

TD Power Systems Limited

Format of 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 2013

Particulars	Clause of Listing Agreement	Compliance Status Yes/No	Remarks
I Board of Directors	49 I		
(A) Composition of Board	49 (IA)	No	Consequent to the resignation of an Independent director wef May 17 2013, the number of Independent directors on the board of director stands reduced to three as against the requirement of four independent Directors. Efforts are on to fill this vacancy to comply with the clause 49 of the listing agreement.
(B) Non-executive Directors' Compensation & Disclosures	49 (IB)	Yes	-
(C) Other Provisions as to Board and Committees	49 (IC)	Yes	-
(D) Code of Conduct	49 (ID)	Yes	Will be complied in the Annual Report 2013-14
II. Audit Committee	49 (II)		
(A) Qualified & Independent Audit Committee	49 (II A)	Yes	-
(B) Meeting of Audit Committee	49 (II B)	Yes	-
(C) Powers of Audit Committee	49 (II C)	Yes	-
(D) Role of Audit Committee	49 (II D)	Yes	-
(E) Review of Information by Audit Committee	49 (II E)	Yes	-
III. Subsidiary Companies	49 (III)	Yes	-
IV. Disclosures	49 (IV)		
(A) Basis of Related Party Transactions	49 (IV A)	Yes	-
(B) Disclosure of Accounting Treatment	49 (IV B)	Yes	No change in Accounting Treatment
(C) Board Disclosures	49 (IV C)	Yes	-
(D) Proceeds from Public Issues, Rights Issues, Preferential Issues etc.	49 (IV D)	Yes	-
(E) Remuneration of Directors	49 (IV E)	Yes	Will be complied in the Annual Report 2013-14

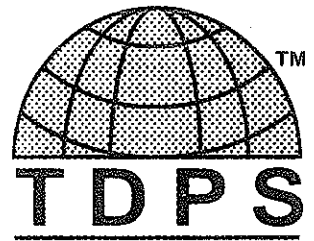


REGD. OFFICE / WORKS, UNIT - I : # 27, 28 & 29, KIADB INDL. AREA, DABASPET, NELAMANGALA TALUK, BANGALORE - 562 111, INDIA.
TEL.: + (91) (80) 22995700 / 66337700, FAX : + (91) (80) 77-34439 / 22995718, WEBSITE : www.tdps.co.in

UNIT - II : SY. NO. 59/2, YEDEHALLI VILLAGE, DABASPET, NELAMANGALA TALUK, BANGALORE - 562 111, INDIA. TEL.: + (91) (80) 22635500.

CITY OFFICE : "RMJ MANDOTH TOWERS", NO. 37, 7TH CROSS, VASANTHAGAR, BANGALORE - 560 052, INDIA.
TEL. : + (91) (80) 22017800, FAX : + (91) (80) 22017850 / 851

JAPAN OFFICE ADDRESS : TOHWA BUILDING, 4TH FLOOR, 3-3, KITASHINAGAWA, 3-CHOME, SHINAGAWA-KU, TOKYO - 1400001, JAPAN.
TEL NO. : 0081-3-5783-5380, FAX NO. : 0081-3-5783-5381

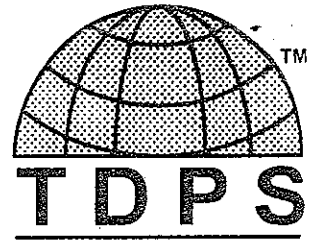


(F) Management	49 (IV F)	Yes	Will be complied in the Annual Report 2013-14
(G) Shareholders	49 (IV G)	Yes	Will be complied in the Annual Report 2013-14
V. CEO/CFO Certification	49 (V)	Yes	Will be complied in the Annual Report 2013-14
VI. Report on Corporate Governance	49 (VI)	Yes	Will be complied in the Annual Report 2013-14
VII. Compliance	49 (VII)	Yes	Will be complied in the Annual Report 2013-14

For TD POWER SYSTEMS LIMITED


N. Srivatsa
Company Secretary





TD Power Systems Limited

The Corporate Service Department
The Bombay Stock Exchange Limited
PJ Towers
Dalal Street
Mumbai – 400001

July 10, 2013

Dear Sirs,

Sub: Quarterly Compliance Report on Corporate Governance

In terms of Clause 49 of the Listing Agreement, we enclose the Compliance Report on Corporate Governance for the Quarter ended June 30, 2013.

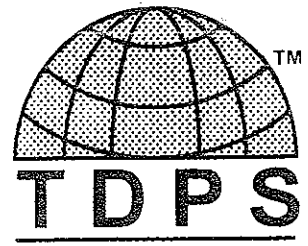
Thank you,

Yours faithfully,
For TD POWER SYSTEMS LIMITED


N. Shivatsa
Company Secretary



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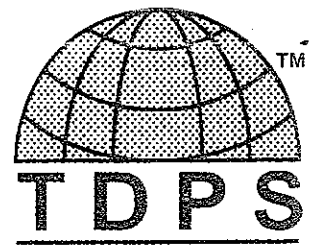


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VII. Compliance	49 (VII)	Yes	Will be complied in the Annual Report 2013-14

For TD POWER SYSTEMS LIMITED


N. Srivatsa
Company Secretary

