

September 27, 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 400 051

Dear Sir,

Sub: - Disclosure under Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

Ref: BSE Stock code: 533553 and NSE stock code TDPOWERSYS

In terms of Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, we enclose the Proceedings of the 17th Annual General Meeting held on September 22, 2016.

Please acknowledge receipt for the same.

Yours Sincerely
For TD POWER SYSTEMS LIMITED


N. Srivatsa
Company Secretary



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

CERTIFIED TRUE COPY OF THE MINUTES OF THE PROCEEDINGS OF THE SEVENTEENTH ANNUAL GENERAL MEETING OF THE MEMBERS OF TD POWER SYSTEMS LIMITED HELD AT 10:30 AM ON THURSDAY SEPTEMBER 22, 2016 AT HOTEL LE MERIDIEN, NO. 28, SANKEY ROAD (OPP BANGALORE GOLF COURSE), BANGALORE 560 052

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THE FOLLOWING WERE PRESENT

Mr. Mohib N. Khericha	:	Chairman
Mr. Nikhil Kumar	:	Managing Director
Mr. Nitin Bagamane	:	Director
Ms. Nandita Lakshmanan	:	Director
Mr. Ravi Kanth Mantha	:	Director
Mr. K.G.Prabhakar	:	Director and Chief Financial Officer
Mr. N. Srivatsa	:	Company Secretary

And

61 Members present in person and 9 Members through proxy

Mr. Satyanarayana Murthi, Partner, B K Ramadhyani & Co., Chartered Accountants, Bangalore, Statutory Auditors of the Company, and Mr. Sudhir V Hulyalkar, Practicing Company Secretary, Bangalore, Secretarial Auditors of the Company were present.

CHAIRMAN

In terms of Article 100 of the Articles of Association of the Company, Mr. Mohib N. Khericha, Chairman of the Board of Directors, took the Chair.

The Chairman declared that, the requisite quorum as per section 103 of the Companies Act, 2013, was present and called the Meeting to order. The Chairman announced that the Statutory Registers were laid open at the Meeting.

With the permission of the members present, the Notice dated August 3, 2016 convening the 17th Annual General Meeting was taken as read.

The Chairman requested the Company Secretary to read the Auditors' Report. After the Auditors' Report was read, the Chairman delivered his speech.

Thereafter, the Chairman stated that the Company had provided e-voting facility to the members to cast their votes at the Annual General Meeting pursuant to Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended by the Companies (Management and Administration) Amendment Rules, 2015 and Regulation 44 of SEBI



(Listing Obligations and Disclosure Requirements) Regulations, 2015, in respect of the businesses contained in the Notice. He further informed that the e-voting facility was kept open from Monday September 19, 2016 (9:00 AM IST) to Wednesday September 21, 2016 (5:00 PM IST) and that Mr. Sudhir V. Hulyalkar, Company Secretary in Practice was appointed as scrutinizer in connection with the e-voting process.

The Chairman stated that, as per Section 107 of the Companies Act, 2013, there will be no voting by show of hands at the Annual General Meeting. The Chairman further stated that, in order to enable the members present at the Meeting in person or by proxy to cast their vote, a poll will be taken in respect of the business contained in the Notice. Thereafter, the Chairman appointed Mr. Sudhir V. Hulyalkar, Company Secretary in Practice & Mr. G Surya Prakash, a shareholder (Client ID IN 30214810051986) as Scrutinizers for the Poll.

The Chairman drew the attention of the Members to the following printing errors in the Annual Report and stated that corrections have been incorporated in the E copy circulated to the shareholders who have provided their email Id's and the corrected version is available on the company's website – www.tdps.co.in ;

- ✓ In page no. 75, Note 12, the figure relating to investment in TD Power Systems Japan Limited for 31.03.2015 should be read as Rs. 12,244,000. This was missed due to printing error.
- ✓ In page no. 75, Note 13, the total of long term loans and advances (under Additional information) for 31.03.2015 should be read as Rs. 353,072,489. The figure was missed due to printing error.

Before ordering Poll, the Chairman proposed that, poll be taken in respect of all resolutions contained in the Notice which was seconded by Mr. K G Prabhakar (Client id IN30048411369535) & invited Members present in person to ask questions and offer comments, if any, on the Annual Report or in respect of the Notice of the Annual General Meeting.

Mr. Ramamurthy (Client ID IN30611490172055), Mr. Surya Prakash (Client ID IN 30214810051986) and Mr. Sundaresan (Client ID IN 30023911717047) asked questions and sought clarifications on revenue and profits, market opportunities, functioning of subsidiaries etc. The Chairman requested the Managing Director to respond to queries. All the queries raised by members were responded to by the Managing Director.

The Chairman requested Mr. Sudhir V. Hulyalkar, Scrutinizer appointed for the Poll to lock and seal the polling box in the presence of Members and Proxies. The Scrutinizer locked and sealed the empty ballot boxes in the presence of the Members present in person and Proxies.

The Chairman then ordered poll in respect of all resolutions contained in the Notice and stated that the results of the e-voting and poll will be placed on the Company's website and sent to the Stock Exchanges on receipt of the Scrutinizer's Report.

The Chairman thanked the members for their participation and announced that the proceedings of the meeting will close after the Shareholders & Proxy holders present at the meeting have cast their votes in the poll.



CONDUCT OF POLL

After ensuring that all Members and Proxies participating in the Poll had casted their votes, the Scrutinizer closed the Poll at around 12.15 PM. The Scrutinizer took custody of the Polling boxes.

Results of the E-Voting and Poll on the Ordinary and Special Businesses at the Annual General Meeting of the Company held on Thursday, September 22, 2016:

On the basis of the Consolidated Scrutinizer's Report on remote e-voting and conducted pursuant to the provisions of Section 108 of the Companies Act, 2013 ("the Act") read with Rule 20 of Companies (Management and Administration) Rules, 2014 as amended by the Companies (Management and Administration) Amendment Rules, 2015 and voting at the Annual General Meeting dated September 22, 2016, the summary of which is mentioned herein below, the Company Secretary (authorized by the Chairman to announce) announced results of voting on September 24, 2016, that all the Resolutions for the Ordinary and Special businesses as set out in item No.1 to 6 in the Notice of the 17th Annual General Meeting of the Company have been duly passed by requisite majority.

ORDINARY BUSINESS

Resolution No. 1				Adoption of Financial Statements for the year ended March 31, 2016.				
Resolution required: (Ordinary/ Special)				Ordinary				
Whether promoter/ promoter group are interested in the agenda/resolution?				No				
Category	Mode of Voting	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes in favour	No. of Votes against	% of Votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)]* 100	(4)	(5)	(6)=[(4)/(2)] *100	(7)=[(5)/(2)]* 100
Promoter and Promoter Group	E-Voting	17965563	10091645	56.17	10091645	0	100	0
	Poll		4638664	25.82	4638664	0	100	0
	Postal Ballot (if Applicable)		0	0	0	0	0	0
	Total		14730309	81.99	14730309	0	100	0
Public-Institutions	E-Voting	10170170	5838376	57.41	5838376	0	100	0
	Poll		0	0	0	0	0	0
	Postal Ballot (if Applicable)		0	0	0	0	0	0
	Total		5838376	57.41	5838376	0	100	0
Public- Non Institutions	E-Voting	5101855	1753	0.03	1753	0	100	0
	Poll		166342	3.26	166341	1	100	0
	Postal Ballot (if Applicable)		0	0	0	0	0	0
	Total		168095	3.29	168094	1	100	0
Total		33237588	20736780	62.39	20736779	1	100	0



Resolution No. 2						Approval of Dividend for the year		
Resolution required: (Ordinary/ Special)						Ordinary		
Whether promoter/ promoter group are interested in the agenda/resolution?						No		
Category	Mode of Voting	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes in favour	No. of Votes against	% of Votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	17965563	10091645	56.17	10091645	0	100	0
	Poll		4638664	25.82	4638664	0	100	0
	Postal Ballot (if Applicable)		0	0	0	0	0	0
	Total		14730309	81.99	14730309	0	100	0
Public- Institutions	E-Voting	10170170	5838376	57.41	5838376	0	100	0
	Poll		0	0	0	0	0	0
	Postal Ballot (if Applicable)		0	0	0	0	0	0
	Total		5838376	57.41	5838376	0	100	0
Public- Non Institutions	E-Voting	5101855	1753	0.03	1753	0	100	0
	Poll		166337	3.26	166337	0	100	0
	Postal Ballot (if Applicable)		0	0	0	0	0	0
	Total		168090	3.29	168094	1	100	0
Total		33237588	20736775	62.39	20736775	0	100	0

Resolution No. 3						Re-appointment of Mr. K. G. Prabhakar as Director liable to retire by rotation.		
Resolution required: (Ordinary/ Special)						Ordinary		
Whether promoter/ promoter group are interested in the agenda/resolution?						No		
Category	Mode of Voting	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes in favour	No. of Votes against	% of Votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	17965563	10091645	56.17	10091645	0	100	0
	Poll		4638664	25.82	4638664	0	100	0
	Postal Ballot (if Applicable)		0	0	0	0	0	0
	Total		14730309	81.99	14730309	0	100	0
Public- Institutions	E-Voting	10170170	5838376	57.41	5838376	0	100	0
	Poll		0	0	0	0	0	0
	Postal Ballot (if Applicable)		0	0	0	0	0	0
	Total		5838376	57.41	5838376	0	100	0
Public- Non Institutions	E-Voting	5101855	1753	0.03	1753	0	100	0
	Poll		166342	3.26	166341	1	100	0
	Postal Ballot (if Applicable)		0	0	0	0	0	0
	Total		168095	3.29	168094	1	100	0
Total		33237588	20736780	62.39	20736779	1	100	0



Resolution No. 4		Appoint M/s. B. K. Ramadhyani & Co. LLP, Chartered Accountants, Bangalore as Auditors and fix their remuneration.						
Resolution required: (Ordinary/ Special)							Ordinary	
Whether promoter/ promoter group are interested in the agenda/resolution?							No	
Category	Mode of Voting	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes in favour	No. of Votes against	% of Votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)]* 100	(4)	(5)	(6)=[(4)/(2)] *100	(7)=[(5)/(2)] *100
Promoter and Promoter Group	E-Voting	17965563	10091645	56.17	10091645	0	100	0
	Poll		4638664	25.82	4638664	0	100	0
	Postal Ballot (if Applicable)		0	0	0	0	0	0
	Total		14730309	81.99	14730309	0	100	0
Public- Institutions	E-Voting	10170170	5838376	57.41	5838376	0	100	0
	Poll		0	0	0	0	0	0
	Postal Ballot (if Applicable)		0	0	0	0	0	0
	Total		5838376	57.41	5838376	0	100	0
Public- Non Institutions	E-Voting	5101855	1203	0.02	1175	28	97.67	2.33
	Poll		166342	3.26	166341	1	100.00	0
	Postal Ballot (if Applicable)		0	0	0	0	0	0
	Total		167545	3.28	167516	29	99.98	0.02
Total		33237588	20736230	62.39	20736201	29	99.99	0

Resolution No. 5		Appoint Mr. Mitsuo Sekino, Certified Public Accountant, Tokyo, Japan as Auditor of Company's Japan Branch and fix remuneration.						
Resolution required: (Ordinary/ Special)							Ordinary	
Whether promoter/ promoter group are interested in the agenda/resolution?							No	
Category	Mode of Voting	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes in favour	No. of Votes against	% of Votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)]* 100	(4)	(5)	(6)=[(4)/(2)] *100	(7)=[(5)/(2)] *100
Promoter and Promoter Group	E-Voting	17965563	10091645	56.17	10091645	0	100	0
	Poll		4638664	25.82	4638664	0	100	0
	Postal Ballot (if Applicable)		0	0	0	0	0	0
	Total		14730309	81.99	14730309	0	100	0
Public- Institutions	E-Voting	10170170	5838376	57.41	5838376	0	100	0
	Poll		0	0	0	0	0	0
	Postal Ballot (if Applicable)		0	0	0	0	0	0
	Total		5838376	57.41	5838376	0	100	0
Public- Non Institutions	E-Voting	5101855	1753	0.03	1753	0	100	0
	Poll		166342	3.26	166341	1	100	0
	Postal Ballot (if Applicable)		0	0	0	0	0	0
	Total		168095	3.29	168094	1	100	0
Total		33237588	20736780	62.39	20736779	1	100	0



Resolution No. 6				Ratification of payment of remuneration to the Cost Auditors.				
Resolution required: (Ordinary/ Special)				Ordinary				
Whether promoter/ promoter group are interested in the agenda/resolution?				No				
Category	Mode of Voting	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes in favour	No. of Votes against	% of Votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	17965563	10091645	56.17	10091645	0	100	0
	Poll		4638664	25.82	4638664	0	100	0
	Postal Ballot (if Applicable)		0	0	0	0	0	0
	Total		14730309	81.99	14730309	0	100	0
Public- Institutions	E-Voting	10170170	5838376	57.41	5838376	0	100	0
	Poll		0	0	0	0	0	0
	Postal Ballot (if Applicable)		0	0	0	0	0	0
	Total		5838376	57.41	5838376	0	100	0
Public- Non Institutions	E-Voting	5101855	1753	0.03	1753	0	100	0
	Poll		165959	3.25	165958	1	100	0
	Postal Ballot (if Applicable)		0	0	0	0	0	0
	Total		167712	3.29	167711	1	100	0
Total		33237588	20736397	62.39	20736396	1	100	0

The resolutions relating to the Ordinary and Special Business as set out in the Notice of the 17th Annual General Meeting, duly approved by the Members with requisite majority are recorded herein below as part of the proceedings of the 17th Annual General Meeting of the Company held on September 22, 2016.

ORDINARY BUSINESS

- 1. TO RECEIVE, CONSIDER AND ADOPT** the audited financial statements of the company (including consolidated financial statements) for the financial year ended March 31, 2016, together with the reports of the directors and auditors' thereon.

RESOLVED THAT, the Audited Financial Statement of the Company for the financial year ended March 31, 2016, and the Reports of the Board of Directors and Auditors thereon; and the Audited Consolidated Financial Statement of the Company for the financial year ended March 31, 2016 be and are hereby approved and adopted.

- 2. DECLARE DIVIDEND ON EQUITY SHARES**

RESOLVED THAT, on the paid up capital of the Company as on March 31, 2016, a Dividend of Rs. 3.05 per Equity share of Rs. 10 each (i.e. at the rate of 30.5%) be and is hereby declared, for the Financial year ended March 31, 2016, out of the profits available for appropriation payable to (1) the Members who hold shares in physical form and whose name appear on the Register of Members of the Company as at the close of business on September 15, 2016 and (2) in respect of shares held in dematerialised form, as per the list of beneficiary owners provided by the National Securities



Depository Limited and Central Depository Services (India) Limited as at the close of business on September 15, 2016.

3. APPOINTMENT DIRECTOR IN PLACE OF MR. K. G. PRABHAKAR, WHO RETIRES BY ROTATION

RESOLVED THAT, pursuant to provision of section 152 of the Companies Act, 2013, the approval of the members of the company be and is hereby accorded to the re-appointment of Mr. K. G. Prabhakar (DIN: 07187463) as a whole time Director (designated as Director and Chief Financial Officer), to the extent that he is required to retire by rotation.

4. APPOINTMENT OF MESSRS. B K RAMADHYANI & CO. LLP, CHARTERED ACCOUNTANTS, BANGALORE, AS AUDITORS OF THE COMPANY AND FIX THEIR REMUNERATION

RESOLVED THAT, the retiring auditors, M/s. B. K. Ramadhyani & Co. LLP., Chartered Accountants, Bangalore (Firm Registration No. 002878S/S200021) be and are hereby appointed as Auditors of the Company, to hold office from the conclusion of this Annual General Meeting until the conclusion of the next Annual General Meeting on such remuneration as shall be fixed by the Board of Directors of the Company.

5. APPOINTMENT OF BRANCH AUDITOR & FIX THEIR REMUNERATION

RESOLVED THAT, Mr. Mitsuo Sekino, Certified Public Accountant, Tokyo, Japan the retiring auditor, be and is hereby appointed as Auditor of the Company's branch office at Tokyo Japan, to hold office from the conclusion of this Annual General Meeting until the conclusion of the next Annual General Meeting on such remuneration as shall be fixed by the Board of Directors of the Company.

SPECIAL BUSINESS

ORDINARY RESOLUTION

6. RATIFICATION OF REMUNERATION TO COST AUDITORS.

RESOLVED THAT, pursuant to Section 148 of the Companies Act, 2013 and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Audit & Auditors) Rules, 2014 (including any statutory modification or re-enactment(s) thereof, for the time being in force) the Cost Auditors appointed by the Board of Directors of the Company to conduct the audit of the cost records of the Company for the financial year ending March 31, 2017, be paid the remuneration as set out in the Statement annexed to the Notice convening this Meeting.

RESOLVED FURTHER THAT, the Board of Directors of the Company be and is hereby authorized to do all acts and take all such steps as may be necessary or expedient to give effect to this resolution."

Sd/-
Chairman

Date: September 27, 2016

Place: Bangalore



For T D Power Systems Limited

N. Srivatsa
N. Srivatsa
Company Secretary