

TD POWER SYSTEMS LIMITED

Reg office: # 27, 28 & 29, KIADB Industrial Area, Dabaspet, 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		



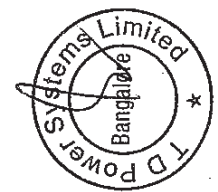
TD POWER SYSTEMS LIMITED									
Promoter/Public	No. of Shares held	No. of Votes polled	% of Votes Polled on outstanding shares	No. of Votes -- in favour	No. of Votes -- against	% of Votes in favour votes polled	% of Votes against on votes polled		
	(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100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



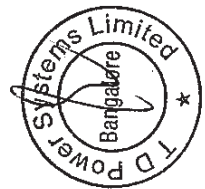
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	(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Resolution 2: Approval of Dividend for the year ended March 31, 2014							
Resolution required: Ordinary Resolution							
Mode of Voting: (E-voting)							
Promoter and Promoter 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%
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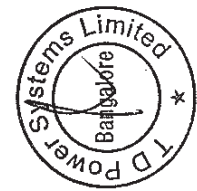
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	(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100		
Resolution 3: Re-appointment Non-executive Director Mr. Hitoshi Matsuo as Director liable to retire by rotation									
Resolution required: Ordinary Resolution									
Mode 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%		
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	(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. Ramadhyan & 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%		
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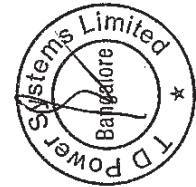
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	(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Resolution 5: Approval of Appointment of Mr. Mitsuo Sekino, Certified Public Accountant, Tokyo, Japan as Auditors of the Company's Japan Branch (Tokyo) and to authorize the Board 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%
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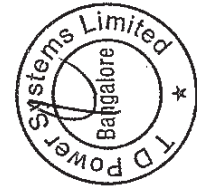
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	(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Resolution 6: Appointment of Mr. Ravi Kanth Mantha as an Independent Director.							
Resolution required: Ordinary Resolution							
Mode of Voting: (E-voting)							
Promoter and Promoter Group	20517386	11143468	54.31%	11143468	0	100%	0%
Public – Institutional Holders	9170752	3721493	40.58%	3721493	0	100%	0%
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Public-Others	3549450	381887	10.76%	381887	0	100%	0%
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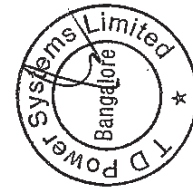
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	(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100		
Resolution 7: Appointment of Ms. Nandita Lakshmanan as an Independent Director.									
Resolution required: Ordinary Resolution									
Mode of Voting: (E-voting)									
Promoter and Promoter Group	20517386	11143468	54.31%	11143468	0	100%	0%		
Public – Institutional Holders	9170752	3721493	40.58%	3721493	0	100%	0%		
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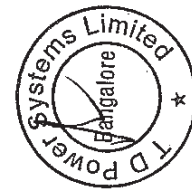
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	(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100		
Resolution 8: Appointment of Mr. Nitin Bagamane as an Independent Director.									
Resolution required: Ordinary Resolution									
Mode of Voting: (E-voting)									
Promoter and Promoter Group	20517386	11143468	54.31%	11143468	0	100%	0%		
Public – Institutional Holders	9170752	3721493	40.58%	3721493	0	100%	0%		
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	(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%
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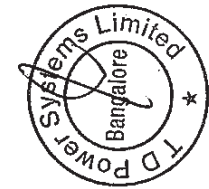


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	(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Resolution 10: Approve increase the FII Limit Resolution required: Special Resolution							
Mode of Voting: (E-voting)							
Promoter and Promoter Group	20517386	11143468	54.31%	11143468	0	100%	0%
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	(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%
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For TD Power Systems Limited



N. Srivatsa
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Company Secretary