

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

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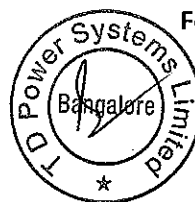
**DECLARATION OF RESULTS OF VOTING ON RESOLUTIONS
AT THE ANNUAL GENERAL MEETING (AGM) HELD ON
SEPTEMBER 23, 2015.**

At the AGM held on September 23, 2015, the company provided remote e voting as well as voting by poll on all Resolutions set out in the Notice of the AGM dated August 06, 2015. Mr. Sudhir V. Hulyalkar, Practicing Company Secretary, Bangalore was appointed as Scrutinizer for conducting voting as above.

In terms of the Consolidated Report of the Scrutinizer dated September 24, 2015 on remote e-voting and voting by poll submitted to the Chairman of the Meeting, all Resolutions (1 to 9) as listed in the Notice of the Meeting dated August 06, 2015 have been passed with requisite majority and shall be deemed to have been passed on September 23, 2015 (the date of the AGM).

The said Consolidated Report dated September 24, 2015 incorporating the results of the voting, with details of the number of votes cast for and against the Resolution, invalid votes is enclosed, countersigned by a Director of the company.

Bangalore
September 25, 2015



As authorized by the Chairman
For TD POWER SYSTEMS LIMITED


N. Srivatsa
Company Secretary



Sudhir V Hulyalkar
Company Secretary

FORM NO. MGT-13
Report of Scrutinizer(s)

[Pursuant to rule section 109 of the Companies Act, 2013 and rule 21 (2) of the Companies (Management and Administration) Rules, 2014]

To,

The Chairman

16th Annual General Meeting of the Members of
TD POWER SYSTEMS LIMITED,
Held on 23 September 2015 at 10.30 AM at Hotel Le Meridien, No. 28, Sankey Road
(Opp Bangalore Golf Course), Bangalore - 560 052

Dear Sir,

I, Sudhir V Hulyalkar, a Company Secretary in practice having office at 16/8, Ground Floor, 2nd Cross, Gupta Layout, South End Road, Basavanagudi, Bangalore - 560004 was appointed as a Scrutinizer for the purpose of the poll taken on the below mentioned resolution(s), at the 16th Annual General Meeting of the Members of TD POWER SYSTEMS LIMITED, held on 23 September 2015 at 10.30 AM at Hotel Le Meridien, No.28, Sankey Road (Opp Bangalore Golf Course), Bangalore - 560 052 submit my report as under:

1. After the time fixed for closing of the poll by the Chairman, one ballot box kept for polling was locked in my presence with due identification marks placed by me.
2. The locked ballot box was subsequently opened in my presence and poll papers were diligently scrutinized. 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.
3. There were no invalid votes.



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

4. The result of the poll is as under:

a. Resolution 1 -

(a) The audited financial statement of the Company for the financial year ended March 31, 2015, and the Reports of the Board of Directors and Auditors thereon;

(b) The audited consolidated financial statement of the Company for the financial year ended March 31, 2015:

i. Voted in favour of the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
32	4,781,490	100.00

ii. Voted against the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
0	0	0

iii. Invalid Votes:

Total number of members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by them
0	0

b. Resolution 2 - Declaration of Dividend on Equity Shares of the Company:

i. Voted in favour of the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
32	4,781,490	100.00

ii. Voted against the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
0	0	0

iii. Invalid Votes:

Total number of members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by them
0	0



c. **Resolution 3 – To appoint a Director in place of Mr. Mohib N. Khericha (DIN: 00010365) who retires by rotation and is eligible for re-appointment:**

i. Voted in favour of the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
32	4,781,490	100.00

ii. Voted against the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
0	0	0

iii. Invalid Votes:

Total number of members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by them
0	0

d. **Resolution 4 - To appoint M/s. B.K. Ramadhyani & Co.. LLP, Chartered Accountants, Bangalore (Firm Regn. No. 002878S/S200021), as Statutory Auditors of the Company to hold office from the conclusion of this Annual General Meeting until the conclusion of the next Annual General Meeting and on such remuneration fixed by the Board of Directors.**

i. Voted in favour of the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
31	4,781,485	100.00

ii. Voted against the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
0	0	0

iii. Invalid Votes:

Total number of members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by them
0	0



e. **Resolution 5 - To appoint Branch Auditors and fix their remuneration in this regard.**

i. Voted in favour of the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
31	4,781,485	100.00

ii. Voted against the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
0	0	0

iii. Invalid Votes:

Total number of members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by them
0	0

f. **Resolution 6 – To approve the remuneration of the Cost Auditors for the financial year ending March 31, 2016:**

i. Voted in favour of the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
31	4,781,485	100.00

ii. Voted against the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
0	0	0

iii. Invalid Votes:

Total number of members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by them
0	0



- g. Resolution 7 – To appoint Mr. K.G. Prabhakar (DIN: 07187463) as a Whole-time Director (Designated as Director and Chief Financial Officer):

i. Voted in favour of the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
31	4,781,485	100.00

ii. Voted against the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
0	0	0

iii. Invalid Votes:

Total number of members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by them
0	0

- h. Resolution 8 – To revise the remuneration payable to Mr. Nikhil Kumar (DIN: 00062243), Managing Director for the financial year ended March 31, 2015 and the unexpired period of his term up to January 16, 2016:

i. Voted in favour of the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
31	4,781,485	100.00

ii. Voted against the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
0	0	0

iii. Invalid Votes:

Total number of members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by them
0	0

- i. Resolution 9 – To re-appoint Mr. Nikhil Kumar (DIN: 00062243) as Managing Director for a period of five years with effect from January 17, 2016:

i. Voted in favour of the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
31	4,781,485	100.00

ii. Voted against the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
0	0	0

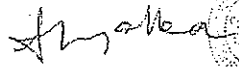
iii. Invalid Votes:

Total number of members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by them
0	0

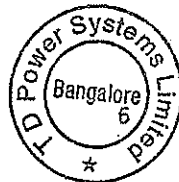
5. A Compact Disc (CD) containing a list of equity shareholders who voted "FOR" and "AGAINST".
6. The poll papers and all other relevant records were sealed and handed over to the Company Secretary / Director authorized by the Board for safe keeping.

Thanking you,

Yours faithfully,


CS Sudhir V Hulyalkar
Practicing Company Secretary
M.No.6040 CP No.:6137

Date :September 24, 2015
Place: Bangalore



For TD Power Systems Limited


K G Prabhakar
Director & CFO