

**TD Power Systems Limited**  
(CIN -L31103KA1999PLC025071)

REGISTERED OFFICE & FACTORY:  
27, 28 and 29, KIADB Industrial Area  
Dabaspeta, Nelamangala Taluk  
Bengaluru Rural District  
Bengaluru - 562 111 India

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

**Name of the Company: TD POWER SYSTEMS LIMITED**  
**Quarter ending on: JUNE 30, 2015**

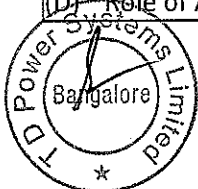
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Corporate Governance - for the Quarter ended June 30, 2015			
Particulars	Clause of Listing agreement	Compliance status (Yes/No/NA)	Remarks
<b>II. Board of Directors</b>	<b>49 (II)</b>		
(A) Composition of Board	49 (IIA)	Yes	
(B) Independent Directors	49 (IIB)	Yes	
(C) Non-executive Directors' compensation & disclosures	49 (IIC)	Yes	
(D) Other provisions as to Board and Committees	49 (IID)	Yes	
(E) Code of Conduct	49 (IIE)	Yes	
(F) Whistle Blower Policy	49 (IIF)	Yes	
<b>III. Audit Committee</b>	<b>49 (III)</b>		
(A) Qualified & Independent Audit Committee	49 (IIIA)	Yes	
(B) Meeting of Audit Committee	49 (IIIB)	Yes	
(C) Powers of Audit Committee	49 (IIIC)	Yes	
(D) Role of Audit Committee	49 (IIID)	Yes	



Particulars	Clause of Listing agreement	Compliance status (Yes/No/NA)	Remarks
(E) Review of Information by Audit Committee	49 (III E)	Yes	
IV. Nomination and Remuneration Committee	49 (IV)	Yes	
V. Subsidiary Companies	49 (V)	Yes	
VI. Risk Management	49 (VI)	Yes	Clause VI (C) is not applicable
VII. Related Party Transactions	49 (VII)	Yes	Clause VII (C) is not applicable
VIII. Disclosures	49 (VIII)		
(A) Related party transactions	49 (VIII A)	NA	No material related party transactions as defined
(B) Disclosure of Accounting Treatment	49 (VIII B)	Yes	
(C) Remuneration of Directors	49 (VIII C)	Yes	To be complied annually
(D) Management	49 (VIII D)	Yes	To be complied annually
(E) Shareholders	49 (VIII E)	Yes	
(F) Proceeds from public issues, rights issue, preferential issues, etc	49 (VIII F)	NA	The IPO proceeds has been fully utilized as on 31.03.2014 as reported under clause 41 of the listing agreement for the year ended 31.03.2014
IX. CEO/CFO Certification	49 (IX)	Yes	To be complied annually
X. Report on Corporate Governance	49 (X)	Yes	To be complied annually
XI. Compliance	49 (XI)	Yes	To be complied annually

For TD POWER SYSTEMS LIMITED

*N. Srivatsa*  
N. Srivatsa  
Company Secretary

