

TD Power Systems Limited

September 21, 2013

The Listing Department

The National Stock Exchange of India Limited
Exchange Plaza,
Bandra- Kurla Complex
Bandra (East)
Mumbai - 400 051

Dear Sirs,

Subject : Proceedings of the Annual General Meeting – September 20, 2013

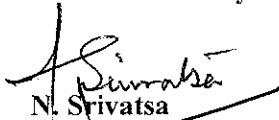
Reference: Scrip Code :- TDPOWERSYS

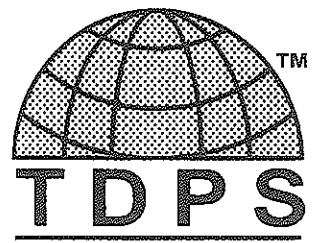
Pursuant to clause 31 (d) of the listing agreement, we enclose a summary of the proceedings of the Fourteenth Annual General Meeting of the Members of the Company held on Friday, September 20, 2013 at 11:00 a.m. at Bangalore.

Kindly acknowledge receipt.

Yours Faithfully,

For TD Power Systems Limited


N. Srivatsa
Company Secretary



**SUMMARY OF THE PROCEEDINGS OF THE FOURTEENTH ANNUAL
GENERAL MEETING OF THE COMPANY HELD ON FRIDAY,
SEPTEMBER 20, 2013 AT 11:00 A.M. AT BANGALORE**

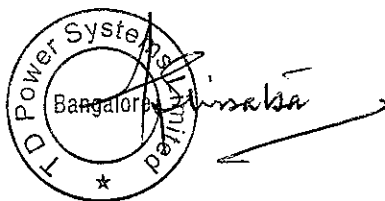
- A. Shareholders present in the meeting either in person or through proxy - 70 as follows:

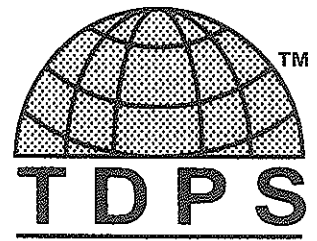
Sl. No.	Category	No.s
1	Promoter and Promoter Group	7
2	Public	63

- B. The Chairman addressed the members present and presented a review of the operations for the fiscal 2013 and the outlook for the fiscal 2014.

C. Ordinary Business:

1. Three members raised queries regarding drop in net revenues, reduction in Earnings Per Share, trade receivables, order book, corporate social responsibility, foreign currency exposure, IPO funds utilization, cash and bank balances, whole time directors salary, dividend rate etc –which were replied to by the Chairman, the Managing director and other officers of the company. Thereafter, the Audited Statement of Profit and Loss for the year ended on March 31, 2013 and the Balance Sheet as at that date and the Reports of the Auditors and the Board of Directors thereon were adopted unanimously.
2. As recommended by the Board of Directors, a dividend of 20 percent (i.e. Rs. 2 per equity share of Rs. 10 each) was declared for the financial year 2012-2013, unanimously.
3. Mr. Nitin Bagamane and Mr. Mohib N. Khericha, Directors retiring by rotation, were re-appointed as the Directors of the Company unanimously.
4. M/s. B. K. Ramadhyani and Co. Chartered Accountants (Firm Registration No.0028785) were appointed as the Statutory Auditors of the Company till the conclusion of next annual general meeting unanimously and the Board of Directors has been authorised to fix their remuneration.





5. Mr. Mitsuo Sekina, Certified Public Accountant, Tokyo, Japan was appointed as the Branch Auditors of the Company's Japan Branch (Tokyo) till the conclusion of next annual general meeting unanimously and the Board of Directors has been authorised to fix their remuneration

D. Special Business:

6. Unanimously approved, the remuneration payable to Mr. Nikhil Kumar Managing Directors (for the residual period of the current term ie for the period January 17 2014 to January 16 2016) with liberty to draw the said remuneration either wholly from the Company and or from the wholly owned subsidiary DF Power Systems Private Limited or partly from either of the Companies subject to the condition that Mr. Nikhil Kumar shall draw only the highest of the remuneration from the Company or its subsidiary and Subject however that the said remuneration does not exceed 5% of net profits as computed in the manner laid down in Sections 349 and 350 of the Companies Act, 1956 subject to the total remuneration payable to all Directors shall not exceed 10% of net profits of the Company and consent was accorded to the Board of Directors to enter into necessary agreements to carry such modification.

For TD Power Systems Limited


N. Srivatsa
Company Secretary

