

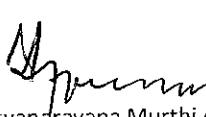
**Auditor's Report on Quarterly Financial Results and Year to Date Financial Results of TD Power Systems Limited Pursuant to the clause 41 of the Listing Agreement.**

To,  
The Board of Directors  
TD Power Systems Limited  
Bangalore.

1. We have audited the quarterly financial results of TD Power Systems Limited ("the Company") for the quarter ended March 31, 2013 and the year to date financial results for the period from April 1, 2012 to March 31, 2013, attached herewith, being submitted by the Company pursuant to the requirement of Clause 41 of the Listing Agreement, except for the disclosure regarding 'Public Shareholding' and 'Promoter and Promoter Group Shareholding' which have been traced from disclosures made by the management and have not been audited by us. These quarterly financial results as well as the year to date financial results have been prepared on the basis of the interim financial statements, which are the responsibility of the Company's management. Our responsibility is to express an opinion on these financial results based on our audit of such interim financial statements, which have been prepared in accordance with the recognition and measurement principles laid down in Accounting Standard 25, Interim Financial Reporting, issued pursuant to the Companies (Accounting Standard) Rules, 2006 as per Section 211(3C) of the Companies Act, 1956 and other accounting principles generally accepted in India.
2. We conducted our audit in accordance with the auditing standards generally accepted in India. Those Standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial results are free of material misstatements. An audit includes examining, on a test basis, evidence supporting the amounts disclosed as financial results. An audit also includes assessing the accounting principles used and significant estimates made by management. We believe that our audit provides a reasonable basis for our opinion.
3. The report on the accounts of the Japan branch office (not audited by us) audited by Mr. Mitsuo Sekino, Certified Public Accountant (Japan), has been forwarded to us and has been dealt with in the manner considered appropriate by us while preparing our report. Our report is not qualified in respect of this matter.
4. In our opinion and to the best of our information and according to the explanations given to us, these quarterly financial results as well as the year to date financial results:
  - i. are presented in accordance with the requirements of Clause 41 of the Listing Agreement in this regard; and
  - ii. give a true and fair view of the net profit and other financial information for the quarter ended March 31, 2013 as well as the year to date results for the period from April 1, 2012 to March 31, 2013.

Further, we also report that we have, on the basis of the books of account and other records and information and explanations given to us by the management, also verified the number of shares as well as percentage of shareholdings in respect of aggregate amount of public shareholdings, as furnished by the Company in terms of Clause 35 of the Listing Agreement and found the same to be correct.

For B K Ramadhyani & Co.,  
Chartered Accountants  
Firm Registration No. 002878S



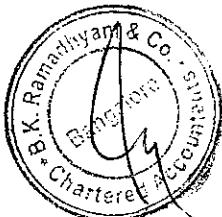
R Satyanarayana Murthi  
Partner  
Membership No. 024248  
Bangalore  
May 22, 2013

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

**Auditor's Report on Consolidated Financial Results and Year to Date Financial Results of TD Power Systems Limited Pursuant to the clause 41 of the Listing Agreement.**

To,  
The Board of Directors  
TD Power Systems Limited  
Bangalore.

1. We have audited the consolidated financial results of TD Power Systems Limited ("the Company") and its subsidiaries (collectively called "the Group") for the quarter ended March 31, 2013 and for the year ended March 31, 2013, attached herewith, being submitted by the Company pursuant to the requirement of Clause 41 of the Listing Agreement, except for the disclosure regarding 'Public Shareholding' and 'Promoter and Promoter Group Shareholding' which have been traced from disclosures made by the management and have not been audited by us. These consolidated financial results have been prepared basis consolidated financial statements, which are the responsibility of the Company's management. Our responsibility is to express an opinion on these consolidated financial results based on our audit of such consolidated financial statements, which have been prepared in accordance with the recognition and measurement principles laid down in the Companies (Accounting Standard) Rules, 2006 as per Section 211(3C) of the Companies Act, 1956 and other accounting principles generally accepted in India.
2. We conducted our audit in accordance with the auditing standards generally accepted in India. Those Standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial results are free of material misstatements. An audit includes examining, on a test basis, evidence supporting the amounts disclosed as financial results. An audit also includes assessing the accounting principles used and significant estimates made by management. We believe that our audit provides a reasonable basis for our opinion.
3. We did not audit the financial statements of certain overseas subsidiaries, referred to in note 6.1 and 6.2 to published financial results for the quarter and year ended March 31, 2013, which were incorporated by the Company during the last quarter of the year. We have relied on the representation of the management in respect of the assets and liabilities position of the said subsidiaries, not being material and no operations being commenced during the year. Our report is not qualified in respect of this matter.
4. The report on the accounts of the Japan branch office and Hong Kong branch office of Indian subsidiary (both not audited by us) audited by Mr. Mitsuo Sekino and M/s Simon Chong & Co., Certified Public Accountant respectively has been forwarded to us and has been dealt with in the manner considered appropriate by us while preparing our report. Our report is not qualified in respect of this matter.
5. In our opinion and to the best of our information and according to the explanations given to us, these consolidated financial results:
  - i. include the year to date financial results of the following entities; (a) D F Power Systems Limited, (b) TD Power Systems (USA) Inc (incorporated on February 20, 2013) and (c) TD Power Systems (Japan) Limited (incorporated on March 19, 2013).
  - ii. have been presented in accordance with the requirements of Clause 41 of the Listing Agreement in this regard; and
  - iii. give a true and fair view of the consolidated net profit and other financial information for the quarter ended March 31, 2013 as well as the year to date results for the period from April 1, 2012 to March 31, 2013.



Further, we also report that we have, on the basis of the books of account and other records and information and explanations given to us by the management, also verified the number of shares as well as percentage of shareholdings in respect of aggregate amount of public shareholdings, as furnished by the Company in terms of Clause 35 of the Listing Agreement and found the same to be correct.

For B K Ramadhyani & Co.,  
Chartered Accountants  
Firm Registration No. 0028785

  
R Satyanarayana Murthi  
Partner  
Membership No. 024248  
Bangalore  
May 22, 2013

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

No 6/9

TD POWER SYSTEMS LIMITED

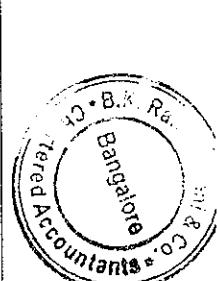
REGISTERED OFFICE & PLANT: # 27, 28 & 29 KIADB INDUSTRIAL AREA, DABASPET, NELAMANGALA TALUK, BANGALORE 562 111

STATEMENT OF STANDALONE/CONSOLIDATED AUDITED RESULTS FOR THE QUARTER AND YEAR ENDED MARCH 31, 2013

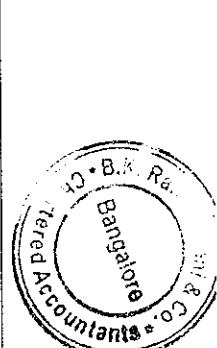
PART I

Rupees in Lakhs

SI. No.	PARTICULARS	Consolidated						Standalone					
		Quarter ended		Year ended		Quarter ended		Year ended		Quarter ended		Year ended	
		(AUDITED)	(UNAUDITED)	(AUDITED)	(AUDITED)	(AUDITED)	(UNAUDITED)	(AUDITED)	(AUDITED)	(Rs.)	(Rs.)	(Rs.)	(Rs.)
	<b>Income from operations</b>												
	<b>Net Sales</b>	17,646.40	9,551.28	29,047.71	58,706.55	103,162.53	15,331.72	6,509.78	18,877.04	42,379.81			62,521.20
<b>1</b>	<b>(b) Other Operating Income</b>												
	<b>Total income from operations (net)</b>	17,646.40	9,551.28	29,047.71	58,706.55	103,162.53	15,331.72	6,509.78	18,877.04	42,379.81			62,521.20
	<b>2 Expenses</b>												
	a.Cost of materials consumed	4,617.96	3,449.97	6,722.06	17,484.20	27,578.03	4,617.86	3,449.97	6,722.06	17,484.20			27,578.03
	b.Purchases for project business	7,189.92	2,169.73	14,698.35	23,232.11	54,308.57	5,654.88	282.63	5,727.72	9,537.46			17,795.63
	c.Changes in inventories of finished goods, work-in-progress	1,779.01	417.60	1,208.75	2,932.36	(276.29)	1,779.00	417.61	1,208.75	2,932.36			(276.28)
	d.Employee benefits expense	1,309.70	1,265.55	1,710.20	5,324.05	6,076.16	1,135.51	923.92	1,334.48	4,174.82			4,691.90
	e.Depreciation and amortisation expense	345.19	345.67	243.55	1,242.29	914.84	339.50	341.54	240.10	1,225.38			899.87
	f.Other expenses (Any item exceeding 10% of the total expenses relating to continuing operations to be shown separately)	1,161.67	1,344.03	1,907.20	4,785.52	6,286.96	959.06	994.63	1,666.02	3,883.09			5,360.89
	<b>Total expenses</b>	16,403.44	8,992.56	26,490.11	55,000.53	94,888.28	14,485.89	6,410.30	16,899.12	39,237.31			56,050.04
<b>3</b>	<b>Profit / (Loss) from operations before other income, finance costs and exceptional items (1-2)</b>	1,242.96	558.72	2,557.60	3,706.02	8,274.26	845.83	98.48	1,977.92	3,142.50			6,471.16
	<b>4 Other income</b>	1,010.83	359.37	648.99	3,080.35	2,239.25	816.95	155.79	519.49	2,583.85			1,588.21
	<b>5 Profit / (Loss) from ordinary activities before finance costs and exceptional items (3 +/- 4)</b>	2,253.78	918.09	3,206.59	6,786.37	10,513.50	1,662.78	254.77	2,497.41	5,726.15			8,039.37
	<b>6 Finance costs</b>	75.03	104.12	97.74	343.08	656.79	73.43	104.13	97.74	341.50			656.79
	<b>Profit / (Loss) from ordinary activities after finance costs but before exceptional items (5 +/- 6)</b>	2,178.76	813.97	3,108.85	6,443.29	9,856.72	1,589.35	150.64	2,399.66	5,384.65			7,382.59
	<b>8 Exceptional items</b>												
	<b>9 Profit / (Loss) from ordinary activities before tax (7 +/- 8)</b>	2,178.76	813.97	3,108.85	6,443.29	9,856.72	1,589.35	150.64	2,399.66	5,384.65			7,382.59
	<b>10 Tax expense</b>	778.11	247.86	1,040.24	2,269.16	3,262.60	580.39	38.76	797.89	1,817.22			2,400.77
	<b>11 Net Profit / (Loss) from ordinary activities after tax (9 +/- 10)</b>	1,400.64	566.11	2,058.59	4,174.13	6,594.12	1,008.96	111.88	1,601.77	3,567.43			4,981.81
	<b>12 Extraordinary items (Net of tax expense Rs. in Lakhs )</b>												
	<b>13 Net Profit / (Loss) for the period (11 +/- 12)</b>	1,400.64	566.11	2,058.59	4,174.13	6,594.12	1,008.96	111.88	1,601.77	3,567.43			4,981.81
	<b>14 Share of profit / (loss) of associates*</b>												
	<b>15 Minority interest*</b>												
	<b>16 Net Profit / (Loss) after taxes, minority interest and share of profit / (loss) of associates (13 +/- 14 +/- 15)*</b>	1,400.64	566.11	2,068.59	4,174.13	6,594.12	1,008.96	111.88	1,601.77	3,567.43			4,981.81
	<b>17 Paid-up equity/share capital ( Face value of Rs.10/- per share)</b>	3,323.76	3,323.76	3,323.76	3,323.76	3,323.76	3,323.76	3,323.76	3,323.76	3,323.76			3,323.76
	<b>18 Reserves excluding Revaluation Reserves as per balance sheet of previous accounting year</b>	46,084.48	44,864.84	42,657.49	46,084.48	42,657.49	42,815.01	42,553.19	39,994.71	42,815.01			39,994.71
	<b>19 i Earnings per share (before extraordinary items) (of 'Rs. 10/- each) (not annualised):</b>												
	a) Basic	4.21	1.70	6.22	12.56	22.42	3.04	0.34	4.82	10.73			16,94
	b) Diluted	4.21	1.70	6.22	12.56	22.42	3.04	0.34	4.82	10.73			16,94
	<b>19. ii Earnings per share (after extraordinary items) (Face value of Rs. 10/- each) (Quarter ended EPS not annualised)</b>												
	a) Basic	4.21	1.70	6.22	12.56	22.42	3.04	0.34	4.82	10.73			16,94
	b) Diluted	4.21	1.70	6.22	12.56	22.42	3.04	0.34	4.82	10.73			16,94



T D Power Systems Limited  
Bangalore  
April 2013



Bala & Co.  
Accountants  
Bangalore  
April 2013

\*Applicable in the case of consolidated results.

No. 7/9

A								
1	Public shareholding							
	-Number of Shares	12308202	11808202	11437202	12308202	11437202	11808202	12308202
	-Percentage of shareholding	37.03	35.53	34.41	37.03	34.41	35.53	37.03
2	Promoters and Promoter Group Shareholding							
	a) Pledged / Encumbered							
	-Number of Shares	Nil						
	-Percentage of shares (as a % of the total shareholding of promoter and promoter group)	Nil						
	-Percentage of shares (as a % of the total share capital of the company)	Nil						
	b) Non - encumbered							
	-Number of Shares	20928386	2142386	21800386	20929386	21800386	21429386	20929386
	-Percentage of shares (as a % of the total shareholding of promoter and promoter group)	100	100	100	100	100	100	100
	-Percentage of shares (as a % of the total share capital of the company)	62.97	64.47	65.59	62.97	65.59	64.47	65.59
B	INVESTOR COMPLAINTS							
	Pending at the beginning of the quarter							
	Received during the quarter							
	Disposed of during the quarter							
	Remaining unresolved at the end of the quarter							

Notes:-

- The said financial results have been reviewed by the Audit Committee and approved by the Board of Directors at its meeting held on May 22, 2013.
- The consolidated financial statement for the Quarter and year ended 31.03.2013 are prepared in accordance with AS 21 issued by the Institute of Chartered Accountant of India.
- The Board of Directors have recommended Dividend of Rs 2/- per Equity Share of Rs. 10 each for the financial year ended 31.03.2013 subject to the approval of the shareholders in the Annual General meeting of the Company.
- The figures of the last quarter represent the difference between the audited figures in respect of the full financial year and published year to date figures up to the 3rd quarter of the financial year.
- Previous years/periods figures have been re-grouped/rearranged wherever required in conformity with the presentation for the current reporting period.
- A wholly Owned Subsidiary of the Company - TD POWER SYSTEMS (USA) INC has been incorporated in USA on February 20 2013 as a Delaware corporation. The said subsidiary is yet to commence operations.
- A wholly Owned Subsidiary of the Company TD Power Systems (Japan) Limited has been incorporated on March 19, 2013 in Tokyo, Japan. The said subsidiary is yet to commence operations.
- Statement of Utilisation of IPO proceeds:-

Sl. No.	Expenditure Items Amount received from IPO	IPO Proceeds (Total estimated cost) (Rs.)	Transfer to object No 6 (Refer note 1) (Rs.)	Utilisation as of 31.03.2013 (Rs.)	**Balance to be utilised (Rs.)	Remarks (refer note 2 below)
1	Finance the expansion of our manufacturing plant in Dabasnet	10,273.60	-	10,095.62	177.98	Rs. 2890.90 transferred to object No 06 **
2	Construction of a project office in Bangalore city	2,890.90	-	2,741.57	Balance Rs. 55.13 ## transferred to object No 06 **	
3	Repayment of debt	3,280.70	-	-	Rs. 4000 transferred to object No 06 **	
4	Funding working capital requirements of our Company	4,000.00	-	1,390.92	Balance Rs. 863.98 ## transferred to object No 06 **	
5	General corporate purposes	2,254.80	-	-		
6	Finance our manufacturing facility for 2 Psa generators ranging from 54 MW to 200 MW	-	8,294.01	2,257.95	6,036.06	
Total		22,700.00	8,294.01	16,485.96	6,214.04	

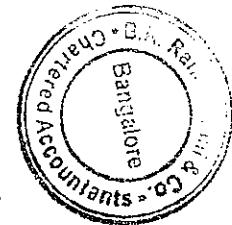
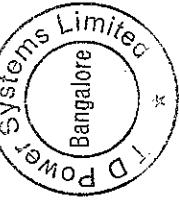
The balance in the IPO proceeds have been in the interim invested in term deposit with nationalised Bank

Note 1 \*\* are the amounts completely utilised as on June 30 2012

Note 1 \*\*\* are the amounts utilised for stated objects as on June 30 2012

Note 1 ## are the amounts representing savings from stated objects transferred to 6 above via note 2 below

Note 2 In terms of the approval of the shareholders at the Annual general meeting held on July 12 2012, the IPO proceeds relating to following objects of issue may be utilized for objects other than the said objects, including setting up of a new manufacturing facility for manufacture of advanced AC generators-2 pole. The company has commenced deployment of the funds accordingly in setting up a manufacturing facility near the current facility and shall report utilization of funds thereof periodically.



No. 819

TD POWER SYSTEMS LIMITED

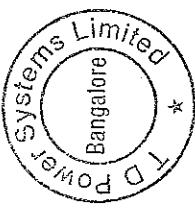
REGISTERED OFFICE & PLANT: # 27/28 & 29 KIADB INDUSTRIAL AREA, DABASPET, NELAMANGALA TALUK, BANGALORE 562 111

PART I STATEMENT OF STANDALONE/CONSOLIDATED AUDITED RESULTS FOR THE QUARTER AND YEAR ENDED MARCH 31, 2013

AUDITED SEGMENT WISE REVENUE, RESULTS AND CAPITAL EMPLOYED

Particulars	(Rupees in lakhs)					
	Consolidated		Standalone		Segment wise	
	Quarter ended	Year Ended	Year ended	Quarter ended	Year Ended	Year ended
31.03.2013	31.12.2012	31.03.2013	31.03.2012	31.12.2012	31.03.2012	31.03.2013
(AUDITED)	(UNAUDITED)	(AUDITED)	(AUDITED)	(UNAUDITED)	(AUDITED)	(AUDITED)
(Rs.)	(Rs.)	(Rs.)	(Rs.)	(Rs.)	(Rs.)	(Rs.)
<b>1 Segment Revenue</b>						
(a) Manufacturing	8,605.47	5,889.95	12,443.59	29,402.85	41,145.92	5,889.95
(b) Project Business	7,456.04	746.58	7,424.31	16,823.65	26,208.38	7,456.04
(c) Engineering, procurement and construction (EPC)	2,314.67	3,041.51	10,670.67	16,326.74	41,661.33	-
<b>Total</b>	<b>18,376.18</b>	<b>9,678.04</b>	<b>30,538.57</b>	<b>62,553.24</b>	<b>109,015.63</b>	<b>16,061.50</b>
Less: Inter Segment Revenue	729.76	126.76	990.86	3,846.69	4,833.09	729.77
Less: Inter Company	-	-	500.00	-	1,020.00	-
<b>Net Sales/ Income from Operations</b>	<b>17,646.40</b>	<b>9,551.28</b>	<b>29,047.71</b>	<b>58,706.55</b>	<b>103,162.54</b>	<b>15,331.72</b>
<b>Segment Results</b>						
<b>2 Results (Profit)/+/- Loss (-) before tax and interest from Each segment</b>						
(a) Manufacturing	1,287.15	995.47	2,324.24	4,781.05	7,342.09	1,287.15
(a i) Less : Inter Company	14.28	-	532.57	314.28	1,270.01	(65.50)
(b) Project Business	802.62	(41.02)	288.29	1,592.05	1,443.79	836.34
(c) Engineering, procurement and construction (EPC)	401.73	444.90	1,083.13	638.03	2,838.07	(381.73)
<b>Total</b>	<b>2,477.22</b>	<b>1,028.35</b>	<b>3,163.09</b>	<b>6,696.86</b>	<b>10,353.94</b>	<b>2,189.00</b>
Less: (i) Interest	75.03	104.11	97.74	343.08	656.79	73.44
(ii) Depreciation	345.19	345.67	243.55	1,242.09	914.84	339.49
(iii) Un-allocable income net of un-allocable expenditure	(121.78)	(235.39)	(287.05)	(1,331.79)	(1,074.41)	(121.20)
<b>Total Profit Before Tax</b>	<b>2,178.78</b>	<b>813.96</b>	<b>3,108.84</b>	<b>6,443.29</b>	<b>9,856.72</b>	<b>1,654.87</b>
<b>3 Capital Employed (Segment Assets- Segment Liabilities)</b>						
(a) Manufacturing	28,597.55	26,844.03	25,391.50	28,597.55	25,391.50	28,601.00
(b) Project Business	1,811.77	1,403.02	1,569.83	1,811.77	1,569.83	1,811.77
(c) Engineering, procurement and construction (EPC)	(5,406.61)	(2,341.31)	(4,734.68)	(5,406.81)	(4,784.68)	-
(d) Un-allocable Segment	24,405.73	22,888.96	23,884.59	24,405.73	23,884.59	15,726.00
<b>Total</b>	<b>49,408.24</b>	<b>48,734.70</b>	<b>45,981.25</b>	<b>49,408.24</b>	<b>45,981.25</b>	<b>46,138.77</b>

Note:- In Accordance with AS 17 - "Segment reporting". The Company on Standalone basis has two reportable segments i.e. Manufacturing and Projects business. However, the consolidated segment reporting contains one more reportable segment relating to the Engineering, Procurement and Construction (EPC) of power plants undertaken by our wholly owned subsidiary DF Power Systems Private Limited.

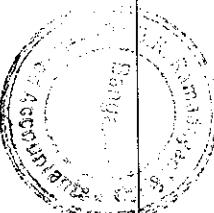
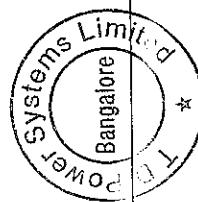


No. 9/1/9

TD POWER SYSTEMS LIMITED					
STANDALONE / CONSOLIDATED STATEMENT OF ASSETS AND LIABILITIES			Standalone		
Particulars	Consolidated (AUDITED) (Rs.)	31.03.2013 (AUDITED) (Rs.)	31.03.2012 (AUDITED) (Rs.)	31.03.2013 (AUDITED) (Rs.)	31.03.2012 (AUDITED) (Rs.)
<b>A EQUITY AND LIABILITIES</b>					
1 Shareholders' funds	3,323.76	3,323.76	3,323.76	3,323.76	3,323.76
(a) Share capital	46,084.48	42,657.49	42,815.01	39,994.71	
(b) Reserves and surplus	49,408.24	45,981.25	46,138.77	43,318.47	
2 Share application money pending allotment					
3 Minority interest *					
4 Non-current liabilities					1.97
(a) Long-term borrowings	1,368.80	832.06	1,412.42	877.59	
(b) Deferred tax liabilities (net)	1,326.69	-			
(c) Other long-term liabilities	329.71	377.05	187.06	292.64	
(d) Long-term provisions					
5 Current liabilities	3,025.20	1,231.08	1,599.48	1,172.20	
(a) Short-term borrowings	2,699.32	3,426.33	2,699.32	3,426.33	
(b) Trade payables	13,225.70	15,808.21	8,611.18	9,299.61	
(c) Other current liabilities	8,664.41	13,792.72	8,012.43	10,132.37	
(d) Short-term provisions	7,168.95	8,301.75	986.56	1,044.53	
Sub-total - Current liabilities	31,756.36	41,329.00	20,309.90	23,902.84	
TOTAL - EQUITY AND LIABILITIES	84,191.81	88,541.33	68,047.75	68,333.51	
<b>B ASSETS</b>					
1 Non-current assets	21,596.33	14,411.20	21,458.11	14,287.64	
(a) Fixed assets					
(b) Goodwill on consolidation *	0.50	0.50	2,096.89	2,041.25	
(c) Non-current investments					
(d) Deferred tax assets (net)	4,159.14	3,668.36	4,068.70	4,516.63	
(e) Long-term loans and advances					
(f) Other non-current assets	25,755.96	18,080.06	27,623.71	20,845.52	
2 Current assets					
(a) Current investments	5,304.61	8,295.33	5,304.61	8,295.33	
(b) Inventories	17,780.23	24,019.41	12,892.48	14,314.52	
(c) Trade receivables	29,046.17	30,222.37	18,148.31	20,255.86	
(d) Cash and cash equivalents	6,304.84	7,924.16	4,078.64	4,682.28	
(e) Short-term loans and advances					
(f) Other current assets					
Sub-total - Current assets	58,455.85	70,461.27	40,424.04	47,548.00	
TOTAL - ASSETS	84,191.81	88,541.33	68,047.75	68,333.51	

\* Applicable in the case of consolidated statement of assets and liabilities

For &amp; on behalf of the Board

Nikhil Kumar  
Managing DirectorBangalore  
May 22 2013