

# TD Power Systems Limited

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

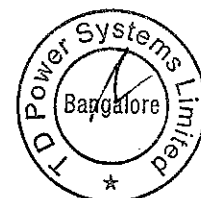
Name of the Company: TD POWER SYSTEMS LIMITED

Quarter ending on: DECEMBER 31 2012

Particulars	Clause of Listing Agreement	Compliance Status Yes/No	Remarks
<b>I Board of Directors</b>	49 I		
(A) Composition of Board	49 (I A)	Yes	-
(B) Non-executive Directors' Compensation & Disclosures	49 (I B)	Yes	-
(C) Other Provisions as to Board and Committees	49 (I C)	Yes	-
(D) Code of Conduct	49 (I D)	Yes	Will be complied in the Annual Report 2012-13
<b>II. Audit Committee</b>	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	-
<b>III. Subsidiary Companies</b>	49 (III)	Yes	-
<b>IV. Disclosures</b>	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 2012-13
(F) Management	49 (IV F)	Yes	Will be complied in the Annual Report 2012-13
(G) Shareholders	49 (IV G)	Yes	-
<b>V. CEO/CFO Certification</b>	49 (V)	Yes	Will be complied in the Annual Report 2012-13
<b>VI. Report on Corporate Governance</b>	49 (VI)	Yes	Will be complied in the Annual Report 2012-13
<b>VII. Compliance</b>	49 (VII)	Yes	Will be complied in the Annual Report 2012-13

For TD POWER SYSTEMS LIMITED

N. Srivatsa  
Company Secretary



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