

April 12, 2016

The Department of Corporate Services  
BSE Limited  
P J Towers , Dalal Street  
Mumbai- 400001

The Listing Department  
The National Stock Exchange of India Limited  
Exchange Plaza,  
Bandra- Kurla Complex  
Bandra (East)  
Mumbai 400051

Dear Sirs,

Sub: Share holding pattern

In terms of Regulation 31 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), we enclose the Shareholding Pattern for the quarter ended March 31, 2016.

Thank you,

Yours faithfully,

**For TD POWER SYSTEMS LIMITED**

  
N. Srivatsa  
Company Secretary



**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

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**Shareholding Pattern under Regulation 31 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015**

1	Name of Listed Entity: TD Power Systems Limited
2	Scrip Code/Name of Scrip/Class of Security: BSE: 533553, NSE:TDPOWERSYS
3	Share Holding Pattern Filed under: Reg. 31(1)(a)/Reg. 31(1)(b)/Reg.31(1)(c)
	a. If under 31(1)(b) then indicate the report for Quarter ending 31.03.2016
	b. If under 31(1)(c) then indicate date of allotment/extinguishment
4	Declaration: The Listed entity is required to submit the following declaration to the extent of submission of information:-

Particulars	Yes*	No*
1 Whether the Listed Entity has issued any partly paid up shares?		No
2 Whether the Listed Entity has issued any Convertible Securities or Warrants?		No
3 Whether the Listed Entity has any shares against which depository receipts are issued?		No
4 Whether the Listed Entity has any shares in locked-in?		No
5 Whether any shares held by promoters are pledge or otherwise encumbered?		No

\* If the Listed Entity selects the option 'No' for the questions above, the columns for the partly paid up shares, Outstanding Convertible Securities/Warrants, depository receipts, locked-in shares, No of shares pledged or otherwise encumbered by promoters, as applicable, shall not be displayed at the time of dissemination on the Stock Exchange website. Also wherever there is 'No' declared by Listed Entity in above table the values will be considered as 'Zero' by default on submission of the format of holding of specified securities.

NSDL : 31/03/2016

CDSL :31/03/2016

For TD POWER SYSTEMS LIMITED

  
N. Srivatsa  
Company Secretary



**TD Power Systems Limited**

**Table I - Summary Statement holding of specified securities**

Category	Category of shareholder	Number of shareholders	No. of fully paid up equity shares held	No. of Partly paid-up equity shares held	No. of shares underlying Depository Receipts	Total nos. shares held	Shareholding as a % of total no. of shares (calculated as per SCRR, 1957)	Number of Voting Rights held in each class of securities			No. of Shares Underlying Outstanding convertible securities (including Warrants)	Shareholding, as a % assuming full conversion of convertible securities (as a percentage of diluted share capital)	Number of Locked in shares		Number of Shares pledged or otherwise encumbered		Number of equity shares held in dematerialised form	
								No of Voting Rights					Total as a % of (A+B+C)	No. (a)	As a % of total Shares held(b)	No. (a)		As a % of total Shares held(b)
								Class eg: X	Class eg: y	Total								
(I)	(II)	(III)	(IV)	(V)	(VI)	(VII) = (IV)+(V)+(VI)	(VIII) As a % of (A+B+C2)	(IX)			(X)	(XI) = (VII)+(X) As a % of (A+B+C2)	(XII)		(XIII)		(XIV)	
(A)	Promoter & Promoter Group	6	17965563	0	0	17965563	54.0519	17965563	0	17965563	54.0519	0	54.0519	0	0.0000	0	0.0000	17965563
(B)	Public	5585	15272025	0	0	15272025	45.9481	15272025	0	15272025	45.9481	0	45.9481	0	0.0000	NA	NA	14395753
(C)	Non Promoter - Non Public				0	0		0	0	0		0		0.0000	NA	NA		
(C1)	Shares Underlying DRs	0	0	0	0	0	0.0000	0	0	0	0.0000	0	0.0000	0	0.0000	NA	NA	0
(C2)	Shares Held By Employee Trust	0	0	0	0	0	0.0000	0	0	0	0.0000	0	0.0000	0	0.0000	NA	NA	0
	<b>Total</b>	<b>5591</b>	<b>33237588</b>	<b>0</b>	<b>0</b>	<b>33237588</b>	<b>100.0000</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>100.0000</b>	<b>0</b>	<b>100.0000</b>	<b>0</b>	<b>0.0000</b>	<b>0</b>	<b>0.0000</b>	<b>32361316</b>

NSDL : 31/03/2016 CDSL :31/03/2016

For TD POWER SYSTEMS LIMITED

*N. Srivatsa*  
N. Srivatsa

Company Secretary



**TD Power Systems Limited**

**Table II - Statement showing shareholding pattern of the Promoter and Promoter Group**

	Category & Name of the shareholders	PAN	Nos. of shareholders	No. of fully paid up equity shares held	Partly paid up equity shares held	No. of shares underlying Depository Receipts	Total nos. shares held	Shareholding % calculated as per SCRR, 1957 As a % of (A+B+C2)	Number of Voting Rights held in each class of securities			No. of Shares Underlying Outstanding convertible securities (including Warrants)	Shareholding, as a % assuming full conversion of convertible securities (as a percentage of diluted share capital)	Number of Locked in shares		Number of Shares pledged or otherwise encumbered		Number of equity shares held in dematerialised form	
									No of Voting Rights					Total as a % of (A+B+C)	No. (a)	As a % of total Shares held(b)	No. (a)		As a % of total Shares held(b)
									Class eg: X	Class eg: y	Total								
	(i)	(ii)	(iii)	(iv)	(v)	(vi)	(vii) = (iv)+(v)+(vi)	(viii) As a % of (A+B+C2)	(ix)			(x)	(xi) = (vii)+(x) As a % of (A+B+C2)	(xii)	(xiii)	(xiv)			
1	Indian																		
(a)	Individuals / Hindu Undivided Family		2	6485524	0	0	6485524	19.5126	6485524	0	6485524	19.5126	0	19.5126	0	0.0000	0	0.0000	6485524
	Nikhil Kumar	ACIPK5127G	1	4638664	0	0	4638664	13.9561	4638664	0	4638664	13.9561	0	13.9561	0	0.0000	0	0.0000	4638664
	Mohib N. Khericha	AGMPK8152H	1	1846860	0	0	1846860	5.5565	1846860	0	1846860	5.5565	0	5.5565	0	0.0000	0	0.0000	1846860
(b)	Central Government / State Government(s)		0	0	0	0	0	0.0000	0	0	0	0.0000	0	0.0000	0	0.0000	0	0.0000	0
(c)	Financial Institutions / Banks		0	0	0	0	0	0.0000	0	0	0	0.0000	0	0.0000	0	0.0000	0	0.0000	0
(d)	Any Other (Specify)		3	8244785	0	0	8244785	24.8056	8244785	0	8244785	24.8056	0	24.8056	0	0.0000	0	0.0000	8244785
	Bodias Corporate		1	5026433	0	0	5026433	15.1227	5026433	0	5026433	15.1227	0	15.1227	0	0.0000	0	0.0000	5026433
	Sachire Finman Services Ltd	ACSFS1690L	1	5026433	0	0	5026433	15.1227	5026433	0	5026433	15.1227	0	15.1227	0	0.0000	0	0.0000	5026433
	Promoter Group		2	3218352	0	0	3218352	9.6829	3218352	0	3218352	9.6829	0	9.6829	0	0.0000	0	0.0000	3218352
	Sofia Mohib Khericha	AGTPK3860H	1	2084100	0	0	2084100	6.2703	2084100	0	2084100	6.2703	0	6.2703	0	0.0000	0	0.0000	2084100
	Chartered Capital & Investment Ltd.	AAACC6247L	1	1134252	0	0	1134252	3.4126	1134252	0	1134252	3.4126	0	3.4126	0	0.0000	0	0.0000	1134252
	<b>Sub Total (A)(1)</b>		<b>5</b>	<b>14730309</b>	<b>0</b>	<b>0</b>	<b>14730309</b>	<b>44.3182</b>	<b>14730309</b>	<b>0</b>	<b>14730309</b>	<b>44.3182</b>	<b>0</b>	<b>44.3182</b>	<b>0</b>	<b>0.0000</b>	<b>0</b>	<b>0.0000</b>	<b>14730309</b>
2	Foreign																		
(a)	Individuals (Non-Resident Individuals / Foreign Individuals)		1	3235254	0	0	3235254	9.7337	3235254	0	3235254	9.7337	0	9.7337	0	0.0000	0	0.0000	3235254
	Hitoshi Matsuo	AHSPM4165B	1	3235254	0	0	3235254	9.7337	3235254	0	3235254	9.7337	0	9.7337	0	0.0000	0	0.0000	3235254
(b)	Government		0	0	0	0	0	0.0000	0	0	0	0.0000	0	0.0000	0	0.0000	0	0.0000	0
(c)	Institutions		0	0	0	0	0	0.0000	0	0	0	0.0000	0	0.0000	0	0.0000	0	0.0000	0
(d)	Foreign Portfolio Investor		0	0	0	0	0	0.0000	0	0	0	0.0000	0	0.0000	0	0.0000	0	0.0000	0
(e)	Any Other (Specify)		0	0	0	0	0	0.0000	0	0	0	0.0000	0	0.0000	0	0.0000	0	0.0000	0
	<b>Sub Total (A)(2)</b>		<b>1</b>	<b>3235254</b>	<b>0</b>	<b>0</b>	<b>3235254</b>	<b>9.7337</b>	<b>3235254</b>	<b>0</b>	<b>3235254</b>	<b>9.7337</b>	<b>0</b>	<b>9.7337</b>	<b>0</b>	<b>0.0000</b>	<b>0</b>	<b>0.0000</b>	<b>3235254</b>
	<b>Total Shareholding Of Promoter And Promoter Group (A) = (A)(1)+(A)(2)</b>		<b>6</b>	<b>17965563</b>	<b>0</b>	<b>0</b>	<b>17965563</b>	<b>54.0519</b>	<b>17965563</b>	<b>0</b>	<b>17965563</b>	<b>54.0519</b>	<b>0</b>	<b>54.0519</b>	<b>0</b>	<b>0.0000</b>	<b>0</b>	<b>0.0000</b>	<b>17965563</b>

Details of Shares which remain unclaimed may be given here along with details such as number of shareholders, outstanding shares held in demat/unclaimed suspense account, voting rights which are frozen etc.

Note:

(1) PAN would not be displayed on website of Stock Exchange(s)

(2) The term 'Encumbrance' has the same meaning as assigned under regulation 28(3) of SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011.

NSDL : 31/03/2016 CDSL : 31/03/2016

For TD POWER SYSTEMS LIMITED



N. Srivatsa  
Company Secretary



**TD Power Systems Limited**

**Table III - Statement showing shareholding pattern of the Public shareholder**

	Category & Name of the shareholders	PAN	Nos. of shareholders	No. of fully paid up equity shares held	Partly paid up equity shares held	No. of shares underlying Depository Receipts	Total nos. shares held	Shareholding % calculated as per SCRR, 1957 As a % of (A+B+C2)	Number of Voting Rights held in each class of securities			No. of Shares Underlying Outstanding convertible securities (including Warrants)	Shareholding, as a % assuming full conversion of convertible securities (as a percentage of diluted share capital)	Number of Locked in shares		Number of Shares pledged or otherwise encumbered		Number of equity shares held in dematerialised form	
									No of Voting Rights		Total as a % of Total Voting rights			No. (a)	As a % of total Shares held (b)	No. (Not applicable) (a)	As a % of total Shares held (Not applicable) (b)		
									Class eg: X	Class eg: y									Total
	(I)	(II)	(III)	(IV)	(V)	(VI)	(VII) = (IV)+(V)+(VI)	(VIII) As a % of (A+B+C2)	(IX)			(X)	(XI) = (VII)+(X) As a % of (A+B+C2)	(XII)		(XIII)		(XIV)	
<b>1</b>	<b>Institutions</b>																		
(a)	<b>Mutual Fund</b>		24	6850257	0	0	6850257	20.6100	6850257	0	6850257	20.6100	0	20.6100	0	0.0000	NA	NA	6850257
	Idfc Sterling Equity Fund	AAETS9556K		1350000	0	0	1350000	4.0617	1350000	0	1350000	4.0617	0	4.0617	0	0.0000	NA	NA	1350000
	Sundaram Mutual Fund A/C Sundaram Smile Fund	AAATS2554B		1135848	0	0	1135848	3.4174	1135848	0	1135848	3.4174	0	3.4174	0	0.0000	NA	NA	1135848
	Reliance Capital Trustee Co. Ltd- A/C Reliancesmall Cap Fund	AAATR0090B		643704	0	0	643704	1.9367	643704	0	643704	1.9367	0	1.9367	0	0.0000	NA	NA	643704
	L And T Mutual Fund Trustee Ltd- L And T Equity Fund	AAATC4460E		526847	0	0	526847	1.5851	526847	0	526847	1.5851	0	1.5851	0	0.0000	NA	NA	526847
	Idfc Tax Advantage (EISS) Fund	AAETS9556K		509491	0	0	509491	1.5329	509491	0	509491	1.5329	0	1.5329	0	0.0000	NA	NA	509491
	Icici Prudential Infrastructure Fund	AAAAI0038F		500000	0	0	500000	1.5043	500000	0	500000	1.5043	0	1.5043	0	0.0000	NA	NA	500000
(b)	<b>Venture Capital Funds</b>		0	0	0	0	0	0.0000	0	0	0	0.0000	0	0.0000	0	0.0000	NA	NA	0
(c)	<b>Alternate Investment Funds</b>		0	0	0	0	0	0.0000	0	0	0	0.0000	0	0.0000	0	0.0000	NA	NA	0
(d)	<b>Foreign Venture Capital Investors</b>		0	0	0	0	0	0.0000	0	0	0	0.0000	0	0.0000	0	0.0000	NA	NA	0
(e)	<b>Foreign Portfolio Investor</b>		12	3733260	0	0	3733260	11.2320	3733260	0	3733260	11.2320	0	11.2320	0	0.0000	NA	NA	3733260
	Smallcap World Fund, Inc	AABCS3581L		1009087	0	0	1009087	3.0360	1009087	0	1009087	3.0360	0	3.0360	0	0.0000	NA	NA	1009087
	Baring India Private Equity Fund Iii Listed Investments Limited	AADC84636P		805778	0	0	805778	2.4243	805778	0	805778	2.4243	0	2.4243	0	0.0000	NA	NA	805778
	Ontario Teachers' Pension Plan Board Managed By Arohi Asset Management Pte Ltd- No 9c	AAAC07133R		773850	0	0	773850	2.3282	773850	0	773850	2.3282	0	2.3282	0	0.0000	NA	NA	773850
	Arohi Asset Management Pte Ltd, A/C Arohi Emerging Asia Master Fund	AAHCA2305C		571807	0	0	571807	1.7204	571807	0	571807	1.7204	0	1.7204	0	0.0000	NA	NA	571807
(f)	<b>Financial Institutions / Banks</b>		2	5612	0	0	5612	0.0169	5612	0	5612	0.0169	0	0.0169	0	0.0000	NA	NA	5612
(g)	<b>Insurance Companies</b>		0	0	0	0	0	0.0000	0	0	0	0.0000	0	0.0000	0	0.0000	NA	NA	0
(h)	<b>Provident Funds/ Pension Funds</b>		0	0	0	0	0	0.0000	0	0	0	0.0000	0	0.0000	0	0.0000	NA	NA	0
(i)	<b>Any Other (Specify)</b>		0	0	0	0	0	0.0000	0	0	0	0.0000	0	0.0000	0	0.0000	NA	NA	0
	<b>Sub Total (B)(1)</b>		<b>38</b>	<b>10589129</b>	<b>0</b>	<b>0</b>	<b>10589129</b>	<b>31.8589</b>	<b>10589129</b>	<b>0</b>	<b>10589129</b>	<b>31.8589</b>	<b>0</b>	<b>31.8589</b>	<b>0</b>	<b>0.0000</b>	<b>NA</b>	<b>NA</b>	<b>10589129</b>
<b>2</b>	<b>Central Government/ State Government(s)/ President of India</b>																		
	<b>Sub Total (B)(2)</b>		<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0.0000</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0.0000</b>	<b>0</b>	<b>0.0000</b>	<b>0</b>	<b>0.0000</b>	<b>NA</b>	<b>NA</b>	<b>0</b>



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3	Non-Institutions																		
(a)	Individuals			0	0									0		NA	NA		
	i. Individual shareholders holding nominal share capital up to Rs. 2 lakhs.	4976	1406095	0	0	1406095	4.2304	1406095	0	1406095	4.2304	0	4.2304	0	0.0000	NA	NA	1406093	
	ii. Individual shareholders holding nominal share capital in excess of Rs. 2 lakhs.	8	714109	0	0	714109	2.1485	714109	0	714109	2.1485	0	2.1485	0	0.0000	NA	NA	714109	
(b)	NBFCs registered with RBI	0	0	0	0	0	0.0000	0	0	0	0.0000	0	0.0000	0	0.0000	NA	NA	0	
(c)	Employee Trusts	0	0	0	0	0	0.0000	0	0	0	0.0000	0	0.0000	0	0.0000	NA	NA	0	
(d)	Overseas Depositories(holding DRs) (balancing figure)	0	0	0	0	0	0.0000	0	0	0	0.0000	0	0.0000	0	0.0000	NA	NA	0	
(e)	Any Other (Specify)	563	2562692	0	0	2562692	7.7102	2562692	0	2562692	7.7102	0	7.7102	0	0.0000	NA	NA	1686422	
	Hindu Undivided Family	188	58544	0	0	58544	0.1761	58544	0	58544	0.1761	0	0.1761	0	0.0000	NA	NA	58544	
	Foreign Companies	1	876270	0	0	876270	2.6364	876270	0	876270	2.6364	0	2.6364	0	0.0000	NA	NA	0	
	Toyo Denki Seizo Kk		876270	0	0	876270	2.6364	876270	0	876270	2.6364	0	2.6364	0	0.0000	NA	NA	0	
	Non Resident Indians (Non Repat)	20	17674	0	0	17674	0.0532	17674	0	17674	0.0532	0	0.0532	0	0.0000	NA	NA	17674	
	Non Resident Indians (Repat)	75	60288	0	0	60288	0.1814	60288	0	60288	0.1814	0	0.1814	0	0.0000	NA	NA	60288	
	Clearing Member	93	65426	0	0	65426	0.1968	65426	0	65426	0.1968	0	0.1968	0	0.0000	NA	NA	65426	
	Bodies Corporate	186	1484490	0	0	1484490	4.4663	1484490	0	1484490	4.4663	0	4.4663	0	0.0000	NA	NA	1484490	
	India Value Fund Iv	AAATI7526H	1218971	0	0	1218971	3.6674	1218971	0	1218971	3.6674	0	3.6674	0	0.0000	NA	NA	1218971	
	Sub Total (B)(3)	5547	4682896	0	0	4682896	14.0892	4682896	0	4682896	14.0892	0	14.0892	0	0.0000	NA	NA	3806624	
	Total Public Shareholding (B)= (B)(1)+(B)(2)+(B)(3)	5585	15272025	0	0	15272025	45.9481	15272025	0	15272025	45.9481	0	45.9481	0	0.0000	NA	NA	14395753	

Details of the shareholders acting as persons in Concert including their Shareholding (No. and %):

Details of Shares which remain unclaimed may be given here along with details such as number of shareholders, outstanding shares held in demat/unclaimed suspense account, voting rights which are frozen etc.

No. of shareholders	No. of Shares
0	0

Note:

(1) PAN would not be displayed on website of Stock Exchange(s).

(2) The above format needs to be disclosed along with the name of following persons: Institutions/Non Institutions holding more than 1% of total number of shares: Kindly refer Annexure - i

(3) W.r.t. the information pertaining to Depository Receipts, the same may be disclosed in the respective columns to the extent information available and the balance to be disclosed as held by custodian.

NSDL : 31/03/2016

CDSL :31/03/2016

For TD POWER SYSTEMS LIMITED

  
N. Srivatsa  
Company Secretary



**TD Power Systems Limited**

**Table IV - Statement showing shareholding pattern of the Non Promoter- Non Public shareholder**

	Category & Name of the shareholders	PAN	Nos. of shareholders	No. of fully paid up equity shares held	Partly paid-up equity shares held	No. of shares underlying Depository Receipts	Total nos. shares held	Shareholding % calculated as per SCRR, 1957 As a % of (A+B+C2)	Number of Voting Rights held in each class of securities			No. of Shares Outstanding convertible securities (including Warrants)	Shareholding, as a % assuming full conversion of convertible securities (as a percentage of diluted share capital)	Number of Locked in shares		Number of Shares pledged or otherwise encumbered		Number of equity shares held in dematerialised form (NA)	
									No of Voting Rights					Total as a % of Total Voting rights	No. (a)	As a % of total Shares held(b)	No. (NA) (a)		As a % of total Shares held (NA) (b)
									Class eg: X	Class eg: y	Total								
	(i)	(ii)	(iii)	(iv)	(v)	(vi)	(vii) = (iv)+(v)+(vi)	(viii) As a % of (A+B+C2)	(ix)			(x)	(xi) = (vii)+(x) As a % of (A+B+C2)	(xii)		(xiii)		(xiv)	
1	Custodian/DR Holder		0	0	0	0	0	0.0000	0	0	0	0.0000	0	0.0000	0	0.0000	NA	NA	0
2	Employee Benefit Trust (under SEBI (Share based Employee Benefit) Regulations, 2014)		0	0	0	0	0	0.0000	0	0	0	0.0000	0	0.0000	0	0.0000	NA	NA	0
	<b>Total Non-Promoter- Non Public Shareholding (C)= (C1)+(C2)</b>		<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0.0000</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0.0000</b>	<b>0</b>	<b>0.0000</b>	<b>0</b>	<b>0.0000</b>	<b>NA</b>	<b>NA</b>	<b>0</b>

Note:

(1) PAN would not be displayed on website of Stock Exchange(s).

(2) The above format needs to disclose name of all holders holding more than 1% of total number of shares

(3) W.r.t. the information pertaining to Depository Receipts, the same may be disclosed in the respective columns to the extent information available

NSDL : 31/03/2016

CDSL : 31/03/2016

For TD POWER SYSTEMS LIMITED



N. Shivatsa  
Company Secretary

