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### General information about company

Scrip code	533553
NSE Symbol	TDPOWERSYS
MSEI Symbol	NOTLISTED
ISIN	INE419M01027
Name of the entity	TD POWER SYSTEMS LIMITED
Date of start of financial year	01-04-2022
Date of end of financial year	31-03-2023
Reporting Quarter	Yearly
Date of Report	31-03-2023
Risk management committee	Applicable
Market Capitalisation as per immediate previous Financial Year	Top 1000 listed entities

Enter the quarter ended date only

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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, 2022.  
 3. Date of Cessation must be for the current quarter only, i.e. July 1, 2022 to September 30, 2022

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

**Audit Committee Details**

Sr	DIN Number	Name of Committee members	Category 1 of directors	Whether the Audit Committee has a Regular Chairperson		Date of Appointment	Date of Cessation	Remarks
				Category 2 of directors	Yes			
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	03650568	Ravi Kanth Mantha	Non-Executive - Independent Director	Member		11-02-2015		
4	01505172	Prathibha Sastry	Non-Executive - Independent Director	Member		27-09-2017		
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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**

Sr	DIN Number	Name of Committee members	Category 1 of directors	Whether the Nomination and remuneration committee has a Regular Chairperson		Date of Appointment	Date of Cessation	Remarks
				Category 2 of directors	Yes			
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		
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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**



Sr		DIN Number	Name of Committee members	Category 1 of directors	Category 2 of directors	Whether the Stakeholders Relationship Committee has a Regular Chairperson	Yes	Date of Appointment	Date of Cessation	Remarks
1		00010365	Mohib N Khericha	Non-Executive - Non Independent Director	Chairperson		Yes	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										
Sr		DIN Number	Name of Committee members	Category 1 of directors	Category 2 of directors	Whether the Risk Management Committee has a Regular Chairperson	Yes	Date of Appointment	Date of Cessation	Remarks
1		00136704	Nithin Bagamane	Non-Executive - Independent Director	Chairperson		Yes	05-11-2014		
2		00010365	Mohib N 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		
5		99999999	M N Varalakshmi	Chief Financial Officer	Member			01-11-2021		6
6										
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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										
Sr		DIN Number	Name of Committee members	Category 1 of directors	Category 2 of directors	Whether the Corporate Social Responsibility Committee has a Regular Chairperson	Yes	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		09695003	S Prabhramani	Non-Executive - Non Independent Director	Member			09-11-2022		
4		01505172	Prathibha Sastry	Non-Executive - Independent Director	Member			27-09-2017		
5										
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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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Annexure 1							
III. Meeting of Board of Directors							
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)	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	09-11-2022			Yes	6	5	3
2	08-02-2023	90		Yes	6	6	3

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\* to be filled in only for the current quarter meetings



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Annexure 1

IV. Meeting of Committees

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)	Disclosure of notes on meeting of committees explanatory				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)
				Name of other committee	Reason for not providing date	Whether requirement of Quorum met (Yes/No)	Add Notes				
1	Audit Committee	09-11-2022				Yes	4	3	3	0	
2	Audit Committee Stakeholders Relationship Committee	08-02-2023	90			Yes	4	4	3	0	
3	Committee	16-03-2023	35			Yes	3	3	2	0	
4	Risk Management Committee	17-03-2023	0			Yes	4	4	2	1	

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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	NA		
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)	Yes		www.tdps.co.in
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]		<b>Add Notes</b>	

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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 1000 listed entities)</b>	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
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	Bharat Rajwani
2	Designation	Company Secretary and Compliance Officer



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Annexure II					
Sl. No.	Annual Affirmations	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)	Yes	
23	Meeting of Risk Management Committee		21(3A)	Yes	
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)	Yes	
28	Disclosure of related party transactions on consolidated basis		23(9)	Yes	
29	Composition of Board of Directors of unlisted material Subsidiary		24(1)	Yes	
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 2022-23 is May 30, 2023 and the same will be filed within
32	Alternate Director to Independent Director		25(1)	NA	



33	Maximum Tenure	25(2)	Yes
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
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
<b>Any other information to be provided</b>			
<b>Add Notes</b>			

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<b>Annexure II</b>	
1	Name of signatory
2	Designation

Bharat Rajwani

Company Secretary and Compliance Officer



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Annexure II		
III. Affirmations	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		

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Annexure II	
1	Name of signatory
2	Designation



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Additional Half yearly Disclosure

Applicability of disclosure	Not Applicable		
Reason for Non Applicability	Add Notes		
<b>I. Disclosure of loans/ guarantees/comfort letters /securities etc.refer note below</b>			
<b>(A)Any loan or any other form of debt advanced by the listed entity directly or indirectly to</b>			
Entity	Aggregate amount advanced during six months	Balance outstanding at the end of six months	
Promoter or any other entity controlled by them			
Promoter Group or any other entity controlled by them			
Directors (including relatives) or any other entity controlled by them			
KMPs or any other entity controlled by them			
<b>(B) Any guarantee / comfort letter (by whatever name called) provided by the listed entity directly or indirectly, in connection with any loan(s) or any other form of debt availed by</b>			
Entity	Type (guarantee, comfort letter etc.)	Aggregate amount of issuance during six months	Balance outstanding at the end of six months(taking into account any invocation)
Promoter or any other entity controlled by them			
Promoter Group or any other entity controlled by them			
Directors (including relatives) or any other entity controlled by them			
KMPs or any other entity controlled by them			
<b>(C) Any security provided by the listed entity directly or indirectly, in connection with any loan(s) or any other form of debt availed by</b>			
Entity	Type of security (cash, shares etc.)	Aggregate value of security provided during six months	Balance outstanding at the end of six months
Promoter or any other entity controlled by them			
Promoter Group or any other entity controlled by them			
Directors (including relatives) or any other entity controlled by them			
KMPs or any other entity controlled by them			
<b>(D) Additional information</b>			
<b>II. Affirmations</b>			
<b>Affirmations</b>		Compliance Status	Company Remarks
All loans (or other form of debt), guarantees, comfort letters (by whatever name called) or securities in connection with any loan(s) (or other form of debt) given directly or indirectly by the listed entity to promoter(s).			Add Notes
Name			
Designation			
Place			
Date			

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Signatory Details	
Name of signatory	Bharat Rajwani
Designation of person	Company Secretary and Compliance Officer
Place	Bengaluru
Date	12-04-2023

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