

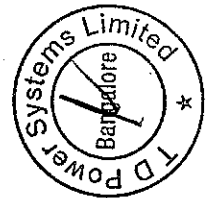
TD POWER SYSTEMS LIMITED

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

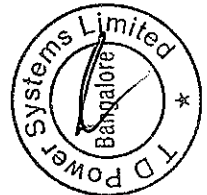
Clause 35A: Voting Results

Annexure A

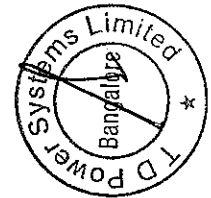
Sl. No.	Description	Particulars	In person	Proxy	Total
A	Date of the AGM	August 12, 2014			
B	Book Closure date	August 5, 2014 to August 12, 2014 (both days inclusive)			
C	Total number of shareholders on record date	1101			
D	No. of shareholders present in the meeting either in person or through proxy				
	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 on shares	% 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)=[(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%	

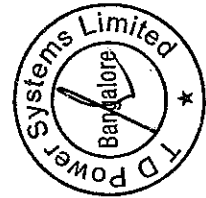


TD POWER SYSTEMS LIMITED									
Promoter/Public	No. of Shares held	No. of Votes polled	% of Votes on shares	% of Votes Polled on outstanding shares	No. of Votes- in favour	No. of Votes - against	% of Votes in favour on votes polled	% of Votes against on votes polled	
	(1)	(2)	(3)=[(2)/(1)]*100	(3)=[(2)/(1)]*100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

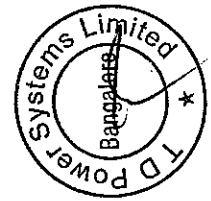


TD POWER SYSTEMS LIMITED

Promoter/Public	No. of Shares held	No. of Votes polled	% of Votes on shares	% 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)=[(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)								
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%



TD POWER SYSTEMS LIMITED									
Promoter/Public	No. of Shares held	No. of Shares held	No. of Votes polled	% of Votes on shares	% 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. 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%		
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%		

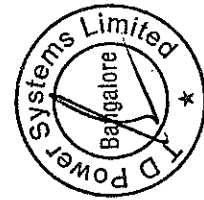


TD POWER SYSTEMS LIMITED

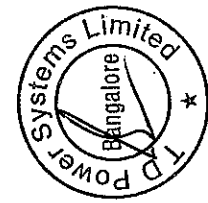
Promoter/Public	No. of Shares held	No. of Votes polled	% of Votes on shares	% of Votes Polled on outstanding shares	No. of Votes-favour	No. of Votes - against	% of Votes in favour on votes polled	% of Votes against on votes polled
	(1)	(2)	(3)=[(2)/(1)]*100	(4)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100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



TD POWER SYSTEMS LIMITED									
Promoter/Public	No. of Shares held	No. of Votes polled	% of Votes on shares	% 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)=[(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	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%	



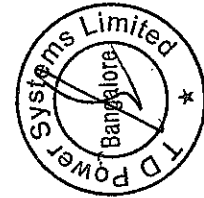
TD POWER SYSTEMS LIMITED								
Promoter/Public	No. of Shares held	No. of Votes polled	% of Votes on shares	% of Votes Polled on outstanding shares	No. of Votes- in favour	No. of Votes against	% of Votes in favour on votes polled	% of Votes against on votes polled
	(1)	(2)	(3)=[(2)/(1)]*100	(4)=[(2)/(1)]*100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



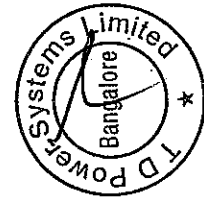
TD POWER SYSTEMS LIMITED									
Promoter/Public	No. of Shares held	No. of Votes polled	% of Votes on shares outstanding	No. of Votes in favour	No. of Votes against	% of Votes in favour on votes polled	% of Votes against on votes polled		
	(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100		
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	20081	5.64%	20081	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%		



TD POWER SYSTEMS LIMITED								
Promoter/Public	No. of Shares held	No. of Votes polled	% of Votes on shares	% 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	(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%	54.31%	11143468	0	100%	0%
Public - Institutional Holders	9170752	3721493	40.58%	40.58%	3721493	0	100%	0%
Public-Others	3549450	200081	5.64%	5.64%	200081	0	100%	0%
Total (A)	33237588	15065042	45.33%	45.33%	15065042	0	100%	0%
Mode of Voting: (Poll)								
Promoter and Promoter Group	20517386	9373918	45.69%	45.69%	9373918	0	100%	0%
Public - Institutional Holders	9170752	0	0%	0%	0	0	0%	0%
Public-Others	3549450	381887	10.76%	10.76%	381887	0	100%	0%
Total (B)	33237588	9755805	29.35%	29.35%	9755805	0	100%	0%
Results (A+B)	33237588	24820847	74.68%	74.68%	24820847	0	100%	0%

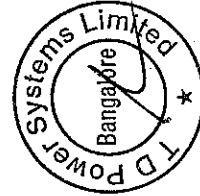


TD POWER SYSTEMS LIMITED									
Promoter/Public	No. of Shares held	No. of Votes polled	% of Votes on shares outstanding	No. of Votes in favour	No. of Votes against	% of Votes in favour on votes polled	% of Votes against on votes polled		
	(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100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



N. Srivatsa
N. Srivatsa
Company Secretary