

**Quarterly Compliance Report on Corporate Governance**

**Name of the Company: TD POWER SYSTEMS LIMITED**

**Quarter ending on : SEPTEMBER 30 2011**

<b>Sr. No.</b>	<b>Particulars</b>	<b>Clause of Listing Agreement</b>	<b>Compliance status (Yes/No)</b>	<b>Remarks</b>
<b>I</b>	<b>Board of Directors</b>	<b>49(I)</b>		
(A)	Composition of Board	49(IA)	Yes	-
(B)	Non-executive Directors' compensation & disclosures	49(IB)	Yes	
(C)	Other provisions as to Board and Committees	49(IC)	Yes	-
(D)	Code of Conduct	49(ID)	Yes	-
<b>II</b>	<b>Audit Committee</b>	<b>49(II)</b>		
(A)	Qualified & Independent Audit Committee	49(IIA)	Yes	-
(B)	Meeting of Audit Committee	49 (IIB)	Yes	-
(C)	Powers of Audit Committee	49 (IIC)	Yes	-
(D)	Role of Audit Committee	49 II(D)	Yes	-
(E)	Review of Information by Audit Committee	49(IIE)	Yes	-
<b>III</b>	<b>Subsidiary Companies</b>	<b>49(III)</b>	Yes	
<b>IV</b>	<b>Disclosures</b>	<b>49(IV)</b>		
(A)	Basis of related party transactions	49(IVA)	Yes	-
(B)	Disclosure of Accounting Treatment	49(IVB)	Yes	No change in Accounting Treatment
(C)	Board Disclosures	49(IVC)	Yes	-
(D)	Proceeds from public issues, rights issues, preferential issues etc.	49(IVD)	NO.	Will be complied from Quarter ending December 31 2011
(E)	Remuneration of Directors	49(IVE)	N.A.	Will be complied with in the Annual Report 2011-12
(F)	Management	49(IVF)	NA	Will be complied with in the Annual Report 2011-12
(G)	Shareholders	49 (IVG)	Yes	Will be complied with in the Annual Report 2011-12
<b>V.</b>	<b>CEO/CFO Certification</b>	<b>49(V)</b>	N.A.	Will be complied with in the Annual Report 2011-12
<b>VI.</b>	<b>Report on Corporate Governance</b>	<b>49(VI)</b>	Yes	Will be complied with in the Annual Report 2011-12
<b>VII</b>	<b>Compliance</b>	<b>49(VII)</b>	Yes	Will be complied with in the Annual Report 2011-12