

May 11, 2016

The Corporate Services Department
 BSE Limited
 P J Towers
 Dalal Street
Mumbai 400 001

National Stock Exchange of India Limited
 Exchange Plaza
 Bandra – Kurla Complex
 Bandra (East)
 Mumbai – 400051

Sirs,

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

Tel +91 80 229 95700 / 6633 7700
 Fax +91 80 7734439 / 2299 5718
 Mail tdps@tdps.co.in
www.tdps.co.in

Sub: Financial results for the quarter and year ended March 31, 2016

The Board of Directors of the Company at the meeting held today approved the enclosed Audited Financial Results for the quarter and year ended March 31, 2016 along with the Auditor's Report thereon.

In terms of the Regulation 33 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") form A is also enclosed along with the aforesaid results.

Further the Board of Directors have at the meeting, recommended a dividend of Rs. 3.05 per share for the year ended March 31, 2016, if declared at the forthcoming Annual General Meeting of the Company, payable to the Shareholders of the Company whose names appear on the Register of Members as on the date of the Annual General Meeting .

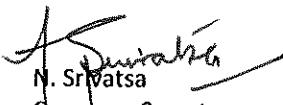
The Company has opted to furnish extract of consolidated financial results, pursuant to option made available as per Regulation 33 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. The Standalone Financial Results are available on the company's website www.tdps.co.in. The key information on the standalone financial results are as under:

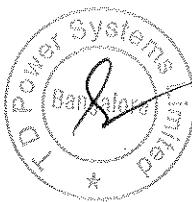
Particular	Quarter ended			Year Ended	
	31.03.2016	31.12.2015	31.03.2015	31.03.2016	31.03.2015
	(AUDITED)	(UNAUDITED)	(AUDITED)	(AUDITED)	(AUDITED)
Net Sales / Income from Operations	11,537.29	10,150.82	12,392.34	45,535.02	40,476.51
Profit Before Tax	335.55	76.41	1,116.49	1,692.67	2,300.35
Profit After Tax	550.82	30.25	975.66	1,497.89	1,696.28

Please take the above on record.

Thanking You

Yours truly,
 For TD POWER SYSTEMS LIMITED


 N. Srivatsa
 Company Secretary



**Auditor's Report on Quarterly Financial Results and Year to Date Results of TD Power Systems Limited
(Consolidated and Standalone) Pursuant to the Regulation 33 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015**

To
The Board of Directors
TD Power Systems Limited
Bangalore.

We have audited the consolidated financial results of TD Power Systems Limited ("the Company) and its subsidiaries (collectively called "the Group") for the quarter ended and the year ended March 31, 2016, attached herewith, and also the standalone financial results of the Company for the quarter ended and year ended March 31, 2016, being submitted by the company pursuant to the requirement of Regulation 33 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. These consolidated quarterly financial results as well as the consolidated year to date financial results have been prepared from consolidated financial statements, which are the responsibility of the company's management. Our responsibility is to express an opinion on these consolidated financial results based on our audit of such consolidated financial statements, which have been prepared in accordance with the recognition and measurement principles laid down in Accounting Standard for Interim Financial Reporting (AS 25), mandated under Section 133 of the Companies Act, 2013 read with relevant rules issued thereunder and other accounting principles generally accepted in India.

We conducted our audit in accordance with the auditing standards generally accepted in India. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial results are free of material misstatements. An audit includes examining, on a test basis, evidence supporting the amounts disclosed as financial results. An audit also includes assessing the accounting principles used and significant estimates made by management. We believe that our audit provides a reasonable basis for our opinion.

We did not audit the financial statements of Japan branch office & Hong Kong branch office of Indian subsidiary included in the consolidated quarterly financial results and consolidated year to date results. These financial statements and other financial information have been audited by Mr. Mitsuo Sekino and M/s Simon Chong & Co., Certified Public Accountant respectively, whose reports have been furnished to us, and our opinion on the quarterly financial results and the year to date results, to the extent they have been derived from such financial statements is based solely on the report of such other auditors. Further, we have reviewed the financial statements of the overseas subsidiaries for the limited purpose of verifying the consolidated financial results.

In our opinion and to the best of our information and according to the explanations given to us these consolidated quarterly financial results as well as the consolidated year to date results:

- (i) include the quarterly financial results and year to date of the following entities –
 - a) TD Power Systems Limited
 - b) DF Power Systems Private Limited
 - c) TD Power Systems USA Inc
 - d) TD Power Systems Japan Limited
 - e) TD Power Systems Europe GMBH
- (ii) have been presented in accordance with the requirements of Regulation 33 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 in this regard
- (iii) give a true and fair view of the consolidated net profit, standalone net profit and other financial information for the quarter ended March 31, 2016 as well as the consolidated net loss, standalone net profit of the year to date results for the period from April 1, 2015 to March 31, 2016

For B K Ramadhyani & Co LLP.,
Chartered Accountants
Firm Registration No: 002878S/ S200021

BANGALORE 560 001
R Satyanarayana Murthy
Partner
Membership No: 024248
Bangalore
May 11, 2016

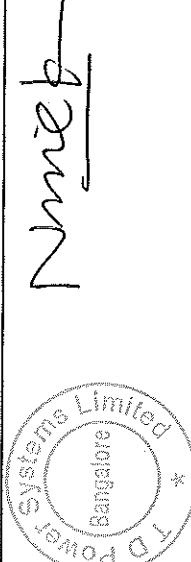
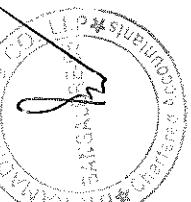
TO POWER SYSTEMS LIMITED

REGISTERED OFFICE & PLANT: # 27,28 & 29 KIADB INDUSTRIAL AREA, DABASPET, NELAMANGALA TALUK, BANGALORE - 562 111

CIN: L31102KA2008PLC025071 E-mail id: tdp@tdps.co.in Website: www.tdps.co.in Tel. No. +91 80 22996700, Fax: +91 80 7734439

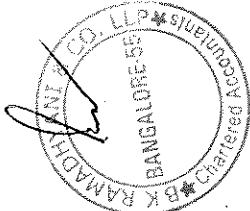
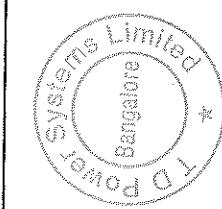
PART I STATEMENT OF STANDALONE/CONSOLIDATED AUDITED FINANCIAL RESULTS FOR THE QUARTER AND YEAR ENDED MARCH 31, 2016

Sl. No.	PARTICULARS (Refer Notes Below)	Consolidated		Year Ended 31.03.2016 (AUDITED)		Quarter ended 31.12.2015 (UNAUDITED)		Year Ended 31.03.2016 (AUDITED)		31.12.2016 (UNAUDITED)		31.03.2016 (AUDITED)		31.03.2016 (AUDITED)	
		(Rs.)	(Rs.)	(Rs.)	(Rs.)	(Rs.)	(Rs.)	(Rs.)	(Rs.)	(Rs.)	(Rs.)	(Rs.)	(Rs.)	(Rs.)	(Rs.)
1	Net Sales	11,865.34	11,282.51	18,706.64	50,675.12	59,744.19	11,537.29	10,150.82	12,322.34	45,535.02	40,476.51	40,476.51	40,476.51	40,476.51	40,476.51
2	Total Income from operations (net)	11,865.34	11,282.51	18,706.64	50,675.12	59,744.19	11,537.29	10,150.82	12,322.34	45,535.02	40,476.51	40,476.51	40,476.51	40,476.51	40,476.51
2	Expenses	-	-	-	-	-	-	-	-	-	-	-	-	-	-
a	Cost of materials consumed	5,885.50	5,070.61	5,821.11	25,082.87	24,141.14	5,921.22	4,811.07	6,050.14	24,650.97	23,522.53	23,522.53	23,522.53	23,522.53	23,522.53
b	Purchases for project business	1,510.78	1,383.96	7,894.81	10,795.75	20,019.44	773.53	1,062.67	1,884.01	5,983.29	3,083.60	3,083.60	3,083.60	3,083.60	3,083.60
c	Changes in inventories of finished goods, work-in-progress and stock-in-trade	914.83	1,177.82	1,122.12	910.09	1,168.59	914.83	1,177.82	1,122.13	910.09	1,168.59	1,168.59	1,168.59	1,168.59	1,168.59
d	Employee benefits expense	1,821.42	1,508.43	1,605.57	6,605.17	6,523.27	1,714.26	1,410.05	1,378.89	5,928.90	4,807.83	4,807.83	4,807.83	4,807.83	4,807.83
e	Depreciation and amortisation expenses	713.94	719.98	705.71	2,886.71	2,876.28	705.87	711.09	690.24	2,837.62	2,800.60	2,800.60	2,800.60	2,800.60	2,800.60
f	Other expenses : (Any item exceeding 10% of the total expenses relating to continuing operations to be shown separately)	1,744.65	2,210.53	2,597.81	6,812.77	6,484.19	1,702.89	1,145.39	929.06	5,241.26	4,041.55	4,041.55	4,041.55	4,041.55	4,041.55
3	Total expenses	12,681.12	12,051.33	19,247.13	52,887.36	61,208.82	11,733.71	10,318.70	12,004.28	45,862.93	39,522.70	39,522.70	39,522.70	39,522.70	39,522.70
3	Profit / (Loss) from operations before other income, finance costs and exceptional items (1-2)	(735.79)	(788.82)	(540.49)	(2,212.24)	(1,465.73)	(198.42)	(167.97)	388.08	272.99	593.81	593.81	593.81	593.81	593.81
4	Other Income	658.17	388.94	935.10	2,018.84	2,450.15	672.84	287.44	836.74	1,301.13	1,718.54	1,718.54	1,718.54	1,718.54	1,718.54
5	Profit / (Loss) from ordinary activities before finance costs and exceptional items (3 +/- 4)	(67.61)	(379.87)	394.61	(193.40)	984.42	476.42	196.38	1,224.82	2,174.12	2,672.35	2,672.35	2,672.35	2,672.35	2,672.35
6	Finance costs	132.31	125.17	119.12	498.15	388.69	140.87	123.17	108.33	481.45	372.00	372.00	372.00	372.00	372.00
7	Profit / (Loss) from ordinary activities after tax (6 +/- 5)	(199.92)	(505.05)	275.49	(691.55)	595.73	335.55	78.41	1,116.46	1,692.67	2,300.35	2,300.35	2,300.35	2,300.35	2,300.35
8	Exceptional items	-	-	-	-	-	-	-	-	-	-	-	-	-	-
9	Profit / (Loss) from ordinary activities before tax (7 +/- 8)	(198.92)	(505.05)	276.49	(691.55)	595.73	335.55	78.41	1,116.46	1,692.67	2,300.35	2,300.35	2,300.35	2,300.35	2,300.35
10	Tax expense & Prior Period Expenses	61.21	203.21	209.59	676.57	(215.27)	48.18	140.83	194.78	604.07	604.07	604.07	604.07	604.07	604.07
11	Net Profit / (Loss) from ordinary activities after tax (9 +/- 10)	3.28	(586.25)	65.98	(918.54)	(82.84)	550.82	30.25	975.66	1,467.99	1,696.23	1,696.23	1,696.23	1,696.23	1,696.23
12	Extraordinary items (Net of tax expense Rs. in Lakhs))	-	-	-	-	-	-	-	-	-	-	-	-	-	-
13	Net Profit / (Loss) for the period (11 +/- 12)	3.28	(586.25)	85.98	(918.54)	(82.84)	550.82	30.25	975.66	1,467.99	1,696.23	1,696.23	1,696.23	1,696.23	1,696.23
14	Share of profit / (loss) of associates*	-	-	-	-	-	-	-	-	-	-	-	-	-	-
15	Minority Interest*	-	-	-	-	-	-	-	-	-	-	-	-	-	-
16	Net Profit / (Loss) after taxes, minority interest and share of profit / loss of associates (13 +/- 14 +/- 15)*	3.28	(586.25)	65.98	(918.54)	(82.84)	550.82	30.25	975.66	1,467.99	1,696.23	1,696.23	1,696.23	1,696.23	1,696.23
17	Paid-up equity share capital (Face value of Rs. 10/- per share)	3,323.75	3,323.75	3,323.75	3,323.75	3,323.75	3,323.75	3,323.75	3,323.75	3,323.75	3,323.75	3,323.75	3,323.75	3,323.75	3,323.75
18	Reserves excluding Revaluation Reserves as per balance sheet of previous accounting year	44,003.69	45,198.98	46,980.23	44,003.69	48,080.23	46,082.14	46,751.44	45,804.38	46,082.14	45,804.38	45,804.38	45,804.38	45,804.38	45,804.38
19	Earnings per share (before extraordinary items)	-	-	-	-	-	-	-	-	-	-	-	-	-	-
a	Basic (not annualised)	0.01	(1.70)	0.20	(2.76)	(0.25)	1.68	0.08	2.94	4.51	5.10	5.10	5.10	5.10	5.10
b	Diluted (not annualised)	0.01	(1.70)	0.20	(2.76)	(0.25)	1.68	0.09	2.94	4.51	5.10	5.10	5.10	5.10	5.10
19.i	Earnings per share (after extraordinary items) (or Rs. 10/- each)	0.01	(1.70)	0.20	(2.76)	(0.25)	1.68	0.08	2.94	4.51	5.10	5.10	5.10	5.10	5.10
a	Basic (not annualised)	0.01	(1.70)	0.20	(2.76)	(0.25)	1.68	0.08	2.94	4.51	5.10	5.10	5.10	5.10	5.10
b	Diluted (not annualised)	0.01	(1.70)	0.20	(2.76)	(0.25)	1.68	0.09	2.94	4.51	5.10	5.10	5.10	5.10	5.10
A. Notes:															
1.	The above statement of financial results are audited by the company's Auditors, reviewed by the Audit Committee and approved by the Board of Directors at its meeting held on today i.e. May 11, 2016. The Statutory Auditors have expressed unqualified audit opinion on the said financial results.														
2.	The Consolidated financial statements for the Quarter and year ended 31.03.2016 are prepared in accordance with AS 21, notified pursuant to the Companies (Accounting Standard) Rule, 2006.														
3.	The name of European Subsidiary Plain 125 GmbH with effect from 12th January 2016 and additional 150,000 Shares of Euro 1 each is substituted.														
4.	The figures of the last quarter represent the latest figures in respect of the full financial year and the published year-to-date figures upto the third quarter of the current financial year.														
5.	Previous years/periods figures have been re-grouped/rearranged wherever required in conformity with current period presentation.														
B. Disclosures specified in Part A of Schedule IV in terms of Regulation 33(1)(e) of the SEBI (Listing Obligations & Disclosure Requirements)															
1.	The Board of Directors have recommended a Dividend of Rs. 3.05 per Equity Share or Rs. 10/- each for the financial year ended 31.03.2016 subject to the approval of the shareholders in the Annual General meeting of the Company.														
2.	Segment wise Revenue, Results and Capital Employed is stated separately.														



3/6

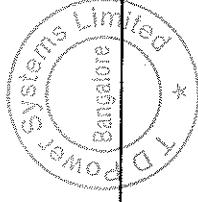
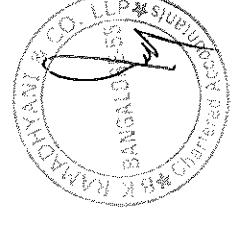
TD POWER SYSTEMS LIMITED						
REGISTERED OFFICE & PLANT: # 27-28 & 29, KIADB INDUSTRIAL AREA, DABASPET, NELAMANGALA TALUK, BANGALORE - 562 111 CIN: L21103KA1999PLC025071, E-mail id: tps@tdps.co.in, Website: www.tdps.co.in, Tel No.: + 91 80 22885700, Fax: + 91 80 7724439						
STATEMENT OF STANDALONE/CONSOLIDATED AUDITED FINANCIAL RESULTS FOR THE QUARTER AND YEAR ENDED MARCH 31, 2016						
AUDITED SEGMENTWISE REVENUE, RESULTS AND CAPITAL EMPLOYED						
(Rs. In Lakhs)						
Consolidated						
Quarter ended						
			Year Ended		Year Ended	
	31.03.2016	31.03.2016	31.03.2016	31.03.2016	31.03.2016	31.03.2016
	(AUDITED)	(UNAUDITED)	(AUDITED)	(AUDITED)	(AUDITED)	(AUDITED)
	(Rs.)	(Rs.)	(Rs.)	(Rs.)	(Rs.)	(Rs.)
1 Segment Revenue						
(a) Manufacturing						
(b) Project Business including WOS	10,488.73	8,958.94	10,381.13	38,164.08	37,675.98	10,258.45
(c) Engineering, procurement and construction (EPC)	2,144.18	1,489.00	4,031.19	12,478.61	9,907.95	1,711.83
Total	12,632.91	8,958.94	14,412.32	2,366.02	15,765.64	-
Less: Inter Segment Revenue						
Less: Inter Company	454.08	42.58	334.98	1,767.02	63,349.54	11,971.38
Net Sales/ Income from Operations	395.53	17.34	77.13	784.04	434.08	12,727.32
Segment Results						
2 Results (Profit)(x) Loss (-) before tax and interest from Each segment)						
(a) Manufacturing	1,070.70	348.76	2,239.06	3,833.70	4,844.58	1,070.70
(i) Less : Inter Segment Company	29.67	52.22	(52.89)	303.68	23.40	-
(ii) Less : Inter Company	(129.94)	112.23	(524.82)	981.16	500.58	(56.88)
(b) Project Business including WOS	(491.50)	(534.09)	(1,020.88)	(2,179.10)	(2,404.48)	-
Total	419.59	374.50	746.35	2,322.08	2,911.28	975.82
Less : (i) Interest						
(i) Depreciation	132.32	125.16	119.12	498.15	388.69	140.87
(ii) Unallocable Income net of un-allocable expenditure	(713.55)	(719.97)	(705.71)	(2,880.71)	(2,875.28)	(705.87)
Total Profit Before Tax	(226.78)	34.40	(563.97)	(365.23)	(942.43)	(207.48)
Capital Employed - Segment Liabilities						
(a) Manufacturing	-	-	(691.55)	596.73	335.55	78.41
(b) Project Business including WOS	32,707.48	37,047.90	34,740.15	32,707.46	33,881.01	32,128.60
(c) Engineering, procurement and construction (EPC)	(4,047.17)	(3,733.08)	(4,342.4)	(4,047.17)	(4,342.74)	2,007.04
Total	15,982.50	11,385.70	16,697.58	15,982.50	17,755.81	1,987.94
Note:- In accordance with AS 17 - "Segment reporting" The Company on Standalone basis has two reportable segments i.e. Manufacturing and Projects business. However, the consolidated segment reporting contains one more reportable segment relating to the Engineering, Procurement and Construction (EPC) of power plants undertaken by our wholly owned subsidiary DF Power Systems Private Limited.						



Naveen

Engineering, Procurement and Construction (EPC) of power plants undertaken by our wholly owned subsidiary DF Power Systems Private Limited.

4/4

TD POWER SYSTEMS LIMITED					
STANDALONE / CONSOLIDATED STATEMENT OF ASSETS AND LIABILITIES					
					Rs in Lakhs
	Consolidated 31.03.2016 (AUDITED) (Rs.)	31.03.2016 (AUDITED) (Rs.)	31.03.2016 (AUDITED) (Rs.)	31.03.2016 (AUDITED) (Rs.)	Stand Alone 31.03.2016 (AUDITED)
A					
EQUITY AND LIABILITIES					
1 Shareholders' funds					
(a) Share capital	3,323.76	3,323.76	3,323.76	3,323.76	3,323.76
(b) Reserves and surplus	44,003.69	46,080.23	46,082.14	45,804.37	
(c) Money received against share warrants					
2 Share application money pending allotment	Sub-total - Shareholders' funds	47,327.45	49,403.99	49,405.90	49,128.73
3 Minority interest *					
4 Non-current liabilities					
(a) Long-term borrowings	-	-	-	-	
(b) Deferred tax liabilities (net)	1,532.80	1,771.88	1,544.13	1,814.36	
(c) Other long-term liabilities	-	-	-	-	
(d) Long-term provisions	391.59	440.55	375.24	283.78	
5 Current liabilities	Sub-total - Non-current liabilities	1,924.39	2,212.43	1,919.37	2,098.13
(a) Short-term borrowings	2,764.15	5,735.14	2,764.15	5,735.14	
b) Trade payables	14,462.52	16,719.59	11,031.04	11,167.37	
c) Other current liabilities	10,163.79	11,981.17	8,965.03	7,533.54	
(d) Short-term provisions	2,648.10	3,559.65	1,514.71	1,308.33	
Sub-total - Current liabilities	30,058.56	37,995.55	24,274.93	25,745.88	
TOTAL - EQUITY AND LIABILITIES	79,290.40	89,611.97	75,600.20	76,972.14	
B ASSETS					
1 Non-current assets					
(a) Fixed assets	25,888.63	27,162.76	25,795.25	26,942.48	
(b) Goodwill on consolidation *					
(c) Non-current investments	0.50	0.50	2,776.30	2,845.47	
(d) Deferred tax assets (net)					
(e) Long-term loans and advances	1,926.65	3,447.54	2,387.53	3,550.72	
(f) Other non-current assets					
Sub-total - Non-current assets	27,815.78	30,610.80	30,959.08	33,118.67	
2 Current assets					
(a) Current investments					
(b) Inventories	8,812.65	7,602.08	8,033.04	7,602.09	
(c) Trade receivables	15,574.42	15,514.91	13,374.77	11,409.20	
(d) Cash and cash equivalents	22,581.44	27,211.34	19,219.33	19,208.09	
(e) Short-term loans and advances	4,556.11	8,672.83	4,013.98	5,634.09	
(f) Other current assets					
Sub-total - Current assets	5,474.62	59,001.17	44,641.12	43,853.47	
TOTAL - ASSETS	79,290.40	89,611.97	75,600.20	76,972.14	
* Applicable in the case of consolidated statement of assets and liabilities.					
For & on behalf of the Board					
					
					
Nikhil Kumar Managing Director					
					
Bangalore May 11, 2016					

S/6

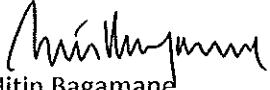
TO THE STOCK EXCHANGES

Compliance under Regulation 33 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

FORM A (for audit report with unmodified opinion)

1	Name of the company	TD POWER SYSTEMS LIMITED
2	Annual financial statements for the year ended	March 31, 2016
3	Type of Audit observation	Un-Modified
4	Frequency of Audit observation	Not Applicable

Signed by:

5	Nikhil Kumar Managing Director	
	K. G. Prabhakar Director & CFO	
	B.K. RAMADHYANI & CO LLP. (formerly B.K. Ramadhyani & Co.) Auditors of the Company	For B.K. RAMADHYANI & CO LLP. Chartered Accountants Firm Registration No. 002878S/S200021  R. SATYANARAYANA MURTHI Partner - M.No. 024248
	 Nitin Bagamane Audit Committee Chairman	