

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

Tel +91 80 229 95700 / 6633 7700
Fax +91 80 7734439 / 2299 5718
Mail tdps@tdps.co.in

www.tdps.co.in

May 28, 2019

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

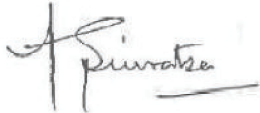
Sirs,

Sub: Submission of Annual Secretarial Compliance Report for the financial year March 31, 2019

In compliance of SEBI Circular CIR/CFD/CMD1/27/2019 dated February 08, 2019, enclosed is the Annual Secretarial Compliance Report for the financial year ended March 31, 2019 issued by Mr. Sudhir Vishnupant Hulyalkar, Practicing Company Secretary.

Kindly take the above on record.

Thanking you,
Yours faithfully,
For **TD Power Systems Limited**



N. Srivatsa
Company Secretary



En: A/a



Sudhir V Hulyalkar
Company Secretary

SECRETARIAL COMPLIANCE REPORT OF TD POWER SYSTEMS LIMITED FOR THE YEAR ENDED MARCH 31, 2019.

I Sudhir V Hulyalkar, Company Secretary in practice have examined:

(a) all the documents and records made available to us and explanation provided by **TD Power Systems Limited ("the listed entity")**,

(b) the filings/ submissions made by the listed entity to the stock exchanges,

(c) website of the listed entity,

(d) Relevant Forms and attachments as filed with the Registrar of Companies and other authorities of Ministry of Corporate Affairs

for the year ended March 31, 2019 ("Review Period") in respect of compliance with the provisions of:

(a) the Securities and Exchange Board of India Act, 1992 ("SEBI Act") and the Regulations, circulars, guidelines issued thereunder; and

(b) the Securities Contracts (Regulation) Act, 1956 ("SCRA"), rules made thereunder and the Regulations, circulars, guidelines issued thereunder by the Securities and Exchange Board of India ("SEBI");

The specific Regulations, whose provisions and the circulars/ guidelines issued thereunder, have been examined, include: -

(a) Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015;

(b) Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018; (No instances for compliance requirements during the year)

(c) Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;

(d) Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018;

Sudhir Vishnupant Hulyalkar
Company Secretaries



- (e) Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014; (No instances for compliance requirements during the year)
- (f) Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008; (No instances for compliance requirements during the year)
- (g) Securities and Exchange Board of India (Issue and Listing of Non-Convertible and Redeemable Preference Shares) Regulations, 2013; (No instances for compliance requirements during the year);
- (h) Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
- (i) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009, (No instances for compliance requirements during the year);
- (j) Securities and Exchange Board of India (Depositories and Participants) Regulations, 2018

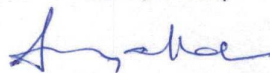
and circulars/ guidelines issued thereunder;

and based on the above examination, I/We hereby report that, during the Review Period

- (a) The listed entity has complied with the provisions of the above Regulations and circulars/ guidelines issued thereunder.
- (b) The listed entity has maintained proper records under the provisions of the above Regulations and circulars/ guidelines issued thereunder insofar as it appears from my examination of those records.
- (c) No actions taken against the listed entity/ its promoters/ directors/ material subsidiaries either by SEBI or by Stock Exchanges (*including under the Standard Operating Procedures issued by SEBI through various circulars*) under the aforesaid Acts/ Regulations and circulars/ guidelines issued thereunder.
- (d) The listed entity has taken the following actions to comply with the observations made in previous reports: (Not Applicable for the current period)

Place: Bangalore
Date: 22/05/2019




SUDHIR VISHNUPANT HULYALKAR
Company Secretary in Practice
FCS No.: 6040 CP No.: 6137