

**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  
Mail tdps@tdps.co.in

www.tdps.co.in

September 27, 2022

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: PROCEEDINGS OF THE 23<sup>RD</sup> ANNUAL GENERAL MEETING.**

Pursuant to disclosure under Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 we enclose, proceedings of the 23<sup>rd</sup> Annual General Meeting (AGM) of the Company held on September 27, 2022 at 12.00 Noon through Video Conferencing (“VC”) / Other Audio Visual Means (“OAVM”).

Kindly take note of the above on your records.

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

**N Srivatsa**  
Company Secretary  
Encl; A/a



**TD POWER SYSTEMS LIMITED**

**Registered Office:**

**# 27, 28 & 29, KIADB Industrial Area, Dabaspet  
Nelamangala Taluk, Bangalore 562 111, Karnataka**

---

**PROCEEDINGS OF THE TWENTY-THIRD ANNUAL GENERAL MEETING OF THE MEMBERS OF THE COMPANY HELD AT 12.00 Noon ON TUESDAY, SEPTEMBER 27, 2022 THROUGH VIDEO CONFERENCING (“VC”) / OTHER AUDIO-VISUAL MEANS (“OAVM”).**

---

The 23<sup>RD</sup> Annual General Meeting (AGM) of TD Power Systems Limited (the Company) was held on Tuesday, September 27, 2022 at 12.00 Noon through Video Conferencing (“VC”) / Other Audio-Visual Means (“OAVM”) in conformity with the regulatory provisions and Circulars issued by the Ministry of Corporate Affairs, Government of India.

Mr Mohib N. Khericha, Chairman of the Board of Directors, chaired the meeting.

The Chairman introduced the Directors. Except Mr. Ravi K Mantha, Independent Director and Ms. Prathibha Sastry, all other Directors of the Company including the Chairmen of Audit Committee, Nomination and Remuneration committee and Stakeholder Relationship Committee were present at the Meeting.

Mrs. M N Varalakshmi – CFO, Mr. N Srivatsa – Company Secretary, Mr. Srinivas, Partner - Varma & Varma Chartered Accountants, Statutory Auditors and Mr. Sudhir Hulyalkar, Secretarial Auditor and Scrutiniser were present at the meeting.

After the introduction, the Chairman announced participation of members through video conference is being reckoned for the purpose of quorum as per the circulars issued by MCA and Section 103 of the Companies Act, 2013.

Thereafter he announced that prescribed quorum was present and called the meeting to order. 58 members were present throughout the meeting.

At the request of the Chairman, the Company Secretary provided general instructions to the members regarding participation in this meeting including the following:

1. that this Annual General Meeting is being held through video conference in accordance with the Companies Act 2013 and circulars issued by the Ministry of Corporate Affairs and SEBI.
2. that the shareholders have been provided the facility to join the meeting through video conferencing and evoting being provided by CDSL.

3. that during the question answer session, the name of the registered speaker shareholders will be announced & they will be unmuted enabling them to put forth their queries. Each shareholder speaker will be allowed 2 minutes time.
4. that Statutory Registers, copy of new set of Articles of Association & a certificate from Secretarial Auditors of the Company certifying that the ESOP Schemes of the Company are being implemented in accordance with the SEBI (Share Based Employee Benefits and Sweat Equity) Regulations 2021 and relevant documents referred to in the Notice or explanatory statement are available electronically for inspection by the members during the AGM at the Central Depository Services (India) Limited (CDSL) e-voting platform.
5. that since the AGM is being held through video conference, the facility for appointment of proxies by the members is not applicable and accordingly inspection of the proxy register does not arise.
6. that facility for all members to cast votes on all resolutions set forth in the Notice through remote e-voting commenced on Saturday September 24, 2022 (9:00 A.M. IST) and concluded on Monday, September 26, 2022 (5:00 P.M. IST). However, members who are participating in this meeting but have not cast votes as above may vote during the meeting through the e-voting system provided by CDSL.

Then Chairman addressed the shareholders covering various aspects of performance, developments, income and profits for fiscal 2022 and thoughts on fiscal 2023.

Thereafter, the chairman stated that since the notice of the meeting has already been circulated to the members, it was taken as read and asked the Company secretary to provide a summary of the Auditors' Report.

The Company Secretary drew the attention of the shareholders to the Report of the statutory auditors and the secretarial auditors as published in the Annual Report 2022 sent to the shareholders and stated that, the reports of the statutory auditor and secretarial auditor do not contain any qualifications & the same be taken as read.

The following items of business as set out in the Notice convening the 23<sup>rd</sup> Annual General Meeting were taken up for the members' consideration:

<b>Ordinary business</b>	
1	To receive, consider and adopt the Audited Financial Statements of the Company (including consolidated financial statements) for the financial year ended March 31, 2022, together with the Reports of the Board of Directors and Auditors' thereon.
2	To declare final dividend (Rs.3.50 per share) for the financial year ended March 31, 2022.

3	To appoint Ms. S Prabhamani (DIN 09695003) as Director in place of Mr. K G Prabhakar (DIN 07187463) who retires by rotation and does not seek reappointment.
---	--

<b>Special Business</b>	
4	To Re-appoint M/s. Varma & Varma, Chartered Accountants as statutory auditors of the Company.
5	Ratification of remuneration payable to M/s. Rao, Murthy & Associates, Cost Auditors, for the financial year 2022-23
6	Re-appointment of Ms. Prathibha Sastry (DIN 01505172) as an Independent Director
7	Sub-division of Equity Shares of the Company
8	Approve alteration of Capital Clause of the Memorandum of Association of the Company
9	Approve remuneration payable to the Managing Director of the Company
10	Authorization for creating charge on the Assets of the Company
11	Alteration of Articles of Association of the Company

Next, the Chairman provided an opportunity to the Members who had registered themselves as Speakers to put forth their queries. 3 shareholders who had registered as Speakers asked queries relating way forward plan. All the queries addressed by the speakers were addressed Mr. Nikhil Kumar, Managing Director.

The remote e-voting facility provided by the Company commenced on Saturday September 24, 2022 (9:00 A.M. IST) and concluded on Monday, September 26, 2022 (5:00 P.M. IST). E-voting facility was provided during the Meeting to those Members who had not cast their votes through remote e-voting in respect of all the resolutions contained in the AGM Notice.

The members were informed that the consolidated result of the voting and scrutinizer's Report will be filed with the Stock Exchanges and will also be hosted at the website of the company [www.tdps.co.in](http://www.tdps.co.in) and CDSL, the agency that provided e voting facility.

The Chairman thanked the members for attending and participating in the AGM and announced closure of the meeting at 12.35 PM.

For **TD Power Systems Limited**

**N Srivatsa**

Company Secretary

Date: September 27, 2022

Place: Bangalore