

TD Power Systems (USA) Inc.
a Delaware corporation

Annual Report - 2014

Corporate Information

Registered office

C/o. Incorporating Services Limited
3500 South Dupont Highway
City of Dover, County of Kent
Delaware 19901
United States of America

Corporate office

3500 South Dupont Highway
City of Dover
County of Kent
Delaware 19901
United States of America

Board of Directors

Chairperson

Mohib N. Khericha

Directors

Nikhil Kumar

Hitoshi Matsuo

Victor DeLeon
(Chief Executive Officer/President)

Auditor's Certificate

We, B K Ramadhyan & Co., Statutory auditors of TD Power Systems Limited, Bangalore, have audited the un-audited annual accounts of its wholly owned subsidiary TD Power Systems (USA) Inc for the period ended March 31, 2014.

The un-audited annual accounts for the year ended March 31, 2014 of the wholly owned subsidiary TD Power Systems (USA) Inc have been originally prepared under the United States Generally Accepted Accounting Practices (US GAAP) and have been translated into financial statements under Indian Generally Accepted Accounting Practices (Indian GAAP). Management is responsible for the preparation of the said unaudited annual accounts both under the US GAAP and its translation into Indian GAAP.

Our responsibility is to express an opinion on these unaudited annual accounts based on our audit.

In our opinion and to the best of our knowledge and according to the information and explanations given to us, the said unaudited annual accounts for the year ended March 31 2014 reflect a true and fair view of the affairs of TD Power Systems (USA) Inc.

This certificate has been issued specifically to enable the company TD Power Systems Limited to file the Annual Performance Report (APR) in respect of its wholly owned subsidiary TD Power Systems (USA) Inc, in terms of the current FEMA ODI Regulations.

For B. K. Ramadhyan & Co.,
Chartered Accountants
FRN No.002878S


R. Satyanarayana Murthi
Partner
Membership No. 024248
Place: Bangalore
Date: June 27, 2014

B.K. RAMADHYANI & COMPANY
CHARTERED ACCOUNTANTS
4-B, Chitrapura Bhavan,
No. 68, 8th Main, 15th Cross,
Malleswaram, Bangalore-560 055.

**TD POWER SYSTEMS USA INC
BALANCE SHEET AS AT MARCH 31,2014**

Particulars	Note No.	As at 31.03.2014 USD	As at 31.03.2013 USD
I. EQUITY AND LIABILITIES			
(1) Shareholders' Funds			
(a) Share Capital	<u>2</u>	801,100	101,100
(b) Reserves and Surplus	<u>3</u>	(670,729)	(25,253)
		130,371	75,847
(2) Current Liabilities			
(a) Other current liabilities	<u>4</u>	14,970	
TOTAL		145,341	75,847
II. ASSETS			
(1) Non - current assets			
(a) Fixed Assets			
(i) Tangible assets	<u>5</u>	76,480	-
(2) Current Assets			
(a) Cash and Bank Balance	<u>6</u>	62,561	75,847
(b) Short term loans and advances	<u>7</u>	6,300	
		68,861	75,847
TOTAL		145,341	75,847
Summary of Accounting Policies and other explanatory information	<u>1</u>		

In Accordance with our Report attached

For and on behalf of Board of Directors

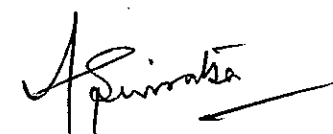
For B.K. RAMADHYANI & CO.
Chartered Accountants
Firm Registration No. 002878S

Nikhil Kumar
Director



R SATYANARAYANA MURTHI
Partner - M.No. 024248

N Srivatsa
Secretary



B.K. RAMADHYANI & COMPANY
CHARTERED ACCOUNTANTS
4-B, Chitrapura Bhavan,
No. 68, 8th Main, 15th Cross.

Place : Bangalore, Malleswaram, Bangalore-560 055.
Date : 21st May 2014

**TD POWER SYSTEMS USA INC
STANDALONE PROFIT & LOSS FOR THE YEAR ENDED MARCH 31, 2014**

Particulars	Note No.	Current Year USD	Previous Year USD
I Other Income			
II Total revenue (I + II)		-	-
III Expenses			
Employee benefits expense	8	380,382	24,198
Depreciation and amortization expense	9	4,190	-
Other expenses	10	260,904	1,055
Total Expenses		<u>645,476</u>	<u>25,253</u>
Profit/(Loss) before extraordinary items IV and tax (III-IV)		(645,476)	(25,253)
V Profit before tax		(645,476)	(25,253)
VI Tax expense:			
(1) Current tax		-	-
(2) Deferred tax		-	-
VII Profit/(Loss) for the period		<u>(645,476)</u>	<u>(25,253)</u>

Summary of Accounting Policies and
other explanatory information

1

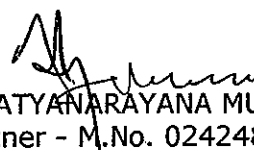
In Accordance with our Report attached

For and on behalf of Board of Director:

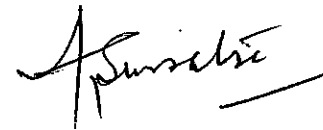
For B.K. RAMADHYANI & CO.
Chartered Accountants
Firm Registration No. 002878S

Nikhil Kumar
Director




R SATYANARAYANA MURTHI
Partner - M.No. 024248

N Srivatsa
Secretary



B.K. RAMADHYANI & COMPANY
CHARTERED ACCOUNTANTS
4-B, Chitrapura Bhavan,
No. 68, 8th Main, 15th Cross,

Place : Bangalore Malleswaram, Bangalore-560 051
Date : 21st May 2014

TD POWER SYSTEMS USA INC
SUMMARY OF ACCOUNTING POLICIES AND OTHER EXPLANATORY INFORMATION FOR THE PERIOD ENDED MARCH 31, 2014

1 Significant Accounting Policies.

1.1 Basis of preparation of financial statements:

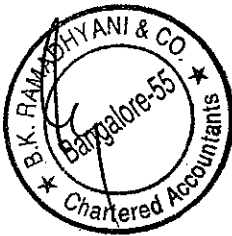
The financial statements of the Company have been originally prepared under historical cost convention following the accrual system of accounting under the US Generally Accepted Accounting Practices (US GAAP) and have been translated into financial statements under Indian Generally Accepted Accounting Practices (Indian GAAP). The preparation of financial statements in conformity with GAAP requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities as at the date of the financial statements, and the reported amounts of expenses during the reported period.

1.2 Depreciation:

Depreciation is charged on straight line method as stipulated under section 205 (2) (b) of the Companies Act, 1956, at the rates specified in schedule XIV, prorata from the quarter of addition / deletion.

1.3 Taxes on Income:

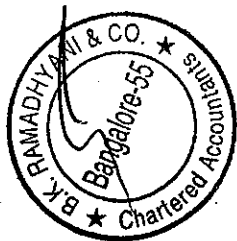
Provision for tax is made in terms taxation laws prevailing in US. Provision for current income tax if arises is made at the applicable current tax rates in that country based on assessable income.



**TD POWER SYSTEMS USA INC.,
SUMMARY OF ACCOUNTING POLICIES AND OTHER EXPLANATORY INFORMATION**

2 SHARE CAPITAL

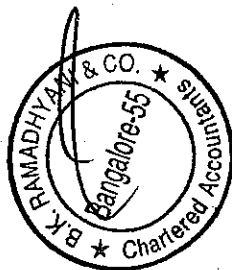
Particulars	As at 31.03.2014		As at 31.03.2013	
	Number	USD	Number	USD
Authorized:				
Equity shares of USD.10/- each	1,000,000	<u>10,000,000</u> <u>10,000,000</u>	1,000,000	<u>10,000,000</u> <u>10,000,000</u>
Issued, subscribed and fully paid up:				
<i>Equity shares of USD.10/- each</i>	<u>Number</u>		<u>Number</u>	
At the beginning of the year	10,100	101,100	10,100	
Issued during the year	70,000	<u>700,000</u>	-	<u>101,100</u>
At the close of the year	80,100	<u>801,100</u>	10,100	<u>101,100</u>
Total		801,100		101,100



**TD POWER SYSTEMS USA INC.,
SUMMARY OF ACCOUNTING POLICIES AND OTHER EXPLANATORY INFORMATION**

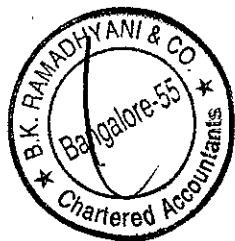
3 RESERVES AND SURPLUS:

Particulars	As at 31.03.2014 USD	As at 31.03.2013 USD
Surplus i.e. balance in Statement of Profit & Loss		
As at the beginning of the year	(25,253)	
Add:		
Transferred from Statement of Profit and Loss	(645,476)	(25,253)
As at the end of the year	<u>(670,729)</u>	<u>(25,253)</u>
Total	(670,729)	(25,253)



**TD POWER SYSTEMS USA INC.,
SUMMARY OF ACCOUNTING POLICIES AND OTHER EXPLANATORY INFORMATION**

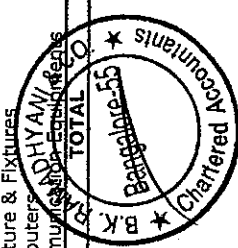
Particulars	As at 31.03.2014	As at 31.03.2013
	USD	USD
4 OTHER CURRENT LIABILITIES:		
a) Outstanding Liabilities	14,970	-
	14,970	-



TD POWER SYSTEMS USA INC.,
SUMMARY OF ACCOUNTING POLICIES AND OTHER EXPLANATORY INFORMATION

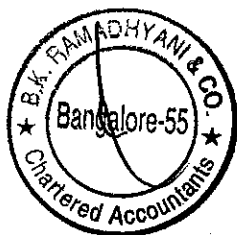
5 FIXED ASSETS

Particulars	GROSS BLOCK (AT COST)		DEPRECIATION		NET BLOCK	
	As at 01.04.2013	As at 31.03.2014	As at 01.04.2013	For the year 31.03.2014	As at 31.03.2014	As at 31.03.2013
Tangible Assets						
Own assets						
Furniture & Fixtures		35,967		1,458	1,458	34,509
Computers		13,525		873	12,652	12,652
Community Equipment		31,178		1,859	1,859	29,319
TOTAL		80,670		4,190	4,190	76,480



**TD POWER SYSTEMS USA INC.,
SUMMARY OF ACCOUNTING POLICIES AND OTHER EXPLANATORY INFOR**

Particulars	As at 31.03.2014 USD	As at 31.03.2013 USD
6 CASH AND BANK BALANCES:		
a) Cash and cash equivalents:		
a) Balances with banks - on current accounts	62,561	75,847
	62,561	75,847
7 SHORT TERM LOANS AND ADVANCES:		
a) Rent Deposit	4,059	
b) Prepaid Expenses	2,241	
	6,300	-



**TD POWER SYSTEMS USA INC.,
SUMMARY OF ACCOUNTING POLICIES AND OTHER EXPLANATORY INFORMATION**

Particulars	Current Year USD	Previous Year USD
8 EMPLOYEE BENEFIT EXPENSES:		
a) Salaries and wages	377,183	24,198
b) Staff welfare expenses	3,199	
	380,382	24,198
9 DEPRECIATION AND AMORTIZATION:		
a) Depreciation	4,190	
	4,190	-
10 OTHER EXPENSES:		
a) Rent	30,586	
b) Repairs and maintenance		
- Others	6,454	
c) Insurance	9,396	
d) Payment to the auditors		
- as auditor	664	
e) Legal and professional charges	69,912	
f) Travelling and Conveyance	103,676	997
g) Bank Charges	145	58
h) Postage, Telegrams and Telephones	19,593	
i) Manufacturing Expenses	2,006	
j) Vehicle Maintenance	4,626	
k) Advertisement	2,254	
l) Printing & Stationary	8,375	
Subscription to Technical Associations, Journals &		
m) Magazines	3,217	
	260,904	1,055

