

tdps is relations

August 22, 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,

TD Power Systems Limited
(CIN -L31103KA1999PLC025071)

REGISTERED OFFICE & FACTORY:
27, 28 and 29, KIADB Industrial Area
Dabaspeta, 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.in

Sub: - Clarification on Disclosure under Clause 35A of the Listing Agreement sent on August 13, 2014

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

This has reference to our letter dated August 13, 2014, enclosing the statement of voting results. In the said results, due to a totaling error, the total results of the votes polled (in Column No. 4) is stated incorrectly.

We enclose the said statement once again duly corrected with a request to take the same on record. A copy of this letter along with the voting results is sent by courier and has been emailed to the designated ID.

We regret the error and inconvenience caused in this regard.

Thanking You,

For TD POWER SYSTEMS LIMITED


N. Srivatsa
Company Secretary

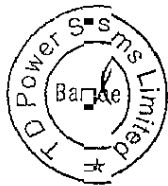
TD POWER SYSTEMS LIMITED

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

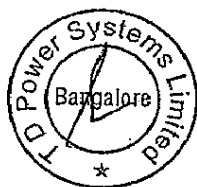
Clause 35A: Voting Resu

Annexure A

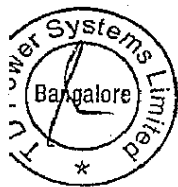
Sl. No.	Description	Particulars			
A	Date of AGM	August 12, 2014			
B	Book Closure date	August 5, 2014 to August 12, 2014 (both days inclusive)			
C	Total number of shareholders on record date	1101			
D	No. of shareholders present in the meeting either in person or through proxy				
	Shareholders	In person	Proxy	Total	
	Promoter 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				
	Promoter and Promoter Group:	Nil			
	Public	Nil			



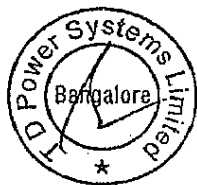
D POWER SYSTEMS LIMITED							
Promoter/Public	No. of Shares held	No. of Votes poll	% of Votes Polled on outstanding shares	No. of Votes – in favour	No. of Votes – against	% of Votes in favour on votes polled	% of Votes against on votes polled
	(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Resolution 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	111468	54.31%	11143468	0	100%	0%
Public – Institutional Holders	9170752	26068	28.46%	2609668	0	100%	0%
Public-Others	3549450	2001	5.64%	200081	0	100%	0%
Total (A)	33237588	139217	41.98%	13953217	0	100%	0%
Mode of Voting: (Poll)							
Promoter and Promoter Group	20517386	93718	45.69%	9373918	0	100%	0%
Public – Institutional Holders	9170752	0	0%	0	0	0%	0%
Public-Others	3549450	3817	10.76%	381887	0	100%	0%
Total (B)	33237588	97505	29.35%	9755805	0	100%	0%
Results (A+B)	33237588	237022	71.33%	23709022	0	100%	0%



TD POWER SYSTEMS LIMITED							
Promoter/Publi	No. of Shares held	No. of Votes polled	% of Votes Polled on outstanding shares	No. of Votes – 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%	1114340		100%	0%
Public – Institutional Holders	9170752	3721493	40.58%	3721490		100%	0%
Public-Others	3549450	200081	5.64%	200080		100%	0%
Total (A)	33237588	15065042	45.33%	1506500		100%	0%
Mode of Voting: (Poll)							
Promoter and Promoter Group	20517386	9373918	45.69%	937390		100%	0%
Public – Institutional Holders	9170752	0	0%	0	0	0%	0%
Public-Others	3549450	381887	10.76%	381880		100%	0%
Total (B)	33237588	9755805	29.35%	975580		100%	0%
Results (A+B)	33237588	24820847	74.68%	248200		100%	0%

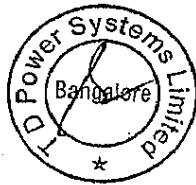


ID POWER SYSTEMS LIMITED							
Proxter/Public	No. of Shares held	No. of Vote poll	% of Votes Polled on outstanding shares	No. of Votes- in favour	No. of Votes - against	% of Votes in favour on votes polled	% of Votes aga: on votes polled
	(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Resolution 3: Re-appointment of Non-executive Director Mr. Hitoshi Matsuo as Director liable to retire by rotation							
Resolution required: Ordinary Resolution							
Mode of Voting: (E-voting)							
Proxter and Promoter Group	20517386	111468	54.31%	11143468	0	100%	0%
Pub - Institutional	9170752	37293	40.58%	3721493	0	100%	0%
Pub-Others	3549450	2001	5.64%	200081	0	100%	0%
Total (A)	33237588	150042	45.33%	15065042	0	100%	0%
Mode of Voting: (Poll)							
Proxter and Promoter Group	20517386	93718	45.69%	9373918	0	100%	0%
Pub - Institutional	9170752	0	0%	0	0	0%	0%
Pub-Others	3549450	3817	10.76%	381887	0	100%	0%
Total (B)	33237588	97505	29.35%	9755805	0	100%	0%
Total (A+B)	33237588	248847	74.68%	24820847	0	100%	0%

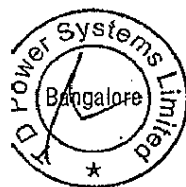


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TD POWER SYSTEMS LIMITED							
Promoter/Public	No. of Shares held	No. of Votes polled	% of Votes Polled on outstanding shares	No. of Votes in favour	No. of Votes against	% of Votes in favour on votes polled	% of Votes against on votes polled
	(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Resolution 4: Approval of Appointment of M/S. 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	1	100%	0%
Public – Institutional Holders	9170752	3721493	40.58%	3721493	1	100%	0%
Public-Others	3549450	200081	5.64%	200081	1	100%	0%
Total (A)	33237588	15065042	45.33%	15065042	1	100%	0%
Mode of Voting: (Poll)							
Promoter and Promoter Group	20517386	9373918	45.69%	9373918	1	100%	0%
Public – Institutional Holders	9170752	0	0%	0	1	0%	0%
Public-Others	3549450	381887	10.76%	381887	1	100%	0%
Total (B)	33237588	9755805	29.35%	9755805	1	100%	0%
Results (A+B)	33237588	24820847	74.68%	24820847	1	100%	0%

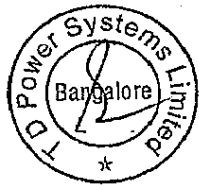


TD POWER SYSTEMS LIMITED							
Promoter/public	No. of Shares held	No. of Votes polled	% of Votes Polled on outstanding shares	No. of Votes in favour	No. of Votes - against	% of Votes in favour on votes polled	% of Votes against on votes polled
	(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Resolution 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	45.33%	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	24820847	74.68%	24820847	0	100%	0%

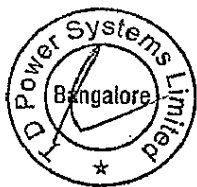


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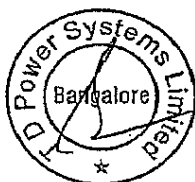
TD POWER SYSTEMS LIMITED							
Promoter/Public	No. of Shares held	No. of Votes polled	% of Votes Polled on outstanding shares	No. of Votes - in favour	No. of Votes - against	% of Votes in favour on votes polled	% of Votes against on votes polled
	(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Resolution 6: Appointment of Mr. Ravi Kanth Manja as an Independent Director.							
Resolution required: Ordinary Resolution							
Mode of Voting: (E-voting)							
Promoter and Promoter Group	20517386	143468	54.31%	11143468	0	100%	0%
Public - Institutional Holders	9170752	31493	40.58%	3721493	0	100%	0%
Public-Others	3549450	2081	5.64%	200081	0	100%	0%
Total (A)	33237588	165042	45.33%	15065042	0	100%	0%
Mode of Voting: (Poll)							
Promoter and Promoter Group	20517386	93918	45.69%	9373918	0	100%	0%
Public - Institutional Holders	9170752	0	0%	0	0	0%	0%
Public-Others	3549450	3887	10.76%	381887	0	100%	0%
Total (B)	33237588	95805	29.35%	9755805	0	100%	0%
Results (A+B)	33237588	260847	74.68%	24820847	0	100%	0%



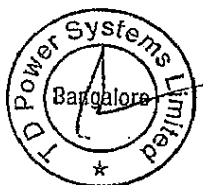
TD POWER SYSTEMS LIMITED							
Promoter/Public	No. Shares held	No. of Votes polled	% of Votes Polled on outstanding shares	No. of Votes-in favour	No. of Votes – against	% of Votes in favour on votes polled	% of Votes against on votes polled
	1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Resolution 7: Appointment of Ms. Nanta Lakshmanan as an Independent Director.							
Resolution required: Ordinary Resolution							
Mode of Voting: (E-voting)							
Promoter and Promoter Group	205386	11143468	54.31%	111433	0	100%	0%
Public – Institutional Holders	91752	3721493	40.58%	37214	0	100%	0%
Public-Others	35450	200081	5.64%	20008	0	100%	0%
Total (A)	332588	15065042	45.33%	150652	0	100%	0%
Mode of Voting: (Poll)							
Promoter and Promoter Group	205386	9373918	45.69%	93739	0	100%	0%
Public – Institutional Holders	91752	0	0%	0	0	0%	0%
Public-Others	35450	381887	10.76%	38188	0	100%	0%
Total (B)	332588	9755805	29.35%	97558	0	100%	0%
Results (A+B)	332588	24820847	74.68%	248207	0	100%	0%



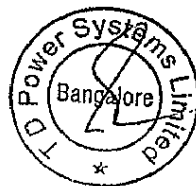
TD POWER SYSTEMS LIMITED							
Promoter/Public	No. of Shares held	No. of Votes polled	% of Votes Poll on outstanding shares	No. of Votes- in favour	No. of Votes - against	% of Votes in favour on votes polled	% of Votes against on votes polled
	(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Resolution 8: Appointment of Mr. Nitin Bagamane as an Independent Director							
Resolution required: Ordinary Resolution							
Mode of Voting: (E-ling)							
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	45.33%	15065042	0	100%	0%
Mode of Voting: (II)							
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	24820847	74.68%	24820847	0	100%	0%



TD POWER SYSTEMS LIMITED							
Promoter/public	No. of Shares held	No. 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	1114346	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	1506504	45.33%	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 (+B)	33237588	2482084	74.68%	24820847	0	100%	0%



TD POWER SYSTEMS LIMITED							
Promoter/Public	No. of Shares held	No. of Votes polled	% of Vg Polled on outstanding shares	No. of Votes - in favour	No. of Votes - against	% of Votes in favour on votes polled	% of votes against on vg polled
	(1)	(2)	(3)=[(2)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Resolution 10: Approve increase the FII Limit							
Resolution required: Special Resolution							
Mode of Vote: (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	45.33%	15065042	0	100%	0%
Mode of Vag: (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	24820847	74.68%	24820847	0	100%	0%

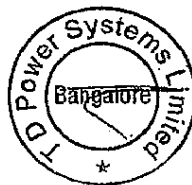


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TD POWER SYSTEMS LIMITED							
Promoter/Public	No. of Shares held	No. of Votes polled	% of Votes Polled on outstanding shares	No. of Votes - in favour	No. of Votes - against	% of votes in favour votes polled	% of Votes against on votes polled
	(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Resolution 11: Approve of B-owing 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	45.33%	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	24820847	74.68%	24820847	0	100%	0%

For TD Power Systems Limi

N. Srivatsa
N. Srivatsa
Company Secretary



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