

May 18, 2017

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.inwww.tdps.co.inSub: Financial results for the quarter and year ended March 31, 2017

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, 2017 along with the Auditor's Report thereon.

Declaration on Audit Reports with unmodified opinion pursuant to Regulation 33 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (LODR) is enclosed along with the aforesaid results.

Further the Board of Directors have at the meeting, recommended a dividend of Rs.1.80 per share for the year ended March 31, 2017, 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.

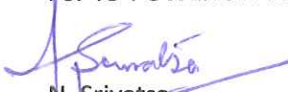
The Company has opted to furnish extract of consolidated financial results, pursuant to option made available as per Regulation 33 & 47 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. The Standalone Financial Results are available on the company's website www.tdps.co.in. The key information on the standalone financial results are as under:

(Rs. In Lakhs)

Particular	Quarter ended			Year Ended	
	31.03.2017	31.12.2016	31.03.2016	31.03.2017	31.03.2016
	(AUDITED)	(UNAUDITED)	(AUDITED)	(AUDITED)	(AUDITED)
Net Sales / Income from Operations	12,893.87	6,261.45	11,537.29	36,944.03	45,535.02
Profit Before Tax	1,093.28	(1,078.31)	335.56	69.09	1,692.67
Profit After Tax	1,062.76	(1,172.75)	550.83	8.91	1,497.89

Please take the above on record.

Thanking You
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, 2017, attached herewith, and also the standalone financial results of the Company for the quarter and year ended March 31, 2017, 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.

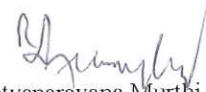
We did not audit the financial statements of Japan branch office & Hong Kong branch office of Indian subsidiary included in the consolidated quarterly financial results and consolidated year to date results. These financial statements and other financial information have been audited by M/s Tsuzura & Associates 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, 2017 as well as the consolidated net loss, standalone net profit of the year to date results for the period from April 1, 2016 to March 31, 2017.

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

B K RAMADHYANI & CO. LLP
CHARTERED ACCOUNTANTS
No. 68, # 4-B, Chitrapur Bhavan,
8th Main, 15th Cross, Malleswaram,
BANGALORE - 560 055.


R. Satyanarayana Murthi
Partner
Membership No: 024248
Bangalore

STATEMENT OF STANDALONE/CONSOLIDATED AUDITED FINANCIAL RESULTS FOR THE QUARTER AND YEAR ENDED MARCH 31, 2017
 (Rupees in Lakhs)

Sl. No.	PARTICULARS	Consolidated						Standalone					
		Quarter ended		Year Ended		Quarter ended		Year Ended		Quarter ended		Year Ended	
		31.03.2017 (AUDITED)	31.12.2016 (UNAUDITED)	31.03.2016 (AUDITED)	31.03.2017 (AUDITED)	31.03.2016 (AUDITED)	31.12.2016 (UNAUDITED)	31.03.2016 (AUDITED)	31.03.2017 (AUDITED)	31.03.2016 (AUDITED)	31.12.2016 (UNAUDITED)	31.03.2016 (AUDITED)	31.03.2017 (AUDITED)
	(Refer Notes Below)	(Rs.)	(Rs.)	(Rs.)	(Rs.)	(Rs.)	(Rs.)	(Rs.)	(Rs.)	(Rs.)	(Rs.)	(Rs.)	
1	Income from operations	12,863.45	6,408.33	11,865.34	37,990.90	50,675.12	12,893.87	6,261.45	11,537.29	36,944.03	45,535.02	45,535.02	
	Net Sales	12,863.45	6,408.33	11,865.34	37,990.90	50,675.12	12,893.87	6,261.45	11,537.29	36,944.03	45,535.02	45,535.02	
2	Total income from operations (net)	-	-	-	-	-	-	-	-	-	-	-	
	Expenses	6,562.74	4,853.56	5,895.50	22,008.07	25,082.87	6,515.03	4,784.50	5,921.22	21,870.38	24,850.97	24,850.97	
	a. Cost of materials consumed	1,259.75	601.25	1,510.78	3,527.38	10,795.75	1,299.07	693.13	773.53	2,699.96	5,483.29	5,483.29	
	b. Purchases for project business	-	-	-	-	-	-	-	-	-	-	-	
	c. Changes in inventories of finished goods, work-in-progress and stock-in-trade	821.54	(1,168.29)	914.83	228.09	910.09	821.54	(1,168.29)	914.83	228.09	910.09	910.09	
	d. Employees benefits expense	1,704.40	1,498.76	1,821.42	6,379.77	6,605.17	1,554.31	1,392.95	1,714.26	5,936.39	5,928.80	5,928.80	
	e. Depreciation and amortisation expense	691.47	694.23	713.94	2,785.55	2,880.71	688.89	691.55	706.87	2,772.21	2,837.82	2,837.82	
	f. Other expenses: (Any item exceeding 10% of the total expenses relating to continuing operations to be shown separately)	1,473.96	1,224.03	1,744.65	5,068.42	6,612.77	1,378.44	1,170.48	1,702.99	4,755.78	5,241.26	5,241.26	
	Total expenses	12,553.86	7,703.84	12,501.12	39,997.28	52,887.56	12,287.28	7,564.32	11,733.70	38,282.81	45,262.03	45,262.03	
3	Income, finance costs and exceptional items (1-2)	329.59	(1,295.21)	(735.78)	(2,006.38)	(2,212.24)	636.59	(1,302.87)	(196.41)	(1,318.78)	272.99	272.99	
4	Other income	639.72	336.31	668.17	2,045.13	2,018.84	575.09	323.67	672.84	1,794.04	1,901.13	1,901.13	
5	Profit / (Loss) from ordinary activities before finance costs and exceptional items (3 +/- 4)	969.31	(958.90)	(67.61)	38.75	(193.40)	1,211.68	(976.20)	476.43	476.26	2,174.12	2,174.12	
6	Finance costs	119.59	106.77	132.31	414.29	498.15	118.40	102.11	140.87	406.17	487.45	487.45	
7	Profit / (Loss) from ordinary activities after finance costs but before exceptional items (5 +/- 6)	849.72	(1,065.67)	(199.92)	(375.54)	(691.55)	1,093.28	(1,078.31)	335.56	69.09	1,692.67	1,692.67	
8	Exceptional items	-	-	-	-	-	-	-	-	-	-	-	
9	Profit / (Loss) from ordinary activities before tax (7 +/- 8)	849.72	(1,065.67)	(199.92)	(375.54)	(691.55)	1,093.28	(1,078.31)	335.56	69.09	1,692.67	1,692.67	
10	Tax expense & Prior Period Expense	48.64	97.15	(203.20)	72.89	226.99	30.52	94.44	(215.27)	60.18	194.78	194.78	
11	Net Profit / (Loss) from ordinary activities after tax (9 +/- 10)	801.08	(1,162.82)	3.28	(448.43)	(918.54)	1,062.76	(1,172.75)	550.83	8.91	1,497.89	1,497.89	
12	Extraordinary items (Net of tax expense Rs. in Lakhs)	-	-	-	-	-	-	-	-	-	-	-	
13	Net Profit / (Loss) for the period (11 +/- 12)	801.08	(1,162.82)	3.28	(448.43)	(918.54)	1,062.76	(1,172.75)	550.83	8.91	1,497.89	1,497.89	
14	Share of profit / (loss) of associates	-	-	-	-	-	-	-	-	-	-	-	
15	Minority interest *	-	-	-	-	-	-	-	-	-	-	-	
16	14 +/- 15 *	801.08	(1,162.82)	3.28	(448.43)	(918.54)	1,062.76	(1,172.75)	550.83	8.91	1,497.89	1,497.89	
17	Paid-up equity share capital (Face value of Rs. 10/- per share)	3,323.76	3,323.76	3,323.76	3,323.76	3,323.76	3,323.76	3,323.76	3,323.76	3,323.76	3,323.76	3,323.76	
18	Reserves excluding Revaluation Reserves as per balance sheet of previous accounting year	43,555.94	42,756.39	44,003.69	43,555.94	44,003.69	46,091.03	45,028.26	46,082.14	46,091.03	46,082.14	46,082.14	
19	Earnings per share (before extraordinary items) (of 'Rs. 10/- each)	-	-	-	-	-	-	-	-	-	-	-	
	a) Basic (not annualised)	2.41	(3.50)	0.01	(1.35)	(2.76)	3.20	(3.53)	1.66	0.03	4.51	4.51	
	b) Diluted (not annualised)	2.41	(3.50)	0.01	(1.35)	(2.76)	3.20	(3.53)	1.66	0.03	4.51	4.51	
19.ii	Earnings per share (after extraordinary items) (of 'Rs. 10/- each)	-	-	-	-	-	-	-	-	-	-	-	
	a) Basic (not annualised)	2.41	(3.50)	0.01	(1.35)	(2.76)	3.20	(3.53)	1.66	0.03	4.51	4.51	
	b) Diluted (not annualised)	2.41	(3.50)	0.01	(1.35)	(2.76)	3.20	(3.53)	1.66	0.03	4.51	4.51	

A. Notes:
 1. The above statement of financial results are audited by the company's Auditors, reviewed by the Board of Directors at its meeting held on today i.e. May 18, 2017. The Statutory Auditors have expressed unmodified audit opinion on the said financial results.
 2. The Consolidated financial statements for the Quarter & Year ended 31st March 2017 are prepared in accordance with AS 21, notified pursuant to the Companies (Accounting Standard) Rule, 2006 as amended from time to time.
 3. The figures of the last quarter represent the balancing figures between audited figures in respect of the full financial year and the published year-to-date figures upto the third quarter of the current financial year.
 4. Previous years/periods figures have been re-grouped/rearranged/revised 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)

- The Board of Directors have recommended a Dividend of Rs 1.80 per Equity Share of Rs. 10/- each for the financial year ended 31.03.2017 subject to the approval of the shareholders in the Annual General Meeting of the Company.
- Segment wise Revenue, Results and Capital Employed is stated separately.
- 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:

	Standalone (Rs in lakhs)			
	Quarter ended	Year Ended	Year Ended	Year Ended
	31.03.2017 (AUDITED)	31.03.2016 (AUDITED)	31.03.2017 (AUDITED)	31.03.2016 (AUDITED)
Net Sales / Income from Operations	12,893.87	6,261.45	11,537.29	36,944.03
Profit Before Tax	1,093.28	(1,076.31)	335.56	69.09
Profit After Tax	1,062.76	(1,172.75)	550.83	8.91

RAMADHYANI & CO. LLP
 CHARTERED ACCOUNTANTS
 # 4-B, Chirappur Bhavan,
 Main, 15th Cross, Malleswaram,
 BANGALORE - 560 055.



TD POWER SYSTEMS LIMITED

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

CIN: L3103KA1999PLC025071, E mail id: tdps@tdps.co.in, Website: www.tdps.co.in, Tel. No.: + 91 80 22995700, Fax: + 91 80 7734439

STATEMENT OF STANDALONE/CONSOLIDATED AUDITED FINANCIAL RESULTS FOR THE QUARTER AND YEAR ENDED MARCH 31, 2017

(Rs. In Lakhs)

Particulars	Consolidated						Standalone					
	Quarter ended		Year Ended		Quarter ended		Year Ended		Quarter ended		Year Ended	
	31.03.2017 (AUDITED) (Rs.)	31.12.2016 (UNAUDITED) (Rs.)	31.03.2016 (AUDITED) (Rs.)	31.03.2017 (AUDITED) (Rs.)	31.03.2016 (AUDITED) (Rs.)	31.03.2017 (AUDITED) (Rs.)	31.03.2016 (AUDITED) (Rs.)	31.03.2016 (AUDITED) (Rs.)	31.03.2016 (UNAUDITED) (Rs.)	31.03.2017 (AUDITED) (Rs.)	31.03.2016 (AUDITED) (Rs.)	31.03.2017 (AUDITED) (Rs.)
1 Segment Revenue												
(a) Manufacturing	12,572.22	5,384.48	10,488.73	34,619.17	38,164.08	10,882.16	5,137.73	10,259.45	5,137.73	32,594.66	37,712.94	
(b) Project Business including WOS	1,978.39	1,365.90	2,144.18	6,845.59	12,479.61	2,033.92	1,261.13	1,711.93	1,261.13	6,031.46	9,609.10	
(c) Engineering, procurement and construction (EPC)	-	9.14	32.03	172.46	2,308.02	-	-	-	-	-	-	
Total	14,550.61	6,759.52	12,664.94	41,637.22	52,957.71	12,916.08	6,398.86	11,971.38	6,398.86	38,626.12	47,322.04	
Less: Inter Segment Revenue	22.21	137.41	434.08	1,682.09	1,787.02	22.21	137.41	434.09	137.41	1,682.09	1,787.02	
Less: Inter Company	1,664.95	213.78	365.52	1,964.23	489.57	-	-	-	-	-	-	
Net Sales/ Income from Operations	12,863.45	6,408.33	11,865.34	37,990.90	50,675.12	12,893.87	6,261.45	11,537.29	6,261.45	36,944.03	45,535.02	
2 Results (Profit)/+/- Loss (-) before tax and interest from Each segment												
(a) Manufacturing	1,300.37	(141.49)	1,070.70	2,802.61	3,883.70	1,300.37	(141.49)	1,070.70	(141.49)	2,802.61	3,883.70	
(a1) Less : Inter Segment/Company	99.00	97.81	29.67	349.98	363.68	-	-	-	-	-	-	
(a2) Less : Inter Company	-	-	-	-	-	-	-	-	-	-	-	
(b) Project Business including WOS	471.80	(16.80)	(129.94)	280.86	981.16	573.72	(163.71)	(94.88)	(163.71)	258.80	1,000.38	
(c) Engineering, procurement and construction (EPC)	(61.90)	(51.04)	(491.50)	(220.14)	(2,179.10)	-	-	-	-	-	-	
Total	1,611.27	(307.14)	419.59	2,513.35	2,322.08	1,874.09	(305.20)	975.82	(305.20)	3,061.41	4,884.08	
Less: (i) Interest	119.59	106.77	132.32	414.29	498.15	118.40	102.11	140.87	102.11	406.17	481.45	
(ii) Depreciation	691.47	694.23	713.95	2,785.55	2,880.71	688.89	691.55	706.87	691.55	2,772.21	2,837.62	
(iii) Un-allocable income net of un-allocable expenditure	(49.51)	(42.47)	(226.76)	(310.95)	(365.23)	(26.47)	(20.55)	(207.48)	(20.55)	(186.06)	(127.66)	
Total Profit Before Tax	849.72	(1,065.67)	(199.92)	(375.54)	(691.55)	1,093.28	(1,078.31)	335.56	(1,078.31)	69.09	1,692.67	
3 Segment Assets												
(a) Manufacturing	47,518.42	43,964.92	47,528.38	47,518.42	47,528.38	47,704.08	44,143.29	48,011.61	44,143.29	47,704.08	48,011.61	
(b) Project Business including WOS	6,353.24	8,443.55	9,278.59	6,353.24	9,278.59	5,834.93	7,946.51	8,011.05	7,946.51	5,834.93	8,011.05	
(c) Engineering, procurement and construction (EPC)	1,430.33	1,948.06	2,207.63	1,430.33	2,207.63	2,207.63	-	-	-	-	-	
(d) Un-allocable Segment	18,942.56	19,883.84	20,275.80	18,942.56	20,275.80	19,515.99	19,602.02	19,577.54	19,602.02	19,515.99	19,577.54	
Total	74,244.55	74,240.37	79,290.40	74,244.55	79,290.40	73,055.00	71,691.82	75,600.20	71,691.82	73,055.00	75,600.20	
4 Segment Liabilities												
(a) Manufacturing	15,390.24	12,523.52	14,820.91	15,390.24	14,820.91	14,867.33	13,359.20	15,882.01	14,867.33	14,867.33	15,882.01	
(b) Project Business including WOS	1,163.66	4,531.84	6,573.94	1,163.66	6,573.94	2,698.29	4,870.13	6,004.02	2,698.29	2,698.29	6,004.02	
(c) Engineering, procurement and construction (EPC)	4,745.93	6,001.64	6,254.80	4,745.93	6,254.80	-	-	-	-	-	-	
(d) Un-allocable Segment	6,065.04	5,103.22	4,313.30	6,065.04	4,313.30	6,074.59	5,110.47	4,308.28	6,074.59	6,074.59	4,308.28	
Total	27,364.86	28,160.22	31,962.95	27,364.86	31,962.95	23,640.21	23,339.80	26,194.31	23,640.21	23,640.21	26,194.31	

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.



[Handwritten Signature]

BK RAMADHYANI & CO. LLP
CHARTERED ACCOUNTANTS
 No. 68, # 4-B, Chitrapur Bhavan,
 8th Main, 15th Cross, Malleswaram,
 BANGALORE - 560 055.

TD POWER SYSTEMS LIMITED					
STANDALONE / CONSOLIDATED STATEMENT OF ASSETS AND LIABILITIES					
(Rs in Lakhs)					
Particulars	Consolidated		Standalone		
	31.03.2017 (AUDITED) (Rs.)	31.03.2016 (AUDITED) (Rs.)	31.03.2017 (AUDITED) (Rs.)	31.03.2016 (AUDITED) (Rs.)	
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	43,555.94	44,003.69	46,091.03	46,082.14	46,082.14
Sub-total - Shareholders' funds	46,879.70	47,327.45	49,414.79	49,405.90	49,405.90
2 Share application money pending allotment					
3 Minority interest *					
4 Non-current liabilities					
(a) Deferred tax liabilities (net)	1,523.53	1,532.80	1,540.31	1,544.13	1,544.13
(b) Long-term provisions	379.09	391.59	379.09	375.24	375.24
Sub-total - Non-current liabilities	1,902.62	1,924.39	1,919.40	1,919.37	1,919.37
5 Current liabilities					
(a) Short-term borrowings	4,534.28	2,764.15	4,534.28	2,764.15	2,764.15
(b) Trade payables	13,014.84	14,462.52	10,346.96	11,031.04	11,031.04
(c) Other current liabilities	6,613.29	10,163.79	6,571.00	8,965.03	8,965.03
(d) Short-term provisions	1,299.82	2,648.10	268.57	1,514.71	1,514.71
Sub-total - Current liabilities	25,462.23	30,038.56	21,720.81	24,274.93	24,274.93
TOTAL - EQUITY AND LIABILITIES	74,244.55	79,290.40	73,055.00	75,600.20	75,600.20
B ASSETS					
1 Non-current assets					
(a) Fixed assets	23,403.53	25,888.63	23,363.20	25,795.25	25,795.25
(b) Goodwill on consolidation *	-	-	-	-	-
(c) Non-current investments	0.50	0.50	2,906.12	2,776.30	2,776.30
(d) Long-term loans and advances	1,540.25	1,926.65	2,015.09	2,387.53	2,387.53
Sub-total - Non-current assets	24,944.28	27,815.78	28,284.41	30,959.08	30,959.08
2 Current assets					
(a) Current investments					
(b) Inventories	7,998.23	8,812.65	7,998.23	8,033.04	8,033.04
(c) Trade receivables	15,491.43	15,524.42	14,027.89	13,374.77	13,374.77
(d) Cash and cash equivalents	21,461.91	22,581.44	19,030.90	19,219.33	19,219.33
(e) Short-term loans and advances	4,348.70	4,556.11	3,713.57	4,013.98	4,013.98
Sub-total - Current assets	49,300.27	51,474.62	44,770.59	44,641.12	44,641.12
TOTAL - ASSETS	74,244.55	79,290.40	73,055.00	75,600.20	75,600.20
* Applicable in the case of consolidated statement of assets and liabilities.					

For & on behalf of the Board




Nikhil Kumar
Managing Director

B K RAMADHYANI & CO. LLP
 CHARTERED ACCOUNTANTS
 No. 68, # 4-B, Chitrapur Bhavan,
 8th Main, 15th Cross, Malleswaram,
 BANGALORE - 560 055.

Bangalore
May 18, 2017

May 18, 2017

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

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

Sirs,

Sub: Declaration pursuant to Regulation 33(3)(d) of the Securities & Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2016.

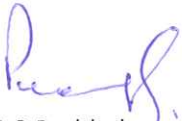
I, K G Prabhakar, Director and Chief Financial Officer of TD Power Systems Limited having its Registered Office at # 27, 28 & 29, KIADB Industrial Area, Dabaspeta, Nelamangala Taluk, Bangalore , Karnataka - 562 111, India, hereby declare that, the Statutory Auditors of the Company, B.K.RAMADHYANI & CO LLP (FRN 002878S/S200021) have issued an Audit Report with unmodified opinion on Audited Financial Results of the Company (Standalone & Consolidated) for the quarter and year ended on 31 March, 2017.

This Declaration is given in compliance to Regulation 33 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended by the SEBI (Listing Obligations and Disclosure Requirements) (Amendment) Regulations, 2016.

Kindly take this declaration on your records.

Thanking You

Yours truly,
For TD POWER SYSTEMS LIMITED



K G Prabhakar
Director & CFO

