

September 28, 2017

The Corporate Service  
Department  
**BSE Limited**  
P J Towers, Dalal Street  
Mumbai – 400 001

The Listing Department  
**The National Stock Exchange of India Ltd.**  
Exchange Plaza, Bandra- Kurla Complex  
Bandra (East)  
Mumbai 400 051

**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

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Dear Sirs,

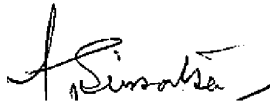
Sub: - Proceedings of the 18<sup>th</sup> Annual General Meeting

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

In terms of Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, we enclose the Proceedings of the 18<sup>th</sup> Annual General Meeting held on September 27, 2017.

Please take the same on record.

Thank you,  
**For TD POWER SYSTEMS LIMITED**



**N. Srivatsa**  
Company Secretary



## TD POWER SYSTEMS LIMITED

Registered Office:

# 27, 28 & 29, KIADB Industrial Area, Dabaspet  
Nelamangala Taluk, Bangalore 562 111, Karnataka

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### PROCEEDINGS OF THE EIGHTEENTH ANNUAL GENERAL MEETING OF THE MEMBERS OF THE COMPANY HELD AT 10.30 AM ON WEDNESDAY, SEPTEMBER 27, 2017 AT HOTEL LE MERIDIEN, NO. 28, SANKEY ROAD (OPP BANGALORE GOLF COURSE), BANGALORE 560 052

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The 18<sup>th</sup> Annual General Meeting (AGM) of the TD Power Systems Limited (the Company) was held on Wednesday, September 27, 2017 at 10.30 at hotel Le Meridien, No. 28, Sankey Road (Opp Bangalore Golf Course), Bangalore 560 052

Mr. Mohib N. Khericha, chaired the meeting. The requisite quorum being present, the Chairman called the Meeting to order. All Directors except Dr. Arjun Kalyanpur attended the AGM.

With the permission of the members present, the Notice dated August 10, 2017 convening the 18th Annual General Meeting was taken as read.

The Chairman informed the Members that as the Chairman's speech has been circulated, any comments or questions would be taken up during Question & Answer time before the voting by poll is ordered.

The following items of business as set out in the Notice convening the 18th Annual General Meeting were commenced for the members' consideration and approval:

Ordinary business	
1	<p><i>Receive, consider and adopt the Audited Financial Statements of the Company (including consolidated financial statements) for the financial year ended March 31, 2017, together with the Reports of the Board of Directors and Auditors' thereon.</i></p> <p>The Chairman requested the Company Secretary to read the Auditors' Report.</p> <p>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 – <a href="http://www.tdps.co.in">www.tdps.co.in</a> ;</p> <ul style="list-style-type: none"><li>- In page no. 95, Note 17 (short terms loan and advances), the figure relating to others as at 31.03.2017 should be read as Rs. 13,452,548 instead of Rs 7,677,748.</li><li>- However, there will be no change in the total of the Note 17 which stands at Rs. 434,870,919.</li></ul>
2	<p><i>Declare Dividend on Equity Shares.</i></p>
3	<p><i>Re-appointment of Mr. Mohib N. Khericha, Director retiring by rotation:</i></p>

4	<i>Appointment of M/s. Varma &amp; Varma, Chartered Accountants as the Statutory Auditors of the Company in place of B.K. Ramadhyani &amp; Co. LLP, Chartered Accountants the retiring Auditors, for a period of five (5) consecutive years and to fix their remuneration.</i>
<b>Special Business</b>	
5	<i>Ratify remuneration payable to the Cost Auditors for the fy 2017-18</i>
6	<i>Revise remuneration payable to Managing Director</i>
7	<i>Appointment of Mr. K. G. Prabhakar (DIN: 07187463) as a Whole-time Director</i>

The Chairman informed the members that the remote e-voting facility provided by the Company commenced on Sunday September 24, 2017 (9:00 AM IST) and concluded on Tuesday, September 26, 2017 (5:00 PM IST). The Chairman also informed that, the members who have not casted vote(s) through remote e voting can cast their votes at the AGM using the poll in respect of all the resolutions contained in the AGM Notice.

The Chairman then 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 or on the business of the company. Two shareholders sought clarifications/details on Directors shareholding, CSR, export markets and domestic market for company's products. Clarification was provided to the queries raised by the members by the Chairman regarding Director's Shareholding. The Managing Director provided clarification regarding export & domestic markets.

The Chairman appointed Mr. Sudhir V. Hulyalkar, Company Secretary in Practice & N S Ramesh a shareholder (Client ID 'IN30267937490262) as Scrutinizers for the Poll and ordered a poll in respect of all subjects/ resolutions contained in the Notice which was also summarised in Ballot papers

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

The members were informed that the consolidated result of the voting and scrutinizer's Report will be filed with the Stock Exchanges and will also be hosed at the website of the company [www.tdps.co.in](http://www.tdps.co.in) and National Securities Depositories Limited, the agency that provided e voting facility.

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.

**Date: September 28, 2017**

**Place: Bangalore**



**Power Systems Limited**

**N Srivatsa  
Company Secretary**