

October 12, 2016

The Corporate Service Department

BSE Limited

PJ Towers

Dalal Street

Mumbai – 400001

The Listing Department

The National Stock Exchange of India Limited

Exchange Plaza

Bandra- Kurla Complex

Bandra (East)

Mumbai 400051

Dear Sirs,

Sub: Quarterly Compliance Report on Corporate Governance

In terms of Regulation 27(2) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, we enclose the Compliance Report on Corporate Governance (Annexure – I & Annexure – III) for the Quarter/half year ended September 30, 2016.

Thank you,

Yours faithfully,

For TD POWER SYSTEMS LIMITED


N Srivatsa

Company Secretary & Compliance Officer



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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Format to be submitted by listed entity on quarterly basis

1. Name of Listed Entity: TD POWEER SYSTEMS LIMITED

2. Quarter ending : 30th September 2016

| I. Composition of Board of Directors | | | | | | | | | |
|--------------------------------------|----------------------|------------|----------|--|--|------------|---|--|---|
| Title (Mr. / Ms) | Name of the Director | PAN \$ | DIN | Category (Chairperson/Executive/ Non-Executive/ 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 | 23/09/2015 | NA | 4 | 6 | 4 |
| Mr. | Nikhil Kumar | ACIPK5127G | 00062243 | Executive – Managing Director | 17/01/2016 | NA | 1 | Nil | Nil |
| Ms. | Nandita Lakshmanan | AAOPM7879B | 00213783 | Non-Executive Independent Director | 01/04/2014 | 31/03/2019 | 1 | 2 | Nil |
| Mr. | Arjun Kalyanpur | AHOPK6504C | 01605169 | Non-Executive Independent Director | 01/04/2014 | 31/03/2019 | 1 | 2 | Nil |
| Mr. | Nitin 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 |
| Mr. | K G Prabhakar | AAUPP5279L | 07187463 | Executive Whole-time Director | 22/09/2016 | NA | 1 | Nil | Nil |



Note:

\$ PAN number of any director would not be displayed on the website of Stock Exchange

& 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.

II. Composition of Committees

| Name of Committee | Name of Committee members | Category (Chairperson/Executive/Non-Executive/independent/Nominee) \$ |
|---|---|--|
| 1. Audit Committee | Mr. Nitin Bagamane Mr. Mohib N. Khericha Ms. Nandita Lakshmanan Dr. Arjun Kalyanpur Mr. Ravi Kanth Mantha | Non-Executive –Independent Director - Chairperson Non-Executive – Non Independent Director Non-Executive -Independent Director Non-Executive -Independent Director Non-Executive -Independent Director |
| 2. Nomination & Remuneration Committee | Dr. Arjun Kalyanpur Mr. Mohib N. Khericha Ms. Nandita Lakshmanan | Non-Executive -Independent Director - Chairperson Non-Executive –Non Independent Director Non-Executive -Independent Director |
| 3. Risk Management Committee(if applicable) | ---NA--- | ---NA--- |
| 4. Stakeholders Relationship Committee' | Mr. Mohib N. Khericha Dr. Arjun Kalyanpur Ms. Nandita Lakshmanan | Non-Executive –Non Independent Director Non-Executive – Independent Director Non-Executive – Independent Director |

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



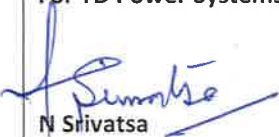
| III. Meeting of Board of Directors | | | |
|---|--|--|--|
| <i>Date(s) of Meeting (if any) in the previous quarter</i> | | <i>Date(s) of Meeting (if any) in the relevant quarter</i> | |
| | | <i>Maximum gap between any two consecutive (in number of days)</i> | |
| May 11, 2016 | | August 03, 2016 | |
| | | 83 days | |
| IV. Meeting of Committees | | | |
| <i>Date(s) of meeting of the committee in the relevant quarter</i> | <i>Whether requirement of Quorum met (details)</i> | <i>Date(s) of meeting of the committee in the previous quarter</i> | <i>Maximum gap between any two consecutive meetings in number of days*</i> |
| August 03, 2016– Audit Committee | Yes | May 11, 2016– Audit Committee | 83 days |
| * This information has to be mandatorily be given for audit committee, for rest of the committees giving this information is optional | | | |
| V. Related Party Transactions | | | |
| Subject | | Compliance status (Yes/No/NA)refer note below | |
| Whether prior approval of audit committee obtained | | Yes | |
| Whether shareholder approval obtained for material RPT | | NA | |
| Whether details of RPT entered into pursuant to omnibus approval have been reviewed by Audit Committee | | NA | |
| Note | | | |
| 1 In the column "Compliance Status", compliance or non-compliance may be indicated by Yes/No/N.A.. For example, if the Board has been composed in accordance with the requirements of Listing Regulations, "Yes" may be indicated. Similarly, in case the Listed Entity has no related party transactions, the words "N.A." may be indicated. | | | |
| 2 If status is "No" details of non-compliance may be given here. | | | |



VI. Affirmations

1. The composition of Board of Directors is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015.
2. The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015
 - a. Audit Committee
 - b. Nomination & remuneration committee
 - c. Stakeholders relationship committee
 - d. Risk management committee (applicable to the top 100 listed entities)
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.
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.
5. The report submitted in the previous quarter has been placed before Board of Directors. There are no comments/observation/advice from the Board of Directors.

For TD Power Systems Limited


N Shivatsa

Company Secretary & Compliance Officer



October 12, 2016



Note:

Information at Table I and II above need to be necessarily given in 1st quarter of each financial year. However if there is no change of information in subsequent quarter(s) of that financial year, this information may not be given by Listed entity and instead a statement "same as previous quarter" may be given.

Format to be submitted by listed entity on quarterly basis

1. Name of Listed Entity: TD POWEER SYSTEMS LIMITED
2. Quarter ending : 30th September 2016

Format to be submitted by listed entity at the end of 6 months after end of financial year along-with second quarter report of next financial year

| I Affirmations | | |
|---|--------------------------------------|---|
| Broad heading | Regulation Number | Compliance status (Yes/No/NA) refer note below |
| Copy of the annual report including balance sheet, profit and loss account, directors report, corporate governance report, business responsibility report displayed on website | 46(2) | Yes |
| Presence of Chairperson of Audit Committee at the Annual General Meeting | 18(1)(d) | yes |
| Presence of Chairperson of the nomination and remuneration committee at the annual general meeting | 19(3) | No – Due to other professional commitments Chairperson of the nomination and remuneration committee did not attend the AGM. |
| Whether “Corporate Governance Report” disclosed in Annual Report | 34(3) read with para C of Schedule V | Yes |
| <p>Note</p> <ol style="list-style-type: none"> 1. In the column “Compliance Status”, compliance or non-compliance may be indicated by Yes/No/N.A.. For example, if the Board has been composed in accordance with the requirements of Listing Regulations, “Yes” may be indicated. Similarly, in case the Listed Entity has no related party transactions, the words “N.A.” may be indicated. 2. If status is “No” details of non-compliance may be given here. 3. If the Listed Entity would like to provide any other information the same may be indicated here. | | |
| <p>For TD Power Systems Limited</p> <div style="display: flex; align-items: center;"> <div style="margin-right: 20px;">  N Srivatsa Company Secretary & Compliance Officer </div> <div style="text-align: center;">  </div> </div> <p>October 12, 2016</p> | | |