

September 26, 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

Dear Sir/ Madam,

**Subject: Outcome of Board Meeting pursuant to Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“LODR Regulations”)**

In terms of Regulation 30 of the LODR Regulations, we wish to inform you that:

- a) The Board of Directors of the Company, at its meeting held on 26.9.2018, have approved the buyback of fully paid up Equity Shares of face value of Rs.10 each ("Equity Shares" and such buyback, the "Buyback"), for an aggregate amount not exceeding Rs.30 Crores (Rupees Thirty Crores only) excluding expenses like filing fees payable to the Securities and Exchange Board of India, stock exchange fees, advisors fees, public announcement publication expenses, transaction cost viz., brokerage, applicable taxes such as securities transaction tax, stamp duty, etc., and any other incidental and related expenses ("Maximum Buyback Size"), at a price not exceeding Rs.256/- (Rupees Two Hundred Fifty Six Only) per Equity Share payable in cash ("Maximum Buyback Price") from the open market through stock exchange mechanism in such manner as may be prescribed in the Securities and Exchange Board of India (Buy Back of Securities) Regulations, 2018 ("Buyback Regulations") and the Companies Act, 2013 ("Act") (including any statutory modification(s) or re-enactment of the Act or Buy-back Regulations, for the time being in force).
- b) The Maximum Buyback Size represents 6.16% and 6.37% of the aggregate of the Company's paid-up Equity Share capital and free reserves based on the standalone and consolidated audited financial statements of the Company respectively, as at March 31, 2018.
- c) At the Maximum Buyback Price and for Maximum Buyback Size, the indicative maximum number of Equity Shares bought back would be 11,71,875 (Eleven lakhs seventy one thousand Eight hundred & seventy five Only) Equity Shares ("Maximum Buyback Shares") (comprising 3.53% of the existing paid up Equity Share capital). If the Equity Shares are bought back at a price below the Maximum Buyback Price, the actual number of Equity Shares bought back could exceed the indicative Maximum Buyback Shares (assuming full deployment of Maximum Buyback Size) but will always be subject to the Maximum Buyback Size.

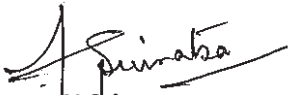
- d) The public announcement setting out the process, timelines and other requisite details will be released in due course in accordance with the Buyback Regulations. The dates of the Buy-back offer will be mentioned in the public announcement.

The pre and post buyback shareholding of the Company is enclosed as Annexure.

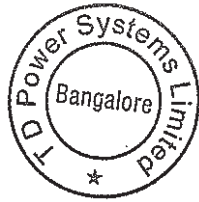
Further, the said meeting commenced at 12.30 pm and concluded at 3.25 pm

We request you to take the above information on record.

For TD Power Systems Limited



**N Srivatsa**  
**Company Secretary**  
**Membership No.: F4699**



**Annexure – A**

(Shareholding pattern as on September 21, 2018)

Category of Shareholders	Pre Buyback		*Post Buyback	
	No. of Shares	% of Shares	No. of Shares	% of Shares
<b>(A) Promoters and Promoters Group</b>				
Individual	8369624	25.1812	8369624	26.12
Foreign Individual	3235254	9.7337	3235254	10.10
Body Corporate	5026433	15.1227	5026433	15.69
Promoters Group	1386902	4.1727	1386902	4.33
<b>Total (A)</b>	<b>18018213</b>	<b>54.21</b>	<b>18018213</b>	<b>56.19</b>
<b>(B) Public</b>				
Mutual Fund	6773197	20.3781	14047500	43.81
Foreign Portfolio Investor	1402378	4.2193		
Financial Institutions / Banks	63551	0.1912		
Individuals	5148173	15.489		
NBFCs	2712	0.0082		
Any Other Non-Institutions	1829364	5.5039		
<b>Total (B)</b>	<b>15219375</b>	<b>45.79</b>		
<b>Total Shareholdings (A+B)</b>	<b>33237588</b>	<b>100.00</b>	<b>32065713</b>	<b>100.00</b>

\* The number of shares has been reduced subject to the assumption of buyback of equity shares at maximum offer price.

  
**N. Srivatsa**  
 Company Secretary  
 Membership No.: F4699

