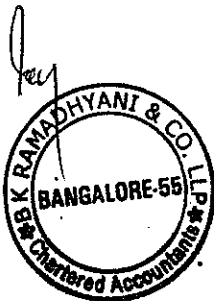


## LIMITED REVIEW REPORT

To,  
The Board of Directors  
TD Power Systems Limited  
Bangalore.

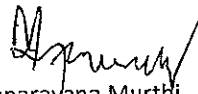
1. We have reviewed the accompanying Statement (the "Statement") comprising of the unaudited Consolidated Financial Results of TD POWER SYSTEMS LIMITED (the "Company") and its subsidiaries (collectively called the "Group") and the unaudited standalone financial results of the Company, for the Quarter and Three months ended June 30, 2015, attached herewith, being submitted by the Company pursuant to the requirement of Clause 41 of the Listing Agreement, except for the disclosure regarding 'Public Shareholding' and 'Promoter and Promoter Group Shareholding' which have been traced from disclosures made by the management and have not been audited by us. This statement is the responsibility of the Company's management and has been approved by the Board of Directors. Our responsibility is to issue a report on these financial statements based on our review.
2. We conducted our review in accordance with the Standard on Review Engagement (SRE) 2410, "Review of interim financial information performed by an independent auditor of the entity", issued by the Institute of Chartered Accountants of India. This standard requires that we plan and perform the review to obtain moderate assurance as to whether the financial statements are free of material misstatements. A review is limited primarily to inquiries of company personnel and analytical procedures applied to financial data and thus provide less assurance than an audit. We have not performed an audit and accordingly, we do not express an audit opinion.
3. We have reviewed the financial statements of the two overseas subsidiaries i.e., TD Power Systems USA Inc., and TD Power Systems Japan Limited for the period ended June 30, 2015. However, we did not audit above overseas subsidiaries included in the consolidated financial results for the quarter ended June 30, 2015 separately, as considered in these consolidated financial results for the quarter ended June 30, 2015.
4. The report on the unaudited accounts of the Japan branch office of the company and Hong Kong branch office of Indian subsidiary (both not audited by us) reviewed by Mr. Mitsuo Sekino and M/s Simon Chong & Co., Certified Public Accountant respectively has been forwarded to us and has been duly dealt with while preparing this report. Our report is not qualified in respect of this matter.
5. Based on our review conducted as above, nothing has come to our attention that causes us to believe that the accompanying statements of unaudited financial results, prepared in accordance with the applicable Accounting Standards, notified pursuant to the Companies (Accounting Standards) Rules, 2006 read with General Circular 15/2013 dated September 13, 2013 of the Ministry of Corporate Affairs in respect of Section 133 of the Companies Act, 2013 and other recognized accounting practices and policies generally accepted in India, has not disclosed the information required to be disclosed in terms of Clause 41 of the Listing Agreements with the Stock Exchanges, including the manner in which it is to be disclosed, or that it contains any material misstatement.



6. Further, we also report that we have, on the basis of the books of accounts and other records and information and explanations given to us by the management, also verified the number of shares as well as percentage of shareholdings in respect of aggregate amount of public shareholdings, as furnished by the Company in terms of Clause 35 of the Listing Agreement and found the same to be correct.

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

Place: Bangalore  
Date: August 6, 2015

  
R Satyanarayana Murthi  
Partner  
Membership No. 024248

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

## TD POWER SYSTEMS LIMITED

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

CIN: L31103KA1999PLC025071, E mail Id: tdps@tdps.co.in, Website: www.tdps.co.in, Tel. No.: + 91 80 22995700, Fax: + 91 80 7734439

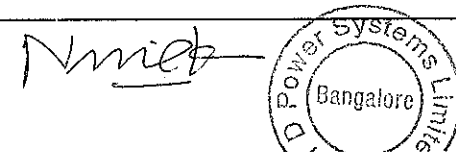
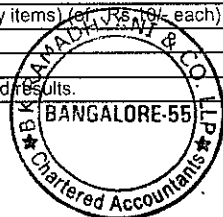
## PART I

## STATEMENT OF STANDALONE/CONSOLIDATED UNAUDITED FINANCIAL RESULTS FOR THE QUARTER ENDED JUNE 30, 2015

(Rupees in Lakhs)

Sl. No.	PARTICULARS	Consolidated				Standalone			
		Quarter ended		Year ended		Quarter ended		Year ended	
		30.06.2015 (UNAUDITED)	31.03.2015 (AUDITED)	30.06.2014 (UNAUDITED)	31.03.2015 (AUDITED)	30.06.2015 (UNAUDITED)	31.03.2015 (AUDITED)	30.06.2014 (UNAUDITED)	31.03.2015 (AUDITED)
	Income from operations	(Rs.)	(Rs.)	(Rs.)	(Rs.)	(Rs.)	(Rs.)	(Rs.)	(Rs.)
1	Net Sales	9,939.36	18,706.64	8,639.86	59,744.19	8,581.26	12,392.34	5,489.10	40,476.51
	Total Income from operations (net)	9,939.36	18,706.64	8,639.86	59,744.19	8,581.26	12,392.34	5,489.10	40,476.51
2	Expenses	-	-	-	-	-	-	-	-
	a. Cost of materials consumed	6,040.44	5,821.11	4,828.83	24,141.14	6,040.44	6,050.14	4,513.21	23,522.53
	b. Purchases for project business	1,787.67	7,394.81	2,745.36	20,018.44	434.00	1,834.01	95.07	3,083.60
	c. Changes in inventories of finished goods, work-in-progress	(700.21)	1,122.12	(937.42)	1,166.59	(700.21)	1,122.13	(937.42)	1,166.59
	d. Employee benefits expense	1,647.24	1,605.57	1,630.10	6,523.27	1,409.59	1,378.68	1,100.63	4,907.83
	e. Depreciation and amortisation expense	723.27	705.71	738.62	2,876.29	708.17	690.24	716.06	2,800.60
	f. Other expenses : (Any item exceeding 10% of the total expenses relating to continuing operations to be shown separately)	1,165.97	2,597.81	1,169.01	6,484.19	992.05	929.06	918.34	4,041.55
	Total expenses	10,664.38	19,247.13	10,174.50	61,209.92	8,884.04	12,004.26	6,405.89	39,522.70
3	Profit / (Loss) from operations before other income, finance costs and exceptional items (1-2)	(725.02)	(540.49)	(1,534.64)	(1,465.73)	(302.78)	388.08	(916.79)	953.81
4	Other Income	448.93	935.10	699.76	2,450.15	367.78	836.74	502.96	1,718.54
5	Profit / (Loss) from ordinary activities before finance costs and exceptional items (3 +/- 4)	(276.09)	394.61	(834.88)	984.42	65.00	1,224.82	(413.83)	2,672.35
6	Finance costs	106.80	119.12	91.40	388.69	89.81	108.33	91.40	372.00
7	Profit / (Loss) from ordinary activities after finance costs but before exceptional items (5 +/- 6)	(382.89)	275.49	(926.28)	595.73	(24.81)	1,116.49	(505.23)	2,300.35
8	Exceptional items	-	-	-	-	-	-	-	-
9	Profit / (Loss) from ordinary activities before tax (7 +/- 8)	(382.89)	275.49	(926.28)	595.73	(24.81)	1,116.49	(505.23)	2,300.35
10	Tax expense & Prior Period Expense	84.29	209.53	(2.09)	678.57	(37.54)	140.83	20.30	604.07
11	Net Profit / (Loss) from ordinary activities after tax (9 +/- 10)	(467.18)	65.96	(924.19)	(82.84)	12.73	975.66	(525.53)	1,696.28
12	Extraordinary Items (Net of tax expense Rs. in Lakhs)	-	-	-	-	-	-	-	-
13	Net Profit / (Loss) for the period (11 +/- 12)	(467.18)	65.96	(924.19)	(82.84)	12.73	975.66	(525.53)	1,696.28
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) *	(467.18)	65.96	(924.19)	(82.84)	12.73	975.66	(525.53)	1,696.28
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
18	Reserves excluding Revaluation Reserves as per balance sheet of previous accounting year	45,633.87	46,080.23	46,347.74	46,080.23	45,817.10	45,804.38	44,641.68	45,804.38
19.i	Earnings per share (before extraordinary items) (of 'Rs. 10/- each)	-	-	-	-	-	-	-	-
	a) Basic	(1.41)	0.20	(2.78)	(0.25)	0.04	2.94	(1.58)	5.10
	b) Diluted	(1.41)	0.20	(2.78)	(0.25)	0.04	2.94	(1.58)	5.10
19.ii	Earnings per share (after extraordinary items) (of 'Rs. 10/- each)	-	-	-	-	-	-	-	-
	a) Basic	(1.41)	0.20	(2.78)	(0.25)	0.04	2.94	(1.58)	5.10
	b) Diluted	(1.41)	0.20	(2.78)	(0.25)	0.04	2.94	(1.58)	5.10

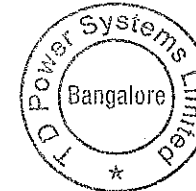
\* Applicable in the case of consolidated results.



A PARTICULARS OF SHAREHOLDING									
		30.06.2015	31.03.2015	30.06.2014	31.03.2015	30.06.2015	31.03.2015	30.06.2014	31.03.2015
1	Public shareholding								
	-Number of Shares	15272025	15272025	12720202	15272025	15272025	15272025	12720202	15272025
	-Percentage of shareholding	45.95	45.95	38.27	45.95	45.95	45.95	38.27	45.95
2	Promoters and Promoter Group Shareholding								
	a). Pledged / Encumbered								
	-Number of Shares	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil
	-Percentage of shares (as a % of the total shareholding of promoter and promoter group)	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil
	-Percentage of shares (as a % of the total share capital of the company)			Nil	0	0	0	Nil	0
	b). Non - encumbered								
	-Number of Shares	17965563	17965563	20517386	17965563	17965563	17965563	20517386	17965563
	-Percentage of shares (as a % of the total shareholding of promoter and promoter group)	100	100	100	100	100	100	100	100
	-Percentage of shares (as a % of the total share capital of the company)	54.05	54.05	61.73	54.05	54.05	54.05	61.73	54.05
B	INVESTOR COMPLAINTS	As on 30.06.2015							
	Pending at the beginning of the quarter	Nil							
	Received during the quarter	Nil							
	Disposed of during the quarter	Nil							
	Remaining unresolved at the end of the quarter	Nil							
	Notes:								
	1. The said financial results have been subject to a limited review by the statutory auditors in terms of Clause 41 of the listing agreement. There are no qualifications in the limited review report issued by the statutory auditors. The said financial results have been reviewed by the Audit Committee and approved by the Board of Directors at its meeting held on August 06, 2015.								
	2. The Consolidated financial statements for the Quarter ended 30.06.2015 are prepared in accordance with AS 21, notified pursuant to the Companies (Accounting Standard) Rules, 2006								
	3. During the quarter, the company has given loan to US Subsidiary to the tune of Rs. 6,257,000 ( USD 100,000)								
	4. As on reporting date, the company has given loan to US Subsidiary to the tune of Rs. 31,730,000 ( USD 500,000) & Japan Subsidiary to the tune of Rs. 15,543,000 ( JPY 30,000,000)								
	5. Mr. K G Prabhakar (Chief Financial Officer (CFO) of the company) has been appointed as Director of the Company with effect from May 20, 2015.								
	6. Previous years/periods figures have been re-grouped/rearranged wherever required in conformity with current period presentation.								



Nme



**TD POWER SYSTEMS LIMITED**

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

CIN: L31103KA1999PLC025071, E mail Id: tdps@tdps.co.in, Website: www.tdps.co.in, Tel. No.: + 91 80 22995700, Fax: + 91 80 7734439

**PART I**

**STATEMENT OF STANDALONE/CONSOLIDATED UNAUDITED FINANCIAL RESULTS FOR THE QUARTER ENDED JUNE 30, 2015**

**UNAUDITED SEGMENT WISE REVENUE, RESULTS AND CAPITAL EMPLOYED**

(Rs. In Lakhs)

Particulars	Consolidated				Standalone			
	Quarter ended		Year Ended		Quarter ended		Year Ended	
	30.06.2015	31.03.2015	30.06.2014	31.03.2015	30.06.2015	31.03.2015	30.06.2014	31.03.2015
	(UNAUDITED)	(AUDITED)	(UNAUDITED)	(AUDITED)	(UNAUDITED)	(AUDITED)	(UNAUDITED)	(AUDITED)
	(Rs.)	(Rs.)	(Rs.)	(Rs.)	(Rs.)	(Rs.)	(Rs.)	(Rs.)
<b>1 Segment Revenue</b>								
(a) Manufacturing	7,922.89	10,891.13	5,707.64	37,675.96	7,922.81	10,761.38	5,321.72	36,393.16
(b) Project Business including WOS	1,654.82	4,031.19	757.40	9,907.95	1,177.54	1,965.94	169.71	4,867.40
(c) Engineering, procurement and construction (EPC)	904.38	4,196.43	2,622.38	15,765.64	-	-	-	-
<b>Total</b>	<b>10,482.09</b>	<b>19,118.75</b>	<b>9,087.42</b>	<b>63,349.54</b>	<b>9,100.35</b>	<b>12,727.32</b>	<b>5,491.43</b>	<b>41,260.56</b>
Less: Inter Segment Revenue	519.08	334.98	2.34	784.04	519.09	334.98	2.33	784.05
Less: Inter Company	23.65	77.13	445.22	2,821.31	-	-	-	-
<b>Net Sales/ Income from Operations</b>	<b>9,939.36</b>	<b>18,706.64</b>	<b>8,639.86</b>	<b>59,744.19</b>	<b>8,581.26</b>	<b>12,392.34</b>	<b>5,489.10</b>	<b>40,476.51</b>
<b>2 Segment Results</b>								
Results (Profit)(+)/ Loss (-) before tax and interest from Each segment)	-	-	-	-	-	-	-	-
(a) Manufacturing	908.49	2,239.06	91.35	4,844.58	908.49	2,239.06	91.35	4,844.58
(a1) Less : Inter Segment/Company	140.10	(52.99)	41.65	23.40	-	-	-	-
(a2) Less : Inter Company	-	-	-	-	-	-	-	-
(b) Project Business including WOS	175.36	(524.82)	104.15	500.58	(148.79)	(644.88)	239.00	281.89
(c) Engineering, procurement and construction (EPC)	(587.38)	(1,020.88)	(443.70)	(2,404.48)	-	-	-	-
<b>Total</b>	<b>356.37</b>	<b>746.35</b>	<b>(289.86)</b>	<b>2,917.28</b>	<b>759.70</b>	<b>1,594.18</b>	<b>330.33</b>	<b>5,126.47</b>
Less: (i) interest	106.80	119.12	91.40	388.69	89.81	108.33	91.40	372.00
(ii) Depreciation	723.27	705.71	738.62	2,876.29	708.17	690.24	716.06	2,800.60
(ii) Un-allocable income net of un-allocable expenditure	(90.80)	(353.97)	(193.59)	(943.43)	(13.47)	(320.88)	28.12	(346.48)
<b>Total Profit Before Tax</b>	<b>(382.89)</b>	<b>275.49</b>	<b>(926.28)</b>	<b>595.73</b>	<b>(24.81)</b>	<b>1,116.49</b>	<b>(505.23)</b>	<b>2,300.35</b>
<b>3 Capital Employed</b>								
(Segment Assets- Segment Liabilities)								
(a) Manufacturing	37,739.23	33,681.01	35,221.12	33,681.01	38,489.60	34,635.16	35,512.76	34,635.16
(b) Project Business including WOS	2,302.48	2,308.91	2,017.91	2,308.91	1,250.58	1,097.94	1,619.59	1,097.94
(c) Engineering, procurement and construction (EPC)	(4,274.38)	(4,342.74)	(5,577.51)	(4,342.74)	-	-	-	-
(d) Un-allocable Segment	13,190.30	17,756.81	18,009.97	17,756.81	9,400.68	13,395.04	10,833.09	13,395.04
<b>Total</b>	<b>48,957.63</b>	<b>49,403.98</b>	<b>49,671.49</b>	<b>49,403.98</b>	<b>49,140.86</b>	<b>49,128.13</b>	<b>47,965.44</b>	<b>49,128.13</b>

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.

For & on behalf of the Board

*Nmkt*  
Nikhil Kumar

Managing Director

Bangalore  
August 06, 2015

