

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 2773 4439 / 2299 5718

Mail tdps@tdps.co.in

www.tdps.co.in

September 28, 2021

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

Dear Sirs,

SUB: SUBMISSION OF VOTING RESULTS AND CONSOLIDATED SCRUTINIZER'S REPORT OF THE 22ND ANNUAL GENERAL MEETING OF THE COMPANY

Pursuant to the requirements of Regulation 44(3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Rule 20 of Companies (Management and Administration) Rules, 2014 enclosed is details of the voting results of the 22ND Annual General Meeting of the Company held on 27th September 2021 along with the Scrutinizer's Report.

Kindly take the above on your records.

Thanking you,
For **TD Power Systems Limited**


N. Sivatsa
Company Secretary



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General information about company

| | |
|---|---------------------------|
| Scrip code | 533553 |
| NSE Symbol | TDPOWERSYS |
| MSEI Symbol | NA |
| ISIN | INE419M01019 |
| Name of the company | T D POWER SYSTEMS LIMITED |
| Type of meeting | AGM |
| Date of the meeting / last day of receipt of postal ballot forms (in case of Postal Ballot) | 27-09-2021 |
| Start time of the meeting | 10:30 AM |
| End time of the meeting | 11:25 AM |

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Scrutinizer Details

| | |
|---|-----------------------------------|
| Name of the Scrutinizer | SUDHIR V HULYALKAR |
| Firms Name | IR V HULYALKAR, COMPANY SECRETARY |
| Qualification | CS |
| Membership Number | CP NO.6137 |
| Date of Board Meeting in which appointed | 12-08-2021 |
| Date of Issuance of Report to the company | 27-09-2021 |

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Voting results

| | |
|--|---------------------------|
| Record date | 20-09-2021 |
| Total number of shareholders on record date | 11222 |
| No. of shareholders present in the meeting either in person or through proxy | |
| a) Promoters and Promoter group | 0 |
| b) Public | 0 |
| No. of shareholders attended the meeting through video conferencing | |
| a) Promoters and Promoter group | 5 |
| b) Public | 58 |
| No. of resolution passed in the meeting | 5 |
| Disclosure of notes on voting results | Add Notes |

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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, 2021, together with the | | | | | | | |
| 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 | | 14854415 | 81.4283 | 14854415 | 0 | 100.0000 | 0.0000 | |
| | Poll | 18242319 | 0 | 0.0000 | 0 | 0 | 0 | 0 | |
| | Postal Ballot (if applicable) | | 0 | 0.0000 | 0 | 0 | 0 | 0 | |
| | Total | 18242319 | 14854415 | 81.4283 | 14854415 | 0 | 100.0000 | 0.0000 | |
| Public- Institutions | E-Voting | | 3332307 | 79.9984 | 3332307 | 0 | 100.0000 | 0.0000 | |
| | Poll | 4165468 | 0 | 0.0000 | 0 | 0 | 0 | 0 | |
| | Postal Ballot (if applicable) | | 0 | 0.0000 | 0 | 0 | 0 | 0 | |
| | Total | 4165468 | 3332307 | 79.9984 | 3332307 | 0 | 100.0000 | 0.0000 | |
| Public- Non Institutions | E-Voting | | 1507122 | 17.4196 | 1507111 | 11 | 99.9993 | 0.0007 | |
| | Poll | 8651866 | 0 | 0.0000 | 0 | 0 | 0 | 0 | |
| | Postal Ballot (if applicable) | | 0 | 0.0000 | 0 | 0 | 0 | 0 | |
| | Total | 8651866 | 1507122 | 17.4196 | 1507111 | 11 | 99.9993 | 0.0007 | |
| Total | | 31059653 | 19693844 | 63.4065 | 19693833 | 11 | 99.9999 | 0.0001 | |
| | | 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 Institutions | 0 |
| Public - Non Institutions | 225 |



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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 a final dividend (Rs.2.50 per share) for the financial year ended March 31, 2021. | | | | | | |
| 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 | | 14854415 | 81.4283 | 14854415 | 0 | 100.0000 | 0.0000 |
| | Poll | 18242319 | 0 | 0.0000 | 0 | 0 | 0 | 0 |
| | Postal Ballot (if applicable) | | 0 | 0.0000 | 0 | 0 | 0 | 0 |
| | Total | 18242319 | 14854415 | 81.4283 | 14854415 | 0 | 100.0000 | 0.0000 |
| Public- Institutions | E-Voting | | 3332307 | 79.9984 | 3332307 | 0 | 100.0000 | 0.0000 |
| | Poll | 4165468 | 0 | 0.0000 | 0 | 0 | 0 | 0 |
| | Postal Ballot (if applicable) | | 0 | 0.0000 | 0 | 0 | 0 | 0 |
| | Total | 4165468 | 3332307 | 79.9984 | 3332307 | 0 | 100.0000 | 0.0000 |
| Public- Non Institutions | E-Voting | | 1507117 | 17.4196 | 1507117 | 0 | 100.0000 | 0.0000 |
| | Poll | 8651866 | 0 | 0.0000 | 0 | 0 | 0 | 0 |
| | Postal Ballot (if applicable) | | 0 | 0.0000 | 0 | 0 | 0 | 0 |
| | Total | 8651866 | 1507117 | 17.4196 | 1507117 | 0 | 100.0000 | 0.0000 |
| | Total | 31059653 | 19693839 | 63.4065 | 19693839 | 0 | 100.0000 | 0.0000 |
| | | | | | | Whether resolution is Pass or Not. | | |
| | | | | | | | | Yes |
| | | | | | | | | Add Notes |

Disclosure of notes on resolution

* this fields are optional

| Details of Invalid Votes | |
|-----------------------------|--------------|
| Category | No. of Votes |
| Promoter and Promoter Group | 0 |
| Public Institutions | 0 |
| Public - Non Institutions | 225 |



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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 a Director in place of Mr. Mohib N Khericha (DIN: 00010365) who retires by rotation and being eligible seeks re-appointment. | | | | | | |
| Category | Mode of voting | No. of shares held | No. 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) | (4) | (5) | (6)=[(4)/(2)]*100 | (7)=[(5)/(2)]*100 | |
| Promoter and Promoter Group | E-Voting | | 14854415 | 14854415 | 0 | 100.0000 | 0.0000 | |
| | Poll | 18242319 | 0 | 0 | 0 | 0 | 0 | |
| | Postal Ballot (if applicable) | | 0 | 0 | 0 | 0 | 0 | |
| | Total | 18242319 | 14854415 | 14854415 | 0 | 100.0000 | 0.0000 | |
| Public- Institutions | E-Voting | | 3332307 | 3332307 | 0 | 100.0000 | 0.0000 | |
| | Poll | 4165468 | 0 | 0 | 0 | 0 | 0 | |
| | Postal Ballot (if applicable) | | 0 | 0 | 0 | 0 | 0 | |
| | Total | 4165468 | 3332307 | 3332307 | 0 | 100.0000 | 0.0000 | |
| Public- Non Institutions | E-Voting | | 1507117 | 1507106 | 11 | 99.9993 | 0.0007 | |
| | Poll | 8651866 | 0 | 0 | 0 | 0 | 0 | |
| | Postal Ballot (if applicable) | | 0 | 0 | 0 | 0 | 0 | |
| | Total | 8651866 | 1507117 | 1507106 | 11 | 99.9993 | 0.0007 | |
| | Total | 31059653 | 19693839 | 19693828 | 11 | 99.9999 | 0.0001 | |
| | | Whether resolution is Pass or Not. | | | | | Yes | |
| | | Disclosure of notes on resolution | | | | | Add Notes | |

* this fields are optional

| Category | No. of Votes |
|-----------------------------|--------------|
| Promoter and Promoter Group | 0 |
| Public Institutions | 0 |
| Public - Non Institutions | 225 |



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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

To ratify remuneration payable to the Cost Auditors for the financial year 2021-22

| Category | Mode of voting | No. of shares held | No. of votes polled | % of Votes polled on outstanding shares (3)=[(2)/(1)]*100 | No. of votes – in favour | No. of votes – against | % of votes in favour on votes polled (6)=[(4)/(2)]*100 | % of Votes against on votes polled (7)=[(5)/(2)]*100 |
|-----------------------------|-------------------------------|--------------------|---------------------|--|--------------------------|------------------------|---|---|
| | | (1) | (2) | | (4) | (5) | (6) | (7) |
| Promoter and Promoter Group | E-Voting | | 14854415 | 81.4283 | 14854415 | 0 | 100.0000 | 0.0000 |
| | Poll | 18242319 | 0 | 0.0000 | 0 | 0 | 0 | 0 |
| | Postal Ballot (if applicable) | | 0 | 0.0000 | 0 | 0 | 0 | 0 |
| | Total | 18242319 | 14854415 | 81.4283 | 14854415 | 0 | 100.0000 | 0.0000 |
| Public- Institutions | E-Voting | | 3332307 | 79.9984 | 3332307 | 0 | 100.0000 | 0.0000 |
| | Poll | 4165468 | 0 | 0.0000 | 0 | 0 | 0 | 0 |
| | Postal Ballot (if applicable) | | 0 | 0.0000 | 0 | 0 | 0 | 0 |
| | Total | 4165468 | 3332307 | 79.9984 | 3332307 | 0 | 100.0000 | 0.0000 |
| Public- Non Institutions | E-Voting | | 1507117 | 17.4196 | 1507117 | 0 | 100.0000 | 0.0000 |
| | Poll | 8651866 | 0 | 0.0000 | 0 | 0 | 0 | 0 |
| | Postal Ballot (if applicable) | | 0 | 0.0000 | 0 | 0 | 0 | 0 |
| | Total | 8651866 | 1507117 | 17.4196 | 1507117 | 0 | 100.0000 | 0.0000 |
| | Total | 31059653 | 19693839 | 63.4065 | 19693839 | 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 Institutions | 0 |
| Public - Non Institutions | 225 |



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Resolution (5)

| Resolution required: (Ordinary / Special) | | Special | | | | | | | |
|--|-------------------------------|---|---------------------|---|--------------------------|------------------------|--------------------------------------|------------------------------------|-----------|
| Whether promoter/promoter group are interested in the agenda/resolution? | | Yes | | | | | | | |
| Description of resolution considered | | To approve modification in the remuneration of the Managing Director of the Company | | | | | | | |
| 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 | | 14854415 | 81.4283 | 14854415 | 0 | 100.0000 | 0.0000 | |
| | Poll | 18242319 | 0 | 0.0000 | 0 | 0 | 0 | 0 | |
| | Postal Ballot (if applicable) | | 0 | 0.0000 | 0 | 0 | 0 | 0 | |
| | Total | 18242319 | 14854415 | 81.4283 | 14854415 | 0 | 100.0000 | 0.0000 | |
| Public- Institutions | E-Voting | | 3332307 | 79.9984 | 3332307 | 0 | 100.0000 | 0.0000 | |
| | Poll | 4165468 | 0 | 0.0000 | 0 | 0 | 0 | 0 | |
| | Postal Ballot (if applicable) | | 0 | 0.0000 | 0 | 0 | 0 | 0 | |
| | Total | 4165468 | 3332307 | 79.9984 | 3332307 | 0 | 100.0000 | 0.0000 | |
| Public- Non Institutions | E-Voting | | 1507117 | 17.4196 | 1507088 | 29 | 99.9981 | 0.0019 | |
| | Poll | 8651866 | 0 | 0.0000 | 0 | 0 | 0 | 0 | |
| | Postal Ballot (if applicable) | | 0 | 0.0000 | 0 | 0 | 0 | 0 | |
| | Total | 8651866 | 1507117 | 17.4196 | 1507088 | 29 | 99.9981 | 0.0019 | |
| Total | | 31059653 | 19693839 | 63.4065 | 19693810 | 29 | 99.9999 | 0.0001 | |
| | | 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 Institutions | 0 |
| Public - Non Institutions | 225 |





Sudhir V Hulyalkar
Company Secretary

Date: 27/09/2021

To

The Chairman,
22nd Annual General Meeting of the equity shareholders of
TD Power Systems Limited
(CIN: L31103KA1999PLC025071)
27, 28 & 29, KIADB Industrial Area Dabaspeta,
Nelamangala Taluk, Bangalore-562111

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 e-voting conducted during 22nd Annual General Meeting of the TD Power Systems Limited held on Monday, September 27, 2021 at 10.30 A.M. through Video Conferencing ('VC') / Other Audio-Visual Means ('OAVM').

I, Sudhir V Hulyalkar, Company Secretary in Practice, appointed as the Scrutinizer by the Board of Directors of the TD Power Systems Limited (the Company), 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 voting by electronic means (e-voting) both remote e-voting and e-voting during meeting in respect of the below mentioned resolutions placed before the shareholders at the 22nd Annual General Meeting (AGM) of the TD Power Systems Limited held on Monday, 27th September 2021 at 10.30 A.M. through VC or OAVM:

1. The notices of 22nd Annual General Meeting of the Company dated August 12, 2021 were sent to the shareholders in respect of the below mentioned resolutions placed at the AGM, in compliance with the provisions of the Companies Act, 2013 and Rules made thereunder and also read with the relaxations as notified by the circulars issued by the Ministry of corporate Affairs on April 8, 2020, April 13, 2020, May 5, 2020 and also on 13 January 2021 (Collectively referred to as "MCA Circulars") and Circulars dated May 12, 2020 and January 15, 2021 issued by Securities and Exchange Board of India (collectively referred to as "SEBI Circulars").
2. The Company had availed the e-voting facility offered by the Central Depository Services (India) Limited (CDSL) for providing remote e-voting and e-voting during the AGM to the Shareholders of the Company.

Sudhir Vishnupant Hulyalkar
Company Secretaries

16/8, Ground Floor, 2nd Cross, Gupta Layout, South End Road, Basavanagudi, Bangalore - 560 004
Phone: 080 26640932; 080-41123587 Mobile : 9844266159 Email : cssudhirvh@gmail.com



3. The shareholders of the Company holding shares as on September 20, 2021 cut-off date were entitled to vote on the resolutions as contained in the Notice of the AGM.
4. The voting period for remote e-voting commenced on Friday, September 24, 2021 at 09:00 A.M. and ended on Sunday, September 26, 2021 at 5:00 P.M. and the CDSL e-voting platform was blocked thereafter.
5. The Company had also provided e-voting facility to the shareholders present at the AGM, through VC or OAVM who did not cast their vote earlier through remote e-voting facility, in accordance with above mentioned MCA Circulars and SEBI Circulars.
6. Immediately after conclusion of facility of e-voting time provided by the company, in terms of above circulars, at the AGM, finalisation of voting set-up and unblocking of e-voting was made in the presence of two witnesses not in the employment of the company. The details or the data of votes casted through e-voting during the AGM and votes casted through remote e-voting were downloaded from the CDSL e-voting system.
7. I have scrutinized and reviewed the remote e-voting and e-voting at the AGM and votes casted therein based on the data downloaded from the CDSL e-voting system and also with the records maintained by the company's Registrars and Transfer Agents.
8. The votes casted by one corporate shareholder without submission of proper authorisation as per instructions mentioned in the Notice of AGM and as required to be submitted under the provisions of the Companies Act 2013 are considered as invalid.

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

Resolution 1: Ordinary Resolution:

To receive, consider and adopt the Audited Financial Statements of the Company (including consolidated financial statements) for the financial year ended March 31, 2021, together with the Reports of the Board of Directors and Auditors' thereon.

(i) Voted in favour of the resolution:

| Number of Members voted | Number of votes cast by them | % of total number of valid votes cast |
|-------------------------|------------------------------|---------------------------------------|
| 70 | 1,96,93,833 | 100% |



(ii) Voted against the resolution:

| Number of Members voted | Number of votes cast by them | % of total number of valid votes cast |
|-------------------------|------------------------------|---------------------------------------|
| 1 | 11 | 0% |

(iii) Invalid votes:

| Number of members whose votes were declared invalid | Number of votes cast by them |
|---|------------------------------|
| 1 | 225 |

Resolution 2: Ordinary Resolution:

To declare a final dividend (Rs.2.50 per share) for the financial year ended March 31, 2021.

(i) Voted in favour of the resolution:

| Number of Members voted | Number of votes cast by them | % of total number of valid votes cast |
|-------------------------|------------------------------|---------------------------------------|
| 70 | 1,96,93,839 | 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 |
|---|------------------------------|
| 1 | 225 |



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 favour of the resolution:

| Number of Members voted | Number of votes cast by them | % of total number of valid votes cast |
|-------------------------|------------------------------|---------------------------------------|
| 69 | 1,96,93,828 | 100% |

(ii) Voted against the resolution:

| Number of Members voted | Number of votes cast by them | % of total number of valid votes cast |
|-------------------------|------------------------------|---------------------------------------|
| 1 | 11 | 0% |

(iii) Invalid votes:

| Number of members whose votes were declared invalid | Number of votes cast by them |
|---|------------------------------|
| 1 | 225 |

Resolution 4: Ordinary Resolution:

To ratify remuneration payable to the Cost Auditors for the financial year 2021-22.

(i) Voted in favour of the resolution:

| Number of Members voted | Number of votes cast by them | % of total number of valid votes cast |
|-------------------------|------------------------------|---------------------------------------|
| 70 | 1,96,93,839 | 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 |
|---|------------------------------|
| 1 | 225 |

Resolution 5: Special Resolution:

To Approve modification in the remuneration of the Managing Director of the Company.

(i) Voted in favour of the resolution:

| Number of Members voted | Number of votes cast by them | % of total number of valid votes cast |
|-------------------------|------------------------------|---------------------------------------|
| 67 | 1,96,93,810 | 100% |

(ii) Voted against the resolution:

| Number of Members voted | Number of votes cast by them | % of total number of valid votes cast |
|-------------------------|------------------------------|---------------------------------------|
| 3 | 29 | 0% |

(iii) Invalid votes:

| Number of members whose votes were declared invalid | Number of votes cast by them |
|---|------------------------------|
| 1 | 225 |

9. The registers and e-voting downloads and records shall remain in my custody until the Chairman considers, approves and signs the minutes and thereafter the same shall be handed over to the Managing Director / Company Secretary authorized by the Board for safe keeping.

Thanking You
Yours faithfully



Sudhir Vishnupant Hulyalkar (Scrutinizer)

Company Secretary in Practice

FCS: 6040 CPNo.: 6137

PR No: 607/2019

UDIN: F006040C001013585



