

September 24, 2016

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 Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

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

Further to our letter dated September 22, 2016, in accordance with Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, we enclose the results of Voting (e voting and Poll) in respect of subjects transacted at the 17<sup>th</sup> Annual General Meeting (AGM) held on Thursday, September 22, 2016 at Hotel Le Meridien, No. 28, Sankey Road (Opp. Bangalore Golf Course), Bangalore 560 052, Karnataka, India in terms of the Notice dated August 03, 2016.

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  
Dabaspeta, Nelamangala Taluk  
Bengaluru Rural District  
Bengaluru - 562 111 India

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**TD POWER SYSTEMS LIMITED**

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

**REGULATION 44(3) OF THE SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015: VOTING RESULTS**

Sl. No.	Description	Particulars			
A	Date of the AGM	September 22, 2016			
B	Book Closure date	September 16, 2016 to September 22, 2016 (both days inclusive).			
C	Total number of shareholders on record date	6350			
D	No. of shareholders present in the meeting either in person or through proxy				
	<b>Shareholders</b>	<b>In person</b>	<b>Proxy</b>	<b>Total</b>	
	Promoters and Promoter Group	4	0	4	
	Public	57	9 members were represented by 5 proxies	66	
	<b>Total</b>	<b>61</b>	<b>9</b>	<b>70</b>	
E	No. of Shareholders attended the meeting through Video Conferencing				
	Promoters and Promoter Group:	Nil			
	Public:	Nil			



**ORDINARY BUSINESS**

Resolution No. 1		Adoption of Financial Statements for the year ended March 31, 2016.						
Resolution required: (Ordinary/ Special)		Ordinary						
Whether promoter/ promoter group are interested in the agenda/resolution?		No						
Category	Mode of Voting	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
Promoter and Promoter Group	E-Voting	(1) 17965563	(2) 10091645	(3)=[(2)/(1)]* 100	(4) 10091645	(5) 0	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
	Poll		4638664	25.82	4638664	0	100	0
	Postal Ballot (if Applicable)		0	0	0	0	0	0
	<b>Total</b>		<b>14730309</b>	<b>81.99</b>	<b>14730309</b>	<b>0</b>	<b>100</b>	<b>0</b>
Public- Institutions	E-Voting	10170170	5838376	57.41	5838376	0	100	0
	Poll		0	0	0	0	0	0
	Postal Ballot (if Applicable)		0	0	0	0	0	0
	<b>Total</b>		<b>5838376</b>	<b>57.41</b>	<b>5838376</b>	<b>0</b>	<b>100</b>	<b>0</b>
Public- Non Institutions	E-Voting	5101855	1753	0.03	1753	0	100	0
	Poll		166342	3.26	166341	1	100	0
	Postal Ballot (if Applicable)		0	0	0	0	0	0
	<b>Total</b>		<b>168095</b>	<b>3.29</b>	<b>168094</b>	<b>1</b>	<b>100</b>	<b>0</b>
<b>Total</b>		<b>33237588</b>	<b>20736780</b>	<b>62.39</b>	<b>20736779</b>	<b>1</b>	<b>100</b>	<b>0</b>

**Resolution No. 2**

Approval of Dividend for the year

Resolution required: (Ordinary/ Special)

Ordinary

Whether promoter/ promoter group are interested in the agenda/resolution?

No

Category	Mode of Voting	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
Promoter and Promoter Group	E-Voting	(1) 17965563	(2) 10091645	(3)=[(2)/(1)]* 100	(4) 10091645	(5) 0	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
	Poll		4638664	25.82	4638664	0	100	0
	Postal Ballot (if Applicable)		0	0	0	0	0	0
	<b>Total</b>		<b>14730309</b>	<b>81.99</b>	<b>14730309</b>	<b>0</b>	<b>100</b>	<b>0</b>
Public- Institutions	E-Voting	10170170	5838376	57.41	5838376	0	100	0
	Poll		0	0	0	0	0	0
	Postal Ballot (if Applicable)		0	0	0	0	0	0
	<b>Total</b>		<b>5838376</b>	<b>57.41</b>	<b>5838376</b>	<b>0</b>	<b>100</b>	<b>0</b>
Public- Non Institutions	E-Voting	5101855	1753	0.03	1753	0	100	0
	Poll		166337	3.26	166337	0	100	0
	Postal Ballot (if Applicable)		0	0	0	0	0	0
	<b>Total</b>		<b>168090</b>	<b>3.29</b>	<b>168094</b>	<b>1</b>	<b>100</b>	<b>0</b>
<b>Total</b>		<b>33237588</b>	<b>20736775</b>	<b>62.39</b>	<b>20736775</b>	<b>0</b>	<b>100</b>	<b>0</b>



Resolution No. 3

Re-appointment of Mr. K. G. Prabhakar as Director liable to retire by rotation.

Resolution required: (Ordinary/ Special)

Ordinary

Whether promoter/ promoter group are interested in the agenda/resolution?

No

Category	Mode of Voting	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100	No. of Votes in favour	No. of Votes against	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	17965563	10091645	56.17	10091645	0	100	0
	Poll		4638664	25.82	4638664	0	100	0
	Postal Ballot (if Applicable)		0	0	0	0	0	0
Public- Institutions	Total	10170170	14730309	81.99	14730309	0	100	0
	E-Voting		5838376	57.41	5838376	0	100	0
	Poll		0	0	0	0	0	0
Public- Non Institutions	Postal Ballot (if Applicable)		0	0	0	0	0	0
	Total		5838376	57.41	5838376	0	100	0
	E-Voting	5101855	1203	0.02	1175	28	97.67	2.33
Total	Poll		166342	3.26	166341	1	100.00	0
	Postal Ballot (if Applicable)		0	0	0	0	0	0
	Total	33237588	167545	3.28	167516	29	99.98	0.02
			20736230	62.39	20736201	29	62.39	0

Resolution No. 4

Appoint M/s. B. K. Ramadhvani &amp; Co. LLP, Chartered Accountants, Bangalore as Auditors and fix their remuneration.

Resolution required: (Ordinary/ Special)

Ordinary

Whether promoter/ promoter group are interested in the agenda/resolution?

No

Category	Mode of Voting	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100	No. of Votes in favour	No. of Votes against	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	17965563	10091645	56.17	10091645	0	100	0
	Poll		4638664	25.82	4638664	0	100	0
	Postal Ballot (if Applicable)		0	0	0	0	0	0
Public- Institutions	Total	10170170	14730309	81.99	14730309	0	100	0
	E-Voting		5838376	57.41	5838376	0	100	0
	Poll		0	0	0	0	0	0
Public- Non Institutions	Postal Ballot (if Applicable)		0	0	0	0	0	0
	Total		5838376	57.41	5838376	0	100	0
	E-Voting	5101855	1203	0.02	1175	28	97.67	2.33
Total	Poll		166342	3.26	166341	1	100.00	0
	Postal Ballot (if Applicable)		0	0	0	0	0	0
	Total	33237588	167545	3.28	167516	29	99.98	0.02
			20736230	62.39	20736201	29	62.39	0



Resolution No. 5	Appoint Mr. Mitsuo Sekino, Certified Public Accountant, Tokyo, Japan as Auditor of Company's Japan Branch and fix remuneration.							
Resolution required: (Ordinary/ Special)	Ordinary							
Whether promoter/ promoter group are interested in the agenda/ resolution?	No							
Category	Mode of Voting	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
Promoter and Promoter Group	E-Voting	17965563	10091645	56.17	10091645	0	100	0
	Poll		4638664	25.82	4638664	0	100	0
	Postal Ballot (if Applicable)		0	0	0	0	0	0
Public- Institutions	Total	10170170	14730309	81.99	14730309	0	100	0
	E-Voting		5838376	57.41	5838376	0	100	0
	Poll		0	0	0	0	0	0
Public- Non Institutions	Postal Ballot (if Applicable)		0	0	0	0	0	0
	Total	5101855	5838376	57.41	5838376	0	100	0
	E-Voting		1753	0.03	1753	0	100	0
Total	Poll		166342	3.26	166341	1	100	0
	Postal Ballot (if Applicable)		0	0	0	0	0	0
	Total	33237588	20736780	62.39	20736779	1	100	0

**SPECIAL BUSINESS**

Resolution No. 6

Ratification of payment of remuneration to the Cost Auditors.

Resolution required: (Ordinary/ Special)

Ordinary

Whether promoter/ promoter group are interested in the agenda/ resolution?

No

Category	Mode of Voting	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
Promoter and Promoter Group	E-Voting	17965563	10091645	56.17	10091645	0	100	0
	Poll		4638664	25.82	4638664	0	100	0
	Postal Ballot (if Applicable)		0	0	0	0	0	0
Public- Institutions	Total	10170170	14730309	81.99	14730309	0	100	0
	E-Voting		5838376	57.41	5838376	0	100	0
	Poll		0	0	0	0	0	0
Public- Non Institutions	Postal Ballot (if Applicable)		0	0	0	0	0	0
	Total	5101855	5838376	57.41	5838376	0	100	0
	E-Voting		1753	0.03	1753	0	100	0
Total	Poll		165959	3.25	165958	1	100	0
	Postal Ballot (if Applicable)		0	0	0	0	0	0
	Total	33237588	20736397	62.39	20736396	1	100	0

