

General information about company

Scrip code	533553
NSE Symbol	TDPOWERSYS
MSEI Symbol	NOTLSITED
ISIN	INE419M01027
Name of the entity	TD POWER SYSTEMS LIMITED
Date of start of financial year	01-04-2023
Date of end of financial year	31-03-2024
Reporting Quarter	Yearly
Date of Report	31-03-2024
Risk management committee	Applicable
Market Capitalisation as per immediate previous Financial Year	Top 1000 listed entities

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

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
1	Mr	Mohib Nomanbhai Khericha	AGMPK8152H	00010365	Non-Executive - Non Independent Director	Chairperson		04-08-1952
2	Mr	Nikhil Kumar	ACIPK5127G	00062243	Executive Director	Not Applicable	MD	17-08-1967
3	Mr	Nithin Bagamane	AHXPB9872B	00136704	Non-Executive - Independent Director	Not Applicable		22-08-1963
4	Mr	Ravi Kanth Mantha	BSUPM9551R	03630968	Non-Executive - Independent Director	Not Applicable		03-09-1972
5	Ms	Prathibha Sastry	BAMPS6419L	01505172	Non-Executive - Independent Director	Not Applicable		20-08-1976
6	Ms	Subramanyam Prabhamani	ABZPP2110J	09695003	Non-Executive - Non Independent Director	Not Applicable		18-06-1960

I. Composition of Board of Directors**Disqualification of Directors under section 164 of the Companies Act, 2013**

Sr	Whether the director is disqualified?	Start Date of disqualification	End Date of disqualification	Details of disqualification	Current status
1	No				Active
2	No				Active
3	No				Active
4	No				Active
5	No				Active
6	No				Active

I. Composition of Board of Directors

Sr	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	Tenure of director (in months)	No of Directorship in listed entities including this listed entity (Refer Regulation 17A of Listing Regulations)	No of Independent Directorship in listed entities including this listed entity [with reference to proviso to regulation 17A(1) & 17A(2)]	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)	Reason for Cessation	Notes for not providing PAN	Notes for not providing DIN
1	NA		22-02-2000	09-08-2023			3	1	4	2			
2	NA		24-04-1999	17-01-2021			1	0	0	0			
3	NA		01-04-2014	01-04-2019	31-03-2024	120	1	1	2	1	Tenure Completion	Textual Information(1)	
4	No		01-04-2014	01-04-2019	31-03-2024	120	1	1	1	0	Tenure Completion	Textual Information(2)	
5	No		27-09-2017	27-09-2022		78	1	1	2	0			
6	No		27-09-2022	27-09-2022			1	0	0	0			

Text Block

Textual Information(1)

Mr. Nithin Bagamane ceased to be an Independent Director of the Company with effect from March 31, 2024 upon completion of his second terms as Independent Director.

Textual Information(2)

Mr.Ravi Kanth Mantha ceased to be an Independent Director of the Company with effect from March 31, 2024 upon completion of his second terms as Independent Director

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	31-03-2024	Textual Information(1)
2	00010365	Mohib Nomanbhai Khericha	Non-Executive - Non Independent Director	Member	12-08-2014		
3	03630968	Ravi Kanth Mantha	Non-Executive - Independent Director	Member	11-02-2015	31-03-2024	Textual Information(2)
4	01505172	Prathibha Sastry	Non-Executive - Independent Director	Member	27-09-2017		

Sr Text Block

Textual Information(1)	Mr. Nithin Bagamane ceased to be an Independent Director of the Company with effect from March 31 2024 upon completion of his second terms as Independent Director.
Textual Information(2)	Mr. Ravi Kanth Mantha ceased to be an Independent Director of the Company with effect from March 31 2024 upon completion of his second terms as Independent Director.

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	31-03-2024	Textual Information(1)
2	00010365	Mohib Nomanbhai Khericha	Non-Executive - Non Independent Director	Member	12-08-2014		
3	01505172	Prathibha Sastry	Non-Executive - Independent Director	Member	07-02-2018		

Sr Text Block

Textual Information(1)

Mr. Nithin Bagamane ceased to be an Independent Director of the Company with effect from March 31 2024 upon completion of his second terms as Independent Director.

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 Nomanbhai Khericha	Non-Executive - Non Independent Director	Chairperson	12-08-2014		
2	00136704	Nithin Bagamane	Non-Executive - Independent Director	Member	07-02-2018	31-03-2024	Textual Information(1)
3	01505172	Prathibha Sastry	Non-Executive - Independent Director	Member	27-09-2017		

Sr Text Block

Textual Information(1)

Mr. Nithin Bagamane ceased to be an Independent Director of the Company with effect from March 31 2024 upon completion of his second terms as Independent Director.

Risk Management Committee							
Whether the Risk Management 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	05-11-2014	31-03-2024	Textual Information(1)
2	00010365	Mohib Nomanbhai Khericha	Non-Executive - Non Independent Director	Member	01-11-2021		
3	00062243	Nikhil Kumar	Executive Director	Member	05-11-2014		
4	03630968	Ravi Kanth Mantha	Non-Executive - Independent Director	Member	05-11-2014	31-03-2024	Textual Information(2)
5	99999999	Minijenahalli Nagaraja Varalakshmi	NA	Member	01-11-2021		Textual Information(3)

Sr Text Block

Textual Information(1)	Mr. Nithin Bagamane ceased to be an Independent Director of the Company with effect from March 31 2024 upon completion of his second terms as Independent Director.
Textual Information(2)	Mr. Ravi Kanth Mantha ceased to be an Independent Director of the Company with effect from March 31 2024 upon completion of his second terms as Independent Director.
Textual Information(3)	Ms. M N Varalakshmi is Chief Fiancial Officer of the Company and DIN is not applicable

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	31-03-2024	Textual Information(1)
2	00062243	Nikhil Kumar	Executive Director	Member	08-08-2018		
3	09695003	Subramanyam Prabhamani	Non-Executive - Non Independent Director	Member	09-11-2022		
4	01505172	Prathibha Sastry	Non-Executive - Independent Director	Member	27-09-2017		

Sr Text Block

Textual Information(1)

Mr. Ravi Kanth Mantha ceased to be an Independent Director of the Company with effect from March 31 2024 upon completion of his second terms as Independent Director.

Other Committee						
Sr	DIN Number	Name of Committee members	Name of other committee	Category 1 of directors	Category 2 of directors	Remarks

Annexure 1

Annexure 1

III. Meeting of Board of Directors

Disclosure of notes on meeting of board of directors explanatory								
Sr	Date(s) of meeting (if any) in the previous quarter	Date(s) of meeting (if any) in the current quarter	Maximum gap between any two consecutive (in number of days)	Notes for not providing Date	Whether requirement of Quorum met (Yes/No)	Total Number of Directors as on date of the meeting	Number of Directors present* (All directors including Independent Director)	No. of Independent Directors attending the meeting*
1	08-11-2023				Yes	6	6	3
2		01-02-2024	84		Yes	6	6	3

Annexure 1

IV. Meeting of Committees

Disclosure of notes on meeting of committees explanatory										
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)	Total Number of Directors in the Committee as on date of the meeting	Number of Directors Present (All Directors including Independent Director)	No. of Independent Directors attending the meeting*	No. of members attending the meeting (other than Board of Directors)
1	Audit Committee	08-11-2023				Yes	4	4	3	0
2	Audit Committee	01-02-2024	84			Yes	4	4	3	0
3	Nomination and remuneration committee	01-02-2024				Yes	3	3	2	0
4	Stakeholders Relationship Committee	05-03-2024	32			Yes	3	3	2	0
5	Risk Management Committee	05-03-2024				Yes	4	4	2	1

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	

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 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 1000 listed entities)	Yes
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

Annexure 1

Sr	Subject	Compliance status
1	Name of signatory	Bharat Rajwani
2	Designation	Company Secretary and Compliance Officer

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		https://www.tdps.co.in/investor-relations/disclosure-under-reg-46
2	Terms and conditions of appointment of independent directors	Yes		https://www.tdps.co.in/investor-relations/disclosure-under-reg-46
3	Composition of various committees of board of directors	Yes		https://www.tdps.co.in/investor-relations/disclosure-under-reg-46
4	Code of conduct of board of directors and senior management personnel	Yes		https://www.tdps.co.in/investor-relations/disclosure-under-reg-46
5	Details of establishment of vigil mechanism/ Whistle Blower policy	Yes		https://www.tdps.co.in/investor-relations/disclosure-under-reg-46
6	Criteria of making payments to non-executive directors	Yes		https://www.tdps.co.in/investor-relations/disclosure-under-reg-46
7	Policy on dealing with related party transactions	Yes		https://www.tdps.co.in/investor-relations/disclosure-under-reg-46
8	Policy for determining ◆material◆ subsidiaries	Yes		https://www.tdps.co.in/investor-relations/disclosure-under-reg-46
9	Details of familiarization programmes imparted to independent directors	Yes		https://www.tdps.co.in/investor-relations/disclosure-under-reg-46
10	Email address for grievance redressal and other relevant details	Yes		https://www.tdps.co.in/investor-relations/disclosure-under-reg-46
11	Contact information of the designated officials of the listed entity who are responsible for assisting and handling investor grievances	Yes		https://www.tdps.co.in/investor-relations/disclosure-under-reg-46
12	Financial results	Yes		https://www.tdps.co.in/investor-relations/disclosure-under-reg-46
13	Shareholding pattern	Yes		https://www.tdps.co.in/investor-relations/disclosure-under-reg-46
14	Details of agreements entered into with the media companies and/or their associates	NA		

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
15.1	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		https://www.tdps.co.in/investor-relations/disclosure-under-reg-46
15.2	Audio or video recordings and transcripts of post earnings/quarterly calls	Yes		https://www.tdps.co.in/investor-relations/disclosure-under-reg-46
16	New name and the old name of the listed entity	NA		
17	Advertisements as per regulation 47 (1)	Yes		https://www.tdps.co.in/investor-relations/disclosure-under-reg-46
18	Credit rating or revision in credit rating obtained	NA		
19	Separate audited financial statements of each subsidiary of the listed entity in respect of a relevant financial year	Yes		https://www.tdps.co.in/investor-relations/disclosure-under-reg-46
20	Secretarial Compliance Report	Yes		https://www.tdps.co.in/investor-relations/disclosure-under-reg-46
21	Materiality Policy as per Regulation 30 (4)	Yes		https://www.tdps.co.in/investor-relations/disclosure-under-reg-46
22	Disclosure of contact details of KMP who are authorized for the purpose of determining materiality as required under regulation 30(5)	Yes		https://www.tdps.co.in/investor-relations/disclosure-under-reg-46
23	Disclosures under regulation 30(8)	Yes		https://www.tdps.co.in/investor-relations/disclosure-under-reg-46
24	Statements of deviation(s) or variations(s) as specified in regulation 32	NA		
25	Dividend Distribution policy as per Regulation 43A(1)	Yes		https://www.tdps.co.in/investor-relations/disclosure-under-reg-46
26	Annual return as provided under section 92 of the Companies Act, 2013	Yes		https://www.tdps.co.in/investor-relations/disclosure-under-reg-46
27	Confirmation that the above disclosures are in a separate section as specified in regulation 46(2)	Yes		https://www.tdps.co.in/investor-relations/disclosure-under-reg-46
28	Compliance with regulation 46(3) with respect to accuracy of disclosures on the website and timely updating	Yes		https://www.tdps.co.in/investor-relations/disclosure-under-reg-46

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(1C), 17(1D) & 17(1E)	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)	Yes	
9	Minimum Information	17(7)	Yes	
10	Compliance Certificate	17(8)	Yes	

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.
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	Role of Audit Committee and information to be reviewed by the audit committee	18(3)	Yes	
18	Composition of nomination & remuneration committee	19(1) & (2)	Yes	
19	Quorum of Nomination and Remuneration Committee meeting	19(2A)	Yes	
20	Meeting of Nomination and Remuneration Committee	19(3A)	Yes	

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.
21	Role of Nomination and Remuneration Committee	19(4)	Yes	
22	Composition of Stakeholder Relationship Committee	20(1), 20(2) & 20(2A)	Yes	
23	Meeting of Stakeholders Relationship Committee	20(3A)	Yes	
24	Role of Stakeholders Relationship Committee	20(4)	Yes	
25	Composition and role of risk management committee	21(1),(2),(3),(4)	Yes	
26	Meeting of Risk Management Committee	21(3A)	Yes	
27	Quorum of Risk Management Committee meeting	21(3B)	Yes	
28	Gap between the meetings of the Risk Management Committee	21(3C)	Yes	
29	Vigil Mechanism	22	Yes	
30	Policy for related party Transaction	23(1), (1A), (5), (6), & (8)	Yes	

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.
31	Prior or Omnibus approval of Audit Committee for all related party transactions	23(2), (3)	Yes	
32	Approval for material related party transactions	23(4)	NA	
33	Disclosure of related party transactions on consolidated basis	23(9)	Yes	
34	Composition of Board of Directors of unlisted material Subsidiary	24(1)	Yes	
35	Other Corporate Governance requirements with respect to subsidiary of listed entity	24(2),(3),(4), (5) & (6)	Yes	
36	Alternate Director to Independent Director	25(1)	Yes	
37	Maximum Tenure	25(2)	Yes	
38	Appointment, Re-appointment or removal of an Independent Director through special resolution or the alternate mechanism	25(2A)	Yes	
39	Meeting of independent directors	25(3) & (4)	Yes	
40	Familiarization of independent directors	25(7)	Yes	

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.
41	Declaration from Independent Director	25(8) & (9)	Yes	
42	Directors and Officers insurance	25(10)	Yes	
43	Confirmation with respect to appointment of Independent Directors who resigned from the listed entity	25(11)	Yes	
44	Memberships in Committees	26(1)	Yes	
45	Affirmation with compliance to code of conduct from members of Board of Directors and Senior management personnel	26(3)	Yes	
46	Disclosure of Shareholding by Non-Executive Directors	26(4)	Yes	
47	Policy with respect to Obligations of directors and senior management	26(2) & 26(5)	Yes	
48	Approval of the Board and shareholders for compensation or profit sharing in connection with dealings in the securities of the listed entity	26(6)	NA	
49	Vacancies in respect Key Managerial Personnel	26A(1) & 26A(2)	NA	
	Any other information to be provided - Add Notes			

Annexure II

1	Name of signatory	Bharat Rajwani
2	Designation	Company Secretary and Compliance Officer

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	

Annexure II

1	Name of signatory	Bharat Rajwani
2	Designation	Company Secretary and Compliance Officer

Additional Half yearly Disclosure		
Applicability of disclosure	Not Applicable	
Reason for Non Applicability	Textual Information(1)	

Text Block

Textual Information(1)

The Company has extended loan to its wholly owned subsidiaries and issued trade guarantees on behalf of its subsidiaries. However, in terms of SEBI Circular SEBI/HO/CFD/CMD-2/P/CIR/2021/567 dated May 31, 2021, these details are excluded while considering the disclosure requirements.

Additionally it is to be noted that, during the quarter ended March 31,2024, no loan was given to subsidiaries of the Company.

Details of Cyber security incidence

Whether as per Regulation 27(2)(ba) of SEBI (LODR) Regulations, 2015 there has been cyber security incidents or breaches or loss of data or documents during the quarter

No

Number of cyber security incidence or breaches or loss of data event occurred during the quarter

Sr.

Date of the event

Brief details of
the event

Signatory Details

Name of signatory	Bharat Rajwani
Designation of person	Company Secretary and Compliance Officer
Place	Bangalore
Date	15-04-2024

