

September 27, 2018

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

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

www.tdps.co.in

Dear Sirs,

Sub: - Proceedings of the 19th Annual General Meeting

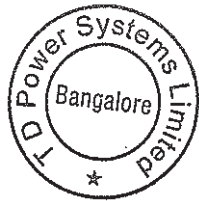
Ref: Disclosure under Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

In terms of Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, we enclose the Proceedings of the 19th Annual General Meeting held on September 26, 2018.

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

PROCEEDINGS OF THE NINETEENTH ANNUAL GENERAL MEETING OF THE MEMBERS OF THE COMPANY HELD AT 10.30 AM ON WEDNESDAY, SEPTEMBER 26, 2018 AT HOTEL LE MERIDIEN, NO. 28, SANKEY ROAD (OPP BANGALORE GOLF COURSE), BANGALORE 560 052

The 19th Annual General Meeting (AGM) of the TD Power Systems Limited (the Company) was held on Wednesday, September 26, 2018 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 Mr. Nithin Bagamane attended the AGM. At the Board Meeting held on August 08, 2018. Mr. Mohib Khericha was authorised as Audit Committee Chairman to represent Mr. Nithin Bagamane in his absence as Chairman of the Audit Committee for the Annual General Meeting.

With the permission of the members present, the Notice dated August 08, 2018 convening the 19th 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 19th Annual General Meeting were taken up for the members' consideration and approval:

Ordinary business	
1	<i>Receive, consider and adopt the Audited Financial Statements of the Company (including consolidated financial statements) for the financial year ended March 31, 2018, together with the Reports of the Board of Directors and Auditors' thereon.</i> The Chairman requested the Company Secretary to read the Auditors' Report.
2	<i>Declare Dividend on Equity Shares.</i>
3	<i>To appoint Director in place of Mr. K G Prabhakar (DIN: 07187463) who retires by rotation and being eligible seeks re-appointment</i>

Special Business	
4	<i>To appoint Ms. Prathibha Sastry (DIN: 01505172) as an Independent Director</i>
5	<i>To Re-appoint Mr. Nithin Bagamane(DIN: 00136704) as an Independent Director</i>
6	<i>To Re-appoint Mr. Ravi Kanth Mantha (DIN: 03630968) as an Independent Director</i>
7	<i>Ratification of payment of remuneration to the Cost Auditors</i>

The Chairman informed the members that the remote e-voting facility provided by the Company commenced on Sunday September 23, 2018 (9:00 AM IST) and concluded on Tuesday, September 25, 2018 (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. Shareholders' sought clarifications/details on operations of the Company, export markets and domestic market for company's products, raw material cost, new customers etc. At the request of the Chairman, Mr Nikhil Kumar Managing Director provided answers to all the questions raised by the shareholders.

The Chairman appointed Mr. Sudhir V. Hulyalkar, Company Secretary in Practice & A Ganesh a shareholder (DP ID Client ID 1204450000111893) as Scrutinizer 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.

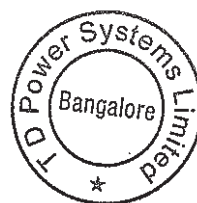
The Chairman then ordered poll in respect of all resolutions contained in the Notice.

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 hosted at the website of the company 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 27, 2018
Place: Bangalore

For TD Power Systems Limited



A handwritten signature in black ink, appearing to read "N Srivatsa".

N Srivatsa
Company Secretary