

**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

**Quarterly Compliance Report on Corporate Governance  
under Clause 49 of the Listing Agreement**

**Name of the Company: TD POWER SYSTEMS LIMITED**  
**Quarter ending on: September 30, 2014**

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

www.tdps.co.in

<b>Corporate Governance - for the Quarter ended September 30, 2014</b>			
<b>Particulars</b>	<b>Clause of Listing agreement</b>	<b>Compliance status (Yes/No/NA)</b>	<b>Remarks</b>
<b>I. Board of Directors</b>	<b>49 (I)</b>		
(A) Composition of Board	49 (IA)	Yes	
(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	
<b>II. Audit Committee</b>	<b>49 (II)</b>		
(A) Qualified & Independent Audit Committee	49 (IIA)	Yes	
(B) Meeting of Audit Committee	49 (IIB)	Yes	
(C) Powers of Audit Committee	49 (IIC)	Yes	
(D) Role of Audit Committee	49 II(D)	Yes	
(E) Review of Information by Audit Committee	49 (IIE)	Yes	
<b>III. Subsidiary Companies</b>	<b>49 (III)</b>	Yes	



<b>IV. Disclosures</b>	<b>49 (IV)</b>		
(A) Basis of related party transactions	49 (IV A)	Yes	
(B) Disclosure of Accounting Treatment	49 (IV B)	NA	
(C) Board Disclosures	49 (IV C)	Yes	
(D) Proceeds from public issues, rights issues, preferential issues etc.	49 (IV D)	NA	
(E) Remuneration of Directors	49 (IV E)	Yes	
(F) Management	49 (IV F)	Yes	
(G) Shareholders	49 (IV G)	Yes	
<b>V. CEO/CFO Certification</b>	<b>49 (V)</b>	<b>Yes</b>	
<b>VI. Report on Corporate Governance</b>	<b>49 (VI)</b>	<b>Yes</b>	
<b>VII. Compliance</b>	<b>49 (VII)</b>	<b>Yes</b>	

For TD POWER SYSTEMS LIMITED

  
N. Srivatsa  
Company Secretary

