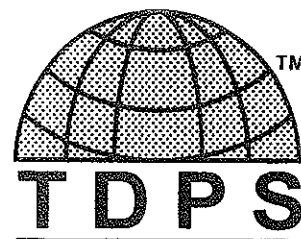


TD Power Systems Limited



NOTICE OF DECLARATION OF RESULTS OF POSTAL BALLOT

Pursuant to the Notice dated November 07, 2012 issued by the Company along with the Postal Ballot Forms under Section 192A (2) of the Companies Act, 1956, read with the Companies (Passing of the Resolution by Postal Ballot) Rules, 2011, the Company sought assent/dissent of the Members for the remuneration payable to Mr. Tadao Kuwashima - Whole-time Director of the Company designated as Director-Technical and Mr. Hitoshi Matsuo - Whole-time Director of the Company designated as Director- International in terms of 198, 269 and 309 read with Schedule XIII of the Companies Act, 1956.

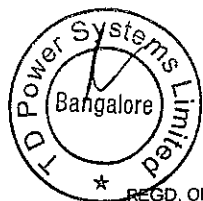
The Board of Directors of the Company had appointed Mr. Sudhir Hulyalkar, Practicing Company Secretary, from Bangalore as Scrutinizer for conducting the process of voting by Postal Ballot.

In terms of the Circular dated July 13th, 2012 issued by the Securities Exchange Board of India (SEBI), the Company also offered e-voting facility as an alternate option for its members to enable them to cast their votes electronically.

As per Report dated December 21, 2012, submitted by the Scrutinizer, the results of Postal Ballot Resolutions seeking members consent for the remuneration payable to whole time directors in terms of Section 198, 269 and 309 read with Schedule XIII of the Companies Act, 1956 mentioned in the said notice, was as follows:

A) Details of Physical voting :

1	Total number of postal ballot forms received	81												
2	Number of invalid postal ballot forms received	1												
3	Number of valid postal ballot forms received	80												
4	Votes polled	25585936												
5	Details of Votes polled:													
	<table border="1"><thead><tr><th></th><th>Resolution 1 (Special Resolution)</th><th>Resolution 2 (Special Resolution)</th><th>% of total paid capital</th></tr></thead><tbody><tr><td>Votes cast in favour of the resolution</td><td>25585645</td><td>25585645</td><td>76.98%</td></tr><tr><td>Votes cast against the resolution</td><td>291</td><td>291</td><td>0.0008%</td></tr></tbody></table>		Resolution 1 (Special Resolution)	Resolution 2 (Special Resolution)	% of total paid capital	Votes cast in favour of the resolution	25585645	25585645	76.98%	Votes cast against the resolution	291	291	0.0008%	
	Resolution 1 (Special Resolution)	Resolution 2 (Special Resolution)	% of total paid capital											
Votes cast in favour of the resolution	25585645	25585645	76.98%											
Votes cast against the resolution	291	291	0.0008%											

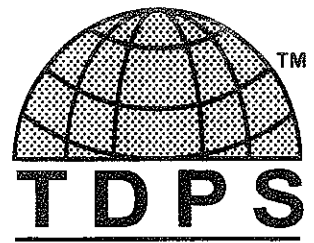


REGD. OFFICE / WORKS, UNIT - I : # 27, 28 & 29, KIADB INDL. AREA, DABASPET, NELAMANGALA TALUK, BANGALORE - 562 111, INDIA.
TEL.: + (91) (80) 22995700 / 66337700, FAX : + (91) (80) 77-34439 / 22995718, WEBSITE : www.tdps.co.in

UNIT - II : SY. NO. 59/2, YEDEHALLI VILLAGE, DABASPET, NELAMANGALA TALUK, BANGALORE - 562 111, INDIA. TEL.: + (91) (80) 22635500.

CITY OFFICE : "RMJ MANDOTH TOWERS", NO. 37, 7TH CROSS, VASANTHAGAR, BANGALORE - 560 052, INDIA.
TEL. : +(91) (80) 22017800, FAX : +(91) (80) 22017850 / 851

JAPAN OFFICE ADDRESS : TOHWA BUILDING, 4TH FLOOR, 3-3, KITASHINAGAWA, 3-CHOME, SHINAGAWA-KU, TOKYO - 1400001, JAPAN.
TEL. NO. : 0081-3-5783-5380, FAX NO. : 0081-3-5783-5381



TD Power Systems Limited

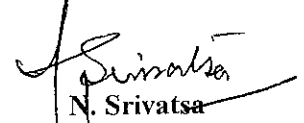
B) Details of E-Voting :

1	Total Votes casted				38
2	Number of invalid votes casted				NIL
3	Number of valid votes casted				38
4	Folios Voted				5
5	Details of E- Voting casted :				
		Resolution 1 (Special Resolution)	Resolution 2 (Special Resolution)	% of total paid capital	
	Votes cast in favour of the resolution	36	36	94.74%	
	Votes cast against the resolution	2	2	5.26%	

C) Total Summary of Votes casted through both the modes is as follows:

	Resolution 1 (Special Resolution)	Resolution 2 (Special Resolution)	% of total paid capital
Votes cast in favour of the resolution	25585681	25585681	99.999%
Votes cast against the resolution	293	293	0.001%
Result	Approved by requisite majority		

By Order of the Board of Directors
For TD POWER SYSTEMS LIMITED


N. Srivatsa

Company Secretary

Bangalore
December 22, 2012

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