

TD Power Systems Limited

(CIN -L31103KA1999PLC025071)

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

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January 8, 2018

The Corporate Service
Department
BSE Limited
P J Towers, Dalal Street
Mumbai – 400 001

The Listing Department
The National Stock Exchange of India Ltd.
Exchange Plaza, Bandra- Kurla Complex
Bandra (East)
Mumbai 400 051

Sirs,

Sub: Corporate Governance Report under Regulation 27(2) of SEBI (LODR) Regulations, 2015.

In compliance of Regulation 27(2) of SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015, we enclose herewith Corporate Governance Report for the quarter ended December 31, 2017.

Kindly take note of the above on your record and acknowledge the receipt.

Thanking you,

Yours faithfully
For Td Power Systems Limited


N. Privatsa
Company Secretary



Format to be submitted by listed entity on quarterly basis

1. Name of Listed Entity: TD POWER SYSTEMS LIMITED
2. Quarter ending : December 31, 2017

I. Composition of Board of Directors										
Title (Mr. / Ms)	Name of the Director	PAN	DIN	Category (Chairperson/Executive/ Non-Executive/ Non-independent/Nominee) *	Date of Appointment in the current term /cessation	Tenure**	No of Directorship in listed entities including this listed entity (Refer Regulation 25(1) of Listing Regulations)	Number of memberships in Audit/ Stakeholder Committee(s) including this listed entity (Refer Regulation 26(1) of Listing Regulations)	No of post of Chairperson in Audit/ Stakeholder Committee held in listed entities including this listed entity (Refer Regulation 26(1) of Listing Regulations)	
Mr.	Mohib N Khericha	AGMPK8152H	00010365	Chairperson Non-Executive Non Independent Director	27/09/2017	NA	4	7	4	
Mr.	Nikhil Kumar	ACIPK5127G	00062243	Executive – Managing Director	17/01/2016	NA	1	Nil	Nil	
Mr.	K G Prabhakar	AAUPP5279L	07187463	Executive Whole-time Director	22/09/2016	NA	1	Nil	Nil	
Mr.	Arjun Kalyanpur	AHOPK6504C	01605169	Non-Executive Independent Director	01/04/2014	31/03/2019	1	2	Nil	
Mr.	Nithin Bagamane	AHXPB9872B	00136704	Non-Executive Independent Director	01/04/2014	31/03/2019	1	1	1	
Mr.	Ravi Kanth Mantha	BSUPM9551R	03630968	Non-Executive Independent Director	01/04/2014	31/03/2019	1	1	Nil	
Ms.	Prathibha Sastry	BAMP56419L	01505172	Non-Executive - Independent Director	27/09/2017	***	1	2	0	



Note:

*Category of directors means executive/non-executive/independent/Nominee. if a director fits into more than one category write all categories separating them with hyphen.

** To be filled only for Independent Director. Tenure would mean total period from which Independent director is serving on Board of directors of the listed entity in continuity without any cooling off period.

*** Ms. Prathibha Sastry was appointed as an Additional Director of the company w.e.f. September 27, 2017 and shall hold such office up to the next Annual General Meeting of the Company as an Independent Director.

ii. Composition of Committees

Audit Committee			
Sr. No.	Name of the Director	Category	Chairperson/Membership
1	Arjun Kalyanpur	NED, ID	Member
2	Prathibha Sastry	NED, ID	Member
3	Ravi Kanth Mantha	NED, ID	Member
4	Nithin Bagamane	NED, ID	Chairperson
5	Mohib N Khericha	C & NED	Member

Stakeholders Relationship Committee			
Sr. No.	Name of the Director	Category	Chairperson/Membership
1	Arjun Kalyanpur	NED, ID	Member
2	Mohib N Khericha	C & NED	Chairperson
3	Prathibha Sastry	NED, ID	Member

Risk Management Committee			
Sr. No.	Name of the Director	Category	Chairperson/Membership
	Not applicable	Not applicable	Not applicable



Nomination and Remuneration Committee			
Sr. No.	Name of the Director	Category	Chairperson/Membership
1	Mohib N Khericha	C & NED	Member
2	Nithin Bagamane	NED, ID	Member
3	Arjun Kalyanpur	NED, ID	Chairperson

III. Meeting of Board of Directors		
Date(s) of Meeting (if any) in the previous quarter	Date(s) of Meeting (if any) in the relevant quarter	Maximum gap between any two consecutive (in number of days)
10-Aug-2017 27-Sep-2017	15-Nov-2017	48

IV. Meeting of Committees			
Name of the committee	Date(s) of meeting of the committee in the relevant quarter	Whether requirement of Quorum met (details)	Date(s) of meeting of the committee in the previous quarter
Audit Committee	15-Nov-2017	yes	10-Aug-2017
			96

V. Related Party Transactions	
Subject	Compliance status (Yes/No/NA)
Whether prior approval of audit committee obtained	Yes
Whether shareholder approval obtained for material RPT	Not Applicable
Whether details of RPT entered into pursuant to omnibus approval have been reviewed by Audit Committee	Yes



VI. Affirmations

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
 - a. Audit Committee - Yes
 - b. Nomination & remuneration committee - Yes
 - c. Stakeholders relationship committee - Yes
 - d. Risk management committee (applicable to the top 100 listed entities) - Not applicable
3. 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
4. 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
5. a. This report and/or the report submitted in the previous quarter has been placed before Board of Directors. - Yes
b. Any comments/observations/advice of Board of Directors may be mentioned here: **NIL**

Name :

N Shrivatsa

Designation :

Company Secretary & Compliance Officer

