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General information about company

Scrip code	533553
NSE Symbol	TDPOWERSYS
MSEI Symbol	
ISIN	INE419M01019
Name of the entity	TD POWER SYSTEMS LIMITED
Date of start of financial year	01-04-2020
Date of end of financial year	31-03-2021
Reporting Quarter	Yearly
Date of Report	31-03-2021
Risk management committee	Not Applicable
Market Capitalisation as per immediate previous Financial Year	Top 2000 listed entities

Enter the quarter
ended date only

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Annexure 1

Annexure 1 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				
Whether Chairperson is related to MD or CEO																				
																No				
Sr	Title (Mr/Ms)	Name of the Director	PAN	DIN	Category 1 of directors	Category 2 of directors	Category 3 of directors	Date of Birth	Whether special resolution passed? (Refer Reg-17(1A) of Listing Regulations)	Date of passing special resolution	Initial Date of appointment	Date of Re-appointment	Date of cessation	Term of director (in months)	No of Directorships in listed entities including this listed entity (Refer Regulation 17A of Listing Regulations)	No of Independent Directorship in listed entities including this listed entity (Refer Regulation 17A(1) of Listing Regulations)	Number of memberships in Audit/ Stakeholder Committee(s) including this listed entity (Refer Regulation 20(1) of Listing Regulations)	No of past of Chairperson in Audit/ Stakeholder Committee held in listed entities including this listed entity (Refer Regulation 26(2) of Listing Regulations)	Notes for non providing PAN	Notes for non providing DIN
Add		Delete																		
1	Mr.	Mahesh N. Kientzhe	AGMPK83201	00012865	Non-Executive - Non Independent Director	Chairperson		26-08-1952	NA		22-02-2002	12-08-2019			3	1	3		2	
2	Mr.	Nishil Kumar	ACPK51276	00963245	Executive Director	Not Applicable		17-08-1967	NA		24-04-1999	17-01-2016			1	0	0		0	
3	Mr.	K G Prabhakar	AAU1P55796	07187463	Non-Executive - Non Independent Director	Not Applicable		28-06-1956	NA		20-03-2019	23-09-2020			1	0	0		0	
4	Mr.	Wishu Sagarana	AH30388726	09136704	Non-Executive - Independent Director	Not Applicable		22-08-1963	NA		13-07-2011	01-04-2019			60	1	1	2	1	
5	Mr.	Ravi Karish Manjha	BSUJPM931R	03630968	Non-Executive - Independent Director	Not Applicable		23-09-1972	NA		02-12-2013	01-04-2019			60	1	1	1	0	
6	Ms	Pratibha Setty	BAAMP64191	01305172	Non-Executive - Independent Director	Not Applicable		20-08-1978	NA		27-09-2017	26-09-2018			60	1	1	2	0	



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Annexure 1

II. Composition of Committees

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 September 30, 2020.
3. Date of Cessation must be for the current quarter only, i.e. July 1,2020 to September 30,2020.

Note: Please enter DIN. After entering DIN, Name of Committee members and Category 1 of Directors shall be prefilled automatically

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							
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Note: Please enter DIN. After entering DIN, Name of Committee members and Category 1 of Directors shall be prefilled automatically

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							
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Note: Please enter DIN. After entering DIN, Name of Committee members and Category 1 of Directors shall be prefilled automatically

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		



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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							
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Note: Please enter DIN. After entering DIN, Name of Committee members and Category 1 of Directors shall be prefilled automatically

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	00062243	Nikhil Kumar	Executive Director	Member	08-08-2018		
3	07187463	K G Prabhakar	Non-Executive - Non Independent Director	Member	08-08-2018		
4	01505172	Prathibha Sastry	Non-Executive - Independent Director	Member	27-09-2017		
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Other Committee						
Sr	DIN Number	Name of Committee members	Name of other committee	Category 1 of directors	Category 2 of directors	Remarks
1						



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Disclosure of notes on meeting of board of directors explanatory

[Add Notes](#)

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	Whether requirement of Quorum met (Yes/No)	Number of Directors present*	No. of Independent Directors attending the meeting*
	Add	Delete				
1	10-11-2020			Yes	6	3
2	04-02-2021	85		Yes	6	3

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* to be filled in only for the current quarter meetings

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Disclosure of notes on meeting of committees explanatory

[Add Notes](#)

Sr	Name of Committee	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)	Name of other committee	Reason for not providing date	Whether requirement of Quorum met (Yes/No)	Number of Directors present*	No. of Independent Directors attending the meeting*
1	Audit Committee	10-11-2020				Yes	4	3
2	Audit Committee	04-02-2021	85			Yes	4	3
3	Stakeholders relationship Committee	04-02-2021				Yes	3	2

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* to be filled in only for the current quarter meetings

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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			Add Notes
Disclosure of notes of material transaction with related party			Add Notes

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Annexure II

Annexure II to be submitted by listed entity at the end of the financial year (for the whole of financial year)

I. Disclosure on website in terms of Listing Regulations

Sr	Item	Compliance status (Yes/No/NA)	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	Schedule of analyst or institutional investor meet and presentations made by the listed entity to analysts or institutional investors simultaneously with submission to stock exchange	Yes		www.tdps.co.in
16	New name and the old name of the listed entity	NA		
17	Advertisements as per regulation 47 (1)	Yes		www.tdps.co.in
18	Credit rating or revision in credit rating obtained	Yes		www.tdps.co.in
19	Separate audited financial statements of each subsidiary of the listed entity in respect of a relevant financial year	Yes		www.tdps.co.in
20	Whether company has provided information under separate section on its website as per Regulation 46(2)	Yes		www.tdps.co.in
21	Materiality Policy as per Regulation 30	Yes		www.tdps.co.in
22	Dividend Distribution policy as per Regulation 43A (as applicable)	NA		
23	It is certified that these contents on the website of the listed entity are correct	Yes		www.tdps.co.in
24	Disclosure of notes on website in terms of Listing Regulations explanatory [Text Block]		Add Notes	

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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 a. Audit Committee	Yes
3	The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015. b. Nomination & remuneration committee	Yes
4	The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015. c. Stakeholders relationship committee	Yes
5	The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015. d. Risk management committee (applicable to the top 500 listed entities)	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	Any comments/observations/advice of Board of Directors may be mentioned here:	Add Notes

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



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Annexure II
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), 17(1A) & 17(1B)	Yes	
3	Meeting of Board of directors	17(2)	Yes	
4	Quorum of Board meeting	17(2A)	Yes	
5	Review of Compliance Reports	17(3)	Yes	
6	Plans for orderly succession for appointments	17(4)	Yes	
7	Code of Conduct	17(5)	Yes	
8	Fees/compensation	17(6)	NA	
9	Minimum Information	17(7)	Yes	
10	Compliance Certificate	17(8)	Yes	
11	Risk Assessment & Management	17(9)	Yes	
12	Performance Evaluation of Independent Directors	17(10)	Yes	
13	Recommendation of Board	17(11)	Yes	
14	Maximum number of Directorships	17A	Yes	
15	Composition of Audit Committee	18(1)	Yes	
16	Meeting of Audit Committee	18(2)	Yes	
17	Composition of nomination & remuneration committee	19(1) & (2)	Yes	
18	Quorum of Nomination and Remuneration Committee meeting	19(2A)	Yes	
19	Meeting of Nomination and Remuneration Committee	19(3A)	Yes	
20	Composition of Stakeholder Relationship Committee	20(1), 20(2) & 20(2A)	Yes	
21	Meeting of Stakeholders Relationship Committee	20(3A)	Yes	
22	Composition and role of risk management committee	21(1),(2),(3),(4)	NA	
23	Meeting of Risk Management Committee	21(3A)	NA	
24	Vigil Mechanism	22	Yes	
25	Policy for related party Transaction	23(1),(1A),(5),(6),(7) & (8)	Yes	
26	Prior or Omnibus approval of Audit Committee for all related party transactions	23(2), (3)	Yes	
27	Approval for material related party transactions	23(4)	NA	
28	Disclosure of related party transactions on consolidated basis	23(9)	Yes	
29	Composition of Board of Directors of unlisted material Subsidiary	24(1)	NA	
30	Other Corporate Governance requirements with respect to subsidiary of listed entity	24(2),(3),(4),(5) & (6)	Yes	
31	Annual Secretarial Compliance Report	24(A)	No	Financial year 2020-21 is June 30, 2021 and the same will be filed within
32	Alternate Director to Independent Director	25(1)	NA	
33	Maximum Tenure	25(2)	NA	
34	Meeting of independent directors	25(3) & (4)	Yes	
35	Familiarization of independent directors	25(7)	Yes	
36	Declaration from Independent Director	25(8) & (9)	No	required disclosure will be taken at or before the first board meeting.



37	D & O Insurance for Independent Directors	25(10)	Yes	
38	Memberships in Committees	26(1)	Yes	
39	Affirmation with compliance to code of conduct from members of Board of Directors and Senior management personnel	26(3)	Yes	
40	Disclosure of Shareholding by Non-Executive Directors	26(4)	NA	
41	Policy with respect to Obligations of directors and senior management	26(2) & 26(5)	Yes	
Any other information to be provided				Add Notes

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Annexure II		
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		Add Notes

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Annexure II

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



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Signatory Details

Name of signatory	N Srivatsa
Designation of person	Company Secretary and Compliance Officer
Place	Bangalore
Date	12-04-2021

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