

May 22, 2015

✓ The Corporate Service Department

BSE Limited

P J Towers, Dalal Street

Mumbai - 400001

The Listing Department

The National Stock Exchange of India Limited

Exchange Plaza

Bandra-Kurla Complex, Bandra (East)

Mumbai 400051

TD Power Systems Limited

(CIN - U31103KA1999PLC025071)

REGISTERED OFFICE & FACTORY:

27, 28 and 29, KIADB Industrial Area

Dabaspet, Nelamangala Taluk

Bengaluru Rural District

Bengaluru - 562 111 India

Tel +91 80 229 95700 / 6633 7700

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Sirs,

Sub: - Submission of Code of Fair Disclosure

Please find enclosed Code of Fair Disclosure as per Schedule A of the Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015 approved by the Board of Directors of the Company.

Please take the same on record.

Yours truly,

For TD POWER SYSTEMS LIMITED


N. Srivatsa
Company Secretary



TD POWER SYSTEMS LIMITED

Corporate Identity Number (CIN): L31103KA1999PLC025071
Regd. Office: # 27, 28 & 29, KIADB Industrial Area, Dabaspeta
Nelamangala Taluk, Bengaluru Rural District, Bengaluru- 562 111
Tel. No.: + 91 80 22995700, Fax: + 91 80 7734439
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**CODE OF PRACTICES AND PROCEDURES FOR FAIR DISCLOSURE OF
UNPUBLISHED PRICE SENSITIVE INFORMATION**

(In terms of Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015)

OF

TD POWER SYSTEMS LIMITED

EFFECTIVE FROM 15th MAY 2015

TD Power Systems Limited (*The Company*) or (*TDPS*), adopts this Code of Practices and Procedures for Fair Disclosure of Unpublished Price Sensitive Information (“Code of Fair Disclosure”) approved by the Board of Directors’ at it’s meeting held on May 20, 2015.

1. Purpose

In terms of the SEBI Insider Regulations, every listed company is required to formulate a Code of Fair Disclosure. Accordingly, the Company has formulated this Code of Fair Disclosure to ensure timely and adequate disclosure of Unpublished Price Sensitive Information.

2. Effectiveness

This Code of Fair Disclosure has been approved by the Board of Directors of the Company and shall be effective from 15th May, 2015

3. Definitions

Capitalized terms used but not defined herein shall have the same meaning as assigned thereto in the SEBI Insider Regulations, the Securities and Exchange Board of India Act, 1992, the Securities Contracts (Regulation) Act, 1956, the Depositories Act, 1996 or the Companies Act, 2013 and rules and regulations made thereunder or any other applicable laws or regulations, as the case may be.

"Act" means the Securities Exchange Board of India Act, 1992 (15 of 1992).

"Board" means Board of Directors of the Company.

"CFO" means Chief Financial Officer as defined in Section 2(19) of the Companies Act, 2013.

"Company Secretary" means the company secretary of the Company appointed in terms of the resolution passed by the Board of the Company in compliance of the provisions of the Companies Act, 2013.

"Code of Fair Disclosure" means this code of practices and procedures for fair disclosure of Unpublished Price Sensitive Information formulated by the Company and as amended from time to time.

"Company" means TD Power Systems Limited

"Compliance Officer" means Company Secretary of the Company or any other senior officer, designated so from time to time and reporting to the Board, who is financially literate and is capable of appreciating requirements for legal and regulatory compliance under the SEBI Insider Regulations, and who shall be responsible for compliance of policies, procedures, maintenance of records, monitoring adherence to the rules for the preservation of Unpublished Price Sensitive Information, monitoring of trades and the implementation of the codes specified in SEBI Insider Regulations under the overall supervision of the Board of the Company.

"Investor" means analyst, research personnel, securities market professional, individual, institutional investor or potential investor.

"Managing Director" means managing director as defined in Section 2(54) of the Companies Act, 2013.

"Officer" includes any Director, Manager or Key Managerial Personnel or any person in accordance with whose direction or instructions the board of director or anyone or more of the directors is/are accustomed to act.

"SEBI Insider Regulations" shall mean the Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015 and any amendments thereto.

"SEBI" means the Securities and Exchange Board of India.

"Securities" shall have the meaning assigned to it under the Securities Contracts (Regulation) Act, 1956 (42 of 1956) or any modification thereof except units of a mutual fund.

"Unpublished Price Sensitive Information" means any information, relating to the Company or its Securities, directly or indirectly, that is not generally available which upon becoming generally available is likely to materially affect the price of the Securities and shall, ordinarily include but not restricted to, information relating to the following:

- (i) Financial results;
- (ii) dividends;
- (iii) change in capital structure;
- (iv) mergers, de-mergers, acquisitions, delisting, disposal and expansion of business and such other transactions;
- (v) changes in key managerial personnel; and
- (vi) material events in accordance with the listing agreement.

4. Disclosure of Unpublished Price Sensitive Information

The Company will comply with all periodic reporting and disclosure requirements contained in the Companies Act, 2013, listing agreement executed with the stock exchanges, SEBI Insider Regulations and other applicable laws.

The Company shall make prompt disclosure of Unpublished Price Sensitive Information that would impact the price discovery and will also consider from time to time ways of supplementing the Unpublished Price Sensitive Information released to stock exchanges by improving investors' access to public announcement.

5. Overseeing and Co-coordinating disclosures

- 5.1 The Compliance Officer will oversee the Corporate Disclosures and is designated by the Board for the dissemination and disclosure of Unpublished Price Sensitive Information to the Stock Exchanges on which the securities of the Company are listed.
- 5.2 The CFO & the Company Secretary shall deal with dissemination of information and disclosure of Unpublished Price Sensitive Information with the Investors, Media in co-ordination with the Managing Director(s) of the Company:
- 5.3 The Compliance Officer shall also promptly disseminate the Unpublished Price Sensitive Information that gets disclosed selectively, inadvertently or otherwise to make such information generally available by informing to the stock exchanges where the Securities of the Company are listed. If any Unpublished Price Sensitive Information is inadvertently disclosed without the consultation of the Managing Director(s), the person responsible shall inform the Compliance Officer as the case may be, immediately for dissemination of the information so as to make it generally available.

6. Response to queries on market rumors

The Company shall provide appropriate and fair response to queries on news reports and requests for verification of market rumors by regulatory authorities. The Compliance Officer shall in consultation with the CFO/ Managing Director(s) also decide whether a public announcement is necessary for verifying or denying rumors and in case it is necessary, the Company should make a public announcement for either verifying or denying the rumors.

7. Information shared with analyst and research personnel

The Company shall ensure that the information shared with analyst and research personnel is not Unpublished Price Sensitive Information and follow the guidelines given hereunder while dealing with analysts and institutional investors

- (i) Only public information to be provided - The Company shall provide only public information to the analyst/research persons/large investors like institutions. Alternatively, the information given to the analyst should be simultaneously made public at the earliest.
- (ii) Recording of discussion - In order to avoid misquoting or misrepresentation, it is desirable that at least two company representatives be present at meetings with Analysts, brokers or Institutional Investors and discussion should preferably be recorded.
- (iii) Handling of unanticipated questions - The Company should be careful when dealing with analysts' questions that raise issues outside the intended scope of discussion.

Unanticipated questions may be taken on notice and a considered response may be given later. If the answer includes price sensitive information, a public announcement should be made before responding.

- (iv) Investors Conference Calls After issuance of each quarterly financial result, the Company may hold an Investors conference call. The Company shall arrange to place on it's website, transcripts of earnings calls and proceedings of meetings with analysts /investors.

8. Information on need to know basis

Unpublished Price Sensitive Information shall be handled on a need to know basis, i.e. Unpublished Price Sensitive Information should be disclosed only to those within the Company who need the information to discharge their duty and shall not be communicated to any person except in furtherance of the legitimate purposes, performance of duties or discharge of legal obligations.

9. Modification and Amendments

The Company reserves all right to modify and/or amend this Code of Fair Disclosure at any time. This Code of Fair Disclosure and subsequent amendment(s) thereto, shall be promptly intimated to the stock exchanges where the Securities of the Company are listed.

This Code of Fair Disclosure and any amendment thereof shall also be published on the official website of the Company.

Bangalore
May 20, 2015

TD Power Systems Limited