

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 - 400 051

Dear Sir,

Sub: certificate from a practicing company secretary – Half year ended September 30, 2017

We enclose a certificate from a practicing company secretary in terms of Regulation 40 (9) & (10) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (LODR) for the half year 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:
27, 28 and 29, KIADB Industrial Area
Dabaspeta, Nelamangala Taluk
Bengaluru Rural District
Bengaluru – 562 111 India

Tel +91 80 229 95700 / 6633 7700

Fax +91 80 7734439 / 2299 5718

Mail tdps@tdps.co.in

www.tdps.co.in



Nagendra D. Rao, B.Com., LL.B., F.C.S.
Practising Company Secretary

**CERTIFICATE UNDER REGULATION 40(9) OF THE SEBI (LISTING OBLIGATIONS AND
DISCLOSURE REQUIREMENTS) REGULATIONS, 2015.**
FOR THE HALF YEAR ENDED 30TH SEPTEMBER, 2017

I have examined all Records, Registers, files and other documents relating to M/s TD POWER SYSTEMS LIMITED maintained by M/s LINK INTIME INDIA PRIVATE LIMITED pertaining to transfer of equity shares of the company for the period from April 1, 2017 to September 30, 2017 for the purpose of issuing a Certificate as per Regulation 40(9) of the SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015 entered into by, M/s TD POWER SYSTEMS LIMITED with NSE and based on the information provided by the Company, I hereby certify that there were no requests received for registration of transfer, subdivision, consolidation, renewal, split, in respect of shares, held in physical mode, of the Company, during the Half Year ended 30th September, 2017.

Date: October 11, 2017.

Place: Bengaluru.



NAGENDRA D. RAO
PRACTISING COMPANY SECRETARY
No. 543/A, 7th Main, 3rd Cross
Hanumantha Nagar
BANGALORE - 560 019.

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