

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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September 28, 2018

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

Bangalore

Dear Sirs,

Sub: - Submission of voting results and Consolidated Scrutinizer's Report on remote e-voting and voting conducted at the 19th Annual General Meeting of the Company

With respect to the above subject, We enclose the voting result and Scrutinizer's Report on the business transacted at the 19th Annual General Meeting (AGM) held on Wednesday, September 26, 2018 at Hotel Le Meridien, No. 28, Sankey Road (Opp. Bangalore Golf Course), Bangalore 560 052, Karnataka, India in terms of the Notice of AGM dated August 08, 2018.

Please take the above on your records.

Thanking you,

For TD POWER SYSTEMS LIMITED

Company Secretary

| General information about company | about company |
|---|--------------------------|
| Scrip code | 533553 |
| NSE Symbol | TDPOWERSYS |
| MSEI Symbol | |
| NISI | |
| 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) | of 26-09-2018 |
| Start time of the meeting | 10:30 AM |
| End time of the meeting | 11:30 AM |



| Scrutinizer Details | S |
|---|---|
| | Sudhir V Hulyalkar |
| Name of the Scrutinizer | |
| Firms Name | Sudhir V Hulyalkar Company Secretary |
| Qualification | S |
| Membership Number | 6040 |
| Date of Board Meeting in which appointed | 08-08-2018 |
| Date of Issuance of Report to the company | 26-09-2018 |

| Voting results | |
|--|------------|
| Record date | 20-09-2018 |
| Total number of shareholders on record date | 8852 |
| No. of shareholders present in the meeting either in person or through proxy | roxy |
| a) Promoters and Promoter group | 5 |
| b) Public | 81 |
| 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 |



| | | | Resolution (1) | (1) | | | | |
|----------------|---|-----------------------|--------------------------------------|---|--------------------------------|------------------------------|--|------------------------------------|
| | Res | Resolution required: | : (Ordinary / Special) | | | Ordinary | | |
| Whether prom | Whether promoter/promoter group are interested in the | interested in the | e agenda/resolution? | | | No | | |
| ÷ | | Description of r | Description of resolution considered | Adoption of Audited financial Statements for the year ended March 31, 2018 along with Report of the Auditors thereon and Directors Report | d financial Steport of the | tatements Auditors tl | for the year end | ed March 31, tors Report |
| 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 |
| | E-Voting | | 10091645 | 56.0080 | 10091645 | 0 | 100.0000 | 0.0000 |
| Promoter and | Poll | 18018213 | 4638664 | 25.7443 | 4638664 | 0 | 100.0000 | 0.0000 |
| Promoter Group | Postal Ballot (if applicable) | | 0 | 0.0000 | 0 | 0 | 0 | 0 |
| | Total | 18018213 | 14730309 | 81.7523 | 14730309 | 0 | 100.0000 | 0.0000 |
| | E-Voting | | 6355907 | 76.5698 | 6355907 | 0 | 100.0000 | 0.0000 |
| Public- | Poll | 8300802 | 0 | 0.0000 | 0 | 0 | 0 | 0 |
| Institutions | Postal Ballot (if applicable) | | 0 | 0.0000 | 0 | 0 | 0 | 0 |
| | Total | 8300802 | 6355907 | 76.5698 | 6355907 | 0 | 100.0000 | 0.0000 |
| Public- Non | E-Voting | 6918573 | 4408 | 0.0637 | 4408 | 0 | 100.0000 | 0.0000 |
| Institutions | Poll | | 144660 | 2.0909 | 144660 | 0 | 100.0000 | 0.0000 |
| | | | | | | | | |



NORAVRIERO\ Perist

| 0 | 0.0000 | 0.0000 | | Add Matec |
|-------------------------------|----------|------------------|------------------------------------|-----------------------------------|
| 0 | 100.0000 | 100.0000 | Yes | PV |
| 0 | 0 | 0 | s or Not. | esolution |
| 0 | 149068 | 63.8894 21235284 | olution is Pas | Disclosure of notes on resolution |
| 0.0000 | 2.1546 | 63.8894 | Whether resolution is Pass or Not. | Disclosure (|
| 0 | 149068 | 21235284 | | |
| | 6918573 | 33237588 | | |
| Postal Ballot (if applicable) | Total | Total | | |
| | | | | |

* this fields are optional

| Details of Invalid Votes | otes |
|-----------------------------|--------------|
| Category | No. of Votes |
| Promoter and Promoter Group | 0 |
| Public Insitutions | 231533 |
| Public - Non Insitutions | T |



| | | | R | Resolution (2) | (2) | | | |
|-----------------|--|---------------------------|---|---|-----------------------------|--------------------------------------|--|------------------------------------|
| | Resolution | required: (0) | Resolution required: (Ordinary / Special) | | | Ordinary | | |
| Wheth | Whether promoter/promoter group are interested in the agenda/resolution? | ter group are age | ire interested in the agenda/resolution? | | | No | | |
| | Descri | Description of resolution | ution considered | | To declare | To declare Dividend on Equity Shares | quity Shares | |
| Category | Mode of voting | No. of shares held | No. of votes polled | % of Votes polled on outstandin g 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 |
| | E-Voting | | 10091645 | 56.0080 | 10091645 | 0 | 100.0000 | 0.0000 |
| Promoter and | Poll | 18018213 | 4638664 | 25.7443 | 4638664 | 0 | 100.0000 | 0.0000 |
| Promoter | Postal Ballot (if applicable) | | 0 | 0.0000 | 0 | 0 | 0 | 0 |
| | Total | 18018213 | 14730309 | 81.7523 | 14730309 | 0 | 100.0000 | 0.0000 |
| | E-Voting | | 6355907 | 76.5698 | 6355907 | 0 | 100.0000 | 0.0000 |
| Public- | Poll | 8300802 | 0 | 0.0000 | 0 | 0 | 0 | 0 |
| Institutions | Postal Ballot (if applicable) | | 0 | 0.0000 | 0 | 0 | 0 | 0 |
| | Total | 8300802 | 6355907 | 76.5698 | 6355907 | 0 | 100.0000 | 0.0000 |
| Public- | E-Voting | 6918573 | 4408 | 0.0637 | 4208 | 200 | 95.4628 | 4.5372 |
| | | | | | | | | |

| 0.0000 | 0 | 0.1342 | 0.0009 | | ntac |
|----------|----------------------------------|---------|----------|------------------------------------|-----------------------------------|
| 100.0000 | 0 | 99.8658 | 99.9991 | Yes | Add Notas |
| 0 | 0 | 200 | 200 | Pass or Not. | on resolution |
| 144660 | 0 | 148868 | 21235084 | Whether resolution is Pass or Not. | Disclosure of notes on resolution |
| 2.0909 | 0.0000 | 2.1546 | 63.8894 | Wh | Q |
| 144660 | 0 | 149068 | 21235284 | | |
| | | 6918573 | 33237588 | | |
| Poll | Postal Ballot (if applicable) | Total | Total | | |
| Non | | | | | |

* this fields are optional

| Details of Invalid Votes | otes / |
|---------------------------------|-----------------|
| Category | No. of Votes |
| Promoter and Promoter Group | 0 |
| Public Insitutions | 417290 |
| Public - Non Insitutions | 1 |



| | | | Reso | Resolution (3) | | | | |
|-------------------|--|---|--|---|--|---|--|--|
| | Resolution re | Resolution required: (Ordinary / Special) | ıry / Special) | | | Ordinary | | |
| Who | Whether promoter/promoter group are interested in the agenda/resolution? | group are inter agenda | are interested in the agenda/resolution? | | | o N | | |
| | Descripti | Description of resolution considered | າ considered | To al (DIN | ppoint a Direc I: 07187463) v eligible | a Director in place of Mr. K.G. 7463) who retires by rotation eligible seeks re-appointment | To appoint a Director in place of Mr. K.G. Prabhakar (DIN: 07187463) who retires by rotation and being eligible seeks re-appointment | ohakar being |
| 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)]*1 00 | (4) | (5) | (6)=[(4)/(2)]*100 | (7)=[(5)/(2)]*100 |
| | E-Voting | | 10091645 | 56.0080 | 10091645 | 0 | 100.0000 | 0.0000 |
| Promoter | Poll | 18018213 | 4638664 | 25.7443 | 4638664 | 0 | 100.0000 | 0.0000 |
| Promoter Group | Postal Ballot (if applicable) | | 0 | 0.0000 | 0 | 0 | 0 | 0 |
| | Total | 18018213 | 14730309 | 81.7523 | 14730309 | 0 | 100.0000 | 0.0000 |
| | E-Voting | | 6355907 | 76.5698 | 6355907 | 0 | 100.0000 | 0.0000 |
| Public- | Poll | 8300802 | 0 | 0.0000 | 0 | 0 | 0 | 0 |
| Institutions | Postal Ballot (if applicable) | | 0 | 0.0000 | 0 | 0 | 0 | 0 |
| | Total | 8300802 | 6355907 | 76.5698 | 6355907 | 0 | 100.0000 | 0.0000 |
| Public- Non | E-Voting | 6918573 | 4408 | 0.0637 | 4403 | 2 | 99.8866 | 0.1134 |



| - | | _ | T | | |
|--------------|----------------------------------|---------|----------|------------------------------------|-----------------------------------|
| 0.0000 | 0 | 0.0034 | 0.0000 | Yes | Add Notae |
| 100.0000 | 0 | 9966.66 | 100.0000 | | |
| 0 | 0 | 5 | 5 | Pass or Not. | n resolution |
| 144660 | 0 | 149063 | 21235279 | Whether resolution is Pass or Not. | Disclosure of notes on resolution |
| 2.0909 | 0.0000 | 2.1546 | 63.8894 | Whether | Disclose |
| 144660 | 0 | 149068 | 21235284 | | |
| 7 | | 6918573 | 33237588 | | |
| Poll | Postal Ballot (if applicable) | Total | Total | | |
| Institutions | | | | | |

* this fields are optional

| Details of Invalid Votes | otes |
|---------------------------------|--------------|
| Category | No. of Votes |
| Promoter and Promoter Group | 0 |
| Public Insitutions | 417290 |
| Public - Non Insitutions | Н |



| | | | Resolut | Resolution (4) | | | | |
|-------------------|--|--------------------------|---|--|--------------------------------|------------------------------|---|--|
| | Resolution | רopuired: (Or | Resolution required: (Ordinary / Special) | | | Ordinary | ary | |
| > | Whether promoter/promoter group are interested in the agenda/resolution? | ter group are age | are interested in the agenda/resolution? | | | N N | | |
| | Descri | Description of resol | resolution considered | То | appoint Ms. P | rathibha S Independe | To appoint Ms. Prathibha Sastry (DIN: 01505172) as an Independent Director | 72) as |
| Category | Mode of voting | No. of shares held | No. of votes polled | % of Votes polled on outstandi ng 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)]*10 | (7)=[(5)/(2)] *100 |
| 30000 | E-Voting | | 10091645 | 56.0080 | 10091645 | 0 | 100.0000 | 0.0000 |
| and | Poll | 18018213 | 4638664 | 25.7443 | 4638664 | 0 | 100.0000 | 0.0000 |
| Promoter Group | Postal Ballot (if applicable) | | 0 | 0.0000 | 0 | 0 | 0 | 0 |
| | Total | 18018213 | 14730309 | 81.7523 | 14730309 | 0 | 100.0000 | 0.0000 |
| | E-Voting | | 6355907 | 76.5698 | 6355907 | 0 | 100.0000 | 0.0000 |
| Public- | Poll | 8300802 | 0 | 0.0000 | 0 | 0 | 0 | 0 |
| Institutions | Postal Ballot (if applicable) | | 0 | 0.0000 | 0 | 0 | 0 | 0 |
| | Total | 8300802 | 6355907 | 76.5698 | 6355907 | 0 | 100.0000 | 0.0000 |
| Public- Non | E-Voting | 6918573 | 4408 | 0.0637 | 4408 | 0 | 100.0000 | 0.0000 |

| 0.0000 | 0 | 0.0000 | 0.0000 | | Add Motos |
|--------------|-------------------------------|----------|----------|------------------------------------|-----------------------------------|
| 100.0000 | 0 | 100.0000 | 100.0000 | Yes | 777 |
| 0 | 0 | 0 | 0 | s or Not. | esolution |
| 144660 | 0 | 149068 | 21235284 | Whether resolution is Pass or Not. | Disclosure of notes on resolution |
| 2.0909 | 0.0000 | 2.1546 | 63.8894 | Whether res | Disclosure |
| 144660 | 0 | 149068 | 21235284 | | |
| | | 6918573 | 33237588 | | |
| Poll | Postal Ballot (if applicable) | Total | Total | | |
| Institutions | 21 | | | | |

* this fields are optional

| Details of Invalid Votes | otes |
|-----------------------------|-----------------|
| Category | No. of Votes |
| Promoter and Promoter Group | 0 |
| Public Insitutions | 417290 |
| Public - Non Insitutions | |



| | | | Resolu | Resolution (5) | | | | |
|----------------------|--|---|--|---|------------------------------|---|--|------------------------------------|
| | Resolution | Resolution required: (Ordinary / Special) | nary / Special) | | | Special | | |
| Ň | Whether promoter/promoter group are interested in the agenda/resolution? | r group are int agenc | are interested in the agenda/resolution? | | | N O | | |
| | Descript | Description of resolution considered | on considered | To re- | -appoint Mr. Ni as an Inc | To re-appoint Mr. Nithin Bagamane (DIN: 00136704) as an Independent Director | (DIN: 0013670. ctor | 4) |
| 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)]*1 00 | (4) | (5) | (6)=[(4)/(2)] *100 | (7)=[(5)/(2) |
| | E-Voting | | 10091645 | 56.0080 | 10091645 | 0 | 100.0000 | 0.0000 |
| Promoter and | Poll Postal Ballot (if | 18018213 | 4638664 | 25.7443 | 4638664 | 0 | 100.0000 | 0.0000 |
| dnoier erond | applicable) | | 0 | 0.0000 | 0 | 0 | 0 | 0 |
| | Total | 18018213 | 14730309 | 81.7523 | 14730309 | 0 | 100.0000 | 0.0000 |
| | E-Voting | | 6355907 | 76.5698 | 6355907 | 0 | 100.0000 | 0.0000 |
| Public- Institutions | Poll Postal Ballot (if | 8300802 | 0 | 0.0000 | 0 | 0 | 0 | 0 |
| | applicable) | | 0 | 0.0000 | 0 | 0 | 0 | C |
| | Total | 8300802 | 6355907 | 76.5698 | 6355907 | | 100 000 | 0000 |
| Public- Non | E-Voting | 6918573 | 4208 | 0.0608 | 4208 | | 100,000 | 0,000 |
| (| | | 20 | | 001 | 0 | 1000000 | 0.0000 |

