not considered the effect of public holidays as it is difficult to ascertain for future dates.

Company	THDC INDIA LTD
Tenure	10 YEARS
Face Value (per security)	RS. 10 LAC PER BOND
Deemed Date of Allotment	September 06, 2019
Redemption	September 06, 2029
Coupon Rate	8.75% p.a.
Frequency of the interest payment with specified dates	Annually on September 06, of each year till maturity of Bonds
Day count Convention	Actual/Actual Coupon shall be computed on an "actual/actual basis". Where the coupon period (start date to end date) includes February 29, interest shall be computed on 366 days-a-year basis

Cash Flows

Coupon Payment	Actual Dates	Revised Dates	No. of days	Amount per Bond payable (in Rs.)
1st year	Sun., September 06, 2020	Mon., September 07, 2020	366	87500
2nd year	Mon., September 06, 2021	Mon., September 06, 2021	365	87500
3rd year	Tues., September 06, 2022	Tues., September 06, 2022	365	87500
4th year	Wedn., September 06, 2023	Wedn., September 06, 2023	365	87500
5th year	Fri., September 06, 2024	Fri., September 06, 2024	366	87500
6th year	Sat., September 06, 2025	Mon., September 08, 2025	365	87500
7th year	Sun., September 06, 2026	Mon., September 07, 2026	365	87500
8th year	Mon., September 06, 2027	Mon., September 06, 2027	365	87500
9th year	Wedn., September 06, 2028	Wed., September 06, 2028	366	87500
10th year	Thur., September 06, 2029	Thur., September 06, 2029	365	87500
Redemption Date	Thurs., September 06, 2029	Thur., September 06, 2029		10,00,000

Assumptions and Notes:

1. The aggregate coupon payable to each Bondholder shall be rounded off to the nearest rupee as per the Fixed Income Money Market and Derivatives Association handbook on market practices.
2. The actual dates and maturity amount will be in accordance to and in compliance with the provisions of SEBI circular CIR/IMD/DF-1/122/2016 dated November 11, 2016 giving effect to actual holidays and dates of maturity which qualifies the SEBI requirement.
3. For the purposes of the above illustration, non-business days i.e. Saturdays and Sundays have not been considered. Actual Interest/Maturity payment will be decided in accordance with SEBI regulation.

- (V) **TERMS OF OFFER (DETAILS OF DEBT SECURITIES PROPOSED TO BE ISSUED, MODE OF ISSUANCE, ISSUE SIZE, UTILIZATION OF ISSUE PROCEEDS, STOCK EXCHANGES WHERE SECURITIES ARE PROPOSED TO BE LISTED, REDEMPTION AMOUNT, PERIOD OF MATURITY, YIELD ON REDEMPTION, DISCOUNT AT WHICH OFFER IS MADE AND EFFECTIVE YIELD FOR INVESTOR)**

ISSUE SIZE

The Issuer proposes to raise aggregating to Rs. 1,500 Crore.

PRESENT ISSUE

THDC INDIA LIMITED [THDCIL] (hereinafter referred to as the 'Company'/'Issuer') proposes to raise Secured Redeemable, Non-Convertible, Non Cumulative Bonds (Series II) in the nature of debentures of The Face Value Rs. 10.00 Lac for Cash At Par Worth Aggregating to Rs. 1,500 Crore under Private Placement basis.

NATURE OF THE INSTRUMENT

Secured Redeemable, Non-Convertible, Non Cumulative Bonds.

FACE VALUE, ISSUE PRICE, EFFECTIVE YIELD FOR INVESTOR

Each Bond shall have Face Value of Rs. 10 Lac

MINIMUM APPLICATION

The application should be for a minimum of Rs. 10 lakhs (1 Bond) and in multiples of 10 lakhs (1 Bond) thereafter.

LISTING

The Company proposes to list these Bonds on the Wholesale Debt Market (WDM) Segment of the NSE and BSE.

SECURITY

The Bonds will be secured by a paripassu first charge on on the existing and Future Movable assets of Tehri HPP Stage-I. The security will be created within the time stipulated as per the relevant statutory provisions. The Company shall at all times maintain a minimum security over of 1.0 time of the Bonds proposed to be issued and interest accrued thereon.

The Company reserves the right to create further charge on such asset cover for its present and future financial requirements or otherwise, without any prior consent of the Bondholders, or as provided for under the Bond Trust Deed, provided that minimum asset cover of one time is maintained.

OBJECTS OF THE PLACEMENT

To meet capital expenditure of various ongoing and future projects of the company including recoupment of expenditure already incurred and to refinance existing loans.

UTILIZATION OF THE ISSUE PROCEEDS

To partly meet capital expenditure of various ongoing and future projects of company including recoupment of expenditure already incurred and to refinance existing loans.

ELIGIBILITY TO COME OUT WITH THE ISSUE

The Issuer or the person in control of the Issuer, or its promoter, has not been restrained or prohibited or debarred by SEBI/ any other Government authority from accessing the securities market or dealing in securities and such direction or order is in force.

REGISTRATION AND GOVERNMENT APPROVALS

The Company can undertake the activities proposed by it in view of the present approvals and no further approval from any government authority (ies) is required by it to undertake the proposed activities save and except those approvals which may be required to be taken in the normal course of business from time to time.

AUTHORITY FOR THE ISSUE COMPANY

The present placement of Bonds is being made pursuant to the following:

- Resolution passed by the Board of Directors of the company at its 195th meeting held on 28.09.2018
- Resolution passed by the Shareholders of the Company at its meeting held on 28.09.2018

UNDERWRITING

The present Issue of Bonds on private placement basis has not been underwritten.

GUARANTEE

No Guarantee except secured by creation of charge on the Assets of the Company.

AN UNDERTAKING THAT THE ISSUER SHALL USE A COMMON FORM OF TRANSFER

The Bonds shall be transferred subject to and in accordance with the rules/ procedures as prescribed by the NSDL/ CDSL/ Depository Participant of the transferor/ transferee and any other applicable laws and rules notified in respect thereof. The normal procedure followed for transfer of securities held in dematerialized form shall be followed for transfer of these Bonds held in electronic form. The seller should give delivery instructions containing details of the buyer's DP account to his depository participant.

The transferee(s) should ensure that the transfer formalities are completed prior to the Record Date. In the absence of the same, interest will be paid/ redemption will be made to the person, whose name appears in the records of the Depository. In such cases, claims, if any, by the transferee(s) would need to be settled with the transferor(s) and not with the Company.

The Company undertakes that it shall use a common form/ procedure for transfer of Bonds issued under terms of this Private Placement Offer Letter.

TERMS AND CONDITIONS OF THE ISSUE

This is a confidential Private Placement Offer Letter setting out the terms and conditions pertaining to issue of under Private Placement of Secured Redeemable, Non-Convertible, Non Cumulative, Taxable Bonds (Series II) in the nature of debentures of the Face Value Rs. 10 Lac each for cash at par, worth aggregating to Rs. 1,500 Crore by **THDC INDIA LIMITED** [THDCIL] (hereinafter referred to as the 'Company'/'Issuer'). Your participation is subject to the completion and submission of Application Form along with application money and acceptance of the offer by the Company.

TERMS OF PAYMENT

The full face value of the Bonds applied for is to be paid along with the Application Form. Investor(s) need to send in the Application Form and the NEFT/RTGS for the full face value of the Bonds applied for.

Face Value Per Bond	Minimum Application for
Rs. 10 Lac	Rs. 10 Lac

DEEMED DATE OF ALLOTMENT

The deemed date of Allotment as per Term Sheet.

Interest on Bonds shall accrue to the Bond holder(s) from the Deemed Date of Allotment. All benefits relating to the Bonds will be available to the investors from the Deemed Date of Allotment. The actual allotment of Bonds may take place on a date other than the Deemed Date of Allotment. The Company reserves the right to keep multiple allotment date(s)/ deemed date(s) of allotment at its sole and absolute discretion without any notice. In case if the issue closing date is changed (pre-poned/ postponed), the Deemed Date of Allotment may also be changed (pre-poned/ postponed) by the Company at its sole and absolute discretion.

MINIMUM SUBSCRIPTION

As the current issue of Bonds is being made on private placement basis, the requirement of minimum subscription shall not be applicable and therefore the Company shall not be liable to refund the issue subscription(s)/ proceed(s) in the event of the total issue collection falling short of issue size or certain percentage of issue size.

BASIS OF ALLOCATION / ALLOTMENT

The issuer reserves the right to reject any/all applications fully or partially at its sole discretion, without assigning any reason whatsoever.

MARKET LOT

The market lot will be one Bond ("Market Lot"). Since the Bonds are being issued only in dematerialised form, the odd lots will not arise either at the time of issuance or at the time of transfer of Bonds.

The market lot will be 1 Bond of the face value of Rs. 10 lac (Rupees Ten lakh)

TRADING OF BONDS

The marketable lot for the purpose of trading of Bonds shall be 1 Bond of face value of Rs. 10 Lac each. Trading of Bonds would be permitted in demat mode only in standard denomination of Rs. 10 Lac and such trades shall be cleared and settled in recognized stock exchange(s) subject to conditions specified by SEBI. In case of trading in Bonds which has been made over the counter, the trades shall be reported on a recognized stock exchange having a nationwide trading terminal or such other platform as may be specified by SEBI.

INTEREST ON THE BONDS

The Bonds shall carry interest at appropriate coupon rate p.a. payable annually (subject to deduction of tax at source at the rates prevailing from time to time under the provisions of the Income Tax Act, 1961, or any other statutory modification or re-enactment thereof for which a certificate will be issued by the Company) on the outstanding principal amount of Bonds. The interest shall be serviced semi-annually throughout the tenure of the Bonds till final redemption. The Final interest payment would be made on redemption date along with the redemption of principal amount. Interest on Bonds will cease on the date of final redemption in all events.

The Bonds shall carry interest at the Coupon Rate from, and including, the Deemed Date of Allotment up to, but excluding the Put/ Call Option Due Date/ Redemption Date, as the case may be, payable on the "Coupon Payment Dates", on the outstanding principal amount of Bonds till Put/ Call Option Due Date/

Redemption Date, to the holders of Bonds (the "Holders" and each, a "Holder") as of the relevant Record Date. Interest on Bonds will cease from the Put/ Call Option Due Date/ Redemption Date, as the case may be, in all events.

Payment of interest shall be made by way of cheque(s)/ interest warrant(s)/ credit through RTGS/NEFT mechanism. When interest payment is made by way cheque(s), the same shall be dispatched by the Company at least 7 (seven) days prior to the due date and shall be dispatched by registered post to the sole/ first applicant, at the sole risk of the applicant.

If the interest payment date falls on a holiday, the payment may be made on the following working day however the dates of the future coupon payments would be as per the schedule originally stipulated at the time of issuing the security in line with SEBI circular No CIR/IMD/DF-1/122/2016 dated November 11, 2016.

In case the Deemed Date of Allotment is revised (pre-poned/ postponed) then the Interest Payment Dates may also be revised (pre-poned/ postponed) accordingly by the Company at its sole & absolute discretion.

PAYMENT OF INTEREST/ PRINCIPAL

Payment of interest and repayment of principal shall be made by way of cheque(s)/ demand draft(s)/ RTGS/ NEFT mechanism.

COMPUTATION OF INTEREST

Interest for each of the interest periods shall be computed as per Actual/ Actual day count convention on the face value amount of Bonds outstanding at the Coupon Rate rounded off to the nearest Rupee. Where the interest period (start date to end date) includes February 29, interest shall be computed on 366 days-a-year basis, on the face value amount of Bonds outstanding.

EFFECT OF HOLIDAYS: - As per SEBI Circular Dated November 11, 2016

If the interest payment date falls on a holiday, the payment may be made on the following working day however the dates of the future coupon payments would be as per the schedule originally stipulated at the time of issuing the security in line with SEBI circular No CIR/IMD/DF-1/122/2016 dated November 11, 2016.

If the Redemption Date (also being the last Coupon Payment Date) of the Bonds falls on a day that is not a Business Day, the redemption proceeds shall be paid by the Issuer on the preceding Business Day along with interest accrued on the Bonds until but excluding the date of such payment.

RECORD DATE

The "Record Date" for the Bonds shall be 15 days prior to each Coupon Payment Date, Put/ Call Option Due Date and Redemption Date. In case of redemption of Bonds, the trading in the Bonds shall remain suspended between the Record Date and the Redemption Date. Interest payment and principal repayment shall be made to the person whose name appears as beneficiary with the Depositories as on Record Date. In the event of the Issuer not receiving any notice of transfer at least 15 days before the respective Coupon Payment Date, Put/ Call Option Due Date and Redemption Date, the transferees for the Bonds shall not have any claim against the Issuer in respect of amount so paid to the registered Bondholders.

In the event the Record Date falls on a day which is not a Business Day, the immediately succeeding Business Day will be considered as the Record Date.

PUT & CALL OPTION

None

REDEMPTION

The face value of the Bonds shall be redeemed at par, on the Redemption Date. The Bonds will not carry any obligation, for interest or otherwise, after the Redemption Date. The Bonds shall be taken as discharged on payment of the redemption amount by the Issuer on the Redemption Date to the registered Bondholders whose name appear in the Register of Bondholders on the Record Date. Such payment will be a legal discharge of the liability of the Issuer towards the Bondholders.

Redemption will be as per Term Sheet.

PAYMENT ON REDEMPTION

Payment on redemption will be made by cheque (s)/ warrants(s)/RTGS in the name of the Bond holder whose name appears on the List of Beneficial owners given by Depository to the Company as on the Record Date. On the Company dispatching the redemption warrants to such Beneficiary (ies) by registered post/ courier, the liability of the Company shall stand extinguished.

The Bonds shall be taken as discharged on payment of the redemption amount by the Company on maturity to the list of Beneficial Owners as provided by NSDL/ CDSL/ Depository Participant. Such payment will be a legal discharge of the liability of the Company towards the Bond holders. On such payment being made, the Company will inform NSDL/ CDSL/ Depository Participant and accordingly the account of the Bond holders with NSDL/ CDSL/ Depository Participant will be adjusted.

The Company's liability to the Bond holders towards all their rights including for payment or otherwise shall cease and stand extinguished from the due date of redemption in all events. Further the Company will not be liable to pay any interest or compensation from the date of redemption. On the Company dispatching the amount as specified above in respect of the Bonds, the liability of the Company shall stand extinguished.

DEPOSITORY ARRANGEMENTS

The Company has appointed Karvy Fintech Pvt. Ltd. (*Formerly known as Karvy Computershare Pvt. Ltd.*), as Registrars & Transfer Agent for the present bond issue. The Company shall make necessary depository arrangements with National Securities Depository Ltd. (NSDL) and Central Depository Services (India) Ltd. (CDSL) for issue and holding of Bond in dematerialized form. In this context the Company shall sign two tripartite agreements as under:

- Tripartite Agreement between Issuer Company, RTA and National Securities Depository Ltd. (NSDL) for offering depository option to the investors.
- Tripartite Agreement between Issuer Company, RTA and Central Depository Services (I) Ltd. (CDSL) for offering depository option to the investors.

Investors can hold the Bonds only in dematerialized form and deal with the same as per the provisions of Depositories Act, 1996 as amended from time to time.

LIST OF BENEFICIAL OWNERS

The Company shall request the Depository to provide a list of Beneficial Owners as at the end of the Record Date. This shall be the list, which shall be considered for payment of interest or repayment of principal amount on maturity, as the case may be.

LETTER OF ALLOTMENT AND BOND CERTIFICATE

The beneficiary account of the investor(s) with National Securities Depository Limited (NSDL)/ Central Depository Services (India) Limited (CDSL)/ Depository Participant will be given initial credit within 2 days from the Deemed Date of Allotment. The initial credit in the account will be akin to the Letter of Allotment. On completion of the all statutory formalities, such credit in the account will be akin to a Bond Certificate.

ISSUE OF BOND CERTIFICATE(S)

Subject to the completion of all statutory formalities within time frame prescribed in the relevant regulations/ act/ rules etc, the initial credit akin to a Letter of Allotment in the Beneficiary Account of the investor would be replaced with the number of Bonds allotted. The Bonds since issued in electronic (dematerialized) form, will be governed as per the provisions of The Depository Act, 1996, Securities and Exchange Board of India (Depositories and Participants) Regulations, 1996, rules notified by NSDL/ CDSL/ Depository Participant from time to time and other applicable laws and rules notified in respect thereof. The Bonds shall be allotted in dematerialized form only.

ISSUE OF DUPLICATE INTEREST/REDEMPTION CHEQUE(S)

If any, Interest /redemption cheque(s) / Demand Draft(s) is lost, stolen or destroyed, then upon production of proof thereof to the satisfaction of THDCIL and upon furnishing such indemnity as THDCIL may deem adequate and upon payment of any expenses incurred by THDCIL in connection thereof, new interest/redemption cheque (s) / Demand Draft(s) will be issued. A fee may be charged by THDCIL not exceeding such sum as may be prescribed by law on each duplicate interest/ redemption cheque(s) / Demand Draft(s) issued in accordance with this provision. If any interest/redemption cheque(s) / Demand Draft(s) is/are mutilated or defaced, then, upon surrender of such interest /redemption cheque(s) / Demand Draft(s), THDCIL shall cancel the same and issue a duplicate interest/redemption cheque(s) / Demand Draft(s) in lieu thereof. The procedure for issue of the duplicate shall be governed by the provisions of the Bond Regulations.

DISPATCH OF REFUND ORDERS

The Company shall ensure dispatch of Refund Order(s) by Registered Post only and adequate funds for the purpose shall be made available to the Registrar to the Issue by the Issuer Company.

JOINT-HOLDERS

Where two or more persons are holders of any Bond(s), they shall be deemed to hold the same as joint tenants with benefits of survivorship subject to other provisions contained in the Articles.

SHARING OF INFORMATION

The Company may, at its option, use on its own, as well as exchange, share or part with any financial or other information about the Bond holders available with the Company, with its subsidiaries and affiliates and other banks, financial institutions, credit bureaus, agencies, statutory bodies, as may be required and neither the Company or its subsidiaries and affiliates nor their agents shall be liable for use of the aforesaid information.

MODE OF TRANSFER OF BONDS

Bonds shall be transferred subject to and in accordance with the rules/ procedures as prescribed by the NSDL/ CDSL/ Depository Participant of the transferor/ transferee and any other applicable laws and rules notified in respect thereof. The normal procedure followed for transfer of securities held in dematerialized form shall be followed for transfer of these Bonds held in electronic form. The seller should give delivery instructions containing details of the buyer's DP account to his depository participant.

Transfer of Bonds to and from NRIs/ OCBs, in case they seek to hold the Bonds and are eligible to do so, will be governed by the then prevailing guidelines of RBI. The transferee(s) should ensure that the transfer formalities are completed prior to the Record Date. In the absence of the same, interest will be paid/ redemption will be made to the person, whose name appears in the records of the Depository. In such cases, claims, if any, by the transferee(s) would need to be settled with the transferor(s) and not with the Company.

SUCCESSION

In the event of the demise of the sole/first holder of the Bond(s) or the last survivor, in case of joint holders for the time being, the Company shall recognize the executor or administrator of the deceased

Bond holder, or the holder of succession certificate or other legal representative as having title to the Bond(s). The Company shall not be bound to recognize such executor or administrator, unless such executor or administrator obtains probate, wherever it is necessary, or letter of administration or such holder is the holder of succession certificate or other legal representation, as the case may be, from a Court in India having jurisdiction over the matter. The Company may, in its absolute discretion, where it thinks fit, dispense with production of probate or letter of administration or succession certificate or other legal representation, in order to recognize such holder as being entitled to the Bond (s) standing in the name of the deceased Bond holder on production of sufficient documentary proof or indemnity.

Where a non-resident Indian becomes entitled to the Bond by way of succession, the following steps have to be complied with:

- Documentary evidence to be submitted to the Legacy Cell of the RBI to the effect that the Bond was acquired by the NRI as part of the legacy left by the deceased holder.
- Proof that the NRI is an Indian National or is of Indian origin.

Such holding by the NRI will be on a non-repatriation basis and all the payment will be made through proper banking channel and the payments will be made only in Indian National Rupee..

RIGHT TO ACCEPT OR REJECT APPLICATIONS

The Company reserves its full, unqualified and absolute right to accept or reject any application, in part or in full, without assigning any reason thereof. The rejected applicants will be intimated along with the refund warrant, if applicable, to be sent. Interest on application money will be paid from the date of realization of application money till one day prior to the date of refund. The application forms that are not complete in all respects are liable to be rejected and would not be paid any interest on the application money. Application would be liable to be rejected on one or more technical grounds, including but not restricted to:

- Number of Bonds applied for is less than the minimum application size;
- Applications exceeding the issue size;
- Bank account details not given;
- Details for issue of Bonds in electronic/ dematerialized form not given; PAN/GIR and IT Circle/Ward/District not given;
- In case of applications under Power of Attorney by limited companies, corporate bodies, trusts, etc relevant documents not submitted;

In the event, if any Bond(s) applied for is/ are not allotted in full, the excess application monies of such Bonds will be refunded, as may be permitted.

FICTITIOUS APPLICATIONS

Attention of the Applicants is specifically drawn to the provisions of sub-section (1) of section 38 of the Companies Act, 2013 which is reproduced below:

“Any person who—

(a) Makes or abets making of an application in a fictitious name to a company for acquiring, or subscribing for, its securities; or

(b) Makes or abets making of multiple applications to a company in different names or in different combinations of his name or surname for acquiring or subscribing for its securities; or

(c) Otherwise induces directly or indirectly a company to allot, or register any transfer of, securities to him, or to any other person in a fictitious name.

Shall be liable for action under section 447.”

FUTURE BORROWINGS

The Company shall be entitled, from time to time, to make further issue of bonds and / or Bonds and other such instruments to the public / members of the Company / banks / financial institutions / bodies corporate / mutual funds and / or any other person(s) and /or to raise further loans, advances and/or

avail of further financial and / or guarantee facilities from all or any of the above without obtaining the approval of the Bondholders and/or the Trustee.

RIGHTS OF BOND HOLDER(S)

The Bond holders will not be entitled to any rights and privileges of share holders other than those available to them under statutory requirements. The Bonds shall not confer upon the holders the right to receive notice, or to attend and vote at the general meetings of shareholders of the Company. The principal amount and interest, if any, on the Bonds will be paid to the sole holder only, and in the case of joint holders, to the one whose name stands first in the Register of Bond holders. The Bonds shall be subject to other usual terms and conditions incorporated in the Bond certificate(s) that will be issued to the allottee (s) of such Bonds by the Company and also in the Trustee Agreement / Trust Deed.

MODIFICATION OF RIGHTS

The rights, privileges, terms and conditions attached to the Bonds may be varied, modified or abrogated with the consent, in writing, of those holders of the Bonds who hold at least three fourth of the outstanding amount of the Bonds or with the sanction accorded pursuant to a resolution passed at a meeting of the Bondholders, provided that nothing in such consent or resolution shall be operative against the Company where such consent or resolution modifies or varies the terms and conditions of the Bonds, if the same are not acceptable to the Company.

BONDHOLDER NOT A SHAREHOLDER

The bondholders will not be entitled to any of the rights and privileges available to the shareholders. If, however, any resolution affecting the rights attached to the Bonds is placed before the members of the Company, such resolution will first be placed before the bondholders through the Trustees for their consideration.

NOTICES

All notices required to be given by the Issuer or by the Trustees to the Bondholders shall be deemed to have been given if sent by ordinary post/ courier to the original sole/ first allottees of the Bonds and/ or if published in one All India English daily newspaper and one regional language newspaper.

All notices required to be given by the Bondholder(s), including notices referred to under "Payment of Interest", "Put/ Call option" and "Payment on Redemption" shall be sent by registered post or by hand delivery to the Issuer or to such persons at such address as may be notified by the Issuer from time to time.

EVENT OF DEFAULT

The following shall constitute an "Event of Default" by the Issuer:

- **Default in payment:** In case of default in payment of Interest and/or principal redemption on the due dates.
- **Delay in Listing:** In case of delay in listing of the debt securities beyond 20 days from the date of allotment.

ADDITIONAL COVENANTS

1. **DEFAULT IN PAYMENT:**
In case of default in payment of interest and/or principal redemption on the due dates, additional interest of at least @ 2% p.a. over the Coupon Rate will be payable by the Issuer for the defaulting period.
2. **DELAY IN LISTING:**
In case of delay in listing of the debt securities beyond 20 days from the Deemed Date of Allotment, the Company will pay penal interest of at least 1% p.a. over the coupon rate from the expiry of 30 days from the Deemed Date of Allotment till the listing of such debt securities to the investor.

3. **ALLOTMENT OF SECURITIES:** As per Company Act 2013 under section 42(6) of the Act, the Company shall allot the Debentures/ Bonds within (60) sixty days from the date of receipt of the application money for such Debentures/ Bonds and if the Company is not able to allot the Debentures/ Bonds within such period, it shall repay the application money to the subscribers within fifteen days from the date of completion of (60) sixty days and if the Company fails to repay the application money within the aforesaid period, it shall be liable to repay such money with interest at the rate of 12% p.a. from the expiry of the sixtieth day.
4. On the happening of any of the event of default, in addition to the rights specified above, the Debenture Holders/Bond Trustees shall have the right as indicated in the SEBI Regulations/ Company Act 2013 from time to time.

PAN/GIR NUMBER

All applicants should mention their Permanent Account Number or the GIR Number allotted under Income Tax Act, 1961 and the Income Tax Circle/ Ward/ District. In case where neither the PAN nor the GIR Number has been allotted, the fact of such a non-allotment should be mentioned in the Application Form in the space provided.

TAX DEDUCTION AT SOURCE

Tax as applicable under the Income Tax Act, 1961, or any other statutory modification or re-enactment thereof will be deducted at source. Tax exemption certificate/ document, under Section 193 of the Income Tax Act, 1961, if any, must be lodged at the registered office of the Company or at such other place as may be notified by the company in writing, at least 30 (thirty) calendar working days before the interest payment dates.

Tax exemption certificate/ declaration of non-deduction of tax at source on interest on application money, should be submitted along with the application form. Where any deduction of Income Tax is made at source, the Company shall send to the Bondholder(s) a Certificate of Tax Deduction at Source. Regarding deduction of tax at source and the requisite declaration forms to be submitted, prospective investors are advised to consult their own tax consultant(s).

Tax Deducted at source will be paid to Income tax authorities on accrual or payment whichever is earlier basis

TAX BENEFITS TO THE BOND HOLDERS OF THE COMPANY

The holder(s) of the Bonds are advised to consider in their own case, the tax implications in respect of subscription to the Bonds after consulting their own tax advisor/ counsel.

CLOSURE OF BOND ISSUE

In case the Company subscribes the entire money i.e. to the extent of total issue size including oversubscription, as mentioned in this document, much before the Issue closure date, as mentioned in this Private Placement Offer Letter, THDCIL reserves the right to close the Bond Issue from further subscription even before the Issue Closure date, extend the issue beyond the closure date mentioned in this Private Placement Offer Letter and consequently deemed date of allotment at the sole discretion of the Company.

SIGNATURES

Signatures should be made in English or in any of the Indian Languages. Thumb impressions must be attested by an authorized official of a Bank or by a Magistrate/ Notary Public under his/her official seal.

ACKNOWLEDGEMENTS

No separate receipts will be issued for the application money. However, the Bankers to the Issue receiving the duly completed Application Form will acknowledge receipt of the application by stamping and returning to the applicant the acknowledgement slip at the bottom of each Application Form.

DISPUTES & GOVERNING LAW

The Bonds are governed by and shall be construed in accordance with the existing laws of India. Any dispute arising thereof will be subject to the jurisdiction of the Courts at the city of Nanital only.

FORCE MAJEURE

The Company reserves the right to withdraw the issue prior to the closing date in the event of any unforeseen development adversely affecting the economic and regulatory environment. The Company reserves the right to change the Issue Schedule.

THE DISCOUNT AT WHICH SUCH OFFER IS MADE AND THE EFFECTIVE PRICE FOR THE INVESTOR AS A RESULT OF SUCH DISCOUNT

The bonds are being issued at face value and not at discount to offer price.

(W) MATERIAL CONTRACTS & AGREEMENTS INVOLVING FINANCIAL OBLIGATIONS OF THE ISSUER

By very nature of its business, the Issuer is involved in a large number of transactions involving financial obligations and therefore it may not be possible to furnish details of all material contracts and agreements involving financial obligations of the Issuer. However, the contracts referred to in Para A below (not being contracts entered into in the ordinary course of the business carried on by the Issuer) which are or may be deemed to be material have been entered into by the Issuer. Copies of these contracts together with the copies of documents referred to in Para B may be inspected at the Registered Office of the Issuer between 10.00 a.m. and 2.00 p.m. on any working day until the issue closing date.

A. MATERIAL CONTRACTS:

- a. Copy of letter appointing Registrar and Transfer Agents and copy of Agreement entered into between the Company and the Registrar.
- b. Copy of letters appointing Arranger(s) to the Issue
- c. Copy of letter appointing Trustees to the Bondholders.
- d. Debenture Trustee Agreement

B. DOCUMENTS:

- a. Memorandum and Articles of Association of the Company as amended from time to time.
- b. Board Resolution dated 28.09.2018 and Shareholders Resolution dated 28.09.2018 authorizing issue of Bonds offered under terms of this Private Placement Offer Letter.
- c. Letter of consent from Vistra ITCL (India) Limited for acting as trustees for and on behalf of the holder(s) of the Bonds.
- d. Letter of consent from the Karvy Fintech Pvt. Ltd. (*Formerly known as Karvy Computershare Pvt. Ltd.*) for acting as Registrars to the Issue.
- e. Application made to the BSE for grant of in-principle approval for listing of Bonds.
- f. Letter from ICRA Limited and India Rating & Research Pvt. Ltd. conveying the credit rating for the Bonds.
- g. Tripartite Agreement between the Issuer, NSDL and Registrars for issue of Bonds in dematerialised form.
- h. Tripartite Agreement between the Issuer, CDSL and Registrars for issue of Bonds in dematerialized form.

Any of the contracts or documents mentioned in this Information Memorandum may be amended or modified at any time if so required in the interest of the Company or if required by the other parties, without reference

to the Bondholders subject to compliance of the provisions contained in the Companies Act and other relevant statutes.

(X) FORM NO. PAS – 4

FORM NO. PAS – 4

PRIVATE PLACEMENT OFFER LETTER

[Pursuant to section 42 and rule 14(1) of Companies (Prospectus and Allotment of Securities) Rules, 2014]



THDC INDIA LIMITED

(Government of India Enterprise)
 CIN No: U45203UR1988GOI 009822
 Registered Office: BhagirathBhawan Top Terrace BhagirathipuramTehri Garhwal-249001
 Corporate Office: Ganga Bhawan, Pragtipuram, By-pass Road, Rishikesh-249201 (UK)
 Contact No: (0135) 2435842, 2439309 & 2437646
 Fax: (0135) 2439442& 2436761
 Website:www.thdc.gov.in
 Email: thdcs@yahoo.co.in

1. GENERAL INFORMATION

a. Name, address, website and other contact details of the company indicating both registered office and corporate office;

SR. No	PARTICULARS	:	DETAILS
(i)	REGISTERED OFFICE OF THE ISSUER		
•	Name	:	THDC INDIA LIMITED
•	Address	:	BhagirathBhawan (Top Terrace), Bhagirathipuram, Tehri (Garhwal)-249201 (Uttarakhand)
•	Tele No	:	(0135) 2435842, 2439309 & 2437646
•	Fax No	:	(0135) 2439442& 2436761
•	Email	:	rashmi.thdc@gmail.com
•	Website	:	www.thdc.co.in
(ii)	CORPORATE OFFICE OF THE ISSUER		
•	Name	:	THDC INDIA LIMITED
•	Address	:	Ganga Bhawan, Pragtipuram, By-pass Road, Rishikesh-249201 (Uttarakhand)
•	Tele No	:	(0135) 2439309& 2437646
•	Fax No	:	(0135-2439442)
•	Email	:	rashmi.thdc@gmail.com
•	Website	:	www.thdc.co.in

b. Date of incorporation of the company

12thJuly, 1988

c. Business carried on by the company and its subsidiaries with the details of branches or units, if any;

Please refer page number 11 of this Private Placement Offer Letter.

* **Subsidiaries with the details of branches or units, if any;** Not Applicable

d. Brief particulars of the management of the company;

Please refer page number 17 of this Private Placement Offer Letter.

e. Names, addresses, DIN and occupations of the directors;

Please refer page number 17 of this Private Placement Offer Letter.

f. Management's perception of risk factors;

An investment in Bonds involves a certain degree of risk. You should carefully consider all the information in this Offer Letter, including the risks and uncertainties described in this document before making an investment in the Bonds. The risk factors set forth in this document do not purport to be complete or comprehensive in terms of all the risk factors that may arise in connection with our business or any decision to purchase, own or dispose of the Bonds. Additional risks and uncertainties not known to the Company or that the Company currently believes to be immaterial may also have an adverse effect on its business, prospects, results of operations and financial condition. If any of the following or any other risks actually occur, the Company's business, prospects, results of operations and financial condition could be adversely affected and the price and value of your investment in the Bonds could decline such that you may lose all or part of your investment.

Unless otherwise stated, our financial information used in this section is derived from our Standalone Reformatted Financial Information, prepared in accordance with accounting standards generally accepted in India.

Internal Risk Factors

1. We have contingent liabilities that we have not provided for, which if materialize, may adversely affect our financial condition.

Our total contingent liabilities that have not been provided for as of March 31, 2019, were Rs. 350452.18 lakh. The details are as follows:

(Rs. in Lac)

Particulars	Amount
1. Claims against our Company not acknowledged as debts in respect of Arbitration and court cases	
Principal	
Govt/CPSE	57213.99
Others	100528.89
Total (A)	157742.88
INTEREST	
Govt/CPSE	2627.23
Others	190082.07
Total (B)	192709.30
Total (A+B)	350452.18

Particulars	Amount
1. Disputed Income Tax, Trade Tax, Commercial Tax, Entry tax etc includes Rs. 172.85 lakh (P.Y. Rs. 172.85 lakh) Deposited by Company but disputed in appeal	757.07
2. Others (Contractors claims)	
i. Amount deposited / Bank Guarantees provided by the Company w.r.t cases	747.95

decreed against the Company in different Arbitration/ Labour court/District Court cases and disputed in appeals	
ii. Bank Guarantees given by the Company for Projects / Work	25109.20

2. The construction and operation of hydroelectric projects has faced opposition from local communities and other parties, including in the form of litigation instituted against our Company and we may continue to face such opposition in the future.

The construction and operation of hydroelectric projects has faced opposition from local communities where these projects are located and from special interest groups. We have encountered opposition to the construction or operation of our projects in the past and we cannot assure you that we will not encounter such opposition in the future. Further, construction activities of the projects are sometimes stopped with effect due to agitation by various pressure groups.

In general, we are more at risk from opposition to hydroelectric projects that require the construction of storage facilities because construction of such facilities involves the inundation of surrounding land. The resettlement and rehabilitation program for Project Affected Persons (PAPs) is developed on a project by project basis and is included in our budget for each project. Significant opposition by local communities, special interest groups and other parties to the construction of our projects, including by way of litigation initiated against our Company, may adversely affect our reputation and financial condition.

In order to mitigate impact of risks, the R&R Package is framed considering needs and expectations of the concerned stakeholders. Continuous dialogue is maintained with the PAPs and local community but risk on this account shall remain.

3. The development of our projects may be subject to unexpected complexities and delays, which may cause the actual costs of developing projects to differ significantly from our estimates.

Our decision to develop a project is typically based on the results of a feasibility study, which estimates the expected project costs. However, there are a number of uncertainties inherent in the development and construction of any hydroelectric project, including but not limited to:

- Costs, delays or difficulties in the acquisition of land and associated resettlement and rehabilitation issues;
- Difficulties associated with geological variations that is envisaged, based on best possible investigations and various hydrological and climatic conditions;
- Delay or failure to obtain necessary environmental and other governmental clearances, including those relating to financing of our projects;
- Interruptions or delays caused by project-affected persons, special interest groups or labour unions or local communities;
- Poor Performance of the Contractors selected after pre-qualification process and Techno Commercial evaluation
- Disruptions caused by natural disasters such as earthquakes, landslides or floods, accidents, explosions, fires, or the breakdown, failure or substandard performance of equipment due to improper installation or operation; and
- Non-viability of a project or shift in the location of a project on account of techno-feasibility reasons or otherwise.

In addition, the costs, timing and complexities of project development and construction can increase because of the remote location of many of our hydroelectric project sites. Specifically, such uncertainties may cause delays, cancellations or modifications in the scope or schedule of our incomplete projects or projects included in our future plans, which may adversely affect our predicted cash flow position, revenues and earnings. Due to the possibility of cancellations or adjustments in project scope, change in construction methodology to tackle any geological

variations, the projected schedule for completion cost may vary for project currently under development or a planned in future project.

4. Our projects typically require a long gestation period and substantial capital outlay before we realize benefits or returns on investments.

Due to the nature of our business, our hydro power projects typically require a long gestation period and substantial capital outlays before completion or before positive cash flows can be generated. The time and costs required in completing a project may escalate due to many factors. In addition, failure to complete a project development, or failure to complete a project according to its original specifications or schedule, may give rise to potential liabilities and, as a result, our returns on investments may be lower than originally expected.

5. The majority of our revenues are derived from sales of power to the state electricity entities, as per the directives of the GoI, and we cannot assure you that the state electricity entities will always be able to secure their payments on time to us.

We are obliged to supply power to State electricity entities, including their successors and unbundled entities, in accordance with the terms of the allocation letters issued by the GoI and the terms of power purchase agreements ("PPAs") entered into with these entities and the GoI.

Although security mechanisms are in place but we cannot assure recovery of payments from State Electricity Entities on time. Delay in Recovery of dues from the State electricity entities may adversely affect our financial position.

Total outstanding dues from the beneficiary States of Northern Region as on 31.05.2019 are Rs. 2101.01 Cr. Out of this, Rs. 1851.76 Cr. are for more than 60 days, while Rs. 353.25 Cr. are more than one year. Major defaulters are U.P (Rs. 1338.06 Cr.), Delhi (Rs. 424.70 Cr.) and J&K (Rs. 251.46 Cr.).

6. Any future changes to CERC's tariff regulations may adversely affect our cash flow and results of operations.

The tariff norms and regulations have been evolving and may be subject to further change. They are subject to revision by the CERC and may be revised by it during the term of the respective PPAs. Any adverse changes in tariff norms or their interpretation by the CERC, judgments of the Appellate Tribunal for Electricity or the Supreme Court, or notifications by respective state governments relating to issues that affect hydropower generation, may limit our ability to recover payments due to us or the prices that we can charge for our hydropower and may have an adverse effect on our results of operations and cash flow from operations.

7. Our generation capacity is subject to substantial variations in water flow due to climatic conditions, which may cause significant fluctuations in our revenue and profits.

The amount of power generated by hydropower systems is dependent on available water flow. There may be significant fluctuations in our revenues and cash flows due to variations in water flow from season to season, and from year to year, depending on factors such as rainfall, snowmelt, or other seasonal or climatic conditions, and the carrying capacity of the river.

Our operating results have historically been more favorable during the monsoon season of June through September. Substantial rainfall during these months generally leads to higher generation at our power stations because a greater amount of water is available.

8. We are dependent on various contractors or specialist agencies to construct and develop our projects or to supply materials or equipment required in connection with our projects.

We rely on third party contractors for the construction and development of our projects. Accordingly, the timing and quality of construction of our projects depends on the availability and skill of these contractors. We also rely on third party suppliers to provide us with many of the materials we use, such as cement and steel. We do not have direct control over the quality of

materials supplied by such suppliers. Therefore, we are exposed to risks relating to the quality and availability of such products.

In addition, our contracts with third party suppliers or contractors do not generally cover indirect losses such as loss of profits or business interruption. There can be no assurance that any natural disasters, accidents or malfunctions involving our assets will not have an adverse effect on our business, prospects, financial condition and results of operations. Further, although we believe that our relationships with our contractors and suppliers are cordial, we cannot assure you that such contractors and suppliers will continue to be available at reasonable rates and in the areas in which we conduct our operations. If some of these third parties do not complete our orders satisfactorily or within the stipulated time, our reputation and financial condition may be adversely affected.

9. Significant increases in prices or shortages of building materials may increase our cost of construction.

The cost of construction of our projects is affected by the availability, cost and quality of the raw materials. Principal raw materials used in construction include cement and steel. The prices and supply of these and other raw materials depend on factors not under our control, including general economic conditions, competition, production levels, transport costs and import duties. If, for any reason, we are unable to obtain such raw materials in the quantities we need and at reasonable prices, our ability to meet our material requirements for our projects may be impaired, our construction schedules may be disrupted and our reputation and financial condition may be adversely affected.

10. The risk of environmental damage may force us to restrict the scope of our projects or incur substantial compliance or restorative costs.

We do take care of environment and elaborate environment management plan is prepared and implemented. Certain environmental organizations have expressed opposition to hydropower stations based on the allegation that they cause loss of habitat for, or destruction of, marine life and have adverse affects on waterways. In addition, dams create large reservoirs over what used to be dry land, which may also result in destruction of wildlife habitats, the need for resettlement of resident populations or urban centers, increased sediment in rivers and the production of methane from submerged forests. Due to these factors, environmental regulators may impose restrictions on our operations that would limit our ability to generate revenues.

We may also subject to significant financial penalties for any environmental damage caused. Financial losses and liabilities as a result of increased compliance costs or due to environmental damage may affect our reputation and financial condition.

Many a times, the complete area where hydro power project is being constructed is declared and Eco Sensitive Zone and all construction activities are being stopped in between which may lead to huge financial losses.

11. We have no history of constructing or operating thermal power projects and solar power projects, so it is difficult to estimate the future performance of our new business ventures.

We are also prospecting for Thermal Power Project in the state of Uttar Pradesh where 1320 MW Thermal Power Project in Khurja, Bulandshahar is being implemented by us. As a part of new initiatives, THDCIL has diversified in the field of renewable energy projects by entering into fields of wind as well as solar energy projects. THDCIL has commissioned 50 MW Wind Power Project in Patan, Gujarat and 63 MW Wind Power Project in Devbhumi Dwarka, Gujarat. A 50 MW Solar Power Project in Karasargod, Kerala is under process of Award. For 1320 MW Khurja STPP, THDCIL is developing Amelia Coal Mine in Madhya Pradesh which is also first venture of THDCIL in the field of mining.

The success of any thermal, solar or wind power operations undertaken by us would depend on, among other things, our continued ability to source fuel at competitive prices, transport disruptions and other events that could impair the ability of our suppliers to deliver fuel, equipments and raw

materials, water shortages, transmission costs involved in transmitting power to the purchaser, compliance with applicable environmental laws, and any opposition from special interest groups or local communities where power plants are located.

12. We currently engage in foreign currency borrowing and are likely to continue to do so in the future, which will expose us to fluctuations in foreign exchange rates, which may adversely affect our financial condition.

We may continue to borrow foreign currency in the future, which will further expose us to fluctuations in foreign currency rates. Volatility in foreign exchange rates may adversely affect our business and financial performance.

13. Our business may be adversely affected by future regulatory changes.

We are subject to the corporate taxation and other laws in effect in India which require continued monitoring and compliances. The introduction of additional government control or newly implemented laws and regulations governing the electricity sector or power generation may result in a material adverse effect on our business, results of operations and financial condition and our future expansion plans in India. In particular, decisions taken by regulators concerning economic policies or goals that are inconsistent with our interests, could adversely affect our results of operations. While we will take adequate measures, we cannot assure you that we will be able to timely adapt to new laws, regulations or policies that may come into effect from time to time with respect to the electricity sector or power generation specifically and regulatory regime in general. These laws and regulations and the way in which they are implemented and enforced may change from time to time and there can be no assurance that future legislative or regulatory changes will not have an adverse effect on our business, results of operations and financial condition.

EXTERNAL RISK FACTORS

1. A slowdown in economic growth in India could cause our business to be adversely affected.

Our results of operations are significantly affected by factors influencing the Indian economy and the global economy in general. Any slowdown in economic growth in India could adversely affect us, including our ability to grow our project portfolio and our ability to implement our strategy. Any such slowdown could adversely affect our business, prospects, results of operations and financial condition.

2. Political instability or changes in Gov policies could adversely affect economic conditions in India generally, and consequently, our business in particular.

We are incorporated in India, derive our revenues from operations in India and all of our assets are located in India. Consequently, our performance may be affected by interest rates, government policies, taxation, social and ethnic instability and other political and economic developments affecting India.

Gov has traditionally exercised and continues to exercise a significant influence over many aspects of the economy. Since 1991, successive governments have pursued policies of economic and power sector liberalization and deregulation and encouraged infrastructure projects. The present government has announced its general intention to continue India's current economic liberalization and deregulation policies. However, the rate of economic liberalization could change and there can be no assurance that such policies will be continued. A significant change in Gov's policies in the future, particularly in respect of the banking and finance industry and the infrastructure sector, could affect business and economic conditions in India. This could also adversely affect our business, prospects, results of operations and financial condition.

3. Any down grading of India's sovereign rating by a credit rating agency could have a negative impact on our business, financial condition and results of operations.

Any adverse revisions to India's sovereign credit ratings for domestic and international debt by

credit rating agencies may adversely impact the interest rates and other commercial terms at which such financing is available to us. Consequently, if India's sovereign credit rating downgrades, we may not be able to raise loans at competitive rates and, accordingly, we may not be able to maintain the profitability or growth of our business. Accordingly, any adverse revisions to our credit rating or the India's sovereign credit rating could have a material adverse effect on our business, financial condition and results of operations, our ability to obtain financing for lending operations.

RISKS RELATING TO THE BONDS

- 1. There has been only a limited trading in the bonds and it may not be available on sustained basis in the future and the price of the Bonds may be volatile.**

Although the Bonds are proposed to be listed on NSE, there can be no assurance that a public market for these Bonds would be available on a sustained basis. The liquidity and market prices of the Bonds can be expected to vary with changes in market and economic conditions, our financial condition and prospects and other factors that generally influence market price of Bonds. Such fluctuations may significantly affect the liquidity and market price of the Bonds, which may trade at a discount to the price at which the Bonds are issued.

- 2. There is no guarantee that the Bonds issued pursuant to the Issue will be listed on NSE in a timely manner.**

In accordance with Indian law and practice, permissions for listing and trading of the Bonds issued pursuant to this Issue will not be granted until after the Bonds have been issued and allotted. Approval for listing and trading will require all relevant documents authorising the issuing of Bonds to be submitted. There could be a failure or delay in listing the Bonds on the Stock Exchange.

- 3. You may not be able to recover, on a timely basis or at all, the full value of the outstanding amounts and/or the interest accrued thereon in connection with the Bonds.**

Our ability to pay interest accrued on the Bonds and/or the principal amount outstanding from time to time in connection therewith would be subject to various factors, including our financial condition, profitability and the general economic conditions in India and in the global financial markets. We cannot assure you that we would be able to repay the principal amount outstanding from time to time on the Bonds and/or the interest accrued thereon in a timely manner, or at all. Although the Company has undertaken to create appropriate security in favor of the Bond Trustee to the Issue for the Bondholders on the assets adequate to ensure 100% asset cover for the Bonds, the realizable value of the secured assets may be lower than the outstanding principal and/or interest accrued thereon in connection with the Bonds

- 4. A debenture redemption reserve will be created, up to an extent of 25% for the Bonds and in the event of default in excess of such reserve, Bondholders may find it difficult to enforce their interests.**

The Company shall create Debenture Redemption Reserve (DRR) out of its profits and transfer to DRR suitable amounts in accordance with relevant provisions of the Companies Act, 2013 or other guidelines issued from time to time and in force during the currency of the Bonds. to which adequate amounts shall be credited out of the profits of the company until the redemption of the debentures.

- 5. Any downgrading in credit rating of our Bonds may affect the trading price of our Bonds.**

The Bonds proposed to be issued have been rated "Provisinal IND AA+/ Stable" by India Ratings and Research Pvt. Ltd. & "[ICRA] AA/Stable" by ICRA Ltd.. We cannot guarantee that this rating will not be downgraded. These ratings may be suspended, withdrawn or revised at any time. Any revision or downgrading in the credit rating may lower the trading price of the Bonds and may also affect our ability to raise further debt.

- 6. Payments made on the Bonds will be subordinated to certain tax and other liabilities preferred by law.**

The Bonds will be subordinated to certain liabilities preferred by law such as to claims of GoI on account of taxes, and certain liabilities incurred in the ordinary course of our transactions. In particular, in the event of bankruptcy, liquidation or winding-up, our assets will be available to pay obligations on the Bonds only after all of those liabilities that rank senior to these Bonds have been paid.

7. The market value of your investment may fluctuate due to the volatility of the Indian securities market.

Indian stock exchanges (including the NSE) have experienced temporary exchange closures, broker defaults, settlement delays and strikes by brokers. If such or similar problems were to re-occur, this may have effect on the market price and liquidity of the securities of Indian companies, including the Bonds.

g. Details of default, if any, including therein the amount involved, duration of default and present status, in repayment of –

- i. statutory dues: Company has not defaulted for payment of any statutory dues
- ii. debentures and interest thereon: Company has met all liabilities for payment of Principal and interest within due dates. There is no default since incorporation of THDCIL.
- iii. deposits and interest thereon: Company has no deposit scheme.
- iv. Loan from any bank or financial institution and interest thereon. There is no default. Company has paid all Principal and interest payment within due dates.

h. Names, designation, address and phone number, email ID of the nodal/ compliance officer of the company, if any, for the private placement offer process;

Name	:	Ms. Rashmi Sharma
Address	:	THDC INDIA LTD, BYE PASS ROAD, PRAGATIPURAM, RISHIKESH-249201
Tele No	:	0135- 2439309, +919412998458
Fax No	:	0135-2439442
Email	:	rashmi.thdc@gmail.com
Website	:	www.thdc.co.in

2. PARTICULARS OF THE OFFER

a. Date of passing of board resolution;

The present placement of Bonds is being made pursuant to the resolution passed by the Board of Directors of the company at its 195th meeting held on 28.09.2018

b. Date of passing of resolution in the general meeting, authorizing the offer of securities:

28.09.2018

c. Kinds of securities offered (i.e. whether share or debenture) and class of security;

PRIVATE PLACEMENT OF SECURED REDEEMABLE, NON-CONVERTIBLE, NON CUMULATIVE, TAXABLE BONDS (Series II) IN THE NATURE OF DEBENTURES OF THE FACE VALUE RS. 10.00 LAC EACH FOR CASH AT PAR WORTH AGGREGATING TO RS. 1,500 CRORE

d. Price at which the security is being offered including the premium, if any, along with justification of the price;

Price at which the security is being offered	Face Value	Each Bond shall have Face Value of Rs. 10 Lac each
	Discount	Nil
	Premium	Nil
	Total(Justification)	Each Bond shall have Face Value of Rs. 10 Lac

e. **Name and address of the valuer who performed valuation of the security offered;**

f. **Amount which the company intends to raise by way of securities;**

Rs. 1,500 Crore.

g. **Terms of raising of securities: Duration, if applicable, Rate of dividend or rate of interest, mode of payment and repayment;**

Please refer page number 34 of this Private Placement Offer Letter.

h. **Proposed time schedule for which the offer letter is valid; As per issue schedule mentioned in Term sheet of this Private Placement Offer Letter.**

Please refer page number 3 of this Private Placement Offer Letter.

i. **Purposes and objects of the offer;**

Please refer page number 34 of this Private Placement Offer Letter.

j. **Contribution being made by the promoters or directors either as part of the offer or separately in furtherance of such objects: NIL**

k. **Principle terms of assets charged as security, if applicable:**

The Bonds will be secured by a first/paripassu first charge on the existing and future movable assets of Tehri HPP Stage-I. The security will be created within the time stipulated as per the relevant statutory provisions. The Company shall at all times maintain a minimum security over of 1.0 time of the Bonds proposed to be issued and interest accrued thereon.

The Company reserves the right to create further charge on such asset cover for its present and future financial requirements or otherwise, without any prior consent of the Bondholders, or as provided for under the Bond Trust Deed, provided that minimum asset cover of one time is maintained.

3. DISCLOSURES WITH REGARD TO INTEREST OF DIRECTORS, LITIGATION ETC.

i. **Any financial or other material interest of the directors, promoters or key managerial personnel in the offer and the effect of such interest in so far as it is different from the interests of other persons.**

Not Applicable

ii. **Details of any litigation or legal action pending or taken by any Ministry or Department of the Government or a statutory authority against any promoter of the offeree company during the last three years immediately preceding the year of the circulation of the offer letter and any direction issued by such Ministry or Department or statutory authority upon conclusion of such litigation or legal action shall be disclosed.**

Since "President of India" through Government of India is the promoter of the company, the litigations or legal actions or directions pending or taken by any Ministry or Department of the Government or a statutory authority against the promoter of the company during the last three years cannot be ascertained.

iii. **Remuneration of directors (during the current year and last three financial years);**

a. A THDCIL, being a Government Company, the appointment, tenure and remuneration of Directors is decided by the President of India. Remuneration paid to Chairman and Managing Director and

Fundamental Directors during the year ending 31st March 2019(F.Y 2018-19) was as per terms and condition of the appointment. Independent Directors are paid only sitting fees for Board /Committee meeting attended {rate fixed by the Board within the ceiling fixed for payment of sitting fees without Government approval under the Rule 4 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 read with the Section 197 of the Companies Act, 2013} and in accordance with the Government Guidelines for attending the Board Meeting as well as committee meeting.

2018-19

The Remuneration paid to Whole time Directors during the year 2018-19 is as under:

(Rs. In lac)

S No.	Employee Name	Designation	Salary (in Rs.)	Benefits*	Performance linked incentive	Total
1	Shri D.V.Singh	Chairman & Managing Director	4656569	-	3347855	8004424
2	Shri Sridhar Patra (upto 31.08.2018)	Ex- Director (Finance)	2431503	-	550349	2981852
3	Shri H.L. Arora	Director (Technical)	6643752	-	1414980	8058732
4	Shri Vijay Goel	Director (Personnel)	4481674	-	1152369	5634043

Note:* 1) Other allowances includes Special Allowances, Perks and allowances, Per. Pay (Adjustment), family planning pay, Leave encashment, Leave Encashment arrear and after allowing Section 10 benefits of income tax and does not include Medical Reimbursement.

*2) Perks tax recovery 50% is reduced from Other allowance.

The Government nominee Directors on the THDCIL's Board does not draw any remuneration/sitting fee for attending Board/ Committee meetings from the Company. The Independent Directors were paid sitting fee of Rs. 20,000/- per meeting for attending Board /Committee Meetings.

Details of Payment made towards sitting fee to Independent Directors during the year 2018-19 are given below:

(In Rs.)

Name of Non-official part time Directors	Sitting Fees		Total
	Board Meeting	Committee of Board of Director's meeting	
Shri Bachi Singh Rawat	100000	160000	260000
Shri Mohan Singh Rawat	120000	100000	220000
Prof. Maharaj K. Pandit	120000	120000	240000

2017-18

The Remuneration paid to Whole time Directors during the year 2017-18 is as under:

(Rs. In lac)

S No.	Employee Name	Designation	Salary	Benefit *	Performance linked incentive	Total
1	Sh. D.V.Singh	Chairman & Managing Director	3165260	-	933935	4099195
2	Sh. S.K. Biswas	Ex Director (Personnel)	3627835	-	891892	4519727
3	Sh. Vijay Goel	Director (Personnel)	3740199	-	300959	4041158
4	Sh. H.L. Arora	Director (Technical)	3686074	-	307902	3993976
5	Sh. Sridhar patra	Director (Finance)	2755922	-	874620	3630542

Note:* 1) other allowances includes Special Allowances, Perks and allowances, Per. Pay (Adjustment), family planning

pay, Leave encashment, Leave Encashment arrear and after allowing Section 10 benefits of income tax and does not include Medical Reimbursement.

*2) Perks tax recovery 50% is reduced from Other allowance.

The Government nominee Directors on the THDCIL's Board does not draw any remuneration/sitting fee for attending Board/ Committee meetings from the Company. The Independent Directors were paid sitting fee of Rs. 20,000/- per meeting for attending Board /Committee Meetings

(In Rs.)

Name of Non-official part time Directors	Sitting Fees		Total
	Board Meeting	Committee of Board of Director's meeting	
Shri Bachi Singh Rawat	140000	160000	300000
Shri Mohan Singh Rawat	100000	100000	200000
Prof. Maharaj K. Pandit	140000	120000	260000

2016-17

The Remuneration paid to Whole time Directors during the year 2016-17 is as under:

(Rs. In lac)

S No.	Employee Name	Designation	Salary (in Rs.)	Benefit and Allowance (InRs.)*	Performance linked incentive	Total
1	Shri D.V. Singh	Chairman & Managing Director	2689047	-	1407120	4096167
2	Shri R.S.T. Sai	Ex Managing Director	3688755	-	2303524	5992279
3.	Shri S.K Biswas	Director (Personnel)	3633680	-	1428197	5061877
4	Shri Sridhar Patra	Director (Finance)	2649245	-	2057803	4707048

Note:* 1) other allowances includes Special Allowances, Perks and allowances, Per. Pay (Adjustment), family planning pay, Leave encashment, Leave Encashment arrear and after allowing Section 10 benefits of income tax and does not include Medical Reimbursement.

*2) Perks tax recovery 50% is reduced from Other allowance.

The Government nominee Directors on the THDCIL's Board does not draw any remuneration/sitting fee for attending Board/ Committee meetings from the Company. The Independent Directors were paid sitting fee of Rs. 20,000/- per meeting for attending Board /Committee Meetings.

Details of Payment made towards sitting fee to Independent Directors during the year 2016-17 are given below:

(In Rs.)

Name of Non-official part time Directors	Sitting Fees		Total
	Board Meeting	Committee of Board of Director's meeting	
Shri Bachi Singh Rawat	120000	160000	280000
Shri Mohan Singh Rawat	120000	140000	260000
Prof. Maharaj K. Pandit	80000	80000	160000

2015-16

The Remuneration paid to Whole time Directors during the year 2015-16 is as under:

(Rs. In lac)

S No.	Employee Name	Designation	Salary (in Rs.)	Benefit and Allowance (InRs.)	Performance linked incentive	Total
1	Shri R. S. T. Sai	Chairman & Managing Director	4706696	-	3319190	8025886
2	Shri D.V. Singh	Director(Technical)	3426617	-	1866173	5292790
3.	Shri S.K Biswas	Director (Personnel)	3505828	-	1769292	5275120
4	Shri Sridhar Patra	Director (Finance)	4190639	-	900000	5090639

The Government nominee Directors on the THDCIL's Board does not draw any remuneration/sitting fee for attending Board/ Committee meetings from the Company. The Independent Directors were paid sitting fee of Rs. 20,000/- per meeting for attending Board /Committee Meetings.

Details of Payment made towards sitting fee to Independent Directors during the year 2015-16 are given below:

Name of Non-official part time Directors	Sitting Fees		Total
	Board Meeting	Committee of Board of Director's meeting	
Shri Bachi Singh Rawat	40000	60000	100000
Shri Mohan Singh Rawat	40000	40000	80000
Prof. Maharaj K. Pandit	NIL	NIL	NIL

**Performance Related Pay (PRP) paid to Functional Directors is based on the incentive scheme of the Company as per DPE Guidelines.

*Benefits Includes Travelling expenses, Contribution to PF & Pension Fund, Expenditure on Medical, Leave encashment, Other Expenses & Post Retirement Medical Expenses etc.

iv. Related party transactions entered during the last three financial years immediately preceding the year of circulation of offer letter including with regard to loans made or, guarantees given or securities provided:

(FY 2017-2018)

RELATED PARTY DISCLOSURES:

a) List of Related Parties:- Key Management Personnel

- Shri D.V. Singh Chairman and Managing Director
- Shri S. K. Biswas* Ex Director (Personnel)
- Shri Sridhar Patra Director (Finance)
- Shri H. L. Arora** Director (Technical)
- Shri Vijay Goel*** Director(Personnel)

(* upto 31.01.2018

(**) w.e.f 22.12.2017

(***) w.e.f 26.03.2018

b) Summary of transactions with related parties (other than for contractual obligations) – Rs.1620 Lakh disbursed to SEWA-THDC for CSR activities.

c) Remuneration and allowances, contribution to provident fund, other benefits and expenses to whole time Directors including Chairman & Managing Director and Independent director's fee & expenses are Rs.167 Lakh (PY Rs.246 Lakh)

d) Joint Venture companies -NIL

(FY 2016-2017)

RELATED PARTY DISCLOSURES:

a) List of Related Parties:-Key Management Personnel

- Shri R.S.T.Sai* Ex- Chairman and Managing Director
- Shri D.V.Singh** Chairman and Managing Director
- Shri D.V.Singh Director (Technical)
- Shri S.K.Biswas Director (Personnel)
- Shri Sridhar Patra Director (finance)

(*) up to 30.11.2016

(**) w.e.f 01.12.2016

b) Summary of transactions with related parties(other than for contractual obligations) – Rs.1528 Lakh disbursed to SEWA-THDC for CSR activities

c) Remuneration and allowances, contribution to provident fund, other benefits and expenses to whole time Directors including Chairman Managing Director and Independent director's fee& expenses is Rs. 246 (PY 273 Lakh)

d) Joint Venture companies -NIL

(FY 2015-2016)

RELATED PARTY DISCLOSURES:

a) Lists of Related Parties: Key Management personnel

- Shri R.S.T.Sai Chairman and Managing Director
- Shri D.V.Singh Director (Technical)
- Shri S.K.Biswas Director (Personnel)
- Shri. Sridhar Patra Director (finance)

b) Summary of transactions with related parties (other than for contractual obligations) –Rs.1335 Lac disbursed to SEWA-THDC for CSR activities

c) Remuneration and allowances, contribution to provident fund, other benefits and expenses to whole time Directors including Chairman Managing Director and Independent director's fee& expenses is Rs.273 LAC(PY Rs.152)

d) Joint Venture Companies –NIL

v. Summary of reservations or qualifications or adverse remarks of auditors in the last five financial years immediately preceding the year of circulation of offer letter and of their impact on the financial statements and financial position of the company and the corrective steps taken and proposed to be taken by the company for each of the said reservations or qualifications or adverse remark:

Nil

vi. Details of any inquiry, inspections or investigations initiated or conducted under the Companies Act or any previous company law in the last three years immediately preceding the year of circulation of offer letter in the case of company and all of its subsidiaries. Also if there were any prosecutions filed (whether pending or not) fines imposed, compounding of offences in the last three years immediately preceding the year of the offer letter and if so, section-wise details thereof for the company and all of its subsidiaries :

Nil

vii. Details of acts of material frauds committed against the company in the last three years, if any, and if so, the action taken by the company:

Nil

4. FINANCIAL POSITION OF THE COMPANY

a) the capital structure of the company in the following manner in a tabular form-

(i) (a) the authorised, issued, subscribed and paid up capital (number of securities, description and aggregate nominal value);

Particulars	Number of Securities	Description	Aggregate Nominal Value (Rs. in Crore)
Authorised Capital	40000000	Equity	4000.00
Issued, Subscribed and Paid-up share Capital	36548817	Equity	3654.88

(b) Size of the present offer; Rs. 1,500 Crore.

(c) paid up capital:

- A) After the offer:** Since the said offer pertains to Non-Convertible Taxable Bonds, it will not have any impact on issued share capital of the company
B) After conversion of convertible instruments (if applicable): Not Applicable

(d) share premium account (before and after the offer) : Not Applicable

(ii) The details of the existing share capital of the issuer company in a tabular form, indicating therein with regard to each allotment, the date of allotment, the number of shares allotted, the face value of the shares allotted, the price and the form of consideration.

Provided that the issuer company shall also disclose the number and price at which each of the allotments were made in the last one year preceding the date of the offer letter separately indicating the allotments made for considerations other than cash and the details of the consideration in each case;

Please refer page number 16 of this Private Placement Offer Letter.

(b) Profits of the company, before and after making provision for tax, for the three financial years immediately preceding the date of circulation of offer letter;

Profits before and after making provision for tax	Details	Current Year (2018-19) Unaudited (Rs. In Crs)	Preceding Year 3 (2017-18) (Rs.in Crs)	Preceding Year 1 (2016-17) (Rs.in Crs)	Preceding Year 2 (2015-16) (Rs.in Crs)
	PBT	1431.71	910.89	804.05	898.81
PAT (Total comprehensive income)	1198.46	778.74	711.23	817.01	

(c) Dividends declared by the company in respect of the said three financial years; interest coverage ratio for last three years (Cash profit after tax plus interest paid/interest

paid)		
Year	Dividend	Interest Coverage Ratio (Cash Profit/ interest Cost)
F.Y. 2018-19 (Unaudited)	423.12	4.53
F.Y 2017-18	256.10	3.15
F.Y 2016-17	221.00	2.63
F.Y 2015-16	162.00	2.77

(d) A summary of the financial position of the company as in the three audited balance sheets immediately preceding the date of circulation of offer letter;

Rs. In Lakh

Particular	2018-19 (Unaudited)	2017-18	2016-17	2015-16
(A) WHAT THE COMPANY OWNED:				
Gross Block Fixed Assets	1281234	1266299	1247521	1159942
Depreciation	-597439	-533498	-466834	-407482
Net block Fixed Assets	683795	732801	780687	752460
Capital Work in Progress	457879	395027	303529	239099
Construction Stores				
Advances for Capital Expenditure	116301	69930	91874	61782
Non-Current Investments	0	0	0	0
Deferred Tax Asset(Net)	83378	76219	70941	62655
Other Non-Current Loans & Advances	4079	4483	4694	4702
Other Non Current Assets	1491	1617	1921	2217
Current Assets	197135	159640	227149	232220
TOTAL (A)	1544058	1439717	1480795	1355135
(B) WHAT THE COMPANY OWED:				
Long Term Loans from:				
Financial Institutions (Excluding Banks)	86875	124128	161381	198885
Foreign currency Loans & Bonds	62469	57402	60039	34275
Domestic Bonds	60000	60000	60000	0
Other Loans (Banks)	56000	0	122765	116632
Total Loans Term Loans	265344	241530	404185	349792
Current maturities of Long Term Loans	54295	101283	37503	38431
Working Capital Loan (short-term)	121839	64663	38724	3677
Current Liabilities	51099	45636	45449	47164
Deferred Revenue-Advance against Depreciation	21271	21271	21271	21271
Deferred Revenue-DFCFIE Account	0	0	0	0
Grants in Aid	0	0	0	0
Long-term Provisions	35253	35087	38970	32733
Other Long-term Liabilities	72193	79120	1154	662
TOTAL (B)	621294	588590	587256	493730
(C) NET WORTH OF THE COMPANY REPRESENTED BY:				
(i) Equity Share Capital	365488	362743	359888	355888

(ii) Other Equity	557276	488384	533651	505517
Less: Contribution towards Irrigation Component	0	0	83458	89989
TOTAL (C)	922764	851127	810081	771416
(D) COMMITTED RESERVE				
(i) CSR Activities Reserve	0	0	0	0
TOTAL (D)	0	0	0	0
TOTAL (A+B+C+D)	3088116	2879434	2878132	2620281
NET WORTH	922764	851127	810081	771416
CAPITAL EMPLOYED (Net Worth+ Long Term Borrowing-CWIP)	730229	697630	910737	882109
(E) RATIOS				
Net Profit to Capital Employed (%)	16.41%	11.16%	7.81%	9.26%

Particulars	2018-19 (Unaudited)	2017-18	2016-17	2015-16
Net Profit to Net Worth (%) (PAT/Equity +free reserves)	12.99%	9.15%	8.78%	10.59%
Net Worth per Rupees of Paid up Capital (in Rs.)	2.52	2.35	2.25	2.17
Debt/Equity ---(Long term borrowings including current maturity/ Net Worth)	0.35	0.40	0.55	0.50
Current Ratio (Current Assets/ Current Liabilities)	0.87	0.75	1.87	2.60
Earning per Share (Diluted EPS) (Rs. per Share)	328.67	215.23	198.85	230.52
Book value per share (Net Worth/ No. of Shares)	2524.74	2346.36	2250.92	2167.58
Face value per share	1000	1000	1000	1000
Capital Expenditure (Rs. in Crore)	1132.47	698.57	1625.16	1090.6

Particulars	2018-19 (Unaudited)	2017-18	2016-17	2015-16
Total Comprehensive Income/ PAT	119846	77874	71123	81701
No. of Shares in Lakh	365.48817	362.74317	359.88817	355.88817

(e) Audited Cash Flow Statement for the three years immediately preceding the date of circulation of offer letter;

Cash Flow Statement of THDC India Ltd.for FY 2018-19

Particular	For the year ended 31 st March, 2019 (Amount in Rs.)
A. CASH FLOW FROM OPERATING ACTIVITIES	
Net Profit Before Tax	14317107838.98
Adjustment for :	
Depreciation	5650445617.07
Depreciation- Irrigation Component	648427048.67
Provisions	498506304.21

Interest on Loan	1770516760.00
Other Comprehensive Income	14655317.00
Prior Period Adjustments	0.00
Extraordinary Items	0.00
Cash Flow from Operating profit activities before Working Capital Changes	22899658885.93
Adjustment for :	
Inventories	-12058747.13
Trade Receivables	-3931010964.00
Other Assets	165494575.05
Loans and Advances (Current + Non Current)	-575249044.92
Trade Payable and Liabilities	324611971.91
Provisions (Current+ Non-Current)	-454327474.81
Cash Flow from Operative Activities Before Taxes	18417119202.03
Corporate Tax	-3062979267.00
Net Cash from operations (A)	15354139935.03
B. CASH FLOW FROM INVESTING ACTIVITIES	
Change in:-	
Property, Plant & Equipment and CWIP	-7683523689.38
Capital Advances	-4637025358.22
Net cash Flow From Investing Activities (B)	-12320549047.60
C. CASH FLOW FROM FINANCING ACTIVITIES	
Share Capital (including Pending Allotment)	280000000.00
Borrowings	-2317478739.00
Interest and Finance Charges	-1770516760.00
Dividend & Tax on Dividend	-5100935600.00
Net Cash from Financing Activities (C)	-8908931099.00
D. Net cash Flow During the Year (A+B+C)	-5875340211.57
E. Opening Cash and Cash equivalents	-5852462121.03
F. Closing Cash and Cash equivalents	-11727802332.60

Cash Flow Statement of THDC India Ltd.for FY 2017-18

Particular	For the year ended 31 st March, 2018 (Amount in Rs.)
A. CASH FLOW FROM OPERATING ACTIVITIES	
Net Profit Before Tax	9164327080.67
Adjustment for :	
Depreciation	5745175787.89
Depreciation- Irrigation Component	682225127.35
Interest on Loan	2278671125.00

Other Comprehensive Income	56370370.00
Prior Period Adjustments	31698545.00
Extraordinary Items	-55465816.00
Cash Flow from Operating profit activities before Working Capital Changes	17903002219.91
Adjustment for :	
Inventories	26341921.40
Trade Receivables	4250217992.50
Other Assets	65550096.65
Loans and Advances (Current + Non Current)	-100168182.83
Trade Payable and Liabilities	-1597306101.59
Provisions (Current+ Non-Current)	678434809.53
Cash Flow from Operative Activities Before Taxes	21226072755.57
Corporate Tax	-1905636103.00
Net Cash from operations (A)	19320436652.57
B. CASH FLOW FROM INVESTING ACTIVITIES	
Change in:-	
Property, Plant & Equipment and CWIP	-10788502206.14
Capital Advances	2194313284.04
Net cash Flow From Investing Activities (B)	-8594188922.10
C. CASH FLOW FROM FINANCING ACTIVITIES	
Share Capital (including Pending Allotment)	320000000.00
Borrowings	-9887529681.00
Interest and Finance Charges	-2278671125.00
Dividend & Tax on Dividend	-4034508746.00
Net Cash from Financing Activities (C)	-15880709552.00
D. Net cash Flow During the Year (A+B+C)	5154461821.53
E. Opening Cash and Cash equivalents	-698000299.50
F. Closing Cash and Cash equivalents	5852462121.03

Cash Flow Statement of THDC India Ltd.for FY 2016-17

Particular	For the year ended 31 st March, 2017 (Amount in Rs.)
A. CASH FLOW FROM OPERATING ACTIVITIES	
Net Profit Before Tax	9655071060.90
Adjustment for :	

Depreciation	5257388601.25
Provisions	44519492.75
Interest on Loan	2910602382.00
Other Comprehensive Income	-41369775.00
Prior Period Adjustments	11739455.79
Extraordinary Items	-1614588928.00
Cash Flow from Operating profit activities before Working Capital Changes	16223362289.69
Adjustment for :	
Inventories	-7560667.61
Trade Receivables	3396941544.39
Other Assets	-42731774.24
Loans and Advances (Current + Non Current)	-438772374.63
Trade Payable and Liabilities	901207459.85
Provisions (Current+ Non-Current)	-399870726.56
Cash Flow from Operative Activities Before Taxes	19632575750.89
Corporate Tax	-1715354443.25
Net Cash from operations (A)	17917221307.64
B. CASH FLOW FROM INVESTING ACTIVITIES	
Change in:-	
Property, Plant & Equipment and CWIP	-15176145463.38
Capital Advances	-3009206275.09
Net cash Flow From Investing Activities (B)	-18185351738.47
C. CASH FLOW FROM FINANCING ACTIVITIES	
Share Capital (including Pending Allotment)	400000000.00
Other Capital Reserve	-4.00
Borrowings	5346561918.00
Interest and Finance Charges	-2910602382.00
Dividend & Tax on Dividend	-3657548601.00
Net Cash from Financing Activities (C)	-821589069.00
D. Net cash Flow During the Year (A+B+C)	1089719499.83
E. Opening Cash and Cash equivalents	391719200.33
F. Closing Cash and Cash equivalents	-698000299.50

Cash Flow Statement of THDC India Ltd.for FY 2015-16

Particular	For the year ended 31 st March, 2016 (Amount in Rs.)
A. CASH FLOW FROM OPERATING ACTIVITIES	
Net Profit Before Tax	12467598902.16

Less: Rate Regulated Income / (Expenditure)	0
Adjustment for :	
Depreciation (including prior period)	5033498698.25
Provisions	911147.81
Interest on Loan	3288744717.00
Prior Period Adjustments	(106564321.87)
Extraordinary Items	(3482967147.19)
Operating profit before Working Capital Changes	17201221996.16
Adjustment for :	
Inventories	9368147.74
Trade Receivables	3152128272.51
Loans and Advances	(230813066.24)
Other assets	(35849221.00)
Trade Payable and Liabilities	859696443.74
Provisions (Current+ Non-Current)	(352075195.83)
Cash Generated from Operations	21307827768.74
Corporate Tax	(2425287285.00)
Net Cash from operating activities (A)	18882540483.74
B. CASH FLOW FROM INVESTING ACTIVITIES	
Change in:-	
Fixed assets and CWIP	(8377806812.44)
Capital Advances	(2946726249.03)
Net cash Flow From Investing Activities (B)	(11324533061.47)
C. CASH FLOW FROM FINANCING ACTIVITIES	
Share Capital(including Pending Allotment)	300000000.00
Other Capital Reserve	.00
Borrowings	(2273511475.82)
Interest on Loan	(3288744717.00)
Dividend Tax paid	(1949793904)
Net Cash from Financing Activities (C)	(7212050096.82)
D. Net change in Cash and Cash equivalents(A+B+C)	345957325.45
E. Cash and Cash equivalents(Opening balance)	413500337.28
F. Cash and Cash equivalents(Closing balance)	759457662.73

(f) Any change in accounting policies during the current year unaudited and last three audited years and their effect on the profits and the reserves of the company.

Changes in Accounting Policies/accounting practices during 2018-2019

S.NO.	Modification	Existing Accounting Policies 2018-19	Modified Accounting Policies 2018-19
1.	Modification in accounting policy no. 1 relating to "General". The words "and subsequent amendments thereto" have been inserted.	The accompanying financial statements have been prepared in conformity with the statutory provisions of the Companies Act, 2013, provisions of Electricity Act 2013, applicable CERC Regulations, Indian Accounting Standards (Ind AS), notified by MCA and the Statements and Guidance Notes issued by the Institute of Chartered Accountants of India from time to time.	The accompanying financial statements have been prepared in conformity with the statutory provisions of the Companies Act, 2013, provisions of Electricity Act 2013, applicable CERC Regulations, Indian Accounting Standards (Ind AS), notified by MCA and subsequent amendments thereto and the Statements and Guidance Notes issued by the Institute of Chartered Accountants of India from time to time.
2	New policy under "13 Revenue Recognition and Other Income" has been added as below: 13.1 Under Ind AS 115, revenue is recognized when the entity satisfies a performance obligation by transferring promised goods or services to a customer.	New Policy	Under Ind AS 115, revenue is recognized when the entity satisfies a performance obligation by transferring promised goods or services to a customer. An asset is transferred when control is transferred that is either over time or at a point in time. The company recognizes revenue in respect of amounts to which it has a right to

	An asset is transferred when control is transferred that is either over time or at a point in time. The company recognizes revenue in respect of amounts to which it has a right to invoice.		invoice.
3	Old Policy No. 22.1 replaced with Policy No. 22.1, 22.2 and 22.3	Ind AS 114 specifies the accounting for regulatory deferral account balances that arise from rate regulated activities. This standard is available only to first-time adopters who recognised regulatory deferral account balances under their previous GAAP. Ind AS permits eligible first-time adopters to continue their previous GAAP rate regulated accounting policies, with limited changes, & required separate presentation of regulatory deferral account balances in the statement of financial position & statement of Profit or loss and other comprehensive income. Same has been adhered.	Deleted
4	New Policy No. 22.1	New Policy	Expense/Income recognized in the statement of Profit and Loss to the extent recoverable from or payable to the beneficiaries in subsequent periods as per CERC Tariff regulations are recognized as "Regulatory Deferral Account Balances".
5	New Policy No. 22.2	New Policy	These Regulatory Deferral Account Balances are adjusted from the year in which the same become recoverable from or payable to the beneficiaries.
6	New Policy No. 22.3	New Policy	Regulatory Deferral Account Balances are evaluated at each balance sheet date to ensure that the underlying activities meet the recognition criteria and it is probable that future economic benefits associated with such balances will flow to the entity. If these criteria are not met, the Regulatory Deferral Account Balances are derecognized.
7	New Policy No. 25.1	New policy	Each material class of similar items is presented separately in the financial statements. Items of a dissimilar nature or function are presented separately unless they are immaterial.

Changes in Accounting Policies/accounting practices during 2017-2018

S.NO.	Modification	Existing Accounting Policies 2016-17	Modified Accounting Policies 2017-18
1.	Modification in accounting policy no. 1 relating to "General". The words "Ind AS have been made mandatory w.e.f 01st April 2016 for certain prescribed companies" have been replaced with "w.e.f. 01st	The accompanying financial statements have been prepared in conformity with the statutory provisions of the Companies Act, 2013, provisions of Electricity Act 2013, applicable CERC Regulations and the	The accompanying financial statements have been prepared in conformity with the statutory provisions of the Companies Act, 2013, provisions of Electricity Act 2013, applicable CERC Regulations and the Statements, Standards and Guidance Notes issued by the

	April 2016".	Statements, Standards and Guidance Notes issued by the Institute of Chartered Accountants of India from time to time. Ind AS have been made mandatory w.e.f 01st April 2016 for certain prescribed companies. Financial Statements of THDCIL have been prepared in compliance with the Ind AS.	Institute of Chartered Accountants of India from time to time. Financial Statements of THDCIL have been prepared in compliance with the Ind AS w.e.f. 01st April 2016.
2	Modification in accounting policy no. 3.5 relating to Property Plant & Equipment. The words "(calculated as the difference between the net disposal proceeds and the carrying amount of the asset)" has been added.	An item of property, plant and equipment is derecognised upon disposal or when no future economic benefits are expected from its use or disposal. Any gain or loss arising on de-recognition of the asset is included in the Statement of Profit and Loss for the year in which the asset is derecognised.	An item of property, plant and equipment is derecognized upon disposal or when no future economic benefits are expected from its use or disposal. Any gain or loss arising on de-recognition of the asset (calculated as the difference between the net disposal proceeds and the carrying amount of the asset) is included in the Statement of Profit and Loss for the year in which the asset is derecognized.
3	Modification in accounting policy no. 4.3 relating to Capital work in progress. The words "Land unclassified" have been replaced with "Land under submergence".	Cost incurred towards lease amount and rent on lease hold land and compensation for land and properties etc. used for submergence and other purposes (such as re-settlement of oustees, construction of new Township, afforestation, expenses on maintenance and other facilities in there-settlement colonies until takeover of the same by the local authorities etc.) and where construction of such alternative facilities is a specific pre-condition for the acquisition of the land for the purpose of the project, is carried forward in the Capital Work in Progress (Rehabilitation). The said asset is capitalized as Land unclassified from the date of commercial operation.	Cost incurred towards lease amount and rent on lease hold land and compensation for land and properties etc. used for submergence and other purposes (such as re-settlement of oustees, construction of new Township, afforestation, expenses on maintenance and other facilities in there-settlement colonies until takeover of the same by the local authorities etc.) and where construction of such alternative facilities is a specific pre-condition for the acquisition of the land for the purpose of the project, is carried forward in the Capital Work in Progress (Rehabilitation). The said asset is capitalized as Land under submergence from the date of commercial operation.
4	Modification in accounting policy no. 8.4 relating to Financial assets other than investment in subsidiaries and joint ventures. The words "EIR is calculated at the end of every reporting period" have been added.	Initial recognition and measurement:-All financial assets except trade receivables are recognised initially at fair value including the transaction costs that are attributable to the acquisition of the financial asset. Transaction costs of financial assets carried at fair value through profit or loss are expensed in Statement of Profit or Loss. Where transaction price is not the measure of fair value and fair value is determined using a valuation method that uses data from observable market, the difference between transaction price and fair value is recognized in	Initial recognition and measurement:-All financial assets except trade receivables are recognised initially at fair value including the transaction costs that are attributable to the acquisition of the financial asset. Transaction costs of financial assets carried at fair value through profit or loss are expensed in Statement of Profit or Loss. Where transaction price is not the measure of fair value and fair value is determined using a valuation method that uses data from observable market, the difference between transaction price and fair value is recognized in Statement of Profit or Loss and in other cases spread over life of the financial instrument using EIR (Effective Interest Rate) method. EIR

		Statement of Profit or Loss and in other cases spread over life of the financial instrument using EIR (Effective Interest Rate) method.	is calculated at the end of every reporting period.
5	Modification in accounting policy no. 10.4.1 relating to Financial liabilities. The words "EIR is calculated at the end of every reporting period" have been added.	After initial recognition, financial liabilities are subsequently measured at amortised cost using the EIR method. Gains and losses are recognised in Statement of Profit or Loss when the liabilities are derecognised as well as through the EIR amortisation process.	After initial recognition, financial liabilities are subsequently measured at amortised cost using the EIR method. EIR is calculated at the end of every reporting period. Gains and losses are recognised in Statement of Profit or Loss when the liabilities are derecognised as well as through the EIR amortisation process.
6	Modification in accounting policy no. 11.1 relating to Government Grants. The words "capital reserve" have been replaced with "non operating deferred income under non current liability"	Grants-in-Aid received from the Central/State Government/ other authorities towards capital expenditure inclusive of contribution received from the Uttar Pradesh Govt towards irrigation component of the project cost of Tehri H.E.P. stage-I is treated initially as capital reserve and subsequently adjusted as income in the same proportion as the depreciation written off on the assets acquired out of such contribution/grants-in-aid.	Grants-in-Aid received from the Central/State Government/ other authorities towards capital expenditure inclusive of contribution received from the Uttar Pradesh Govt towards irrigation component of the project cost of Tehri H.E.P. stage-I is treated initially as non operating deferred income under non current liability and subsequently adjusted as income in the same proportion as the depreciation written off on the assets acquired out of such contribution/grants-in-aid.
7	Modification in accounting policy no. 19.2.3 relating to Income Tax. The words "Deferred tax is recognised in the Statement of Profit and Loss except to the extent that it relates to items recognized directly in other comprehensive income or equity, in which case it is recognised in other comprehensive income or equity" have been added.	Deferred tax assets and liabilities are offset when there is a legally enforceable right to offset current tax assets against current tax liabilities, and when the deferred income tax assets and liabilities relate to income taxes levied by the same taxation authority on either the taxable entity or different taxable entities where there is an intention to settle the balances on a net basis. Deferred tax recovery adjustment account is credited/ debited to the extent the deferred tax for the current period which forms part of current tax in the subsequent periods and affects the computation of return on equity (ROE), a component of tariff.	Deferred tax is recognised in the Statement of Profit and Loss except to the extent that it relates to items recognized directly in other comprehensive income or equity, in which case it is recognised in other comprehensive income or equity. Deferred tax assets and liabilities are offset when there is a legally enforceable right to offset current tax assets against current tax liabilities, and when the deferred income tax assets and liabilities relate to income taxes levied by the same taxation authority on either the taxable entity or different taxable entities where there is an intention to settle the balances on a net basis. Deferred tax recovery adjustment account is credited/ debited to the extent the deferred tax for the current period which forms part of current tax in the subsequent periods and affects the computation of return on equity (ROE), a component of tariff.
8	New accounting policy no. 13.2 regarding Revenue recognition has been introduced. The policy is as follows: "Amount realized from sale of power as generated from Wind Power Projects has been recognized as Revenue from operation in compliance with Ind AS 18	New policy	Amount realized from sale of power as generated from Wind Power Projects has been recognized as Revenue from operation in compliance with Ind AS 18 and Assets have been recognized as owned assets of the company in compliance with Ind AS 16.

	and Assets have been recognized as owned assets of the company in compliance with Ind AS 16."		
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Changes in Accounting Policies/accounting practices during 2016-2017

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Changes in Accounting Policies/accounting practices during 2015-2016

S.NO	Modification	Existing Accounting Policies 2014-15	Modified Accounting Policies 2015-16
1.	Policy No. 10 (xii) modified by replacing the words " appropriate% of Profit" by - appropriate % of Profit after Tax(PAT)"	Amount at appropriate % of profit of previous year as prescribed under DPE guideline is set aside as non lapsable fund for Research & Development.	Amount at appropriate % of Profit after Tax (PAT) of previous year as prescribed under DPE guideline is set aside as non lapsable fund for Research & Development.

DECLARATION

DECLARATION

Declaration by the Issuer

The Issuer hereby declares that the Offer Document contains full disclosure in accordance with SEBI Debt Regulations.

The Issuer also confirms that the disclosures and statements made in the Offer Document are true and correct and do not omit disclosure of any material fact which may make the statements made therein, in the light of the circumstances under which they are made, misleading and that the Offer Document also does not contain any false or misleading statement.

The Issuer further certify that the disclosures and statements made in the Offer Document are in conformity with the relevant provisions of the Companies Act, SEBI Debt Regulations and the rules made thereunder and nothing in the Offer Document is contrary to the provisions of the Companies Act, SEBI Debt Regulations, Securities and Exchange Board of India Act, 1992 and the rules, regulations, guidelines made/ issued thereunder.

The Issuer accepts no responsibility for the statements made otherwise than in the Offer Document or in any other material issued by or at the instance of the Issuer and that anyone placing reliance on any other source of information would be doing so at his own risk.

The Issuer declares that all the relevant provisions of the relevant regulations or guidelines issued by SEBI and other applicable laws have been complied with and no statement made in the Offer Document is contrary to the provisions of the regulations or guidelines issued by SEBI and other applicable law, as the case may be.

For THDC India Limited


 Name: Rashmi Sharma
 Designation: Company Secretary
 Date: September 05, 2019
 Place: New Delhi


Declaration by the Directors

- (i) The Issuer has complied with the provisions of the Companies Act, SEBI Debt Regulations and the rules made thereunder and the guidelines issued by the Government of India and/or the regulations/guidelines/ circular issued by the RBI and SEBI;
- (ii) The compliance with the Companies Act and the rules made thereunder does not imply that payment of interest or repayment of Debentures is guaranteed by the Central Government; and
- (iii) The monies received under the offer shall be used only for the purposes and objects indicated in the Offer Document

I am authorized by the Board of Directors of the Company vide resolution dated September 28 , 2018 to sign this form and declare that all the requirements of Companies Act and the rules made thereunder in respect of the subject matter of this form and matters incidental thereto have been complied with. The Offer Document contains full disclosures in accordance with Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008 issued vide Circular No. LAD-NRO/GN/2008/13/127878 dated June 06, 2008, as amended from time to time. Whatever is stated in this form and in the attachments thereto is true, correct and complete and no information material to the subject matter of this form has been suppressed or concealed and is as per the original records maintained by the promoters subscribing to the Memorandum of Association and Articles of Association.

It is further declared and verified that all the required attachments have been completely, correctly and legibly attached to this form.

For Board of Directors of the Company


 Name: Shri J. Behera
 Designation: Director Finance
 Date: September 05, 2019
 Place: Rishikesh

(Z) ANNEXURE(S)

ANNUAL ACCOUNTS – ANNEXURE 1

BOARD RESOLUTION – ANNEXURE 2

SHARE HOLDERS RESOLUTION – ANNEXURE 3

RATING LETTER – ANNEXURE 4

RATING RATIONALE- ANNEXURE 5

DEBENTURE TRUSTEE CONSENT LETTER – ANNEXURE 6

R&T AGENT CONSENT LETTER – ANNEXURE 7

INPRINCIPLE LETTER – ANNEXURE 8



J Aggarwal & Associates
Chartered Accountants

Limited Review Report

To The Board of Directors
THDC India Limited

We have reviewed the accompanying statement of Unaudited Financial Results of **THDC India Limited** for the period ended 31st March 2019. This statement is the responsibility of the Company's Management and has been approved by the Board of Directors. Our responsibility is to issue a report on these Financial Statement based on our review.

We conducted our review in accordance with the Standard on Review Engagement (SRE) 2400, Engagement to Review Financial Statements issued by the Institute of Chartered Accountants of India. This standard required that we plan and perform the review to obtain moderate assurance as to whether the financial statements are free of material misstatement. A review is limited primarily to inquires of company personnel and analytical procedures applied to financial data and thus provided less assurance than an audit. We have not performed an audit and accordingly, we do not express an audit opinion.

Based on our review conducted as above, nothing has comes to our attention that causes us to believe that the accompanying statement of unaudited financial results prepared in accordance with applicable Indian Accounting Standard and other recognized accounting practices and policies has not disclosed the information required to be disclosed in terms of Regulation 52 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 including the manner in which it is to be disclosed, or that it contains any material misstatement.

For J Aggarwal & Associates
Chartered Accountants
FRN 021576C of ICAI



Jyoti

CA Jyoti Aggarwal
(Proprietor)
Membership No. 538612

Place : Rishikesh

10 MAY 2019

Kushalanand Semwal House, Shail Vihar, Near Tehsil, Rishikesh-249201, Uttarakhand
(M)-8192939872, email-goyaljyoti3011@gmail.com

THDC INDIA LIMITED
BALANCE SHEET AS AT 31-March-2019

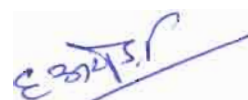
Amount in ₹

Particulars	Note No.	As at 31-Mar-2019		As at 31-Mar-2018	
ASSETS					
Non-Current Assets					
(a) Property, Plant and Equipment	2		6,837,09,06,700.35		7,327,68,01,493.54
(b) Capital work-in progress	3		4,578,79,45,393.55		3,949,93,37,016.22
(c) Other Intangible Assets	2		85,57,345.71		32,90,218.21
(d) Intangible Assets Under Development	3		0.00		33,29,688.00
(e) Financial Assets					
(i) Loans and Advances	4	40,79,24,773.13		44,82,72,879.01	
(ii) Others	5	14,51,35,406.16	55,30,80,179.29	15,81,76,063.84	80,64,48,942.85
(f) Deferred Tax Assets (Net)	6		833,77,92,874.00		762,19,35,874.00
(g) Other Non-Current Assets	7		1,163,40,77,084.69		699,65,25,763.47
Current Assets					
(a) Inventories	8		30,59,89,108.28		30,00,40,209.55
(b) Financial Assets					
(i) Trade Receivables	9	1,700,36,10,390.50		1,307,25,99,426.50	
(ii) Cash and Cash Equivalents	10	45,38,72,487.55		61,01,82,563.33	
(iii) Bank Balances other than (ii) above	11	22,81,662.00		36,52,597.00	
(iv) Loans and Advances	12	58,08,02,541.76		45,78,11,922.77	
(v) Others	13	1,78,21,174.68	1,805,83,68,256.49	1,67,64,019.82	1,416,10,10,529.42
(c) Current Tax Assets (Net)	14		90,49,18,053.26		90,47,07,975.26
(d) Other Current Assets	15		44,41,99,561.80		59,82,36,597.03
Total			15,440,58,14,555.42		14,397,16,64,307.55
EQUITY AND LIABILITIES					
Equity					
(a) Equity Share Capital	16	3,654,88,17,000.00		3,627,43,17,000.00	
(b) Other Equity		5,572,75,49,016.02	9,227,63,66,016.02	4,883,83,43,727.04	8,511,26,60,727.04
Non-Current Liabilities					
(a) Financial Liabilities					
(i) Borrowings	17	2,653,44,18,038.86		2,415,30,47,676.17	
(ii) Non-current Financial Liabilities	18	17,93,42,248.94		21,99,49,851.37	
(iii) Others	19	2,48,09,816.06	2,673,85,70,103.86	2,84,04,708.63	2,440,14,02,236.17
(b) Other Non-Current Liabilities	20		914,23,13,154.99		979,07,40,203.66
(c) Provisions	21		352,52,87,271.00		350,86,13,630.30
Current Liabilities					
(a) Financial Liabilities					
(i) Borrowings	22	1,218,39,36,482.15		646,62,97,281.36	
(ii) Trade Payables					
A. Total outstanding dues of micro enterprises and small enterprises		26,43,160.68		41,22,103.00	
B. Total outstanding dues of creditors other than micro enterprises and small enterprises		172,54,32,542.37		74,54,07,968.05	
(iii) Others	23	653,52,60,651.52	2,044,72,72,836.72	1,139,79,70,800.77	1,861,37,98,153.18
(b) Other Current Liabilities	24		38,55,03,843.24		44,28,98,579.30
(c) Provisions	25		163,05,49,662.39		210,15,50,777.90
(d) Current Tax Liabilities (Net)	26		25,99,51,667.20		0.00
TOTAL			15,440,58,14,555.42		14,397,16,64,307.55
Significant Accounting Policies	1				
Disclosures on Financial Instruments and Risk Management	36				
Other Explanatory Notes to Accounts	37				
Note 1 to 37 form integral part of the Accounts					

For and on Behalf of Board of Directors



(J. Behera)
Chief Financial Officer



(H.L. Arora)
Director (Technical)
DIN : 08039583

THDC INDIA LIMITED
STATEMENT OF PROFIT & LOSS FOR THE YEAR ENDED 31-March-2019

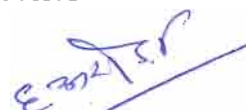
Amount in ₹

Particulars	Note No.	For the Period Ended 31-Mar-	
		2019	2018
INCOME			
Revenue from Continuing Operations	27	2,768,66,13,228.00	2,185,09,51,405.50
Other Income	28	82,31,70,012.60	38,08,50,977.76
Deferred Revenue on account of Irrigation Component		54,84,27,048.67	68,22,25,127.35
Less: Depreciation on Irrigation Component	2	64,84,27,048.67	68,22,25,127.35
		0.00	0.00
Total Revenue		2,848,97,83,240.60	2,223,18,02,383.26
EXPENSES			
Employee Benefits Expense	29	412,58,19,330.10	306,48,46,673.35
Finance Costs	30	177,05,16,760.00	227,86,71,125.00
Depreciation & Amortisation	2	565,04,45,617.07	574,51,75,767.89
Generation Administration and Other Expenses	31	212,73,87,390.24	203,42,47,532.35
Provision for Bad & Doubtful Debts, CWIP and Stores & Spares	32	49,85,06,304.21	0.00
Total Expenses		1,417,26,75,401.62	1,312,29,41,118.59
Profit Before Exceptional items and Tax		1,431,71,07,838.98	910,88,61,264.67
Exceptional Items - (Income)/ Expenses - Net		0.00	0.00
Profit Before Tax		1,431,71,07,838.98	910,88,61,264.67
Tax Expenses	33		
Current Tax		306,29,79,267.00	190,56,36,103.00
Income Tax		(71,07,36,000.00)	(50,83,70,000.00)
Deferred tax- Asset			
I Profit For The Period from continuing operations		1,196,48,64,571.98	771,15,95,161.67
II OTHER COMPREHENSIVE INCOME			
(i) Items that will not be classified to Profit or Loss:			
Re-measurements of the Defined Benefit Plans	34	1,46,55,317.00	5,63,70,370.00
Deferred tax on Re-measurements of the Defined Benefit Plans- Deferred Tax Asset		51,21,000.00	1,95,09,000.00
Other Comprehensive Income		1,97,76,317.00	7,58,79,370.00
Total Comprehensive Income (I+II)		1,198,46,40,888.98	778,74,74,531.67
Earning per Equity Share (for continuing operations)			
Basic (₹)		328.70	215.24
Diluted (₹)		328.67	215.23
Significant Accounting Policies	1		
Disclosures on Financial Instruments and Risk Management	36		
Other Explanatory Notes to Accounts	37		
Note 1 to 37 form integral part of the Accounts			

For and on Behalf of Board of Directors



(J. Behera)
Chief Financial Officer



(H.L. Arora)
Director (Technical)
DIN : 08039583

THDC INDIA LIMITED
CASH FLOW STATEMENT FOR THE YEAR ENDED 31-March-2019

Amount in ₹

(Figures In Parenthesis Represent Deduction)

PARTICULARS	For the Period Ended 31-Mar-2019	For the Period Ended 31-Mar-2018
A. CASH FLOW FROM OPERATING ACTIVITIES		
Net Profit before tax, Prior Period adjustments and Extraordinary items	1,431,71,07,838.98	910,88,61,264.67
Adjustments for:-		
Depreciation	565,04,45,617.07	574,51,75,787.89
Depreciation- Irrigation Component	64,84,27,048.67	68,22,25,127.35
Provisions	49,85,06,304.21	-
Interest on loans	177,05,16,760.00	227,86,71,125.00
Other Comprehensive Income (OCI)	1,48,55,317.00	5,63,70,370.00
Prior Period Adjustments through SOCIE	-	3,16,98,545.00
Exceptional Items	858,25,51,046.95	-
Cash Flow from Operating profit activities Before Working Capital Changes	2,289,96,58,885.93	1,790,30,02,219.91
Adjustment For :-		
Inventories	(1,20,58,747.13)	2,63,41,921.40
Trade Receivables	(393,10,10,964.00)	425,02,17,992.50
Other Assets	16,54,94,575.05	6,55,50,096.65
Loans and Advances (Current + Non Current)	(57,52,49,044.92)	(10,01,68,182.83)
Trade Payable and Liabilities	32,46,11,971.91	(159,73,06,101.59)
Provisions (Current + Non Current)	(45,43,27,474.81)	67,84,34,809.53
Cash Flow From Operative Activities Before Taxes	1,841,71,19,202.03	2,122,60,72,755.57
Corporate Tax	(306,29,79,267.00)	(190,56,36,103.00)
Net Cash From Operations (A)	1,535,41,39,935.03	1,932,04,36,652.57
B. CASH FLOW FROM INVESTING ACTIVITIES		
Change in:-		
Property, Plant & Equipment and CWIP	(768,35,23,689.38)	(1,078,85,02,206.14)
Capital Advances	(463,70,25,358.22)	219,43,13,284.04
Net Cash Flow From Investing Activities (B)	(1,232,05,49,047.60)	(859,41,88,922.10)
C. CASH FLOW FROM FINANCING ACTIVITIES		
Share Capital (Including Pending Allotment)	28,00,00,000.00	32,00,00,000.00
Borrowings	(231,74,78,739.00)	(988,75,29,681.00)
Interest and Finance Charges	(177,05,16,760.00)	(227,86,71,125.00)
Dividend & Tax on Dividend	(510,09,35,600.00)	(403,45,08,746.00)
Net Cash Flow From Financing Activities (C)	(890,89,31,099.00)	(1,588,07,09,552.00)
D. NET CASH FLOW DURING THE YEAR (A+B+C)	(587,53,40,211.57)	(515,44,61,821.53)
E. OPENING CASH & CASH EQUIVALENTS	(585,24,62,121.03)	(69,80,00,299.50)
F. CLOSING CASH & CASH EQUIVALENTS(D+E)	(1,172,78,02,332.60)	(585,24,62,121.03)

Note:

1. Cash and Cash Equivalents includes Balance with Banks of ₹23Lac (Previous year ₹37 Lac)which is not available for use by the Corporation.
2. Previous year's figures have been Regrouped / Rearranged / Recast wherever necessary
3. Reconciliation of Cash & cash Equivalents has been made in Note No 37.19 (a)

For and on Behalf of Board of Directors



(J. Behera)
Chief Financial Officer



(H.L. Arora)
Director (Technical)
DIN : 08039583

BALANCE SHEET AS AT 31-March-2018

Amount In lakh ₹

Particulars	Note No.	As at 31-Mar-2018		As at 31-Mar-2017	
ASSETS					
Non-Current Assets					
(a) Property, Plant and Equipment	1		7,32,768		7,80,642
(b) Capital work-in- progress	2		3,94,994		3,03,496
(c) Other Intangible Assets	1		33		45
(d) Intangible Assets Under Development	2		33		33
(e) Financial Assets					
(i) Long Term Loans and Advances	3	4,483		4,694	
(ii) Other Non- Current Financial Assets	4	1,582	6,065	1,881	6,575
(f) Deferred Tax Assets (Net)	5		76,219		70,941
(g) Other Non-Current Assets	6		69,965		91,914
Current Assets					
(a) Inventories	7		3,000		3,264
(b) Financial Assets					
(i) Trade Receivables	8	1,30,726		1,73,228	
(ii) Cash and Cash Equivalents	9	6,102		6,707	
(iii) Bank Balances other than (ii) above	10	37		25,037	
(iv) Short Term Loans and Advances	11	4,578		4,305	
(v) Other Current Financial Assets	12	167	1,41,610	179	2,09,456
(c) Current Tax Assets (Net)	13		9,047		8,107
(d) Other Current Assets	14		5,983		6,322
Total			14,39,717		14,80,795
EQUITY AND LIABILITIES					
Equity					
(a) Equity Share Capital	15	3,62,743		3,59,888	
(b) Other Equity		4,88,384	8,51,127	4,50,193	8,10,081
Non-Current Liabilities					
(a) Financial Liabilities					
(i) Long Term Borrowings	16	2,41,530		4,04,185	

Amount In lakh ₹

Particulars	Note No.	As at 31-Mar-2018		As at 31-Mar-2017	
(ii) Non current Financial Liabilities	17	2,200		934	
(iii) Other Non Current Financial Liabilities	18	284	2,44,014	220	4,05,339
(b) Other Non Current Liabilities	19		97,907		1,04,729
(c) Long Term Provisions	20		35,087		38,970
Current Liabilities					
(a) Financial Liabilities					
(i) Short Term Borrowings	21	64,663		38,724	
(ii) Trade Payables	22	53		41	
(iii) Other Current Financial Liabilities	23	1,21,422	1,86,138	68,815	1,07,580
(b) Other Current Liabilities	24		4,429		3,749
(c) Short Term Provisions	25		21,015		10,347
(d) Current Tax Liabilities (Net)	26		0		0
TOTAL			14,39,717		14,80,795

Significant Accounting Policies and the accompanying Notes form an integral part of these Financial Statements.

For and on Behalf of Board of Directors

(Rashmi Sharma)
Company Secretary
Membership No.26692

(Sridhar Patra)
Director (Finance)
DIN: 06500954

(D.V. Singh)
Chairman & Managing Director
DIN:03107819

As Per Our Report Of Even Date Attached

FOR P.D. AGRAWAL & CO.
Chartered Accountants
FRN 001049C of ICAI

(Piyush Agrawal)
Partner
Membership No.:- 073695

Date: 11.08.2018
Place: Rishikesh

STATEMENT OF PROFIT & LOSS FOR THE YEAR ENDED 31-March-2018

Amount In lakh ₹

Particulars	Note No.	For the Period Ended 31-Mar-2018		For the Period Ended 31-Mar-2017	
INCOME					
Revenue from Continuing Operations	27		2,19,064		2,09,474
Other Income	28		3,809		14,123
Deferred Revenue on account of Irrigation Component		6,822		6,531	
Less: Depreciation on Irrigation Component	1	6,822	0	6,531	0
Total Revenue			2,22,873		2,23,597
EXPENSES					
Employee Benefits Expense	29		30,649		25,425
Finance Costs	30		22,787		29,106
Depreciation & Amortisation	1		57,452		52,557
Generation Administration and Other Expenses	31		20,342		19,513
Provision for Bad & Doubtful Debts and Stores & Spares	32		0		445
Total Expenses			1,31,230		1,27,046
Profit Before Exceptional items and Tax			91,643		96,551
Exceptional Items- (Income)/ Expenses- Net			554		16,146
Profit Before Tax			91,089		80,405
Tax Expenses	33				
Current Tax					
Income Tax			19,056		17,154
Deferred tax- Asset			(5,083)		(8,142)
I Profit For The Period from continuing operations			77,116		71,393
II OTHER COMPREHENSIVE INCOME					
(i) Items that will not be classified to Profit or Loss:					
Re-measurements of the Defined Benefit Plans	34		563		(414)
Deferred tax on Re-measurements of the Defined Benefit Plans- Deferred Tax Asset			195		144

Amount In lakh ₹

Particulars	Note No.	For the Period Ended 31-Mar-2018		For the Period Ended 31-Mar-2017	
Other Comprehensive Income			758		(270)
Total Comprehensive Income (I+II)			77,874		71,123
Earning per Equity Share					
(for continuing operations)					
Basic (₹)			215.24		198.86
Diluted (₹)			215.23		198.86

Significant Accounting Policies and the accompanying Notes form an integral part of these Financial Statements.

For and on Behalf of Board of Directors

(Rashmi Sharma)
 Company Secretary
 Membership No.26692

(Sridhar Patra)
 Director (Finance)
 DIN: 06500954

(D.V. Singh)
 Chairman & Managing Director
 DIN:03107819

As Per Our Report Of Even Date Attached

FOR P.D. AGRAWAL & CO.
 Chartered Accountants
 FRN 001049C of ICAI

(Piyush Agrawal)
 Partner
 Membership No.:- 073695

Date: 11.08.2018

Place: Rishikesh

CASH FLOW STATEMENT FOR THE YEAR ENDED 31-March-2018

Amount In lakh ₹
(Figures In Parenthesis Represent Deduction)

Particulars	For the Period Ended 31-Mar-2018		For the Period Ended 31-Mar-2017	
A. CASH FLOW FROM OPERATING ACTIVITIES				
Net Profit before tax, Prior Period adjustments and Extraordinary items		91,643		96,551
Adjustments for:-				
Depreciation (including Prior Period Depreciation)	57,452		52,574	
Depreciation- Irrigation Component	6,822		6,531	
Provisions	-	-	445	
Interest on loans	22,787		29,106	
Other Comprehensive Income (OCI)	563		(414)	
Prior Period Adjustments through SOCIE	317		117	
Exceptional Items	(554)	87,387	(16,146)	72,213
Operating profit Before Working Capital Changes		1,79,030		1,68,764
Adjustment For :-				
Inventories	264		(76)	
Trade Receivables	42,502		33,970	
Other Assets	655		(428)	
Loans and Advances (Current + Non Current)	(1,002)		(4,387)	
Trade Payable and Liabilities	(15,973)		2,482	
Provisions (Current + Non Current)	6,785	33,231	(3,999)	27,562
Cash Flow From Operative Activities Before Taxes		2,12,261		1,96,326
Corporate Tax		(19,056)		(17,154)
Net Cash From Operations (A)		1,93,205		1,79,172
B. CASH FLOW FROM INVESTING ACTIVITIES				
Change in:-				
Property, Plant & Equipment and CWIP	(1,07,886)		(1,51,762)	
Capital Advances	21,944		(30,092)	
Net Cash Flow From Investing Activities (B)		(85,942)		(1,81,854)
C. CASH FLOW FROM FINANCING ACTIVITIES				
Share Capital (Including Pending Allotment)	3,200		4,000	
Borrowings	(98,875)		53,465	
Interest and Finance Charges	(22,787)		(29,106)	
Dividend & Tax on Dividend	(40,345)		(36,575)	
Net Cash Flow From Financing Activities (C)		(1,58,807)		(8,216)

Amount In lakh ₹
(Figures In Parenthesis Represent Deduction)

Particulars	For the Period Ended 31-Mar-2018		For the Period Ended 31-Mar-2017	
D. NET CASH FLOW DURING THE YEAR (A+B+C)		(51,544)		(10,898)
E. OPENING CASH & CASH EQUIVALENTS		(6,980)		3,918
F. CLOSING CASH & CASH EQUIVALENTS (D+E)		(58,524)		(6,980)

Note:

- Cash and Cash Equivalents includes Balance with Banks of ₹37Lac (Previous year ₹25037 Lac) which is not available for use by the Corporation.
- Previous year's figures have been Regrouped / Rearranged / Recast wherever necessary.
- Reconciliation of Cash & cash Equivalents has been made in Note No 37.19 (a)

For and on Behalf of Board of Directors

(Rashmi Sharma)
Company Secretary
Membership No.26692

(Sridhar Patra)
Director (Finance)
DIN: 06500954

(D.V. Singh)
Chairman & Managing Director
DIN:03107819

As Per Our Report Of Even Date Attached

FOR P.D. AGRAWAL & CO.
Chartered Accountants
FRN 001049C of ICAI

(Piyush Agrawal)
Partner
Membership No.:- 073695

Date: 11.08.2018
Place: Rishikesh

BALANCE SHEET AS AT 31-March-2017

Amount in lac ₹

Particulars	Note No.	As at 31-Mar-2017		As at 31-Mar-2016		As at 01-Apr-2015	
ASSETS							
Non-Current Assets							
(a) Property, Plant and Equipment	1		7,80,642		7,52,398		7,97,518
(b) Capital work-in- progress	2		3,03,496		2,39,066		1,67,420
(c) Other Intangible Assets	1		45		62		79
(d) Intangible Assets Under Development	2		33		33		33
(e) Financial Assets							
(i) Long Term Loans and Advances	3	4,694		4,702		4,741	
(ii) Other Non- Current Financial Assets	4	1,881	6,575	2,177	6,879	2,119	6,860
(f) Deferred Tax Assets (Net)	5		70,941		62,655		45,795
(g) Other Non-Current Assets	6		91,914		61,822		32,354
Current Assets							
(a) Inventories	7		3,264		3,190		3,168
(b) Financial Assets							
(i) Trade Receivables	8	1,73,228		2,07,198		2,38,719	
(ii) Cash and Cash Equivalents	9	6,707		7,558		4,098	
(iii) Bank Balances other than (iii) above	10	25,037		37		37	
(iv) Short Term Loans and Advances	11	4,305		4,421		4,136	
(v) Other Current Financial Assets	12	179	2,09,456	204	2,19,418	186	2,47,176
(c) Current Tax Assets (Net)	13		8,107		4,039		2,446
(d) Other Current Assets	14		6,322		5,573		4,828
Total			14,80,795		13,55,135		13,07,677
EQUITY AND LIABILITIES							
Equity							
(a) Equity Share Capital	15	3,59,888		3,55,888		3,52,888	
(b) Other Equity		5,33,651	8,93,539	5,05,517	8,61,405	4,47,793	8,00,681
Non-Current Liabilities							
(a) Financial Liabilities							
(i) Long Term Borrowings	16	4,04,185		3,49,792		3,27,566	
(ii) Non current Financial Liabilities	17	934		498		168	

Amount in lac ₹

Particulars	Note No.	As at 31-Mar-2017		As at 31-Mar-2016		As at 01-Apr-2015	
(iii) Other Non current Financial Liabilities	18	220	4,05,339	164	3,50,454	97	3,27,831
(b) Other Non Current Liabilities	19		21,271		21,271		21,271
(c) Long Term Provisions	20		38,970		32,733		32,246
Current Liabilities							
(a) Financial Liabilities							
(i) Short Term Borrowings	21	38,724		3,677		43,634	
(ii) Trade Payables	22	41		49		72	
(iii) Other Current Financial Liabilities	23	68,815	1,07,580	61,376	65,102	58,385	1,02,091
(b) Other Current Liabilities	24		3,749		3,587		3,360
(c) Short Term Provisions	25		10,347		20,583		18,085
(d) Current Tax Liabilities (Net)	26		0		0		2,112
TOTAL			14,80,795		13,55,135		13,07,677

Significant Accounting Policies and the accompanying Notes form an integral part to these Financial Statement.

For and on Behalf of Board of Directors

(Rashmi Sharma)
 Company Secretary
 Membership No. 26692

(Sridhar Patra)
 Director (Finance)
 DIN: 06500954

(D.V. Singh)
 Chairman & Managing Director
 DIN: 03107819

As per our Report of Even Date Attached
 For **P.D. AGRAWAL & CO.**
 Chartered Accountants
 FRN 001049C of ICAI

(Ashish Kumar Agarwal)
 Partner
 Membership No. :- 077178

Date : 31.08.2017
Place: Rishikesh

STATEMENT OF PROFIT & LOSS FOR THE YEAR ENDED 31-March-2017

Amount in lac ₹

Particulars	Note No.	For The Period Ended 31-Mar-2017		For The Period Ended 31-Mar-2016	
INCOME					
Revenue from Operations	27		2,09,474		2,46,649
Other Income	28		14,123		1,481
Total Revenue			2,23,597		2,48,130
EXPENSES					
Employee Benefits Expense	29		25,425		22,857
Finance Costs	30		29,106		32,887
Depreciation & Amortisation	1		52,557		49,663
Generation Administration and Other Expenses	31		19,513		18,003
Provision for Bad & Doubtful Debts and Stores & Spares	32		445		9
Total Expenses			1,27,046		1,23,419
Profit Before Exceptional items and Tax			96,551		1,24,711
Exceptional Items- (Income)/ Expenses- Net			16,146		34,830
Profit Before Tax			80,405		89,881
Tax Expenses	33				
Current Tax					
Income Tax		17,154		24,252	
Wealth Tax		0	17,154	0	24,252
Deferred tax- Asset		(8,142)	(8,142)	(16,269)	(16,269)
I Profit For The Period from continuing operations			71,393		81,898
II OTHER COMPREHENSIVE INCOME					
(i) Items that will not be classified to Profit or Loss:					
Acturial Gain/ (Loss) through OCI	34		(414)		(301)
Income tax relating to items that will not be reclassified to profit or loss- Deferred Tax Asset			144		104

Amount in lac ₹

Particulars	Note No.	For The Period Ended 31-Mar-2017		For The Period Ended 31-Mar-2016	
Other Comprehensive Income			(270)		(197)
Total Comprehensive Income (I+II)			71,123		81,701
Earning per Equity Share (for continuing operations)					
Basic (₹)			198.85		230.52
Diluted (₹)			198.85		230.52

Significant Accounting Policies and the accompanying Notes form an integral part of these Financial Statements.

For and on Behalf of Board of Directors

(Rashmi Sharma)
 Company Secretary
 Membership No. 26692

(Sridhar Patra)
 Director (Finance)
 DIN: 06500954

(D.V. Singh)
 Chairman & Managing Director
 DIN: 03107819

As per our Report of Even Date Attached
 For **P.D. AGRAWAL & CO.**
 Chartered Accountants
 FRN 001049C of ICAI

(Ashish Kumar Agarwal)
 Partner
 Membership No. :- 077178

Date : 31.08.2017

Place: Rishikesh

CASH FLOW STATEMENT FOR THE YEAR ENDED 31-March-2017

Amount in lac ₹
(Figures In Parenthesis Represent Deduction)

Particulars	For the Period Ended 31-Mar-2017		For the Period Ended 31-Mar-2016	
A. CASH FLOW FROM OPERATING ACTIVITIES				
Net Profit before tax, Prior Period adjustments and Extraordinary items		96,551		1,24,711
Adjustments for:-				
Depreciation (including Prior Period Depreciation)	52,574		50,721	
Provisions	445		9	
Bad Debts Written Off	-		-	
Interest on loans	29,106		32,887	
Other Comprehensive Income (OCI)	(414)		(301)	
Prior Period Adjustments through SOCIE	117		(1,065)	
Exceptional Items	(16,146)	65,682	(34,830)	47,421
Operating profit Before Working Capital Changes				
Adjustment For :-		1,62,233		1,72,132
Inventories	(76)		(26)	
Trade Receivables	33,970		31,521	
Other Assets	(428)		(821)	
Loans and Advances (Current + Non Current)	(4,387)		(1,845)	
Trade Payable and Liabilities	9,013		6,485	
Provisions (Current + Non Current)	(3,999)	34,093	2,985	38,299
Cash Generated From Operations		1,96,326		2,10,431
Corporate Tax		(17,154)		(24,252)
Net Cash From Operations (A)		1,79,172		1,86,179
B. CASH FLOW FROM INVESTING ACTIVITIES				
Change in:-				
Fixed Assets and CWIP	(1,51,762)		(83,778)	
Construction Stores	-		-	
Capital Advances	(30,092)		(29,468)	
Net Cash Flow From Investing Activities (B)		(1,81,854)		(1,13,246)

Amount in lac ₹

(Figures In Parenthesis Represent Deduction)

Particulars	For the Period Ended 31-Mar-2017		For the Period Ended 31-Mar-2016	
C. CASH FLOW FROM FINANCING ACTIVITIES				
Share Capital (Including Pending Allotment)	4,000		3,000	
Borrowings	53,465		17,221	
Interest on loans	(29,106)		(32,887)	
Dividend & Tax on Dividend	(36,575)		(16,850)	
Net Cash Flow From Financing Activities (C)		(8,216)		(29,516)
D. NET CASH FLOW DURING THE YEAR (A+B+C)		(10,898)		43,417
E. OPENING CASH & CASH EQUIVALENTS		3,918		(39,499)
F. CLOSING CASH & CASH EQUIVALENTS(D+E)		(6,980)		3,918

Note:

1. Cash and Cash Equivalents includes Balance with Banks of ₹ 25037Lac (Previous year ₹ 37 Lac) which is not available for use by the Corporation.
2. Previous year's figures have been Regrouped / Rearranged / Recast wherever necessary.
3. Reconciliation of Cash & cash Equivalents has been made in Note No 37.19

For and on Behalf of Board of Directors

(Rashmi Sharma)
 Company Secretary
 Membership No. 26692

(Sridhar Patra)
 Director (Finance)
 DIN: 06500954

(D.V. Singh)
 Chairman & Managing Director
 DIN: 03107819

As per our Report of Even Date Attached
 For **P.D. AGRAWAL & CO.**
 Chartered Accountants
 FRN 001049C of ICAI

(Ashish Kumar Agarwal)
 Partner
 Membership No. :- 077178

Date : 31.08.2017

Place: Rishikesh

Confidential

NO. THDC/RKSH/CS/BOD-195 /
Dated: 22.10.2018

**THDC INDIA LIMITED
RISHIKESH
EXTRACT OF THE MINUTES OF 195th BOARD MEETING
HELD ON 28.09.2018**

ITEM NO & SUBJECT

95.8 Raising of funds through issue of Corporate Bonds upto ₹ 2000 Crore in suitable tranches .

The Board considered the proposal for raising of funds upto ₹ 2000 Cr. by issue of Secured, Redeemable, Non-Convertible bonds for a tenure of ten years in suitable tranches as per the terms and conditions placed in term sheet.

It was informed that the funds raised through bonds shall be utilized to partly meet Debt requirements of ongoing Projects under Construction including Recoupment of expenditure already incurred and to refinance the Existing Loans.

The Board considered the proposal, approved it subject to the approval of shareholders at general meeting and passed the following resolutions

"RESOLVED THAT pursuant to the provisions of Companies Act 2013 and the rules issued thereunder, Chairman and Managing Director be and is hereby authorized to do all such things and to take all such incidental and necessary steps to obtain shareholders' approval through special resolution in the AGM for raising funds upto ₹ 2000 Crore through issuance of Secured Corporate Bonds on Private Placement Basis and settle all issues that may arise in the course of implementing the process.

RESOLVED FURTHER THAT Chairman and Managing Director and/or Director (Finance) be and is hereby jointly and severally authorized to finalize the terms and conditions of such Corporate Bonds.

RESOLVED FURTHER THAT Chairman and Managing Director and/or Director (Finance) be and is hereby jointly and severally authorized to appoint any intermediaries / agencies / persons as may be required for the purposes of the issue(s) including without limitation the Arrangers, Registrar, Credit Rating Agency, Trustee, Legal Firm, any other agency required by SEBI etc. and decide & settle the remuneration for all such intermediaries / agencies / persons, including by way of payment of commission, brokerage fee, charges, etc. if otherwise payable.

RESOLVED FURTHER THAT Chairman and Managing Director and/or Director (Finance) be and is hereby jointly and severally authorized to appoint Banker to the issue and open Bank Account and settle the terms of appointment.



RESOLVED FURTHER THAT Chairman and Managing Director and / or Director (Finance) be and is hereby jointly and severally authorized to provide assets of the company as security by way of hypothecation and/or mortgage on pari-passu basis, wherever required for availing such Term loan/Corporate Bonds


RESOLVED FURTHER THAT Chairman and Managing Director and / or Director (Finance) be and is hereby jointly and severally authorized to execute various agreements/deeds for availing and securing of such financing

RESOLVED FURTHER THAT Chairman and Managing Director and / or Director (Finance) be and are hereby authorized to sign the Disclosure Document and to make an application along with necessary documents required for the listing of the bonds in one or more Stock Exchange(s) and make necessary fees associated

RESOLVED FURTHER THAT Director (Finance) and / or Company Secretary be and are hereby authorized jointly or severally to complete allotment of Bonds, to file with the Registrar of the Companies requisite form PAS3, PAS5 etc and particulars of charges in connection with the said hypothecation and mortgage in favour of trustees by filing statutory return within the time limit as laid down in the Companies Act, 2013

RESOLVED FURTHER THAT the Common seal as per the rules of the company be affixed on all such documents / deeds as are required to be executed under the Common seal of the company in terms of provisions of Articles of Association of the company "

Certified True Copy


(Rashmi Sharma)
Company Secretary

रश्मि शर्मा
RASHMI SHARMA
कंपनी सचिव/Company Secretary
टीएचडीसी इंडिया लि., ऋषिकेश
THDC India Ltd., Rishikesh

THDC INDIA LIMITED
RISHIKESH
EXTRACT OF THE MINUTES OF 30th ANNUAL GENERAL MEETING
HELD ON 28.09.2018

Special Resolution

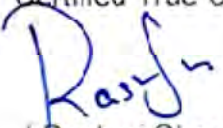
30.5 To issue Secured, Non-Convertible, Non-Cumulative Bonds on Private Placement Basis.

"RESOLVED THAT pursuant to the provisions of Section 42, 71 and all other applicable provisions of the Companies Act, 2013 read with relevant rules (including any statutory modification(s) or re-enactment thereof, for the time being in force), and subject to the provisions of the Articles of Association of the Company, approval of the members be and is hereby accorded to authorize the Board of Directors of the Company to offer or invite subscriptions for secure bonds, in one or more series/tranches, aggregating up to ₹ 2000 crore (Two Thousand Crore), on private placement, on such terms and conditions as the Board of Directors of the Company may, from time to time, determine and in the beneficial interest of the Company including time, consideration for the issue, utilization of issue proceeds and all other matter connected with or incidental thereto.

RESOLVED FURTHER THAT the Board of Directors be and is hereby authorized to do or cause to be done all such acts, deeds and other things as may be required or considered necessary or incidental thereto for giving effect to this resolution "

Shri T.C. Sharma, Chief Engineer Ganga (Irrigation & Water Resources), CoUP and representative of Governor of UP **Seconded** the above resolutions.

Certified True Copy


(Rashmi Sharma)

रश्मि शर्मा
RASHMI SHARMA
कंपनी सचिव/Company Secretary
टीएचडीसी इंडिया लि., रीशिकेश
THDC India Ltd., Rishikesh

**India Ratings
& Research**

Fitch Group

Mr. J. Behera
Director Finance
THDC India Limited
Ganga Bhawan,
Pragatipuram, Bye-Pass Road
Rishikesh-249201 (Uttarakhand)

August 30, 2019

Kind Attn: Mr. J. Behera, Director Finance

Dear Sir,

Re: Rating of Non-Convertible Debentures of THDC India Limited

India Ratings and Research (Ind-Ra) is pleased to communicate the rating of Provisional IND AA+/Stable for the INR15 billion Proposed non-convertible debentures (NCDs) of THDC India Limited.

The final rating will be assigned following the final issuance and the receipt of the final documentation, conforming to the information already received by Ind-Ra.

In issuing and maintaining its ratings, India Ratings relies on factual information it receives from issuers and underwriters and from other sources India Ratings believes to be credible. India Ratings conducts a reasonable investigation of the factual information relied upon by it in accordance with its ratings methodology, and obtains reasonable verification of that information from independent sources, to the extent such sources are available for a given security or in a given jurisdiction.

The manner of India Ratings' factual investigation and the scope of the third-party verification it obtains will vary depending on the nature of the rated security and its issuer, the requirements and practices in the jurisdiction in which the rated security is offered and sold and/or the issuer is located, the availability and nature of relevant public information, access to the management of the issuer and its advisers, the availability of pre-existing third-party verifications such as audit reports, agreed-upon procedures letters, appraisals, actuarial reports, engineering reports, legal opinions and other reports provided by third parties, the availability of independent and competent third-party verification sources with respect to the particular security or in the particular jurisdiction of the issuer, and a variety of other factors.

Users of India Ratings' ratings should understand that neither an enhanced factual investigation nor any third-party verification can ensure that all of the information India Ratings relies on in connection with a rating will be accurate and complete. Ultimately, the issuer and its advisers are responsible for the accuracy of the information they provide to India Ratings and to the market in offering documents and other reports. In issuing its ratings India Ratings must rely on the work of experts, including independent auditors with respect to financial statements and attorneys with respect to legal and tax matters. Further, ratings are inherently forward-looking and embody assumptions and predictions about future events that by their nature cannot be verified as facts. As a result, despite any verification of current facts, ratings can be affected by future events or conditions that were not anticipated at the time a rating was issued or affirmed.



India Ratings & Research Private Limited A Fitch Group Company

Wockhardt Tower, Level 4, West Wing, Bandra Kurla Complex, Bandra (E), Mumbai 400 051

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India Ratings
& Research

Fitch Group

India Ratings seeks to continuously improve its ratings criteria and methodologies, and periodically updates the descriptions on its website of its criteria and methodologies for securities of a given type. The criteria and methodology used to determine a rating action are those in effect at the time the rating action is taken, which for public ratings is the date of the related rating action commentary. Each rating action commentary provides information about the criteria and methodology used to arrive at the stated rating, which may differ from the general criteria and methodology for the applicable security type posted on the website at a given time. For this reason, you should always consult the applicable rating action commentary for the most accurate information on the basis of any given public rating.

Ratings are based on established criteria and methodologies that India Ratings is continuously evaluating and updating. Therefore, ratings are the collective work product of India Ratings and no individual, or group of individuals, is solely responsible for a rating. All India Ratings reports have shared authorship. Individuals identified in a India Ratings report were involved in, but are not solely responsible for, the opinions stated therein. The individuals are named for contact purposes only.

Ratings are not a recommendation or suggestion, directly or indirectly, to you or any other person, to buy, sell, make or hold any investment, loan or security or to undertake any investment strategy with respect to any investment, loan or security or any issuer. Ratings do not comment on the adequacy of market price, the suitability of any investment, loan or security for a particular investor (including without limitation, any accounting and/or regulatory treatment), or the tax-exempt nature or taxability of payments made in respect of any investment, loan or security. India Ratings is not your advisor, nor is India Ratings providing to you or any other party any financial advice, or any legal, auditing, accounting, appraisal, valuation or actuarial services. A rating should not be viewed as a replacement for such advice or services. Investors may find India Ratings's ratings to be important information, and India Ratings notes that you are responsible for communicating the contents of this letter, and any changes with respect to the rating, to investors.

It will be important that you promptly provide us with all information that may be material to the ratings so that our ratings continue to be appropriate. Ratings may be raised, lowered, withdrawn, or placed on Rating Watch due to changes in, additions to, accuracy of or the inadequacy of information or for any other reason India Ratings deems sufficient.

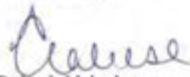
Nothing in this letter is intended to or should be construed as creating a fiduciary relationship between India Ratings and you or between India Ratings and any user of the ratings.

In this letter, "India Ratings" means India Ratings & Research Pvt. Ltd. and any successor in interest.

We are pleased to have had the opportunity to be of service to you. If we can be of further assistance, please contact the undersigned at 022 – 4000 1700.

Sincerely,

India Ratings



Rakesh Valecha
Senior Director



Abhishek Bhattacharya
Director

India Ratings Affirms THDC India and its NCDs at 'IND AA+' /Stable; Rates Additional Proposed NCDs

21

JUN 2019

By Nitin Bansal

India Ratings and Research (Ind-Ra) has affirmed THDC India Limited's (THDC) Long Term Issuer Rating at 'IND AA+'. The Outlook is Stable. The instrument-wise rating actions are as follows:

Instrument Type	ISIN	Date of Issuance	Coupon Rate (%)	Maturity Date	Size of Issue (million)	Rating/Outlook	Rating Action
Non-convertible debentures (NCDs)	INE812V07013	3 October 2016	7.59	3 October 2026	INR6,000	IND AA+/Stable	Affirmed
Proposed Non-convertible debentures (NCDs)#	-	-	-	-	INR15,000	Provisional IND AA+/Stable	Assigned

The final rating will be assigned following the final issuance and the receipt of the final documentation, conforming to the information already received by Ind-Ra.

KEY RATING DRIVERS

Operations Under Cost-Plus Model: THDC operates its hydropower plants under the cost-plus return on equity framework, outlined by Central Electricity Regulatory Commission (CERC), thus ensuring a reasonable recovery of costs,

the pass-through of forex risks and a guaranteed return on equity. The new hydro and thermal plants being set up by THDC would also be covered under the CERC regulations, thereby reducing the operating cash flow risk.

Efficient Operations: THDC's two operational hydro plants – Tehri Hydroelectric Project (THEP) and Koteshwar Hydroelectric Project (KHEP) – continued to achieve better-than-normative levels of operational performance in FY19. This is reflected through the higher availability and higher-than-design energy generation levels over the seven years ended FY19. During FY19, the plant availability factors of THEP and KHEP were 84.5% (FY18: 79.3%, FY17: 82.1%) and 68% (68.4%, 70.9%) compared with the normative availability of 77.0% and 67.0%, respectively. Furthermore, the actual generation at both plants remained above design energy over FY14-FY19. Higher availability and higher generation than design energy led to a healthy capacity incentive, secondary energy and deviation settlement charges, which totalled INR1.17 billion in FY19 (INR685 million). Ind-Ra expects THDC to continue to earn healthy incentive income over the control period of FY19-FY24.

Tariff Finalisation Completed Till FY19: CERC has finalised the tariff orders for both THEP (in FY18) and KHEP (in FY19) up to FY19. Although THDC had been booking the revenues as per CERC guidelines, it had been billing its consumers at the last approved/provisional tariff for KHEP, leading to regulatory asset (RA) creation of INR5 billion as of FYE18. Post the receipt of the tariff order, THDC billed the consumers against RA of INR4.5 billion and also booked additional revenue of INR4.4 billion, as the final approved tariff was higher than the amount booked by THDC.

Increase in Receivables: THDC's receivables increased to INR17 billion in FY19 (FY18: INR13.1 billion) on account of the additional billing allowed post the receipt of tariff orders for the plants. Bulk of the receivable increase came in from discoms of Uttar Pradesh and Jammu and Kashmir as the debtor increased to INR12.2 billion (INR6.2 billion) and INR2.2 billion (INR1.6 billion) respectively. The receivable outstanding from Delhi discoms declined to INR1.8 billion (INR4.2 billion). Ind-Ra expects the debtor days to normalise during FY20 as payments from the discoms against the additional billing begin. THDC is working towards improving the collection period by offering incentives such as discounts on prompt payments, relying on multiple counterparties and diversion of power from one state to another or from one discom to another within a state.

Increase in Project Cost: THDC has four projects in the pipeline: Tehri PSP (TPSP, 1,000MW), Vishnugad Pipalkoti (VP, 444MW), Dhukwan Small Hydro Project (DSHP, 24MW) and Khurja Super TPP (KSTPP, 1,320MW). The cumulative cost for the projects moved up to INR221 billion from INR202 billion earlier, with Tehri PSP's project cost rising to INR51 billion from INR30 billion. THDC had incurred a capex of INR56.4 billion on the projects as of May 2019 and it expects to commission TPSP/VP/DSHP/KSTPP by June 2022/December 2021/October 2019/September 2023, respectively. Tehri PSP and Vishnugad Pipalkoti have also seen a time overrun. Given that THDC generates operating cash flows of around INR15 billion annually, Ind-Ra believes the equity commitment of INR66 billion required for the four projects would be made largely through internal accruals. These projects are likely to result in an increase in the company's leverage until the time of commissioning. Ind-Ra continues to draw comfort from the regulated cost plus equity model and the presence of firm power purchase agreements for all projects. The management plans to incur a capex of INR9 billion in FY20 (FY19: INR10 billion, FY18: INR10.8 billion); but in the subsequent two to three years, the capex would increase to INR30 billion-40 billion annually, thus keep the leverage levels elevated. As a step to keep project costs under control, THDC first infuses the equity in the projects to the extent possible and then draws on the loans.

Debt Tie-ups Partially Complete: THDC has completed debt tie-ups for VP and DSHP, and it has partially completed the tie-up for TPSP. For TPSP, THDC has tied up a foreign currency loan of EUR83 million; the balance would be tied up from the banking system and also from the bond proceeds over FY20-FY21. For KSTPP, part of the debt required would be funded from the bond proceeds, while the balance debt is yet to be tied up. If there is a delay in the debt tie-up for the under-construction projects, the timelines could get extended and the project cost might see an increase.

Equity Support from Parent: At FYE19, the government of India (GoI) held a 74.23% stake in THDC. Also, Tehri Dam, on which THEP was built, was envisaged as a multipurpose project for irrigation, flood control and power generation, thus reflecting the importance of the project to the GoI. The GoI supports THDC through equity infusions for

the TPSP. Also, TPSP may become a grid asset and would, increasing the entity's strategic importance. Hence, Ind-Ra expects the GoI to continue to provide need-based business and financial support to THDC.

Comfortable Credit Metrics: In FY19, THDC's net leverage (net debt/EBITDA) declined to 2.0x in FY19 (FY18: 2.4x, FY17: 2.9x) and gross interest coverage improved to 12.1x (FY18: 7.4x, FY17: 5.6x). The improvement in leverage and coverage was the result of a significant jump in EBITDA to INR21.4 billion in FY19 (FY18: INR16 billion) due to the additional billing of INR4.5 billion for KHEP and INR3.1 billion towards the late payment surcharge. THDC's term debt against operational projects declined to INR12.3 billion in FY19 (FY18: INR16.1 billion), while the gross debt increased to INR44.1 billion (INR40.7 billion) as the debt against under construction projects, primarily TPSP/VHEP/DSHP, increased to INR25.5 billion (INR18.1 billion). Ind-Ra expects THDC's net leverage to increase to around 3.5x in FY20 and to around 5x in FY21 in view of debt drawdown for under-construction projects.

Superior Liquidity: THDC's liquidity remained comfortable in FY19, with strong cash flow from operations of INR13.6 billion (FY18: INR21.7 billion), cash balances of INR454 million (FY18: INR610 million) and an overdraft facility of INR14 billion, which was utilised to the extent of 52% for the 12 months ended May 2019. The company has scheduled repayments of INR5.12 billion in FY20 and FY21 each. THDC also has a short-term loan of INR6 billion, which it intends to replace through the bond proceeds. Ind-Ra expects the DSCR for THDC to remain strong over FY20 and FY21, given the interest on the under construction projects would be capitalised.

Tehri PSP Likely to Operate as Grid Asset: Although power purchase agreements have been signed for the Tehri PSP with the discoms of Delhi, Rajasthan, Haryana and Uttarakhand, the ability of these states to buy power at high tariffs in view of a high conversion cost in addition to the original cost of power remains to be seen. Ind-Ra believes that one of the ways to operate the Tehri PSP as a feasible project is to consider the plant as a grid asset, providing stability to the grid. Alternatively, the GoI could look at various means to lower its per unit tariff.

RATING SENSITIVITIES

Negative: A significant build-up of dues from buyers, significant time and cost overruns in under-construction projects, and/or inability to operationalise power purchase agreements for under-construction projects, leading to net leverage exceeding 4.0x, on a sustained basis, and/or any additional debt-funded capex and weakening of linkages with the GoI could lead to a negative rating action.

COMPANY PROFILE

Incorporated in 1988, THDC is a Mini Ratna Category-I and Schedule A central public sector enterprise. THDC is a joint venture between the GoI and the government of Uttar Pradesh. THDC has two operational hydropower plants in Uttarakhand: THEP (1,000MW) and KHEP (400MW). In addition, it has two wind power projects in Gujarat: Patan (50MW) and Devbhumi Dwarka (63MW).

FINANCIAL SUMMARY

Particulars	FY19	FY18
Revenue (INR million)	27,667	21,906
EBITDA (INR million)	21,414	16,807
EBITDA margin (%)	77.4	76.7
Interest coverage (x)	12.1	7.4

Net leverage (x)	2.0	2.4
Source: Ind-Ra, THDC		

RATING HISTORY

Instrument Type	Current Rating/Outlook			Historical Rating/Outlook		
	Rating Type	Rated Limits (million)	Rating/Outlook	9 October 2018	13 October 2017	22 September 2016
Issuer rating	Long-term	-	IND AA+/Stable	IND AA+/Stable	IND AA+/Stable	IND AA+/Stable
NCDs	Long-term	INR21,000	IND AA+/Stable	IND AA+/Stable	IND AA+/Stable	IND AA+/Stable

COMPLEXITY LEVEL OF INSTRUMENTS

For details on the complexity level of the instrument, please visit <https://www.indiaratings.co.in/complexity-indicators>.

SOLICITATION DISCLOSURES

Additional information is available at www.indiaratings.co.in. The ratings above were solicited by, or on behalf of, the issuer, and therefore, India Ratings has been compensated for the provision of the ratings.

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Ind-Ra currently maintains coverage of corporate issuers, financial institutions (including banks and insurance companies), finance and leasing companies, managed funds, urban local bodies and project finance companies.

Headquartered in Mumbai, Ind-Ra has seven branch offices located in Ahmedabad, Bengaluru, Chennai, Delhi, Hyderabad, Kolkata and Pune. Ind-Ra is recognised by the Securities and Exchange Board of India, the Reserve Bank of India and National Housing Bank.

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Applicable Criteria

Corporate Rating Methodology

Analyst Names

Primary Analyst

Nitin Bansal

Senior Analyst

India Ratings & Research A Fitch Group Company 601, Prakashdeep Building 7, Tolstoy Marg
New Delhi 110001 India

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Secondary Analyst

Shreyas Vaidya

Management Trainee

Committee Chairperson

Vivek Jain

Director

+91 11 43567249

Media Relation

Namita Sharma

Manager – Corporate Communication

+91 22 40356121



ICRA Limited

Ref: D/RAT/2019-20/T 185/3

August 29, 2019

Ms Rashmi Sharma
 Company Secretary
 THDC India Limited
 Ganga Bhawan, Pragatipuram
 Bye Pass Road
 Rishikesh - 249201

Dear Madam,

Re: ICRA rating for Rs. 1500 crore Non Convertible Debenture of THDC India Limited

Please refer to your email dated August 29, 2019 providing acceptance of [ICRA]AA (Stable) rating assigned to the captioned programme last communicated to you vide our letter Ref: D/RAT/2019-20/T 185/2 dated June 28, 2019.

We confirm that the [ICRA]AA (pronounced as ICRA double A) rating assigned to your captioned programme and last communicated to you vide our letter dated June 28, 2019 stands. Instruments with this rating are considered to have high degree of safety regarding timely servicing of financial obligations. Such instruments carry very low credit risk. The Outlook on the long-term rating is **Stable**.

The other terms and conditions for the credit rating of the aforementioned instrument shall remain the same as communicated vide our letter Ref: D/RAT/2019-20/T 185/2 dated June 28, 2019.

Please find enclosed rating rationale for the aforementioned rating. We will be uploading the same on our website on August 30, 2019. Kindly provide your comments (if any) on the same prior to that.

We look forward to further strengthening our existing relationship and assure you of our best services.

With kind regards,

Yours sincerely,

For ICRA Limited


 Sabyasachi Majumdar
 Senior Vice President & Group Head
 sabyasachi@icraindia.com


 Siddhartha Kaushik
 Assistant Vice President
 siddhartha.kaushik@icraindia.com

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Registered Office : 1105, Kailash Building, 11th Floor, 26 Kasturba Gandhi Marg, New Delhi - 110001. Tel. : +91.11.23357940-45

RATING • RESEARCH • INFORMATION

87303

THDC India Limited

August 29, 2019

THDC India Limited: [ICRA]AA (Stable) rating assigned

Summary of rating action

Instrument*	Previous Rated Amount (Rs. crore ¹)	Current Rated Amount (Rs. crore)	Rating Action
Non Convertible Debenture	-	1500.00	[ICRA]AA (Stable) ² ; Assigned

*Instrument details are provided in Annexure-1

Rationale

ICRA's rating action factors in the strategic importance of THDC India Limited (THDC) for the Government of India (GoI) and the Government of UP (GoUP), the cost-plus tariff for THDC's projects resulting in regulated returns, the efficient operation of the running plants, the presence of power purchase agreements (PPAs) for all its projects, and the stable regulatory regime. Rating concerns emanate from the company's exposure to significant execution risks (2,788 MW under-construction capacity), presence of counterparty credit risks, high cost of power limiting cost competitiveness, uncertainty regarding the eventual extent of approval of costs by Central Electricity Regulatory Commission (CERC) for under-construction projects and the expected deterioration in capital structure as the company avails project loans to fund capital expenditure.

Outlook: Stable

ICRA believes that THDC will continue to benefit from its cost-plus tariff operations, which will be supported by healthy generation in its plants. The outlook may be revised to positive if the under-construction projects are commissioned within the current budgeted estimates and the respective project costs are approved by CERC. The outlook may be revised to Negative if there are significant time or cost overruns in the under-construction projects, resulting in deterioration in cost competitiveness of these projects or ability to earn regulated returns subject to disallowances by CERC, or if there is significant delay in payment of dues by discoms resulting in the weakening of the company's liquidity profile.

Key rating drivers

Credit strengths

Strategically important entity with multiple purposes apart from power generation: THDC's flagship 2,400-MW Tehri project is a multi-purpose project and therefore is strategically important for the GoI (a 74.4% stake) and the GoUP (a 25.6% stake). Apart from power generation, THDC's projects provide flood control, irrigation water to UP, and drinking water to UP and Delhi. The 1,000-MW Tehri hydro power project (HPP) assisted in restoration of electricity grid in July 2012. The under-construction 1,000-MW pumped storage plant (at Tehri), once commissioned, will not only provide peaking power, but also assist in supporting the grid by providing the balancing power in the presence of several intermittent renewable sources of power.

¹ 100 lakh = 1 crore = 10 million

² For complete rating scale and definitions, please refer to ICRA's website www.icra.in or other ICRA Rating Publications

Cost-plus tariff to result in regulated returns: All commissioned hydro projects, and under-construction projects (except the 24-MW Dhukwan SHEP that has fixed tariff from the GoUP and wind projects that have feed-in tariff from Gujarat Urja Vikas Nigam Limited) have cost-plus tariff. This ensures adequate recovery of fixed charges, resulting in comfortable debt servicing, earning regulated return (subject to meeting the normative operating requirements). The coverage indicators of THDC are therefore very strong at present. Accumulation of regulated returns over the years has enabled THDC to part fund equity portion and part debt portion of its under-construction projects through internal accruals.

Operational plants running efficiently: Generations from both operating hydro plants (1,000-MW Tehri HPP and 400-MW Koteswar HPP) have consistently remained close to or above their respective design energy. The generation has been healthy in case of wind power projects (commissioned in FY2017) as well, wherein the generation in Patan (50 MW) was close to design capacity utilisation factor (CUF), while in case of Dwarka (63 MW), it was higher than the design CUF in FY2019.

Regulatory clarity in place: Tariffs for both the operational hydro projects are based on CERC regulations. In the recent regulations (FY2020-FY2024), CERC has continued its cost-plus tariff with regulated return on equity of 16.5% for storage-type hydro projects (norms tightened, receivable days 45 days from 60 days, escalation 4.77% instead of 6.64%). The tariff order for 2014-19 was issued in March 2017 for Tehri and October 2018 for Koteswar.

Power purchase agreements in place: PPAs in place for all the projects mitigates offtake risk. The two wind projects of 50-MW and 63-MW capacity have fixed tariff of Rs. 4.15/unit and Rs. 4.19/unit respectively (with generation-based incentive of Rs. 0.5/unit) and one small hydro project of 24 MW (Dhukwan in Jhansi, UP) has fixed tariff of Rs. 4.87/unit. All other projects have a cost-plus PPA.

Credit challenges

Significant project capacity under construction: THDC is undertaking construction of four projects with aggregate capacity of 2,788 MW (1,468-MW hydro and 1,320-MW thermal). This exposes the company to significant project execution risks (completion within budgeted time and cost estimates), especially on account of the existing time and cost overruns in under-construction hydro projects and the nascent stage of construction 1,320-MW Khurja Super Thermal Power Project and the associated Amelia coal block.

Significant exposure to counter-party risks: Even though THDC has a distributed PPA profile, it is still exposed to the risk of delayed payments from utilities with weak financials (close to half the allocated capacity). Increased receivables in FY2019 (billing of income for prior years post tariff finalisation for 2014-2019 block) is expected to normalise going forward. However, the risk of delayed payments will persist with exposure to the financially weak discoms.

High cost of power: The levelised tariff for operational hydro projects of THDC is above Rs. 4 per unit, while that of under-construction projects is even higher (more than Rs. 7 per unit for 1,000-MW Tehri pumped storage and more than Rs. 5 per unit for Vishnugad Pipalkoti HPP) at the current cost estimates (which too can escalate, given the time remaining for construction). This limits the ability to regulate power supplies to third party in the event of prolonged delay in payments from discoms.

Uncertainty regarding approval of costs by CERC: While the under-construction projects are expected to earn regulated returns on account of cost-plus tariff (subject to achieving normative operating parameters), uncertainty remains regarding

the quantum of costs that will be eventually approved by CERC. To the extent the costs are disallowed, the cushion available for debt servicing for the respective project loans will be lower. Comfort is drawn from the low gap between CERC approved and incurred project costs of operational hydro projects.

Capital structure to deteriorate going forward: THDC, for the ongoing projects, is expected to incur cumulative expenditure of ~Rs. 17,000 crore over the next six years. Going forward, the company is expected to avail sizeable debt, to fund the incremental capex and finance the already incurred capex to achieve the planned funding mix of 70:30 (debt:equity). This is expected to result in substantial increase in debt and with tapering OPBITDA of the existing hydro projects, the Total Debt/OPBITDA is expected to increase to 10.7 times in FY2022 from the current 2.0 times in FY2019. While the capital structure will be substantially leveraged, the commencement of interest and principal servicing on these project loans post commissioning of the respective projects is a source of comfort.

Liquidity position

The liquidity profile of THDC is adequate, supported by the regulated nature of operations, financial flexibility and ability of the company to raise funds from the market. The company has deployed its internal accruals for part funding of project debt and equity, which has resulted in current low cash balance, although with the tie-up/disbursement of project debt, the same is expected to improve.

Analytical approach

Analytical Approach	Comments
Applicable Rating Methodologies	Corporate Credit Rating Methodology
Parent/Group Support	Not applicable
Consolidation / Standalone	The ratings are based on standalone financial profile of the company

About the company

THDC is a joint venture of the GoI and the GoUP. The company was incorporated in July 1988 for setting up of 2,400-MW Tehri Hydro Power Project. Two of the three projects, 1,000-MW Tehri HPP and 400-MW Koteshwar HPP, are operational while the 1,000-MW pumped storage project is expected to be commissioned by June 2022. In addition, the company has two operational wind projects of aggregate capacity 113 MW. Apart from these projects, the key under-construction projects of the company include HPP 24 MW Dhukwan SHEP and 444 MW Vishungadh Pipalkoti. These projects are expected to be commissioned in October 2019 and December 2022, respectively. The company has also received investment approval in March 2019 for the development of 1,320-MW Khurja Super Thermal Power Project and the associated Amelia coal block.

As per provisional results, in FY2019, the company reported a net profit of Rs. 1,196.5 crore on an operating income (OI) of Rs. 2,766.7 crore against net profit of Rs. 2,185.1 crore on an OI of Rs. 771.4 crore in FY2018.

Key financial indicators (provisional for FY2019)

	FY2018	FY2019
Operating Income (Rs. crore)	2185.1	2766.7
PAT (Rs. crore)	771.2	1196.5
OPBDIT/OI (%)	78.0%	78.2%
RoCE (%)	13.5%	20.3%

Total Debt/TNW (times)	0.5	0.5
Total Debt/OPBDITA (times)	2.4	2.0
Interest Coverage (times)	7.5	12.2

Status of non-cooperation with previous CRA: Not applicable

Any other information: None

Rating history for last three years

Instrument	Type	Current Rating (FY2020)		Date & Rating August 2019	Chronology of Rating History for the past 3 years			
		Amount Rated (Rs. crore)	Amount Outstanding (Rs. crore)		Date & Rating in FY2019	Date & Rating in FY2018	Date & Rating in FY2017	
1	NCD	Long Term	1500.00	Nil*	[ICRA]AA (stable)	-	-	-

*yet to be raised

Complexity level of the rated instrument

ICRA has classified various instruments based on their complexity as "Simple", "Complex" and "Highly Complex". The classification of instruments according to their complexity levels is available on the website www.icra.in

Annexure-1: Instrument details

ISIN No	Instrument Name	Date of Issuance / Sanction	Coupon Rate	Maturity Date	Amount Rated (Rs. crore)	Current Rating and Outlook
NA	NCD*	-	-	-	1,500.00	[ICRA]AA (Stable)

*yet to be placed

Source: THDC India Limited

Annexure-2: List of entities considered for consolidated analysis: Not applicable

ANALYST CONTACTS

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+91- 9354738909 (open Monday to Friday, from 9:30 am to 6 pm)

info@icraindia.com

About ICRA Limited:

ICRA Limited was set up in 1991 by leading financial/investment institutions, commercial banks and financial services companies as an independent and professional investment Information and Credit Rating Agency.

Today, ICRA and its subsidiaries together form the ICRA Group of Companies (Group ICRA). ICRA is a Public Limited Company, with its shares listed on the Bombay Stock Exchange and the National Stock Exchange. The international Credit Rating Agency Moody's Investors Service is ICRA's largest shareholder.

For more information, visit www.icra.in

ICRA Limited

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Ref. No.: 5772

June 13, 2019

THDC INDIA LTD (Company)
Bhagirath Bhawan
Top Terrace Bhagirathpuram
Tehri Garhwal –UR-249001 IN

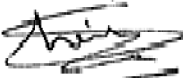
Sub: Consent to act as Debenture Trustee for the issue of Redeemable, Non-cumulative Secured, Rated, to be listed, Non-Convertible Debentures having a face value of INR 50,00,000 (Rupee Fifty lakh only) each, for cash at par worth Rs. 750 Crore with Green Shoe Option of Rs. 750 Crore aggregating to Rs. 1,500 Crore (Rupee Fifteen hundred Crore only) ("Debentures") on private placement basis to be issued by THDC INDIA LTD (Company)

Dear Sir,

This is with reference to our discussion regarding appointment of Vistra ITCL (India) Limited for the issue of Redeemable, Non-cumulative Secured, Rated, to be listed, Non-Convertible Debentures having a face value of INR 50,00,000 (Rupee Fifty lakh only) each, for cash at par worth Rs. 750 Crore with Green Shoe Option of Rs. 750 Crore aggregating to Rs. 1,500 Crore (Rupee Fifteen hundred crore only) ("Debentures") on private placement basis to be issued by the Company. In this regard, we do hereby give our consent to act as the Debenture Trustee subject to the Company agreeing to the following conditions.

1. The Company agrees and undertakes to create securities as mentioned under the Debenture Trustee Appointment Agreement dated June 11, 2019 for the above referred issue. The said security shall be created on such terms and conditions as disclosed in the Debenture Trustee Appointment Agreement and execute necessary documents as agreed upon by the Company under the transaction documents
2. The Company agrees & undertakes to pay Debenture Trustees so long as they hold the office of the Debenture Trustee, remuneration as stated in appointment letter dated May 24, 2019 for the services as Debenture Trustee in addition to all legal, travelling and other costs, charges and expenses which the Debenture Trustee or their officers, employees or agents may incur in relation to execution of the Debenture Trust Deed and all other documents affecting the Security till the monies in respect of the Debentures have been fully paid-off and the requisite formalities for satisfaction of charge in all respects, have been complied with
3. The Company shall comply with the provisions of SEBI (Debenture Trustees) Regulations, 1993, SEBI (Issue and Listing of Debt Securities) Regulations, 2008, SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Companies Act, 2013 and other applicable provisions as amended from time to time and agrees to furnish to Trustee such information in terms of the same on regular basis.

Sincerely,
Vistra ITCL (India) Limited


Authorized Signatory



Registered office:

The IL&PS Financial Centre,
Plot G- 22, G Block, 7th Floor
Bandra Kurla Complex, Bandra (East),
Mumbai 400051

Tel +91 22 2659 3530
Fax +91 22 2653 3267
Email: mumbai@vistra.com

Vistra ITCL (India) Limited
www.vistraitcl.com
CIN U08020MH1005PLC095507



Ref: Consent/THDC

Saturday, May 4, 2019

M/s. THDC INDIA LIMITED,
Bhagirath Bhawan Top Terrace Bhagirathipuram Tehri Garhwal UR 249001

Sub: Consent for acting as R&T for issue of Bonds amounting Rs.1500 crores on Private placement Basis for 10 Years

Dear Sir/Madam,

We hereby give our consent to act as Registrar for issue of Bonds amounting Rs.1500 crores on Private placement Basis for 10 Years, and are agreeable to the inclusion of our name as "Registrar to Issue" in the disclosure documents and/or applications to be made to the Stock Exchange(s) and/or Depositories in this regard.

Thanking you,

For **KARVY FINTECH PVT. LTD**

S P Venugopal
Corporate Registry

CC: **National Securities Depository Limited,**
Trade World-A Wing, Kamala Mills Compound,
Senapati Bapat Marg, Lower Parcel,
Mumbai – 400013

Central Depository Services (India) Limited.
Phiroze Jeejeebhoy Towers,
16th Floor, Dalal Street,
Mumbai-400 001



KARVY FINTECH PRIVATE LIMITED (KFPL)
(Formerly known as KFPL Advisory Services Private Limited)
Registered & Corporate Office

"Kavy Selenium, Tower- B", Plot No. 31 & 32, Gachibowli, Financial District, Manakrangauda, Serilingampally, Hyderabad, 500032, Telangana
Ph: +91-40-4716 2222, 3321 1904 | www.karvyfintech.com | CIN : 072490TG09177FC1-7443



DCS/COMP/AK/IP-PPDI/429/19-20
June 25, 2019

The Company Secretary
THDC INDIA LIMITED
Bhagirath Bhawan,
Top Terrace Bhagirathipuram Tehri,
Garhwal-249001

Dear Sir,

Re: Private placement of Secured, Redeemable, Non-convertible, Non-cumulative, Taxable Bonds (Series II) in the nature of Debentures of the face value of Rs. 10,00,000/- each for cash at par worth Rs. 750 Crores with Green Shoe Option of Rs. 750 Crores aggregating to Rs. 1,500 Crores.

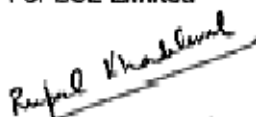
We acknowledge receipt of your application on the online portal on June 24, 2019 seeking In-principle approval for issue of captioned security. In this regard, the Exchange is pleased to grant in-principle approval for listing subject to fulfilling the following conditions:

1. Filing of listing application.
2. Payment of fees as may be prescribed from time to time.
3. Compliance with Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008 as amended 2012, and submission of Disclosures and Documents as per Regulations 21, in the format specified in Schedule I of the said Regulations and also Compliance with provisions of Companies Act 2013.
4. Receipt of Statutory & other approvals & compliance of guidelines issued by the statutory authorities including SEBI, RBI, DCA etc. as may be applicable.
5. Compliance with change in the guidelines, regulations directions of the Exchange or any statutory authorities, documentary requirements from time to time

This In Principle Approval is valid for a period of 1 year from the date of issue of this letter. The Exchange reserves its right to withdraw its in-principle approval at any later stage if the information submitted to the Exchange is found to be incomplete/ incorrect/misleading/false or for any contravention of Rules, Bye-laws and Regulations of the Exchange, SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. Guidelines/Regulations issued by the statutory authorities etc. Further, it is subject to payment of all applicable charges levied by the Exchange for usage of any system, software or similar such facilities provided by BSE which the Company shall avail to process the application of securities for which approval is given vide this letter.

Yours faithfully,
For BSE Limited

AK


Rupal Khandelwal
Manager


Akshay Arolkar
Assistant Manager



BSE Limited (Formerly Bombay Stock Exchange Ltd.)
Registered Office: Floor 25, P J Towers, Dalal Street, Mumbai - 400 001 India
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Corporate Identity Number: L67130*111205PLC155180



National Stock Exchange Of India Limited

Ref. No.: NSE/LIST/1124

June 26, 2019

The Compliance Officer
THDC INDIA LIMITED
Bhagirath Bhawan,
Top Terrace Bhagirathipuram Tehri,
Garhwal-249001

Kind Attn.: Ms. Rashmi Sharma

Dear Madam,

Sub.: In-principle approval for listing of Non-convertible Bonds in the nature of Debentures on private placement basis.

This is with reference to your application for In-principle approval for listing of Secured, Redeemable, Non-convertible, Non-cumulative, Taxable Bonds (Series II) in the nature of Debentures of face value of Rs. 10 lakhs each for cash at par worth Rs.750 crores with green shoe option of Rs.750 Crore aggregating to Rs. 1500 Crore, to be issued by THDC INDIA LIMITED on private placement basis. In this regard, the Exchange is pleased to grant in-principle approval for the said issue.

Kindly note that these debt instruments may be listed on the Exchange after the allotment process has been completed provided the securities of the issuer are eligible for listing on the Exchange as per our listing criteria and the issuer fulfills the listing requirements of the Exchange. The issuer is responsible to ensure compliance with all the applicable guidelines issued by appropriate authorities from time to time including SEBI (Issue and Listing of Debt Securities) Regulations, 2008.

Yours faithfully,
For National Stock Exchange of India Limited

Harshad Dharod
Manager

This Document is Digitally Signed

National Stock Exchange of India Limited | Exchange Plaza, C-1, Block G, Bandra Kurla |
India +91 22 26598100 | www.nseindia.com | CIN U67120MH1992PLC069769



Signer: Harshad P Dharod
Date: Wed, Jun 26, 2019 19:28:18 IST
Location: NSE
(E), Mumbai - 400 051.