

September 28, 2017

The Corporate Service
Department
BSE Limited
P J Towers, Dalal Street
Mumbai – 400 001

The Listing Department
The National Stock Exchange of India Ltd.
Exchange Plaza, Bandra- Kurla Complex
Bandra (East)
Mumbai 400 051

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
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www.tdps.co.in

Dear Sirs,

Sub: - Results of Voting (e voting and Poll) AGM - September 27, 2017

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

Further to our letter dated September 27, 2017, 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 18th Annual General Meeting (AGM) held on Wednesday, September 27, 2017 at Hotel Le Meridien, No. 28, Sankey Road (Opp. Bangalore Golf Course), Bangalore 560 052, Karnataka, India in terms of the Notice dated August 10, 2017.

Please take the same on record.

Thank you,

For TD POWER SYSTEMS LIMITED


K G Prabhakar
Director & CFO



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General information about company

Scrip code	TDPOWERSYS
Name of the company	TD POWER SYSTEMS LIMITED
Type of meeting	AGM
Date of the meeting / Date of declaration of results (in case of Postal Ballot)	27-09-2017
Start time of the meeting	10:30 AM
End time of the meeting	12:10 PM

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For TD Power Systems Limited


K G Prabhakar
Director & CFO

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Voting results	
Record date	20-09-2017
Total number of shareholders on record date	8452
No. of shareholders present in the meeting either in person or through proxy	
a) Promoters and Promoter group	5
b) Public	45
No. of shareholders attended the meeting through video conferencing	
a) Promoters and Promoter group	0
b) Public	0
No. of resolution passed in the meeting	7
Disclosure of notes on voting results	Add Notes

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For TD Power Systems Limited


K G Prabhakar
Director & CFO

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Resolution (1)								
Resolution required: (Ordinary / Special)				Ordinary				
Whether promoter/promoter group are interested in the agenda/resolution?				No				
Description of resolution considered				To receive, consider and adopt the Audited Financial Statements of the Company (including consolidated financial statements) for the financial year ended March 31, 2017, together with the Reports of the Directors and Auditors thereon				
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	56.1722	10091645	0	100.0000	0.0000
	Poll		4638664	25.8198	4638664	0	100.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	Total		17965563	14730309	81.9919	14730309	0	100.0000
Public- Institutions	E-Voting	7138097	5042396	70.6406	5042396	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	Total		7138097	5042396	70.6406	5042396	0	100.0000
Public- Non Institutions	E-Voting	8133928	1741	0.0214	1741	0	100.0000	0.0000
	Poll		150639	1.8520	150639	0	100.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	Total		8133928	152380	1.8734	152380	0	100.0000
Total		33237588	19925085	59.9474	19925085	0	100.0000	0.0000
Whether resolution is Pass or Not.						Yes		
Disclosure of notes on resolution						Add Notes		

* this fields are optional

Details of Invalid Votes	
Category	No. of Votes
Promoter and Promoter Group	0
Public Insitutions	1
Public - Non Insitutions	1

For TD Power Systems Limited



K G Prabhakar
Director & CFO

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Resolution (2)								
Resolution required: (Ordinary / Special)				Ordinary				
Whether promoter/promoter group are interested in the agenda/resolution?				No				
Description of resolution considered				To declare Dividend on Equity Shares				
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	56.1722	10091645	0	100.0000	0.0000
	Poll		4638664	25.8198	4638664	0	100.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	Total		17965563	14730309	81.9919	14730309	0	100.0000
Public- Institutions	E-Voting	7138097	5042396	70.6406	5042396	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	Total		7138097	5042396	70.6406	5042396	0	100.0000
Public- Non Institutions	E-Voting	8133928	1741	0.0214	1741	0	100.0000	0.0000
	Poll		150639	1.8520	150639	0	100.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	Total		8133928	152380	1.8734	152380	0	100.0000
Total		33237588	19925085	59.9474	19925085	0	100.0000	0.0000
Whether resolution is Pass or Not.							Yes	
Disclosure of notes on resolution							Add Notes	

* this fields are optional

Details of Invalid Votes	
Category	No. of Votes
Promoter and Promoter Group	0
Public Insitutions	2
Public - Non Insitutions	1

For TD Power Systems Limited



K G Prabhakar
Director & CFO

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Resolution (3)								
Resolution required: (Ordinary / Special)				Ordinary				
Whether promoter/promoter group are interested in the agenda/resolution?				Yes				
Description of resolution considered				To appoint Director in place of Mr. Mohib N Khericha (DIN: 000 0365) who retires by rotation and being eligible seeks re-appointment				
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	56.1722	10091645	0	100.0000	0.0000
	Poll		4638664	25.8198	4638664	0	100.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	Total		17965563	14730309	81.9919	14730309	0	100.0000
Public- Institutions	E-Voting	7138097	5042396	70.6406	5042396	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	Total		7138097	5042396	70.6406	5042396	0	100.0000
Public- Non Institutions	E-Voting	8133928	1741	0.0214	1591	150	91.3843	8.6157
	Poll		150639	1.8520	150639	0	100.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	Total		8133928	152380	1.8734	152230	150	99.9016
Total		33237588	19925085	59.9474	19924935	150	99.9992	0.0008
Whether resolution is Pass or Not.							Yes	
Disclosure of notes on resolution							Add Notes	

* this fields are optional

Details of Invalid Votes	
Category	No. of Votes
Promoter and Promoter Group	0
Public Insitutions	2
Public - Non Insitutions	1

For TD Power Systems Limited



K G Prabhakar
Director & CFO

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Resolution (4)								
Resolution required: (Ordinary / Special)				Ordinary				
Whether promoter/promoter group are interested in the agenda/resolution?				No				
Description of resolution considered				Appoint M/s. Varma and Varma, Chartered Accountants, Bangalore as Auditors and fix their remuneration				
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	56.1722	10091645	0	100.0000	0.0000
	Poll		4638664	25.8198	4638664	0	100.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	Total	17965563	14730309	81.9919	14730309	0	100.0000	0.0000
Public- Institutions	E-Voting	7138097	5042396	70.6406	5042396	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	Total	7138097	5042396	70.6406	5042396	0	100.0000	0.0000
Public- Non Institutions	E-Voting	8133928	1741	0.0214	1741	0	100.0000	0.0000
	Poll		150639	1.8520	150639	0	100.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	Total	8133928	152380	1.8734	152380	0	100.0000	0.0000
Total		33237588	19925085	59.9474	19925085	0	100.0000	0.0000
Whether resolution is Pass or Not.							Yes	
Disclosure of notes on resolution							Add Notes	

* this fields are optional

Details of Invalid Votes	
Category	No. of Votes
Promoter and Promoter Group	0
Public Insitutions	2
Public - Non Insitutions	1

For TD Power Systems Limited


K G Prabhakar
Director & CFO

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Resolution (5)								
Resolution required: (Ordinary / Special)				Ordinary				
Whether promoter/promoter group are interested in the agenda/resolution?				No				
Description of resolution considered				Ratification of payment of remuneration to the Cost Auditors.				
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	56.1722	10091645	0	100.0000	0.0000
	Poll		4638664	25.8198	4638664	0	100.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	Total	17965563	14730309	81.9919	14730309	0	100.0000	0.0000
Public- Institutions	E-Voting	7138097	5042396	70.6406	5042396	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	Total	7138097	5042396	70.6406	5042396	0	100.0000	0.0000
Public- Non Institutions	E-Voting	8133928	1741	0.0214	1741	0	100.0000	0.0000
	Poll		150639	1.8520	150639	0	100.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	Total	8133928	152380	1.8734	152380	0	100.0000	0.0000
Total		33237588	19925085	59.9474	19925085	0	100.0000	0.0000
Whether resolution is Pass or Not.							Yes	
Disclosure of notes on resolution							Add Notes	

* this fields are optional

Details of Invalid Votes	
Category	No. of Votes
Promoter and Promoter Group	0
Public Insitutions	2
Public - Non Insitutions	1

For TD Power Systems Limited



K G Prabhakar
Director & CFO

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Resolution (6)								
Resolution required: (Ordinary / Special)				Special				
Whether promoter/promoter group are interested in the agenda/resolution?				Yes				
Description of resolution considered				Revision in payment of remuneration to Managing Director				
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	56.1722	10091645	0	100.0000	0.0000
	Poll		4638664	25.8198	4638664	0	100.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	Total		17965563	14730309	81.9919	14730309	0	100.0000
Public- Institutions	E-Voting	7138097	5042396	70.6406	5031858	10538	99.7910	0.2090
	Poll		0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	Total		7138097	5042396	70.6406	5031858	10538	99.7910
Public- Non Institutions	E-Voting	8133928	1741	0.0214	1591	150	91.3843	8.6157
	Poll		150639	1.8520	150639	0	100.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	Total		8133928	152380	1.8734	152230	150	99.9016
Total		33237588	19925085	59.9474	19914397	10688	99.9464	0.0536
Whether resolution is Pass or Not.							Yes	
Disclosure of notes on resolution							Add Notes	

* this fields are optional

Details of Invalid Votes	
Category	No. of Votes
Promoter and Promoter Group	0
Public Insitutions	2
Public - Non Insitutions	1

For TD Power Systems Limited


 K G Prabhakar
 Director & CFO

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Resolution (7)								
Resolution required: (Ordinary / Special)				Ordinary				
Whether promoter/promoter group are interested in the agenda/resolution?				No				
Description of resolution considered				Re-appointment of whole time Director				
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	56.1722	10091645	0	100.0000	0.0000
	Poll		4638664	25.8198	4638664	0	100.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	Total		17965563	14730309	81.9919	14730309	0	100.0000
Public- Institutions	E-Voting	7138097	5042396	70.6406	5042396	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	Total		7138097	5042396	70.6406	5042396	0	100.0000
Public- Non Institutions	E-Voting	8133928	1741	0.0214	1591	150	91.3843	8.6157
	Poll		150639	1.8520	150639	0	100.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	Total		8133928	152380	1.8734	152230	150	99.9016
Total		33237588	19925085	59.9474	19924935	150	99.9992	0.0008
Whether resolution is Pass or Not.							Yes	
Disclosure of notes on resolution							Add Notes	

* this fields are optional

Details of Invalid Votes	
Category	No. of Votes
Promoter and Promoter Group	0
Public Insitutions	2
Public - Non Insitutions	1

For TD Power Systems Limited


 K G Prabhakar
 Director & CFO



Sudhir V Hulyalkar
Company Secretary

To,

Date: September 27, 2017

The Chairman,
Eighteenth Annual General Meeting of the Members of
TD Power Systems Limited
(CIN- L31103KA1999PLC025071)
No. 27, 28 & 29, KIADB Industrial Area,
Dabaspet, Nelamangala Taluk,
Bengaluru - 562 111

Dear Sir,

Sub: Consolidated Scrutinizer's Report on remote e-voting conducted pursuant to the provisions of Section 108 of the Companies Act, 2013 read with the Rule 20 of the Companies (Management & Administration) Rules, 2014 and voting at Eighteenth Annual General Meeting of **TD Power Systems Limited** held on Wednesday, September 27, 2017 at 10.30 A.M.

I, Sudhir V Hulyalkar, Company Secretary in Practice, appointed as the Scrutinizer by the Board of Directors of **TD Power Systems Limited**, pursuant to Section 108 of the Companies Act, 2013 ("the Act") read with Rule 20 of the Companies (Management and Administration) Rules, 2014 to conduct the remote e-voting process and voting by ballot at the Meeting in respect of the below mentioned resolutions placed before the shareholders at the Eighteenth Annual General Meeting of **TD Power Systems Limited** held on Wednesday, September 27, 2017 at 10.30 A.M., submit my report as under:

1. The Notice dated August 10, 2017 along with statement setting out material facts under Section 102 of the Act were sent to the shareholders in respect of the below mentioned resolutions placed at the Eighteenth Annual General Meeting of the Company.



Sudhir V Hulyalkar
Company Secretaries
16/8, Ground Floor, 2nd Cross,
Gupta Layout, South End Road,
Basavangudi, Bangalore -560004
Tel : 080 26640932, Mobile: 9844266159
E mail: sudhir.compsec@gmail.com

2. The Company had availed the e-voting facility offered by the National Securities Depository Limited (NSDL) for conducting remote e-voting by the Shareholders of the Company.
3. The shareholders of the Company holding shares as on the cut-off date of September 20, 2017 were entitled to vote on the resolutions as contained in the Notice of the Eighteenth Annual General Meeting.
4. The voting period for remote e-voting commenced on Sunday September 24, 2017 (9:00 AM IST) and ended on Tuesday September 26, 2017 (5:00 PM IST) and the NSDL e-voting platform was blocked thereafter.
5. The Company has also provided voting facility by ballot to the shareholders present at the Eighteenth Annual General Meeting, who did not cast their vote earlier through remote e-voting facility.
6. After the time fixed for the voting at meeting by the Chairman, one ballot box kept for polling was locked in my presence.
7. Upon conclusion of voting at meeting, the locked ballot box was opened in my presence and poll papers were diligently scrutinized by me. The poll papers were reconciled with the records maintained by the Company/ Registrar and Transfer Agents of the Company and the authorizations/ proxies lodged with the Company.
8. Thereafter the votes cast through remote e-voting were unblocked by me in the presence of two witnesses who are not in the employment of the Company. The votes tendered therein were reviewed and scrutinized by me based on the data downloaded from the National Securities Depository Limited (NSDL) e-voting system.
9. In the case of voting at meeting, ballot papers with no votes casted and unsigned was considered as invalid and in the case of remote e-voting, those votes, for which no proper authorisations (Board Resolution or Power of Attorney by Institutional or corporate shareholders) were provided, are considered as invalid.

I now submit my consolidated Report on the result of the remote e-voting and voting at the meeting in respect of the Resolutions as below:



Resolution 1: Ordinary Resolution

To receive, consider and adopt the Audited Financial Statements (including Consolidated Financial Statements) for the financial year ended March 31, 2017 and the Reports of the Directors and Auditors' thereon.

(i) Voted in favor of the resolution:

Number of Members voted	Number of votes cast by them	% of total number of valid votes cast
57	1,99,25,085	100%

(ii) Voted against the resolution:

Number of Members voted	Number of votes cast by them	% of total number of valid votes cast
0	0	0

(iii) Invalid votes:

Number of members whose votes were declared invalid	Number of votes cast by them
2	2,14,973

Resolution 2: Ordinary Resolution

To declare dividend for the Financial Year 2016-17 on Equity Shares.

(i) Voted in favor of the resolution:

Number of Members voted	Number of votes cast by them	% of total number of valid votes cast
57	1,99,25,085	100



(ii) Voted against the resolution:

Number of Members voted	Number of votes cast by them	% of total number of valid votes cast
0	0	0

(iii) Invalid votes:

Number of members whose votes were declared invalid	Number of votes cast by them
3	4,82,973

Resolution 3: Ordinary Resolution

To appoint a Director in place of Mr. Mohib N Khericha (DIN: 00010365), who retires by rotation and being eligible seeks re-appointment.

(i) Voted in favor of the resolution:

Number of Members voted	Number of votes cast by them	% of total number of valid votes cast
56	1,99,24,935	99.99

(ii) Voted against the resolution:

Number of Members voted	Number of votes cast by them	% of total number of valid votes cast
1	150	0.01

(iii) Invalid votes:

Number of members whose votes were declared invalid	Number of votes cast by them
3	4,82,973



Resolution 4: Ordinary Resolution

Appointment of M/s. Varma and Varma., Chartered Accountants, Bangalore (Firm Registration No.004532S) as Statutory Auditors of the Company.

(i) Voted in favor of the resolution:

Number of Members voted	Number of votes cast by them	% of total number of valid votes cast
57	1,99,25,085	100

(ii) Voted against the resolution:

Number of Members voted	Number of votes cast by them	% of total number of valid votes cast
0	0	0

(iii) Invalid votes:

Number of members whose votes were declared invalid	Number of votes cast by them,
3	4,82,973

Resolution 5: Ordinary Resolution

To ratify remuneration payable to Cost Auditors for the financial year ending March 31, 2018.

(i) Voted in favour of the resolution:

Number of Members voted	Number of votes cast by them	% of total number of valid votes cast
57	1,99,25,085	100



(ii) Voted against the resolution:

Number of Members voted	Number of votes cast by them	% of total number of valid votes cast
0	0	0

(iii) Invalid votes:

Number of members whose votes were declared invalid	Number of votes cast by them
3	4,82,973

Resolution 6: Special Resolution

To revise remuneration payable to Managing Director, Mr. Nikhil Kumar

(i) Voted in favor of the resolution:

Number of Members voted	Number of votes cast by them	% of total number of valid votes cast
55	1,99,14,397	99.95

(ii) Voted against the resolution:

Number of Members voted	Number of votes cast by them	% of total number of valid votes cast
2	10,688	0.05

(iii) Invalid votes:

Number of members whose votes were declared invalid	Number of votes cast by them
3	4,82,973



Resolution 7: Ordinary Resolution

To appoint Mr. K. G. Prabhakar (DIN: 07187463) as a Whole-time Director.

(i) Voted in favor of the resolution:

Number of Members voted	Number of votes cast by them	% of total number of valid votes cast
56	1,99,24,935	99.99

(ii) Voted against the resolution:

Number of Members voted	Number of votes cast by them	% of total number of valid votes cast
1	150	0.01

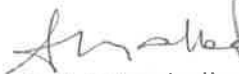
(iii) Invalid votes:

Number of members whose votes were declared invalid	Number of votes cast by them
3	4,82,973

10. The registers and all other papers relating to voting by electronic means and ballot papers shall remain in my custody until the Chairman considers, approves and signs the minutes and thereafter the same shall be handed over to the Company Secretary / Director authorized by the Board for safe keeping.

Thanking You

Yours faithfully



Sudhir V Hulyalkar
Company Secretary in Practice

FCS: 6040 CP No.: 6137

(Scrutinizer)

