

TD Power Systems Limited

(CIN -L31103KA1999PLC025071)

REGISTERED OFFICE & FACTORY:

27, 28 and 29, KIADB Industrial Area

Dabaspet, Nelamangala Taluk

Bengaluru Rural District

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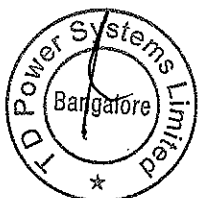
Annexure - XI to the Listing Agreement

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

Name of the Company: TD POWER SYSTEMS LIMITED

Quarter ending on: DECEMBER 31, 2014

Particulars	Clause of Listing agreement	Compliance status (Yes/No/NA)	Remarks
II. Board of Directors	49 (II)		
(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	
III. Audit Committee	49 (III)		
(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	
(E) Review of Information by Audit Committee	49 (IIIE)	Yes	
IV. Nomination and Remuneration Committee	49 (IV)	Yes	



Particulars	Clause of Listing agreement	Compliance status (Yes/No/NA)	Remarks
V. Subsidiary Companies	49 (V)	Yes	
VI. Risk Management	49 (VI)	Yes	In process
VII. Related Party Transactions	49 (VII)	Yes	Clause 49 (VII) C is not applicable
VIII. Disclosures	49 (VIII)		
(A) Related party transactions	49 (VIII A)	Yes	
(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	
IX. CEO/CFO Certification	49 (IX)	Yes	
X. Report on Corporate Governance	49 (X)	Yes	
XI. Compliance	49 (XI)	Yes	To be complied annually

For TD POWER SYSTEMS LIMITED


N. Srivatsa
Company Secretary

