

January 8, 2016

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

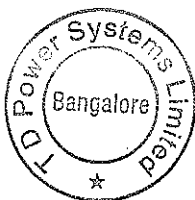
In terms of Regulation 27(2) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, we enclose the Compliance Report on Corporate Governance (Annexure – I) for the Quarter ended December 31, 2015.

Thank you,

Yours faithfully,
For TD POWER SYSTEMS LIMITED


N Srivatsa

Company Secretary & Compliance Officer



TD Power Systems Limited
(CIN -U31103KA1999PLC025071)

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

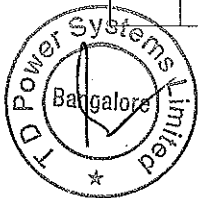
Mail tdps@tdps.co.in

www.tdps.co.in

Format to be submitted by listed entity on quarterly basis

1. Name of Listed Entity: TD POWER SYSTEMS LIMITED
 2. Quarter ending : 31st December 2015

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	17/01/2011	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	20/05/2015	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

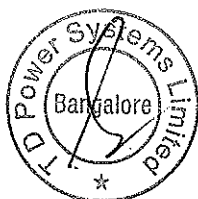
* to be filled only for Independent Director. Tenure would mean total period from which Independent director is serving on Board of directors of the listed entity in continuity without any cooling off period.

II. Composition of Committees

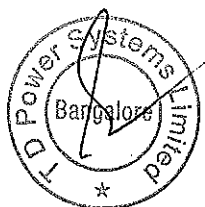
Name of Committee	Name of Committee members	Category (Chairperson/Executive/Non-Executive/independent/Nominee) §
1. Audit Committee	Mr. Nitin Bagamane Mr. Mohib N. Khericha Ms. Nandita Lakshmanan Dr. Arjun Kalyanpur Mr. Ravi Kanth Mantha	Non-Executive –Independent Director Non-Executive – Non Independent 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



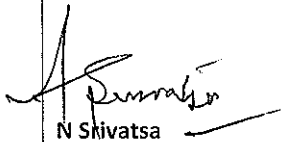
III. Meeting of Board of Directors			
<i>Date(s) of Meeting (if any) in the previous quarter</i>		<i>Date(s) of Meeting (if any) in the relevant quarter</i>	<i>Maximum gap between any two consecutive (in number of days)</i>
August 06, 2015 September 23, 2015		November 6, 2015	44 days
IV. Meeting of Committees			
<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>
November 6, 2015 – Audit Committee	Yes	August 06, 2015 – Audit Committee	92 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		NA	
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.			



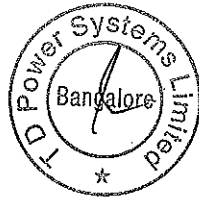
VI. Affirmations

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 Shivatsa

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.