

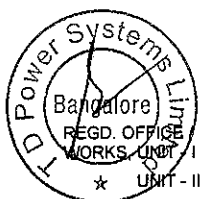
TD Power Systems Limited

Format of Quarterly Compliance Report on Corporate Governance under Clause 49 of the Listing Agreement

Name of the Company: TD POWER SYSTEMS LIMITED

Quarter ending on: SEPTEMBER 30, 2013

Particulars	Clause of Listing Agreement	Compliance Status Yes/No	Remarks
I. Board of Directors	49 I		
(A) Composition of Board	49 (IA)	No	Consequent to the resignation of an Independent director wef May 17 2013, the number of Independent directors on the board of director stands reduced to three as against the requirement of four independent Directors. Efforts are on to fill this vacancy to comply with the clause 49 of the listing agreement.
(B) Non-executive Directors' Compensation & Disclosures	49 (IB)	Yes	-
(C) Other Provisions as to Board and Committees	49 (IC) (i), (ii), (iii)	Yes	-
	49 (IC) (iv)	No	Efforts are on to fill this vacancy to comply with the clause 49 of the listing agreement.
(D) Code of Conduct	49 (ID)	Yes	Will be complied in the Annual Report 2013-14
II. Audit Committee	49 (II)		
(A) Qualified & Independent Audit Committee	49 (II A)	Yes	-
(B) Meeting of Audit Committee	49 (II B)	Yes	-
(C) Powers of Audit Committee	49 (II C)	Yes	-
(D) Role of Audit Committee	49 (II D)	Yes	-
(E) Review of Information by Audit Committee	49 (II E)	Yes	-
III. Subsidiary Companies	49 (III)	Yes	-
IV. Disclosures	49 (IV)		
(A) Basis of Related Party Transactions	49 (IV A)	Yes	-
(B) Disclosure of Accounting Treatment	49 (IV B)	Yes	No change in Accounting Treatment



CITY OFFICE

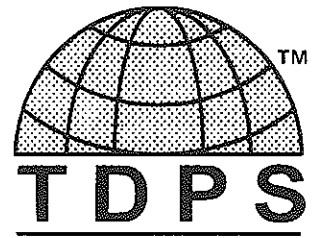
JAPAN OFFICE ADDRESS

: # 27, 28 & 29, KIADB INDL. AREA, DABASPET, NELAMANGALA TALUK, BANGALORE - 562 111, INDIA.
TEL.: + (91) (80) 22995700 / 66337700, FAX : + (91) (80) 77-34439 / 22995718, WEBSITE : www.tdps.co.in

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: TOHWA BUILDING, 4TH FLOOR, 3-3, KITASHINAGAWA, 3-CHOME, SHINAGAWA-KU, TOKYO - 1400001, JAPAN.
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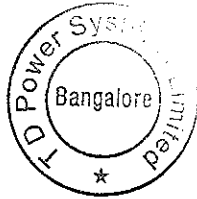


TD Power Systems Limited

(C) Board Disclosures	49 (IV C)	Yes	-
(D) Proceeds from Public Issues, Rights Issues, Preferential Issues etc.	49 (IV D)	Yes	-
(E) Remuneration of Directors	49 (IV E)	Yes	Will be complied in the Annual Report 2013-14
(F) Management	49 (IV F)	Yes	Will be complied in the Annual Report 2013-14
(G) Shareholders	49 (IV G)	Yes	Will be complied in the Annual Report 2013-14
V.CEO/CFO Certification	49 (V)	Yes	Will be complied in the Annual Report 2013-14
VI. Report on Corporate Governance	49 (VI)	Yes	Will be complied in the Annual Report 2013-14
VII. Compliance	49 (VII)	Yes	Will be complied in the Annual Report 2013-14

For **TD POWER SYSTEMS LIMITED**


N. Shivatsa
 Company Secretary



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