

April 10, 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 (Annexure – I & Annexure II) for the quarter/year ended March 31, 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:
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 : March 31, 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	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 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 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>
November 03, 2016		February 02, 2017	91 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>
February 02, 2017– Audit Committee	Yes	November 03, 2016– Audit Committee	91 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.			



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. This report and/or the report submitted in the previous quarter has been placed before Board of Directors. Any comments/observations/advice of Board of Directors may be mentioned here: Not Applicable

For TD Power Systems Limited


N Srivatsa

Company Secretary & Compliance Officer



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.

ANNEXURE II

Format to be submitted by listed entity at the end of the financial year (for the whole of financial year)

1. Name of Listed Entity: TD POWEER SYSTEMS LIMITED

2. Year ending : 31st March 2017

I Disclosure on website in terms of Listing Regulations		
Item		Compliance status (Yes/No/NA)
Details of business		Yes
Terms and conditions of appointment of independent directors		Yes
Composition of various committees of board of directors		Yes
Code of conduct of board of directors and senior management personnel		Yes
Details of establishment of vigil mechanism/ Whistle Blower policy		Yes
Criteria of making payments to non-executive directors		Yes
Policy on dealing with related party transactions		Yes
Policy for determining 'material' subsidiaries		Yes
Details of familiarization programmes imparted to independent directors		Yes
Contact information of the designated officials of the listed entity who are responsible for assisting and handling investor grievances		Yes
email address for grievance redressal and other relevant details		Yes
Financial results		Yes
Shareholding pattern		Yes
Details of agreements entered into with the media companies and/or their associates		NA
New name and the old name of the listed entity		NA
II Annual Affirmations		
Particulars	Regulation Number	Compliance status (Yes/No/NA)
<i>Independent director(s) have been appointed in terms of specified criteria of 'independence' and/or 'eligibility'</i>	16(1)(b) & 25(6)	Yes
<i>Board composition</i>	17(1)	Yes
<i>Meeting of Board of directors</i>	17(2)	Yes
<i>Review of Compliance Reports</i>	17(3)	Yes
<i>Plans for orderly succession for appointments</i>	17(4)	Yes
<i>Code of Conduct</i>	17(5)	Yes
<i>Fees/compensation</i>	17(6)	Yes
<i>Minimum Information</i>	17(7)	Yes
<i>Compliance Certificate</i>	17(8)	Yes



<i>Risk Assessment & Management</i>	17(9)	Yes
<i>Performance Evaluation of Independent Directors</i>	17(10)	Yes
<i>Composition of Audit Committee</i>	18(1)	Yes
<i>Meeting of Audit Committee</i>	18(2)	Yes
<i>Composition of nomination & remuneration committee</i>	19(1) & (2)	Yes
<i>Composition of Stakeholder Relationship Committee</i>	20(1) & (2)	Yes
<i>Composition and role of risk management committee</i>	21(1),(2),(3),(4)	NA
<i>Vigil Mechanism</i>	22	Yes
<i>Policy for related party Transaction</i>	23(1),(5),(6),(7) & (8)	Yes
<i>Prior or Omnibus approval of Audit Committee for all related party transactions</i>	23(2), (3)	Yes
<i>Approval for material related party transactions</i>	23(4)	NA
<i>Composition of Board of Directors of unlisted material Subsidiary</i>	24(1)	Yes
<i>Other Corporate Governance requirements with respect to subsidiary of listed entity</i>	24(2),(3),(4),(5) & (6)	Yes
<i>Maximum Directorship & Tenure</i>	25(1) & (2)	Yes
<i>Meeting of independent directors</i>	25(3) & (4)	Yes
<i>Familiarization of independent directors</i>	25(7)	Yes
<i>Memberships in Committees</i>	26(1)	Yes
<i>Affirmation with compliance to code of conduct from members of Board of Directors and Senior management personnel</i>	26(3)	Yes
<i>Disclosure of Shareholding by Non-Executive Directors</i>	26(4)	Yes
<i>Policy with respect to Obligations of directors and senior management</i>	26(2) & 26(5)	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.



III Affirmations:

The Listed Entity has approved Material Subsidiary Policy and the Corporate Governance requirements with respect to subsidiary of Listed Entity have been complied.

For TD Power Systems Limited



A handwritten signature in blue ink, appearing to read "N Srivatsa".

N Srivatsa

Company Secretary & Compliance Officer / ~~Managing Director~~ / CEO