

August 13, 2014

The Corporate Service Department
BSE Limited
P J Towers
Dalal Street
Mumbai - 400001

The Listing Department
The National Stock Exchange of India Limited
Exchange Plaza
Bandra- Kurla Complex
Bandra (East)
Mumbai 400051

Sirs,

Sub: - Disclosure under Clause 35A of the Listing Agreement

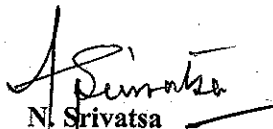
Ref: BSE Stock code: 533553 and NSE stock code TDPOWERSYS

Further to our letter dated August 12, 2014, in accordance with the Clause 35A of the Listing Agreement, we enclose the results of Voting (e voting and Poll) in respect of subjects transacted at the 15th Annual General Meeting (AGM) held on Tuesday, August 12, 2014 at 10.30 A.M. at The Chancery Pavilion, 135, Residency Road, Bangalore - 560 025, Karnataka, India in terms of the Notice dated July 2 2014.

Kindly take the above on record.

Thanking You,

For TD POWER SYSTEMS LIMITED


N. Srivatsa
Company Secretary

TD Power Systems Limited
(CIN -L31103KA1999PLC025071)

REGISTERED OFFICE & FACTORY:
27, 28 and 29, KIADB Industrial Area
Dabaspet, Nelamangala Taluk
Bengaluru Rural District
Bengaluru - 562 111 India

Tel +91 80 229 95700 / 6633 7700

Fax +91 80 7734439 / 2299 5718

Mail tdps@tdps.co.in

www.tdps.co.in

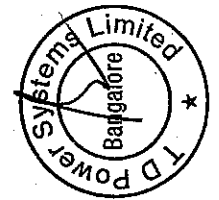
TD POWER SYSTEMS LIMITED

Reg office: # 27, 28 & 29, KIADB Industrial Area, Dabaspeta, Nelamangala Taluk, Bangalore- 562111

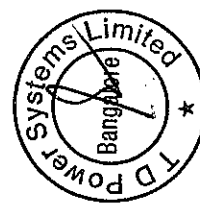
Clause 35A: Voting Results

Annexure A

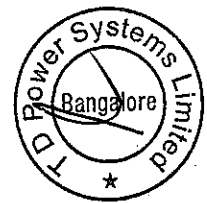
Sl. No.	Description	Particulars	In person	Proxy	Total
A	Date of the AGM	August 12, 2014			
B	Book Closure date	August 5, 2014 to August 12, 2014 (both days inclusive)			
C	Total number of shareholders on record date	1101			
D	No. of shareholders present in the meeting either in person or through proxy				
	Shareholders				
	Promoters and Promoter Group		3	0	3
	Public		48	12 members were represented by 6 proxies	60
	Total		51	12	63
E	No. of Shareholders attended the meeting through Video Conferencing				
	Promoters and Promoter Group:		Nil		
	Public:		Nil		



TD POWER SYSTEMS LIMITED								
Promoter/Public	No. of Shares held	No. of Votes polled	% of Votes Polled on outstanding shares	No. of Votes – in favour	No. of Votes – against	% of Votes in favour votes polled	% of Votes against on votes polled	
(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100		
Resolution 1: Adoption of Financial Statements for the year ended March 31, 2014								
Resolution required: Ordinary Resolution								
Mode of Voting: (E-voting)								
Promoter and Promoter Group	20517386	11143468	54.31%	11143468	0	100%	0%	
Public – Institutional Holders	9170752	2609668	28.46%	2609668	0	100%	0%	
Public-Others	3549450	200081	5.64%	200081	0	100%	0%	
Total (A)	33237588	13953217	41.98%	13953217	0	100%	0%	
Mode of Voting: (Poll)								
Promoter and Promoter Group	20517386	9373918	45.69%	9373918	0	100%	0%	
Public – Institutional Holders	9170752	0	0%	0	0	0	0%	
Public-Others	3549450	381887	10.76%	381887	0	100%	0%	
Total (B)	33237588	9755805	29.35%	9755805	0	100%	0%	
Results (A+B)	33237588	23709022	71.33%	23709022	0	100%	0%	



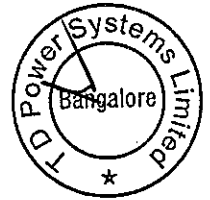
TD POWER SYSTEMS LIMITED							
Promoter/Public	No. of Shares held	No. of Votes polled	% of Votes Polled on outstanding shares	No. of Votes- in favour	No. of Votes – against	% of Votes in favour on votes polled	% of Votes against on votes polled
	(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Resolution 2: Approval of Dividend for the year ended March 31, 2014							
Resolution required: Ordinary Resolution							
Mode of Voting: (E-voting)							
Promoter and Promoter Group	20517386	11143468	54.31%	11143468	0	100%	0%
Public – Institutional Holders	9170752	3721493	40.58%	3721493	0	100%	0%
Public-Others	3549450	200081	5.64%	200081	0	100%	0%
Total (A)	33237588	15065042	41.98%	15065042	0	100%	0%
Mode of Voting: (Poll)							
Promoter and Promoter Group	20517386	9373918	45.69%	9373918	0	100%	0%
Public – Institutional Holders	9170752	0	0%	0	0	0	0%
Public-Others	3549450	381887	10.76%	381887	0	100%	0%
Total (B)	33237588	9755805	29.35%	9755805	0	100%	0%
Results (A+B)	33237588	23709022	71.33%	23709022	0	100%	0%



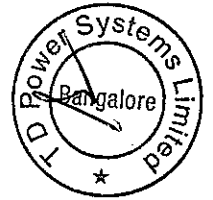
TD POWER SYSTEMS LIMITED							
Promoter/Public	No. of Shares held	No. of Votes polled	% of Votes Polled on outstanding shares	No. of Votes- in favour	No. of Votes – against	% of Votes in favour votes polled	% of Votes against on votes polled
	(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Resolution 3: Re-appointment Non-executive Director Mr. Hitoshi Matsuo as Director liable to retire by rotation							
Resolution required: Ordinary Resolution							
Mode of Voting: (E-voting)							
Promoter and Promoter Group	20517386	11143468	54.31%	11143468	0	100%	0%
Public – Institutional Holders	9170752	3721493	40.58%	3721493	0	100%	0%
Public-Others	3549450	200081	5.64%	200081	0	100%	0%
Total (A)	33237588	15065042	41.98%	15065042	0	100%	0%
Mode of Voting: (Poll)							
Promoter and Promoter Group	20517386	9373918	45.69%	9373918	0	100%	0%
Public – Institutional Holders	9170752	0	0%	0	0	0	0%
Public-Others	3549450	381887	10.76%	381887	0	100%	0%
Total (B)	33237588	9755805	29.35%	9755805	0	100%	0%
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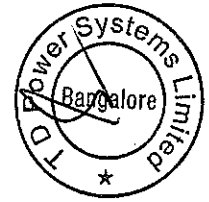
TD POWER SYSTEMS LIMITED							
Promoter/Public	No. of Shares held	No. of Votes polled	% of Votes Polled on outstanding shares	No. of Votes- in favour	No. of Votes -- against	% of Votes in favour votes polled	% of Votes against on votes polled
	(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Resolution 4: Approval of Appointment of M/s. B. K. Ramadhyani & Co., Chartered Accountant, Bangalore as Statutory Auditors Resolution required: Ordinary Resolution							
Mode of Voting: (E-voting)							
Promoter and Promoter Group	20517386	11143468	54.31%	11143468	0	100%	0%
Public -- Institutional Holders	9170752	3721493	40.58%	3721493	0	100%	0%
Public-Others	3549450	200081	5.64%	200081	0	100%	0%
Total (A)	33237588	15065042	41.98%	15065042	0	100%	0%
Mode of Voting: (Poll)							
Promoter and Promoter Group	20517386	9373918	45.69%	9373918	0	100%	0%
Public -- Institutional Holders	9170752	0	0%	0	0	0	0%
Public-Others	3549450	381887	10.76%	381887	0	100%	0%
Total (B)	33237588	9755805	29.35%	9755805	0	100%	0%
Results (A+B)	33237588	23709022	71.33%	23709022	0	100%	0%



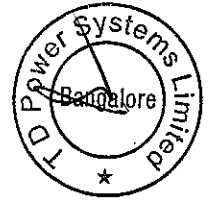
TD POWER SYSTEMS LIMITED							
Promoter/Public	No. of Shares held	No. of Votes polled	% of Votes Polled on outstanding shares	No. of Votes- in favour	No. of Votes - against	% of Votes in favour votes polled	% of Votes against on votes polled
	(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Resolution 5: Approval of Appointment of Mr. Mitsuo Sekino, Certified Public Accountant, Tokyo, Japan as Auditors of the Company's Japan Branch (Tokyo) and to authorize the Board of Directors to fix their remuneration. Resolution required: Ordinary Resolution							
Mode of Voting: (E-voting)							
Promoter and Promoter Group	20517386	11143468	54.31%	11143468	0	100%	0%
Public - Institutional Holders	9170752	3721493	40.58%	3721493	0	100%	0%
Public-Others	3549450	200081	5.64%	200081	0	100%	0%
Total (A)	33237588	15065042	41.98%	15065042	0	100%	0%
Mode of Voting: (Poll)							
Promoter and Promoter Group	20517386	9373918	45.69%	9373918	0	100%	0%
Public - Institutional Holders	9170752	0	0%	0	0	0	0%
Public-Others	3549450	381887	10.76%	381887	0	100%	0%
Total (B)	33237588	9755805	29.35%	9755805	0	100%	0%
Results (A+B)	33237588	23709022	71.33%	23709022	0	100%	0%



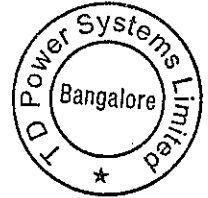
TD POWER SYSTEMS LIMITED							
Promoter/Public	No. of Shares held	No. of Votes polled	% of Votes Polled on outstanding shares	No. of Votes - in favour	No. of Votes - against	% of Votes in favour on votes polled	% of Votes against on votes polled
	(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Resolution 6: Appointment of Mr. Ravi Kanth Mantha as an Independent Director.							
Resolution required: Ordinary Resolution							
Mode of Voting: (E-voting)							
Promoter and Promoter Group	20517386	11143468	54.31%	11143468	0	100%	0%
Public - Institutional Holders	9170752	3721493	40.58%	3721493	0	100%	0%
Public-Others	3549450	200081	5.64%	200081	0	100%	0%
Total (A)	33237588	15065042	41.98%	15065042	0	100%	0%
Mode of Voting: (Poll)							
Promoter and Promoter Group	20517386	9373918	45.69%	9373918	0	100%	0%
Public - Institutional Holders	9170752	0	0%	0	0	0	0%
Public-Others	3549450	381887	10.76%	381887	0	100%	0%
Total (B)	33237588	9755805	29.35%	9755805	0	100%	0%
Results (A+B)	33237588	23709022	71.33%	23709022	0	100%	0%



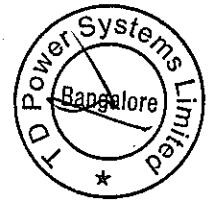
TD POWER SYSTEMS LIMITED							
Promoter/Public	No. of Shares held	No. of Votes polled	% of Votes Polled on outstanding shares	No. of Votes – in favour	No. of Votes – against	% of Votes in favour on votes polled	% of Votes against on votes polled
	(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Resolution 7: Appointment of Ms. Nandita Lakshmanan as an Independent Director.							
Resolution required: Ordinary Resolution							
Mode of Voting: (E-voting)							
Promoter and Promoter Group	20517386	11143468	54.31%	11143468	0	100%	0%
Public -- Institutional Holders	9170752	3721493	40.58%	3721493	0	100%	0%
Public-Others	3549450	200081	5.64%	200081	0	100%	0%
Total (A)	33237588	15065042	41.98%	15065042	0	100%	0%
Mode of Voting: (Poll)							
Promoter and Promoter Group	20517386	9373918	45.69%	9373918	0	100%	0%
Public -- Institutional Holders	9170752	0	0%	0	0	0	0%
Public-Others	3549450	381887	10.76%	381887	0	100%	0%
Total (B)	33237588	9755805	29.35%	9755805	0	100%	0%
Results (A+B)	33237588	23709022	71.33%	23709022	0	100%	0%



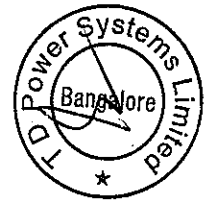
TD POWER SYSTEMS LIMITED							
Promoter/Public	No. of Shares held	No. of Votes polled	% of Votes Polled on outstanding shares	No. of Votes – in favour	No. of Votes – against	% of Votes in favour on votes polled	% of Votes against on votes polled
	(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Resolution 8: Appointment of Mr. Nitin Bagamane as an Independent Director.							
Resolution required: Ordinary Resolution							
Mode of Voting: (E-voting)							
Promoter and Promoter Group	20517386	11143468	54.31%	11143468	0	100%	0%
Public – Institutional Holders	9170752	3721493	40.58%	3721493	0	100%	0%
Public-Others	3549450	200081	5.64%	200081	0	100%	0%
Total (A)	33237588	15065042	41.98%	15065042	0	100%	0%
Mode of Voting: (Poll)							
Promoter and Promoter Group	20517386	9373918	45.69%	9373918	0	100%	0%
Public – Institutional Holders	9170752	0	0%	0	0	0	0%
Public-Others	3549450	381887	10.76%	381887	0	100%	0%
Total (B)	33237588	9755805	29.35%	9755805	0	100%	0%
Results (A+B)	33237588	23709022	71.33%	23709022	0	100%	0%



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Promoter/Public	No. of Shares held	No. of Votes polled	% of Votes Polled on outstanding shares	No. of Votes – in favour	No. of Votes – against	% of Votes in favour on votes polled	% of Votes against on votes polled
	(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Resolution 9: Appointment of Dr. Arjun Kalyanpur as an Independent Director.							
Resolution required: Ordinary Resolution							
Mode of Voting: (E-voting)							
Promoter and Promoter Group	20517386	11143468	54.31%	11143468	0	100%	0%
Public – Institutional Holders	9170752	3721493	40.58%	3721493	0	100%	0%
Public-Others	3549450	200081	5.64%	200081	0	100%	0%
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Mode of Voting: (Poll)							
Promoter and Promoter Group	20517386	9373918	45.69%	9373918	0	100%	0%
Public – Institutional Holders	9170752	0	0%	0	0	0	0%
Public-Others	3549450	381887	10.76%	381887	0	100%	0%
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	(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Resolution 10: Approve increase the FII Limit							
Resolution required: Special Resolution							
Mode of Voting: (E-voting)							
Promoter and Promoter Group	20517386	11143468	54.31%	11143468	0	100%	0%
Public – Institutional Holders	9170752	3721493	40.58%	3721493	0	100%	0%
Public-Others	3549450	200081	5.64%	200081	0	100%	0%
Total (A)	33237588	15065042	41.98%	15065042	0	100%	0%
Mode of Voting: (Poll)							
Promoter and Promoter Group	20517386	9373918	45.69%	9373918	0	100%	0%
Public – Institutional Holders	9170752	0	0%	0	0	0	0%
Public-Others	3549450	381887	10.76%	381887	0	100%	0%
Total (B)	33237588	9755805	29.35%	9755805	0	100%	0%
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Promoter/Public	No. of Shares held	No. of Votes polled	% of Votes Polled on outstanding shares	No. of Votes – in favour	No. of Votes – against	% of Votes in favour on votes polled	% of Votes against on votes polled
	(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Resolution 11: Approve of Borrowing powers to the Board of Directors.							
Resolution required: Special Resolution							
Mode of Voting: (E-voting)							
Promoter and Promoter Group	20517386	11143468	54.31%	11143468	0	100%	0%
Public – Institutional Holders	9170752	3721493	40.58%	3721493	0	100%	0%
Public-Others	3549450	200081	5.64%	200081	0	100%	0%
Total (A)	33237588	15065042	41.98%	15065042	0	100%	0%
Mode of Voting: (Poll)							
Promoter and Promoter Group	20517386	9373918	45.69%	9373918	0	100%	0%
Public – Institutional Holders	9170752	0	0%	0	0	0	0%
Public-Others	3549450	381887	10.76%	381887	0	100%	0%
Total (B)	33237588	9755805	29.35%	9755805	0	100%	0%
Results (A+B)	33237588	23709022	71.33%	23709022	0	100%	0%

For TD Power Systems Limited

N. Srivatsa
N. Srivatsa
Company Secretary

