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### General information about company

Scrip code	533553
NSE Symbol	TDPOWERSYS
MSEI Symbol	NO
ISIN	INE419M01019
Name of the entity	TD POWER SYSTEMS LIMITED
Date of start of financial year	01-04-2018
Date of end of financial year	31-03-2019
Reporting Quarter	Yearly
Date of Report	31-03-2019
Risk management committee	Not Applicable

Enter the quarter  
ended date only

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## Annexure I

Annexure I to be submitted by listed entity on quarterly basis

## I. Composition of Board of Directors

Disclosure of notes on composition of board of directors explanatory													Add Notes		
Whether the listed entity has a Regular Chairperson													Yes		
Sr	Title (Mr / Ms)	Name of the Director	PAN	DIN	Category 1 of directors	Category 2 of directors	Category 3 of directors	Date of appointment in the current term	Date of cessation	Tenure of director (in months)	No of Directorship in listed entities including this listed entity (Refer Regulation 25(1) of Listing Regulations)	Number of memberships in Audit/ Stakeholder Committee(s) including this listed entity (Refer Regulation 26(1) of Listing Regulations)	No of post of Chairperson in Audit/ Stakeholder Committee held in listed entities including this listed entity (Refer Regulation 26(1) of Listing Regulations)	Notes for not providing PAN	Notes for not providing DIN
Add		Delete													
1	Mr	Mohib N Khericha	AGMPK8152H	00010365	Non-Executive - Non Independent Director	Chairperson		27-09-2017			4	7	4		
2	Mr	Nikhil Kumar	ACIPK5127G	00062243	Executive Director	Not Applicable		17-01-2016			1	0	0		
3	Mr	K G Prabhakar	AAUPP5279L	07187463	Non-Executive - Non Independent Director	Not Applicable		26-09-2018			1	0	0		
4	Mr	Nithin Bagamane	AHXPB9872B	00136704	Non-Executive - Independent Director	Not Applicable		01-04-2014		60	1	2	1		
5	Mr	Ravi Kanth Mantha	BSUPM9551R	03630968	Non-Executive - Independent Director	Not Applicable		01-04-2014		60	1	1	0		
6	Ms	Prathiba Sastry	BAMPS6419L	01505172	Non-Executive - Independent Director	Not Applicable		27-09-2017		60	1	2	0		

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Disclosure of notes on composition of committees explanatory

[Add Notes](#)

For this quarter kindly note the following points:

1. Date of Appointment and Date of Cessation (if applicable) must be mandatorily filled for every Committee.
2. Date of Appointment can be any day upto March 31, 2019.
3. Date of Cessation must be for the current quarter only, i.e. January 1,2019 to March 31,2019.

**Audit Committee Details**

Whether the Audit Committee has a Regular Chairperson					Yes		
Sr	DIN Number	Name of Committee members	Category 1 of directors	Category 2 of directors	Date of Appointment	Date of Cessation	Remarks
1	00136704	Nithin Bagamane	Non-Executive - Independent Director	Chairperson	12-08-2014		
2	00010365	Mohib N Khericha	Non-Executive - Non Independent Director	Member	12-08-2014		
3	03630968	Ravi Kanth Mantha	Non-Executive - Independent Director	Member	11-02-2015		
4	01505172	Prathibha Sastry	Non-Executive - Independent Director	Member	27-09-2017		
5							
6							
7							
8							
9							
10							

**Nomination and remuneration committee**

Whether the Nomination and remuneration committee has a Regular Chairperson					Yes		
Sr	DIN Number	Name of Committee members	Category 1 of directors	Category 2 of directors	Date of Appointment	Date of Cessation	Remarks
1	00136704	Nithin Bagamane	Non-Executive - Independent Director	Chairperson	10-08-2017		
2	00010365	Mohib N Khericha	Non-Executive - Non Independent Director	Member	12-08-2014		
3	01505172	Prathibha Sastry	Non-Executive - Independent Director	Member	07-02-2018		
4							
5							
6							
7							
8							
9							
10							

**Stakeholders Relationship Committee**

Whether the Stakeholders Relationship Committee has a Regular Chairperson					Yes		
Sr	DIN Number	Name of Committee members	Category 1 of directors	Category 2 of directors	Date of Appointment	Date of Cessation	Remarks
1	00010365	Mohib N Khericha	Non-Executive - Non Independent Director	Chairperson	12-08-2014		
2	00136704	Nithin Bagamane	Non-Executive - Independent Director	Member	07-02-2018		



3	01505172	Prathibha Sastry	Non-Executive - Independent Director	Member	27-09-2017		
4							
5							
6							
7							
8							
9							
10							

Risk Management Committee							
Whether the Risk Management Committee has a Regular Chairperson							
Sr	DIN Number	Name of Committee members	Category 1 of directors	Category 2 of directors	Date of Appointment	Date of Cessation	Remarks
1							
2							
3							
4							
5							
6							
7							
8							
9							
10							

Corporate Social Responsibility Committee							
Whether the Corporate Social Responsibility Committee has a Regular Chairperson					Yes		
Sr	DIN Number	Name of Committee members	Category 1 of directors	Category 2 of directors	Date of Appointment	Date of Cessation	Remarks
1	03630968	Ravi Kanth Mantha	Non-Executive - Independent Director	Chairperson	12-08-2014		
2	07187463	K G Prabhakar	Non-Executive - Non Independent Director	Member	12-08-2014		
3	00062243	Nikhil Kumar	Executive Director	Member	08-08-2018		
4	01505172	Prathibha Sastry	Non-Executive - Independent Director	Member	27-09-2017		
5							
6							
7							
8							
9							
10							



Other Committee

Sr	DIN Number	Name of Committee members	Name of other committee	Category 1 of directors	Category 2 of directors	Remarks
1						
2						
3						
4						
5						
6						
7						
8						
9						
10						

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Annexure 1			
III. Meeting of Board of Directors			
Disclosure of notes on meeting of board of directors explanatory		<a href="#">Add Notes</a>	
Sr	Date(s) of meeting (Enter dates of Previous quarter and Current quarter in chronological order)	Maximum gap between any two consecutive (in number of days)	Notes for not providing Date
<a href="#">Add</a> <a href="#">Delete</a>			
1	30-10-2018		
2	31-01-2019	92	

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Other Committee

Annexure 1								
IV. Meeting of Committees								
Disclosure of notes on meeting of committees explanatory						Add Notes		
Sr	Name of Committee	Date(s) of meeting of the committee in the relevant quarter	Whether requirement of Quorum met (Yes/No)	Requirement of Quorum met	Date(s) of meeting of the committee in the previous quarter	Maximum gap between any two consecutive meetings (in number of days)	Name of other committee	Reason for not providing date
Add Delete								
1	Audit Committee	31-01-2019	Yes	4	30-10-2018	92		

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Annexure 1			
V. Related Party Transactions			
Sr	Subject	Compliance status (Yes/No/NA)	If status is "No" details of non-compliance may be given here.
1	Whether prior approval of audit committee obtained	Yes	
2	Whether shareholder approval obtained for material RPT	NA	
3	Whether details of RPT entered into pursuant to omnibus approval have been reviewed by Audit Committee	Yes	
Disclosure of notes on related party transactions			<a href="#">Add Notes</a>
Disclosure of notes of material transaction with related party			<a href="#">Add Notes</a>

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## Annexure 1

## VI. Affirmations

Sr	Subject	Compliance status (Yes/No)
1	The composition of Board of Directors is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015	Yes
2	The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015 <b>a. Audit Committee</b>	Yes
3	The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015. <b>b. Nomination &amp; remuneration committee</b>	Yes
4	The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015. <b>c. Stakeholders relationship committee</b>	Yes
5	The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015. <b>d. Risk management committee (applicable to the top 100 listed entities)</b>	NA
6	The committee members have been made aware of their powers, role and responsibilities as specified in SEBI (Listing obligations and disclosure requirements) Regulations, 2015.	Yes
7	The meetings of the board of directors and the above committees have been conducted in the manner as specified in SEBI (Listing obligations and disclosure requirements) Regulations, 2015.	Yes
8	This report and/or the report submitted in the previous quarter has been placed before Board of Directors.	Yes
9	<b>Any comments/observations/advice of Board of Directors may be mentioned here:</b>	<a href="#">Add Notes</a>

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## Annexure 1

Sr	Subject	Compliance status
1	Name of signatory	N Srivatsa
2	Designation	Company Secretary and Compliance Officer



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Sr	Item	Compliance status	If status is "No" details of non-compliance may be given here.	Web address
1	Details of business	Yes		www.tdps.co.in
2	Terms and conditions of appointment of independent directors	Yes		www.tdps.co.in
3	Composition of various committees of board of directors	Yes		www.tdps.co.in
4	Code of conduct of board of directors and senior management personnel	Yes		www.tdps.co.in
5	Details of establishment of vigil mechanism/ Whistle Blower policy	Yes		www.tdps.co.in
6	Criteria of making payments to non-executive directors	Yes		www.tdps.co.in
7	Policy on dealing with related party transactions	Yes		www.tdps.co.in
8	Policy for determining 'material' subsidiaries	Yes		www.tdps.co.in
9	Details of familiarization programmes imparted to independent directors	Yes		www.tdps.co.in
10	Contact information of the designated officials of the listed entity who are responsible for assisting and handling investor grievances	Yes		www.tdps.co.in
11	email address for grievance redressal and other relevant details	Yes		www.tdps.co.in
12	Financial results	Yes		www.tdps.co.in
13	Shareholding pattern	Yes		www.tdps.co.in
14	Details of agreements entered into with the media companies and/or their associates	NA		
15	New name and the old name of the listed entity	NA		
16	Disclosure of notes on website in terms of Listing Regulations explanatory [Text Block]		<a href="#">Add Notes</a>	

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II. Annual Affirmations				
Sr	Particulars	Regulation Number	Compliance status (Yes/No/NA)	If status is "No" details of non-compliance may be given here.
1	Independent director(s) have been appointed in terms of specified criteria of 'independence' and/or 'eligibility'	16(1)(b) & 25(6)	Yes	
2	Board composition	17(1)	Yes	
3	Meeting of Board of directors	17(2)	Yes	
4	Review of Compliance Reports	17(3)	Yes	
5	Plans for orderly succession for appointments	17(4)	Yes	
6	Code of Conduct	17(5)	Yes	
7	Fees/compensation	17(6)	NA	
8	Minimum Information	17(7)	Yes	
9	Compliance Certificate	17(8)	Yes	
10	Risk Assessment & Management	17(9)	Yes	
11	Performance Evaluation of Independent Directors	17(10)	Yes	
12	Composition of Audit Committee	18(1)	Yes	
13	Meeting of Audit Committee	18(2)	Yes	
14	Composition of nomination & remuneration committee	19(1) & (2)	Yes	
15	Composition of Stakeholder Relationship Committee	20(1) & (2)	Yes	
16	Composition and role of risk management committee	21(1),(2),(3),(4)	NA	
17	Vigil Mechanism	22	Yes	
18	Policy for related party Transaction	23(1),(5),(6),(7) & (8)	Yes	
19	Prior or Omnibus approval of Audit Committee for all related party transactions	23(2), (3)	Yes	
20	Approval for material related party transactions	23(4)	NA	
21	Composition of Board of Directors of unlisted material Subsidiary	24(1)	NA	
22	Other Corporate Governance requirements with respect to subsidiary of listed entity	24(2),(3),(4),(5) & (6)	Yes	
23	Maximum Directorship & Tenure	25(1) & (2)	Yes	
24	Meeting of independent directors	25(3) & (4)	Yes	
25	Familiarization of independent directors	25(7)	Yes	
26	Memberships in Committees	26(1)	Yes	
27	Affirmation with compliance to code of conduct from members of Board of Directors and Senior management personnel	26(3)	Yes	
28	Disclosure of Shareholding by Non-Executive Directors	26(4)	Yes	
29	Policy with respect to Obligations of directors and senior management	26(2) & 26(5)	Yes	
Any other information to be provided				<a href="#">Add Notes</a>

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1	Name of signatory	N Srivatsa
2	Designation	Company Secretary and Compliance Officer



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### Annexure II

#### III. Affirmations

Sr	Particulars	Compliance status (Yes/No/NA)
1	The Listed Entity has approved Material Subsidiary Policy and the Corporate Governance requirements with respect to subsidiary of Listed Entity have been complied	Yes
Any other information to be provided		<a href="#">Add Notes</a>

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### Annexure II

1	Name of signatory	N Srivatsa
2	Designation	Company Secretary and C



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### Signatory Details

Name of signatory	N Srivatsa
Designation of person	Company Secretary
Place	Bangalore
Date	08-04-2019

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