

October 11, 2017

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 for the quarter ended September 30, 2017.

Thank you,

Yours faithfully,

For **TD POWER SYSTEMS LIMITED**


N Srivatsa

Company Secretary & Compliance Officer



TD Power Systems Limited

(CIN -L31103KA1999PLC025071)

REGISTERED OFFICE & FACTORY:
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Format to be submitted by listed entity on quarterly basis

ANNEXURE I

1. Name of Listed Entity: TD POWER SYSTEMS LIMITED
2. Quarter ending : 30th September 2017

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	27/09/2017	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 - 10/08/2017 (resigned)	31/03/2019	Nil	Nil	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
Ms.	Prathibha Sastry	BAMPPS6419L	01505172	Non-Executive Independent Director	27-09-2017	-	1	2	0



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. Prathibha Sastry 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 Mr. Nitin Bagamane	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. Prathibha Sastry	Non-Executive –Non Independent Director - Chairperson 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 18, 2017	August 10, 2017 September 27, 2017	83 days 47 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 10, 2017 – Audit Committee	Yes	May 18, 2017 – Audit Committee	83 days	
September 27, 2017 – Nomination and Remuneration Committee	Yes	May 18, 2017 - Nomination and Remuneration Committee	131 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				
<i>Subject</i>	<i>Compliance status (Yes/No/NA)refer note below</i>			
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	Yes			
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.				

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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) NA
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. 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. Yes

For TD Power Systems Limited


N Srivatsa

Company Secretary & Compliance Officer



October 11, 2017

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.

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Format to be submitted by listed entity on quarterly basis

1. Name of Listed Entity: TD POWER SYSTEMS LIMITED
2. Quarter ending : 30th September 2017

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	Regulation Number	Compliance status (Yes/No/NA) refer note below
Broad heading		
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

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.
3. If the Listed Entity would like to provide any other information the same may be indicated here.

For TD Power Systems Limited


N Shivatsa
Company Secretary & Compliance Officer



October 11, 2017