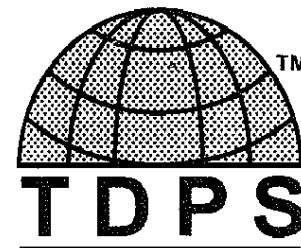


TD Power Systems Limited



July 24, 2012

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

Fax No: 022-26598237/38

Dear Sirs,

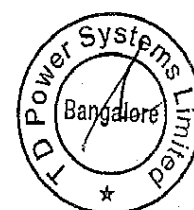
Subject : Proceedings of the Annual General Meeting - July 12 2012

Reference: Scrip Code :- 533553

Pursuant to clause 31 (d) of the listing agreement, we state that following business was transacted at the Thirteenth Annual General Meeting of the Members of the Company on Thursday, July 12 2012 at 10.30 a.m. at the Capitol, Raj Bhavan Road, Bangalore -560 001:

Ordinary Business:

1. Some of the members raised queries relating to the order book, issue of bonus shares and profile of the Customers of the Company which were replied to and thereafter the Audited Statement of Profit and Loss for the year ended on March 31, 2012 and the Balance Sheet as at that date and also the Reports of the Auditors and the Board of Directors thereon were received, considered and adopted.
2. A dividend of 20 percent (i.e. Re. 2 per equity share of Rs. 10 each) was declared for the financial year 2011-2012, as recommended by the Board of Directors of the Company.
3. Dr. Arjun Kalyanpur and Mr. Salil Taneja, Directors retiring by rotation, have been re-appointed as the Directors of the Company.
4. Mr. Mitsuo Sekina, Certified Public Accountant, Tokyo, Japan have been re-appointed as the Branch Auditors of the Company's Japan Branch (Tokyo) till the conclusion of next annual general meeting and the Board of Directors has been authorised to fix their remuneration,
5. M/s. B. K. Ramadhyani and Co. Chartered Accountants (Firm Registration No.0028785) have been re-appointed as the Statutory Auditors of the Company till the conclusion of next annual general meeting and the Board of Directors has been



authorised to fix their remuneration,

Special Business:

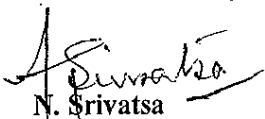
6. The variation in the prospectus relating to utilization of Initial Public Offering (IPO) proceeds was approved. The Board of Directors has been authorised to vary the terms referred to in the prospectus dated August 29 2011 (the '**Prospectus**') filed by the Company with the Registrar of Companies, Karnataka, including to vary and or revise (amount or schedule of deployment) the utilization of the proceeds from the IPO of Equity Shares made in pursuance of the said Prospectus and or to utilize the proceeds from the IPO including but not limited to allocation intended for construction of project office in Bangalore city, working capital facility, repayment of debt(unutilized) into objects otherwise than identified in the Prospectus, as the case may be.

You are requested to take a note of it.

Thanking You,

Yours Faithfully,

For TD Power Systems Limited



N. Srivatsa
Company Secretary