

May 23, 2024

The Corporate Service  
Department  
**BSE Limited**  
P J Towers, Dalal Street  
Mumbai – 400 001  
Scrip Code: **533553**

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

**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](mailto:tdps@tdps.co.in)  
[www.tdps.co.in](http://www.tdps.co.in)

Sirs,

**Sub: Outcome of Board Meeting held today i.e. May 23, 2024.**

The Board of Directors of the Company at their meeting held today considered inter alia the following;

1. Approved the Standalone and Consolidated Audited Financial Results of the Company for the quarter and year ended March 31, 2024 and noted the Statutory Auditors' Report thereon.

The said Financial Results are being uploaded on the Company's website [www.tdps.co.in](http://www.tdps.co.in). The key information on the standalone financial results is as under:

Particulars	Quarter ended		Year ended	
	31.03.2024 (Audited)	31.03.2023 (Audited)	31.03.2024 (Audited)	31.03.2023 (Audited)
Net Sales / Income from Operations	26,783.61	22,194.57	98,387.90	82,148.42
Profit Before Tax	4,689.06	3,986.83	16,651.97	11,941.55
Profit After Tax	3,488.08	2,986.02	12,417.82	8,845.83
Total Comprehensive Income for the period [Comprising Profit / (Loss) for the period (after tax) and Other Comprehensive Income (after tax)]	3,413.54	2,906.82	12,225.74	8,841.80

The declaration for unmodified opinion on the audit report pursuant to Regulation 33 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (LODR) is enclosed.

2. Recommended a final dividend of Rs.0.60/-(sixty paise) per Equity Share of face value of Rs.2/- each for the financial year ended March 31, 2024. The said dividend, if declared at the ensuing Annual General Meeting (AGM) of the Company, will be paid within 30 days from the date of AGM.



3. Re-appointed M/s. Rao, Murthy & Associates, Cost Auditors (Firm Registration No.000065), Bangalore to undertake the audit of the cost accounts and cost accounting records of the Company for the Financial Year 2024-25, Subject to ratification of their remuneration by the Shareholders at the ensuing Annual General Meeting.

The details required to be furnished pursuant to Regulation 30 of the Listing Regulations read with the SEBI SEBI/HO/CFD/CFD PoD- 1/P/CIR/2023/123 dated July 13, 2023 are as follows:

**Re-appointment of M/s. Rao, Murthy & Associates, as the cost Auditor of the Company for Financial year 2024-25.**

Sl. no	Particulars	Details
1	Reason for change viz. appointment, resignation, removal, death or otherwise	Re-appointment for financial year 2024-25.
2	Date of appointment/reappointment/cessation (as applicable) & term of appointment/re-appointment	May 23, 2024. The Cost Auditor has been re-appointed for the financial year 2024-25, Subject to ratification of their remuneration by the Shareholders at the ensuing Annual General Meeting.
3	Brief profile (in case of appointment);	M/s. Rao, Murthy & Associates is a firm based out of Bengaluru. Established in the year 1994 and offers a wide range of professional services in the field of cost audit and related works of different Industries. The firm also engaged its activities to consultancy in Cost Management practices including validation of Costing Modules in ERP environment.
4	Disclosure of relationships between directors (in case of appointment of a director)	None

The Board meeting commenced at 3.45 P.M. and concluded at 4.40 P.M.

Kindly take the above on record.

Thanking You,  
For TD Power Systems Limited,



**Bharat Rajwani**  
Company Secretary & Compliance Officer



Encl: A/a

**INDEPENDENT AUDITOR'S REPORT**

**To the Board of directors of TD Power Systems Limited**

**Report on the Audit of Consolidated Annual Financial Results.**

**Opinion**

We have audited the accompanying Statement of Consolidated annual financial results of TD Power Systems Limited (hereinafter referred to as the "Holding Company" or "Company") and its subsidiaries (Holding Company and its subsidiaries together referred to as "the Group") ,for the year ended March 31, 2024 ("consolidated annual financial results") attached herewith, being submitted by the Holding Company pursuant to the requirement of Regulation 33 of the Securities and Exchange Board of India ("SEBI") (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended ('LODR Regulations').

In our opinion and to the best of our information and according to the explanations given to us and based on the consideration of reports of other auditors on separate audited/reviewed financial statements/financial information of the subsidiaries, the aforesaid consolidated annual financial results:

- (i) includes the annual financial results of the following entities:
  - a) D F Power Systems Private Limited, India
  - b) TD Power Systems USA Inc, United States of America
  - c) TD Power Systems Japan Limited, Japan (Refer Note 6 (c) to the financial results)
  - d) TD Power Systems Europe GMBH, Germany
  - e) TD Power Systems Jenerator Sanayi Anonim Sirketi, Turkey
- (ii) are presented in accordance with the requirements of Regulation 33 of the LODR Regulations in this regard; and
- (iii) give a true and fair view in conformity with the recognition and measurement principles laid down in the Indian Accounting Standards ("Ind As") and other accounting principles generally accepted in India, of the consolidated net profit and consolidated other comprehensive income and other financial information of the Group for the year ended March 31, 2024.

**Basis for Opinion**

We conducted our audit in accordance with the Standards on Auditing (SAs) specified under section 143(10) of the Companies Act, 2013 ("the Act"). Our responsibilities under those Standards are further described in the *Auditor's Responsibilities for the Audit of the Consolidated Annual Financial Results* section of our report. We are independent of the Group, in accordance with the Code of Ethics issued by the Institute of Chartered Accountants of India together with the ethical requirements that are relevant to our audit of the consolidated financial statements under the provisions of the Companies Act, 2013 and the Rules thereunder, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the Code of Ethics. We believe that the audit evidence obtained by us and other auditors in terms of their reports referred to in "Other Matters" paragraph below, is sufficient and appropriate to provide a basis for our opinion on the consolidated annual financial results.

**Emphasis of Matter**

We draw attention to Note no.6(a) and 6(b) in the consolidated financial results, which describes the basis on which the going concern assumption in the preparation of financial statements of two subsidiaries is considered appropriate. The Independent auditors of the subsidiary mentioned in note no. 6(a) has expressed material uncertainty that may cast significant doubt about the subsidiary's ability to continue as a going concern, however according to the information and explanations given to us by the Management and based on audit procedures performed by us, the financial information of the subsidiaries mentioned above are not material to the group.

Our opinion on the Statement is not modified in respect of this matter.

**Management and Board of Directors' Responsibilities for the Consolidated Annual Financial Results**

These Consolidated annual financial results have been prepared on the basis of the consolidated financial statements. The Holding Company's Board of Directors are responsible for the preparation and presentation of these consolidated annual financial results that give a true and fair view of the net profit and other comprehensive income and other financial information of the Group in accordance with the recognition and measurement principles laid down in Indian Accounting Standards prescribed under Section 133 of the Act read with relevant rules issued thereunder and other accounting principles generally accepted in India and in compliance with Regulation 33 of the LODR Regulations. The respective Management and Board of Directors of the companies included in the Group are responsible for maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding of the assets of the Group and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and the design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring accuracy and completeness of the accounting records, relevant to the preparation and presentation of the consolidated annual financial results that give a true and fair view and are free from material misstatement, whether due to fraud or error, which have been used for the purpose of preparation of the consolidated annual financial results by the Management and the Board of directors of the Holding Company, as aforesaid.

In preparing the consolidated annual financial results, the respective Management and the Board of Directors of the companies included in the Group are responsible for assessing the ability of the group to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless the respective Board of Directors either intends to liquidate the Group or to cease operations, or has no realistic alternative but to do so.

The respective Board of Directors of the companies included in the Group are responsible for overseeing the financial reporting process of the Group.

**Auditor's Responsibilities for the Audit of the Consolidated Annual Financial Results**

Our objectives are to obtain reasonable assurance about whether the consolidated annual financial results as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance but is not a guarantee that an audit conducted in accordance with Standards on Auditing will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these consolidated annual financial results.

As part of an audit in accordance with Standards on Auditing, we exercise professional judgment and maintain professional skepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the consolidated annual financial results, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal financial control relevant to the audit to design audit procedures that are appropriate in the circumstances. Under Section 143(3) (i) of the Act, we are also responsible for expressing our opinion on whether the company has adequate internal financial controls with reference to consolidated financial statements in place and the operating effectiveness of such controls.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures in the consolidated annual financial results made by the Management and by the Board of Directors of the Holding Company.
- Conclude on the appropriateness of the Board of Directors use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the ability of the Group to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the consolidated annual financial results or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Group to cease to continue as a going concern.
- Evaluate the overall presentation, structure, and content of the consolidated annual financial results, including the disclosures, and whether the consolidated annual financial results represent the underlying transactions and events in a manner that achieves fair presentation.
- Obtain sufficient appropriate audit evidence regarding the financial information of the entities within the Group to express an opinion on the consolidated annual financial results. We are responsible for the direction, supervision, and performance of the audit of financial information of such entities included in the consolidated annual financial results of which we are the independent auditors. For the other entities included in the consolidated annual financial results, which have been audited by other auditors, such other auditors remain responsible for the direction, supervision and performance of the audits carried out by them. We remain solely responsible for our audit opinion.

We communicate with those charged with governance of the Holding Company among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

We also performed procedures in accordance with the circular issued by the SEBI under Regulation 33(8) of the LODR Regulations, as amended to the extent applicable.

**Other Matters**

- i. The consolidated financial results include the financial information of the foreign branch - Japan, whose financial statements reflect total assets of Rs. 2,605.04 lakhs as at March 31, 2024, and total income Rs. 1,245.26 Lakhs and Rs.3,527.64 Lakhs and total net profit/(loss) after tax of Rs.10.82 Lakhs and Rs. (47.45) Lakhs and total comprehensive income/(loss) of Rs. (38.36) Lakhs and Rs. (135.92) Lakhs for the quarter ended March 31, 2024 and for the period from April 1, 2023 to March 31, 2024 respectively and total cash inflow/(outflow) (net) of Rs. (763.44) lakhs for the period from April 1, 2023 to March 31, 2024 as considered in the financial results. The financial information of foreign branch-Japan has been audited by the branch auditor in that country whose report has been furnished to us, and our opinion on the consolidated financial statements, to the extent they have been derived from such financial statements is solely on the basis of such report of the other auditor and the procedures performed by us as stated in paragraph above.
- ii. The consolidated financial results include the audited financial results of one Indian subsidiary, whose Financial Statements reflect total assets of INR 838.09 lakhs as at March 31, 2024 , total revenue of INR 1.57 Lakhs and INR 6.26 Lakhs and total net profit/(loss) after tax of INR (1.32) lakhs and INR (5.59) lakhs for the quarter ended March 31, 2024 and for the period from April 1, 2023 to March 31, 2024 respectively, as considered in the consolidated Financial Results, which have been audited by the respective independent auditor. The independent auditor's report on financial statements of the entity have been furnished to us and our opinion on the consolidated Financial Results, in so far as it relates to the amounts and disclosures included in respect of the entity, is based solely on the report of such auditors and the procedures performed by us are as stated in paragraph above.
- iii. The Consolidated financial results include the audited/reviewed financial results of four foreign subsidiaries, whose special purpose financial statements/results reflect total assets of INR 9,457.71 lakhs as at March 31, 2024, total revenue of INR 2,725.65 lakhs and INR 16,081.52 lakhs and total net profit/(loss) after tax of INR (16.05) lakhs and INR (30.38) lakhs for the quarter ended March 31, 2024 and for the period from April 1, 2023 to March 31, 2024 respectively, as considered in the Consolidated financial results, which have been audited/reviewed by their respective independent auditors. The independent auditors' reports/review report on financial statements of these entities have been furnished to us and our opinion on the consolidated financial results, in so far as it relates to the amounts and disclosures included in respect of these entities, is based solely on the report of such auditors and the procedures performed by us are as stated in paragraph above, out of which in respect of one subsidiary the review report is upto 26<sup>th</sup> June 2023.

Our opinion on the Consolidated annual financial results is not modified in respect of the matters referred in (i), (ii) and (iii) above with respect to our reliance on the work done and the reports of the other auditors/ independent firm of Chartered Accountants in India.

iv. As stated in Note No. 2, the consolidated annual financial results include results for the quarter ended March 31, 2024 and quarter ended March 31, 2023 being the balancing figure between audited figures in respect of the full financial year and the published unaudited year to date figures up to the third quarter of the financial year, which were subject to limited review by us.

Our opinion on the Consolidated annual financial results is not modified in respect the matter referred in (iv) above.

**For VARMA & VARMA**  
Chartered Accountants  
FRN 004532S

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**ABRAHAM BABY CHERIAN**

Partner

M No. 218851

UDIN- 24218851BKAQJW1832

Place: Bangalore  
Date : 23<sup>rd</sup> May 2024

**INDEPENDENT AUDITOR'S REPORT**

**To the Board of Directors of TD Power Systems Limited**

**Report on the audit of the Standalone Annual Financial Results**

**Opinion**

We have audited the accompanying Statement of Standalone Annual Financial Results of TD Power Systems Limited (herein after referred to as the "Company") for the year ended 31<sup>st</sup> March, 2024 ("standalone annual financial results"), attached herewith, being submitted by the Company pursuant to the requirement of Regulation 33 of the Securities and Exchange Board of India ("SEBI") (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended ("LODR Regulations").

In our opinion and to the best of our information and according to the explanations given to us these standalone financial results:

- i. are presented in accordance with the requirements of Regulation 33 of the LODR Regulations in this regard; and
- ii. give a true and fair view in conformity with the recognition and measurement principles laid down in the Indian Accounting Standards ("Ind AS") and other accounting principles generally accepted in India of the net profit and total comprehensive income, and other financial information of the Company for the year ended 31<sup>st</sup> March, 2024.

**Basis for Opinion**

We conducted our audit in accordance with the Standards on Auditing (SAs) specified under section 143(10) of the Companies Act, 2013 (the Act). Our responsibilities under those Standards are further described in the "Auditor's Responsibilities for the Audit of the Standalone Annual Financial Results" section of our report. We are independent of the Company in accordance with the Code of Ethics issued by the Institute of Chartered Accountants of India ("ICAI") together with the ethical requirements that are relevant to our audit of the standalone annual financial results for the year ended 31 March, 2024 under the provisions of the Companies Act, 2013 ("the Act") and the Rules thereunder, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the ICAI's Code of Ethics. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion on the standalone annual financial results.

**Emphasis of Matter**

We draw attention to Note no. 6 (a) and 6 (b) to the audited standalone annual financial results, which describes the basis on which the going concern assumption in the preparation of financial statements of two subsidiaries is considered appropriate and the evaluation of the carrying value of investment in one subsidiary and that no further provision for impairment in the carrying value of the investment in their subsidiaries is considered necessary by the management.

Our opinion is not modified in respect of the above matters.

**Management's and Board of Directors' Responsibilities for the Standalone Annual Financial Results**

These standalone annual financial results have been prepared on the basis of the Standalone Financial Statements of the Company. The Company's Board of Directors are responsible for the



preparation of these standalone annual financial results that give a true and fair view of the net profit and other comprehensive income and other financial information of the Company in accordance with the recognition and measurement principles laid down in Indian Accounting Standards prescribed under Section 133 of the Act read with relevant rules issued thereunder and other accounting principles generally accepted in India and in compliance with Regulation 33 of the LODR Regulations. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding of the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the standalone annual financial results that give a true and fair view and are free from material misstatement, whether due to fraud or error.

In preparing the standalone annual financial results, the Management and the Board of Directors are responsible for assessing the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless the Board of Directors either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so.

The Board of Directors are also responsible for overseeing the Company's financial reporting process of the Company

#### **Auditor's Responsibilities for the Audit of the Standalone Financial Results**

Our objectives are to obtain reasonable assurance about whether the standalone annual financial results as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with SAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these standalone annual financial results.

As part of an audit in accordance with SAs, we exercise professional judgment and maintain professional skepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the standalone annual financial results, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under Section 143(3) (i) of the Act, we are also responsible for expressing our opinion on whether the company has adequate internal financial controls with reference to financial statements in place and the operating effectiveness of such controls.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures in the standalone annual financial results made by the Management and by the Board of Directors.
- Conclude on the appropriateness of the Management and the Board of Directors' use of the

going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the standalone annual financial results or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.

- Evaluate the overall presentation, structure and content of the standalone annual financial results, including the disclosures, and whether the financial results represent the underlying transactions and events in a manner that achieves fair presentation.

We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

## Other Matters

- i) We did not audit the financial statements of Japan Branch included in the standalone financial results of the Company whose financial statements reflect total assets of Rs. 2,605.04 lakhs as at March 31, 2024, and total income Rs. 1,245.26 Lakhs and Rs.3,527.64 Lakhs and total net profit/(loss) after tax of Rs. 10.82 Lakhs and Rs. (47.45) Lakhs and total comprehensive income/(loss) of Rs. (38.36) Lakhs and Rs. (135.92) Lakhs for the quarter ended March 31, 2024 and for the period from April 1, 2023 to March 31, 2024 respectively and total cash inflow/(outflow) (net) of Rs. (763.44) lakhs for the period from April 1, 2023 to March 31, 2024 as considered in the standalone annual financial results. The financial statements of the Japan Branch have been audited by the branch auditor whose report has been furnished to us, and our opinion in so far as it relates to the amounts and disclosures included in respect of the Branch is based solely on the report of such branch auditor.
- ii) As stated in Note No. 2, the standalone annual financial results include results for the quarter ended 31st March 2024 and quarter ended 31<sup>st</sup> March 2023 being the balancing figure between audited figures in respect of the full financial year and the published unaudited year to date figures up to the third quarter of the financial year, which were subject to limited review by us.

Our opinion is not modified in respect of the above matters.

For **VARMA & VARMA**  
Chartered Accountants  
FRN 0045325

ABRAHAM  
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**ABRAHAM BABY CHERIAN**  
Partner

M.No.218851  
UDIN-24218851BKAQJV1999

Place: Bangalore  
Date : 23<sup>rd</sup> May 2024

**TD POWER SYSTEMS LIMITED**

REGISTERED OFFICE & PLANT: # 27,28 & 29 KIADB INDUSTRIAL AREA, DABASPET, NELAMANGALA TALUK, BANGALORE 562 111  
 CIN: L31103KA1999PLC025071. E mail id: tdps@tdps.co.in, Website: www.tdps.co.in, Tel. No.: + 91 80 22995700, Fax: + 91 80 7734439  
 STATEMENT OF STANDALONE/CONSOLIDATED AUDITED FINANCIAL RESULTS FOR THE QUARTER AND YEAR ENDED MARCH 31, 2024

(₹ in Lakhs)

Sl. No.	Particulars	Consolidated					Standalone				
		Quarter ended		Year ended			Quarter ended		Year ended		
		31.03.2024 (AUDITED)*	31.12.2023 (UNAUDITED)	31.03.2023 (AUDITED)*	31.03.2024 (AUDITED)	31.03.2023 (AUDITED)	31.03.2024 (AUDITED)*	31.12.2023 (UNAUDITED)	31.03.2023 (AUDITED)*	31.03.2024 (AUDITED)	31.03.2023 (AUDITED)
	₹	₹	₹	₹	₹	₹	₹	₹	₹	₹	
	<b>Revenue</b>										
I	Revenue from Operations	26,389.42	24,260.30	24,984.73	1,00,051.99	87,229.70	26,783.61	23,036.18	22,194.57	98,387.90	82,148.42
II	Other Income	453.74	532.63	646.77	1,620.61	1,975.47	789.72	694.50	520.95	2,350.11	2,200.22
III	<b>Total Income (I+II)</b>	<b>26,843.16</b>	<b>24,792.93</b>	<b>25,631.50</b>	<b>1,01,672.60</b>	<b>89,205.17</b>	<b>27,573.33</b>	<b>23,730.68</b>	<b>22,715.52</b>	<b>1,00,738.01</b>	<b>84,348.64</b>
IV	<b>Expenses</b>										
	Cost of materials consumed	18,099.87	14,478.81	15,880.61	66,727.01	56,275.02	18,187.00	14,326.24	15,201.30	66,539.02	54,903.34
	Purchases for spares & after market business (net of changes in inventories of stock in trade)	282.96	70.47	(959.24)	1,911.67	(437.22)	282.96	70.47	(959.24)	1,911.67	(437.22)
	Changes in inventories of finished goods, stock-in-trade and work-in-progress	(1,557.05)	1,734.67	1,779.91	(3,119.98)	3,198.93	(989.49)	1,273.37	563.55	(2,646.66)	2,167.83
	Employee benefits expense	3,149.35	2,464.31	2,364.46	10,778.14	9,056.29	2,734.64	2,186.98	1,863.60	9,609.94	8,051.82
	Finance Costs	19.80	1.56	1.20	30.96	106.37	19.80	1.56	1.20	30.96	106.37
	Depreciation and amortisation expense	538.72	533.99	524.97	2,108.87	2,070.48	519.98	515.25	495.94	2,031.45	1,964.46
	Other expenses	2,231.46	1,539.51	1,577.07	7,015.73	6,115.07	2,129.38	1,520.99	1,511.53	6,615.33	5,599.68
	<b>Total expenses (IV)</b>	<b>22,765.11</b>	<b>20,823.32</b>	<b>21,168.98</b>	<b>85,452.40</b>	<b>76,384.94</b>	<b>22,884.27</b>	<b>19,894.86</b>	<b>18,677.88</b>	<b>84,091.71</b>	<b>72,356.28</b>
V	<b>Profit before exceptional items and tax (III-IV)</b>	<b>4,078.05</b>	<b>3,969.61</b>	<b>4,462.52</b>	<b>16,220.20</b>	<b>12,820.23</b>	<b>4,689.06</b>	<b>3,835.82</b>	<b>4,037.64</b>	<b>16,646.30</b>	<b>11,992.36</b>
VI	Exceptional items (Refer Note No.6(c), 7(a) & 7(b))	-	-	134.41	-	134.41	-	-	(50.81)	5.67	(50.81)
VII	<b>Profit before tax (V+VI)</b>	<b>4,078.05</b>	<b>3,969.61</b>	<b>4,596.93</b>	<b>16,220.20</b>	<b>12,954.64</b>	<b>4,689.06</b>	<b>3,835.82</b>	<b>3,986.83</b>	<b>16,651.97</b>	<b>11,941.55</b>
VIII	<b>Tax Expenses</b>										
	(a) Current Tax	1,592.80	937.79	1,105.06	4,658.98	3,755.76	1,618.32	927.29	1,043.96	4,507.85	3,578.07
	(b) Deferred Tax	(417.34)	42.13	(43.15)	(273.70)	(482.35)	(417.34)	42.13	(43.15)	(273.70)	(482.35)
IX	<b>Profit for period/year (VII - VIII)</b>	<b>2,902.59</b>	<b>2,989.69</b>	<b>3,535.02</b>	<b>11,834.92</b>	<b>9,681.23</b>	<b>3,488.08</b>	<b>2,866.40</b>	<b>2,986.02</b>	<b>12,417.82</b>	<b>8,845.83</b>
X	<b>Other Comprehensive Income</b>										
	<b>Items that will not be reclassified to profit or loss</b>										
	(i) Remeasurement of defined benefit plans	(50.44)	(109.59)	(62.26)	(168.22)	5.78	(50.44)	(109.59)	(62.26)	(168.22)	5.78
	(ii) Tax on defined benefit plans	12.70	27.58	15.67	42.34	(1.45)	12.70	27.58	15.67	42.34	(1.45)
	<b>Items that will be reclassified to profit or loss</b>										
	(i) Exchange difference on translation of foreign operations - (Refer Note No.8)	(144.85)	98.20	(25.24)	(166.57)	(234.56)	(49.18)	40.88	(35.42)	(88.47)	(11.17)
	(ii) Tax on exchange difference on translation of foreign operations	12.38	(10.29)	2.81	22.27	2.81	12.38	(10.29)	2.81	22.27	2.81
XI	<b>Total Comprehensive Income for the period/year (IX+X) (Comprising Profit and Other Comprehensive Income for the period/year)</b>	<b>2,732.38</b>	<b>2,995.59</b>	<b>3,466.00</b>	<b>11,564.74</b>	<b>9,453.81</b>	<b>3,413.54</b>	<b>2,814.98</b>	<b>2,906.82</b>	<b>12,225.74</b>	<b>8,841.80</b>
	<b>Details of equity share capital:</b>										
XII	Paid-up equity share capital (Face value of ₹ 2/- per share) (Refer Note No.10)	3,123.40	3,123.40	3,120.85	3,123.40	3,120.85	3,123.40	3,123.40	3,120.85	3,123.40	3,120.85
XIII	Reserves (excluding Revaluation reserve)	-	-	-	67,389.95	57,331.12	-	-	-	66,988.24	56,268.40
XIV	<b>Earnings per equity share of ₹ 2/- each (Refer Note No.10)</b>										
	Basic (in ₹)	1.86	1.91	2.27	7.58	6.23	2.23	1.84	1.92	7.95	5.70
	Diluted (in ₹)	1.86	1.91	2.27	7.58	6.22	2.23	1.83	1.91	7.95	5.68

\* Refer Note No.2

**TD POWER SYSTEMS LIMITED**

REGISTERED OFFICE & PLANT: # 27,28 & 29 KIADB INDUSTRIAL AREA, DABASPET, NELAMANGALA TALUK, BANGALORE 562 111  
 CIN: L31103KA1999PLC025071, E mail Id: tdps@tdps.co.in, Website: www.tdps.co.in, Tel.No.: + 91 80 22995700, Fax: + 91 80 7734439  
 STATEMENT OF STANDALONE/CONSOLIDATED AUDITED FINANCIAL RESULTS FOR THE QUARTER AND YEAR ENDED MARCH 31, 2024  
 AUDITED SEGMENT WISE REVENUE, RESULTS AND CAPITAL EMPLOYED

(₹ in Lakhs)

Particulars	Consolidated					Standalone				
	Quarter ended			Year ended		Quarter ended		Year ended		
	31.03.2024	31.12.2023	31.03.2023	31.03.2024	31.03.2023	31.03.2024	31.12.2023	31.03.2023	31.03.2024	31.03.2023
	(AUDITED)*	(UNAUDITED)	(AUDITED)*	(AUDITED)	(AUDITED)	(AUDITED)*	(UNAUDITED)	(AUDITED)*	(AUDITED)	(AUDITED)
₹	₹	₹	₹	₹	₹	₹	₹	₹	₹	
<b>1 Segment Revenue (net sale/income from each segment should be disclosed)</b>										
(a) Manufacturing	30,290.94	27,263.25	30,549.15	1,15,561.43	1,01,662.02	27,624.65	23,085.31	24,552.36	99,576.01	84,907.74
(b) Engineering, procurement and construction (EPC)	-	-	-	-	-	-	-	-	-	-
<b>Total segment revenue</b>	<b>30,290.94</b>	<b>27,263.25</b>	<b>30,549.15</b>	<b>1,15,561.43</b>	<b>1,01,662.02</b>	<b>27,624.65</b>	<b>23,085.31</b>	<b>24,552.36</b>	<b>99,576.01</b>	<b>84,907.74</b>
Less: Sales to Japan branch	841.04	49.13	2,357.79	1,188.11	2,759.32	841.04	49.13	2,357.79	1,188.11	2,759.32
Less: Sales to Subsidiaries	3,060.48	2,953.82	3,206.63	14,321.33	11,673.00	-	-	-	-	-
<b>Revenue from operations</b>	<b>26,389.42</b>	<b>24,260.30</b>	<b>24,984.73</b>	<b>1,00,051.99</b>	<b>87,229.70</b>	<b>26,783.61</b>	<b>23,036.18</b>	<b>22,194.57</b>	<b>98,387.90</b>	<b>82,148.42</b>
<b>2 Segment Results: (Profit)(+)/ Loss (-) before tax and interest from each segment</b>										
(a) Manufacturing	4,656.35	4,197.94	4,290.99	17,582.96	13,741.08	4,656.35	4,197.94	4,290.99	17,582.96	13,741.08
(a1) Less : (Profit)/loss of subsidiaries	590.95	(153.79)	(455.17)	348.76	(941.05)	-	-	-	-	-
(b) Engineering, procurement and construction (EPC)	(2.89)	(2.85)	(2.63)	(11.85)	(11.20)	-	-	-	-	-
Less: Depreciation	538.72	533.99	524.97	2,108.87	2,070.48	519.98	515.25	495.94	2,031.45	1,964.46
	<b>3,523.79</b>	<b>3,814.89</b>	<b>4,218.56</b>	<b>15,113.48</b>	<b>12,600.45</b>	<b>4,136.37</b>	<b>3,682.69</b>	<b>3,795.05</b>	<b>15,551.51</b>	<b>11,776.62</b>
Less:(i) Finance cost	19.80	1.56	1.20	30.96	106.37	19.80	1.56	1.20	30.96	106.37
(ii) Other unallocable expenditure net off unallocable income (including exceptional item)	(574.06)	(156.28)	(379.57)	(1,137.68)	(460.56)	(572.49)	(154.69)	(192.98)	(1,131.42)	(271.30)
<b>Profit before Tax</b>	<b>4,078.05</b>	<b>3,969.61</b>	<b>4,596.93</b>	<b>16,220.20</b>	<b>12,954.64</b>	<b>4,689.06</b>	<b>3,835.82</b>	<b>3,986.83</b>	<b>16,651.97</b>	<b>11,941.55</b>
<b>3 Capital Employed = Segment Assets - Segment liabilities</b>										
<b>Segment Asset</b>										
(a) Manufacturing	84,471.33	82,390.66	75,661.14	84,471.33	75,661.14	80,100.73	77,158.07	69,531.97	80,100.73	69,531.97
(b) Engineering, procurement and construction (EPC)	0.31	-	0.40	0.31	0.40	-	-	-	-	-
(c) Un-allocable Segment	19,309.45	17,733.41	14,659.70	19,309.45	14,659.70	21,125.38	19,547.49	17,465.76	21,125.38	17,465.76
	<b>1,03,781.09</b>	<b>1,00,124.07</b>	<b>90,321.24</b>	<b>1,03,781.09</b>	<b>90,321.24</b>	<b>1,01,226.11</b>	<b>96,705.56</b>	<b>86,997.73</b>	<b>1,01,226.11</b>	<b>86,997.73</b>
<b>Segment Liabilities</b>										
(a) Manufacturing	33,230.06	31,905.43	29,558.05	33,230.06	29,558.05	31,078.29	29,571.53	27,298.61	31,078.29	27,298.61
(b) Engineering, procurement and construction (EPC)	0.40	0.74	0.34	0.40	0.34	-	-	-	-	-
(c) Un-allocable Segment	37.28	454.51	310.88	37.28	310.88	36.18	453.52	309.87	36.18	309.87
	<b>33,267.74</b>	<b>32,360.68</b>	<b>29,869.27</b>	<b>33,267.74</b>	<b>29,869.27</b>	<b>31,114.47</b>	<b>30,025.05</b>	<b>27,608.48</b>	<b>31,114.47</b>	<b>27,608.48</b>

Note:- In Accordance with IND AS 108 - "Operating Segments", the above segments reported are based on the review of the Chief Operating Decision Maker.  
 The "Project Business" segment does not meet the reportable quantitative thresholds as per Ind AS 108 "Operating Segments", accordingly, the previous period amounts have been aggregated with the "Manufacturing Segment".

\* Refer Note No.2

**TD POWER SYSTEMS LIMITED**

**STANDALONE/CONSOLIDATED STATEMENT OF ASSETS AND LIABILITIES**

(₹ in Lakhs)

Particulars	Consolidated		Standalone	
	As at 31.03.2024	As at 31.03.2023	As at 31.03.2024	As at 31.03.2023
	(AUDITED)	(AUDITED)	(AUDITED)	(AUDITED)
	₹	₹	₹	₹
<b>ASSETS</b>				
<b>Non - current assets</b>				
Property, Plant and Equipment	15,922.56	15,510.47	15,497.07	14,949.81
Capital work in progress	55.90	23.50	55.90	23.50
Right-of-use assets	1,720.07	-	1,720.07	-
Other intangible assets	930.62	819.54	930.62	819.54
<b>Financial assets</b>				
Investments (Refer Note No.6(a) & (b))	998.46	1,993.94	2,653.71	3,649.19
Loans	-	-	352.33	776.25
Other non-current financial assets	236.17	127.27	236.17	127.27
Other non-current assets	1,821.43	2,008.22	1,821.43	2,008.22
<b>Current Assets</b>				
Inventories	24,976.51	19,855.67	23,772.56	19,125.04
<b>Financial assets</b>				
Trade receivables	30,747.94	26,907.53	31,034.56	25,476.08
Cash and cash equivalents	7,615.63	4,208.65	5,524.71	2,439.42
Bank Balances other than cash and cash equivalents	13,520.65	12,717.93	13,426.22	12,717.93
Other current financial assets	2,274.85	1,879.89	1,524.75	1,124.61
Current tax asset - Net	12.38	0.40	-	-
Other current assets	2,947.92	4,268.23	2,676.01	3,760.87
<b>TOTAL</b>	<b>1,03,781.09</b>	<b>90,321.24</b>	<b>1,01,226.11</b>	<b>86,997.73</b>
<b>EQUITY AND LIABILITIES</b>				
<b>Equity:</b>				
Share Capital	3,123.40	3,120.85	3,123.40	3,120.85
Other Equity	67,389.95	57,331.12	66,988.24	56,268.40
<b>Non - current liabilities</b>				
<b>Financial Liabilities:</b>				
Lease Liabilities	0.89	-	0.89	-
Long Term Provision	708.72	594.46	708.72	594.46
Deferred tax liabilities (Net)	36.18	309.87	36.18	309.87
<b>Current Liabilities</b>				
<b>Financial Liabilities:</b>				
Short-term Borrowings	-	-	-	-
Lease Liabilities	0.06	-	0.06	-
Trade payables :				
- total outstanding dues of micro enterprises and Small enterprises	2,487.10	112.66	2,487.10	112.66
- total outstanding dues of creditors other than micro enterprises and Small enterprises	11,510.88	13,014.88	11,389.08	12,339.58
Other current financial liabilities	8,932.23	8,514.22	8,134.55	7,550.58
Other current liabilities	7,693.96	5,888.74	6,696.39	5,495.43
Provisions	511.75	453.48	503.59	439.54
Current tax liabilities-Net	1,385.97	980.96	1,157.91	766.36
<b>TOTAL</b>	<b>1,03,781.09</b>	<b>90,321.24</b>	<b>1,01,226.11</b>	<b>86,997.73</b>

For & on behalf of the Board

**NIKHIL KUMAR**  
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by NIKHIL  
KUMAR  
Date: 2024.05.23  
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Place: Frankfurt  
Date: 23rd May 2024

**Nikhil Kumar**  
Managing Director

Particulars	Consolidated		Standalone	
	Year ended 31.03.2024	Year ended 31.03.2023	Year ended 31.03.2024	Year ended 31.03.2023
	(AUDITED)	(AUDITED)	(AUDITED)	(AUDITED)
	₹	₹	₹	₹
<b>CASH FLOW FROM OPERATING ACTIVITIES</b>				
<b>Net Profit before tax</b>	<b>16,220.20</b>	<b>12,954.64</b>	<b>16,651.97</b>	<b>11,941.55</b>
Adjustments for:				
Depreciation	1,816.11	1,833.93	1,738.69	1,727.91
Amortisation	292.76	236.55	292.76	236.55
(Profit) / Loss on disposal of Property, Plant and Equipments	3.28	(78.04)	(0.23)	(78.04)
Unbilled revenue	(5.17)	(1.58)	(5.17)	(1.58)
Dividend Income from investment measured at fair value through Profit and Loss	-	-	(420.94)	-
Interest income on bank deposits	(1,020.41)	(698.86)	(1,014.15)	(694.82)
Interest income on financial assets (Non-convertible debentures carried at amortised cost)	(80.69)	(80.87)	(80.69)	(80.87)
Interest income accrued on financial assets (Non-convertible debentures carried at amortised cost)	(49.84)	(94.43)	(49.84)	(94.43)
Interest on the loan given to subsidiaries	-	-	(49.37)	(47.65)
Finance cost (including foreign exchange difference recorded as adjustment to borrowing cost)	30.96	106.37	30.96	106.37
Compensation expenses under Employee Stock Option/ Appreciation Rights Scheme	35.54	32.62	35.54	32.62
Unrealised foreign exchange loss/(gain) (net) (including MTM of forward contracts)	(174.51)	444.47	(247.83)	290.51
Reversal of provision for diminution in the value of investment	-	-	(5.67)	-
Creditors written back included in exceptional item (Refer Note No.7(b))	-	(62.78)	-	-
Profit on Sale of land included in exceptional item (Refer Note 7(a))	-	(71.63)	-	(71.63)
Provision for diminution in the value of investment included in exceptional item (Refer Note 6(c))	-	-	-	122.44
Provision for warranty claims	60.89	37.75	66.76	54.66
Provision for leave encashment	242.57	176.04	242.13	175.64
<b>Operating profit before working capital changes</b>	<b>17,371.69</b>	<b>14,734.18</b>	<b>17,184.92</b>	<b>13,619.23</b>
Adjustments for :				
Decrease/(Increase) in trade receivables	(3,790.98)	(2,614.35)	(5,509.05)	(783.57)
Decrease/(Increase) in other receivables & current and non-current assets	1,295.11	(214.32)	1,191.22	(100.73)
Decrease/(Increase) in inventories	(5,120.84)	1,058.99	(4,647.52)	27.89
(Decrease)/Increase in trade payables	880.00	(1,944.60)	1,433.50	(2,228.47)
(Decrease)/Increase in other payable, provision & current and non-current liabilities	1,616.16	1,407.62	1,290.51	1,104.93
<b>Cash generated from operations</b>	<b>12,251.14</b>	<b>12,427.52</b>	<b>10,943.58</b>	<b>11,639.28</b>
Direct taxes paid including TDS	(3,851.01)	(3,571.27)	(3,851.01)	(3,439.27)
<b>Net cash flow from operating activities - A</b>	<b>8,400.13</b>	<b>8,856.25</b>	<b>7,092.57</b>	<b>8,200.01</b>

Particulars	Consolidated		Standalone	
	Year ended 31.03.2024	Year ended 31.03.2023	Year ended 31.03.2024	Year ended 31.03.2023
	(AUDITED)	(AUDITED)	(AUDITED)	(AUDITED)
	₹	₹	₹	₹
<b>Cash flow from investing activities</b>				
Payment for property, plant and equipments (net of transfer of CWIP to property, plant and equipments)	(2,344.60)	(1,598.76)	(2,324.65)	(1,591.62)
Payment for intangible assets (net of transfer from intangible assets under development)	(403.84)	(469.18)	(403.84)	(469.18)
Payment for leasehold land	(1,720.07)	-	(1,720.07)	-
Proceeds from disposal of freehold land	-	429.75	-	429.75
Proceeds from disposal of property, plant and equipments	80.71	25.45	6.53	25.45
Proceeds from repayment of loan given to subsidiary	-	-	343.28	275.47
Proceeds from closure of investment	1,000.00	-	1,000.00	-
Movement in deposits (net)	(990.00)	-	(990.00)	-
Dividend received from subsidiary	-	-	420.94	-
Interest received on loan given to subsidiary	-	-	49.37	47.65
Interest received on bank deposits	1,118.27	572.55	1,112.01	579.37
<b>Net cash from/(used in) investing activities - B</b>	<b>(3,259.53)</b>	<b>(1,040.19)</b>	<b>(2,506.43)</b>	<b>(703.11)</b>
<b>Cash flow from financing activities</b>				
Proceeds from working capital borrowings (net)	-	(7,096.51)	-	(7,096.51)
Proceeds from ESOP exercised received	20.72	105.68	20.72	105.68
Proceeds from issue of shares to ESOP Trust	2.55	10.50	2.55	10.50
Interest paid	(30.96)	(64.80)	(30.96)	(64.80)
Dividend Received by ESOP Trust	-	5.44	-	5.44
Dividend Paid	(1,561.70)	(1,872.51)	(1,561.70)	(1,872.51)
<b>Net cash flow from financing activities - C</b>	<b>(1,569.39)</b>	<b>(8,912.20)</b>	<b>(1,569.39)</b>	<b>(8,912.20)</b>
Net Foreign exchange difference on translation of foreign operations - D	(166.57)	(234.56)	66.20	8.36
<b>Net increase/decrease in cash and cash equivalents (A+B+C+D)</b>	<b>3,404.64</b>	<b>(1,330.70)</b>	<b>3,082.95</b>	<b>(1,406.94)</b>
Effect of exchange rate changes on the balance of cash and cash equivalents held in foreign currencies	2.34	0.01	2.34	0.01
Cash and cash equivalents at the beginning of the year	4,208.65	5,539.34	2,439.42	3,846.35
<b>Cash and cash equivalents at the end of the year</b>	<b>7,615.63</b>	<b>4,208.65</b>	<b>5,524.71</b>	<b>2,439.42</b>
<b>Cash and cash equivalents at the end of the year - constitute</b>				
Balances with banks				
In current accounts	2,692.75	3,034.30	601.83	1,368.51
In EEFC account	938.57	21.36	938.57	21.36
In Cash Credit Account	180.65	341.98	180.65	341.98
In deposit accounts with less than 3 months maturity	3,800.00	803.44	3,800.00	700.00
Cash on hand	3.66	7.57	3.66	7.57
	<b>7,615.63</b>	<b>4,208.65</b>	<b>5,524.71</b>	<b>2,439.42</b>

For &amp; on behalf of the Board

NIKHIL  
KUMAR

Digitally signed  
by NIKHIL KUMAR  
Date: 2024.05.23  
16:25:40 +05'30'

Nikhil Kumar

Managing Director

Place: Frankfurt

Date: 23rd May 2024

## TD POWER SYSTEMS LIMITED

### NOTES TO FINANCIAL RESULTS FOR THE QUARTER AND YEAR ENDED MARCH 31, 2024

#### Notes:

- 1 The Financial results have been prepared in accordance with the Ind AS notified under the Companies (Indian Accounting Standard) Rules, 2015. The above financial results have been recommended by the Audit committee and approved by the Board of Directors at their respective meetings held on 23rd May 2024.
- 2 The Ind AS financial results and financial information for the quarter ended March 31, 2024 and March 31, 2023 are the balancing figure between audited figures in respect of the full year and published unaudited year to date figures upto the third quarter, which were subject to the limited review by the auditors.
- 3 Segment wise Revenue, Results, assets and liabilities are stated separately.
- 4 The consolidated financial results relate to TDPS Group. The Group consists of TD Power Systems Limited and its wholly owned Indian and Overseas subsidiaries as follows:
  - D F Power Systems Private Limited, India
  - TD Power Systems USA Inc, United States of America
  - TD Power Systems Japan Limited, Japan (refer note 6 (c) below)
  - TD Power Systems Europe GMBH, Germany
  - TD Power Systems Jenerator Sanayi Anonim Sirketi, Turkey
- 5 During the quarter ended 30th September 2019, the Company has implemented TDPSL Equity Based Compensation Plan 2019, ("Plan") through employee welfare trust after obtaining necessary approvals as per provision of the Companies Act, 2013. The employee cost on account of Employee Stock Options and Employee Stock Appreciation Rights granted as per the plan has been accounted for in the Statement of Profit & Loss and the cost of shares acquired for the purpose of the Plan has been included under Other Equity.

During the year ended 31st March 2024 (PY: 31st March 2023), 1,27,466 (PY: 1,05,029) Equity Shares of face value of ₹ 2 each (previously ₹ 10 each) were issued & allotted to the TDPSL Employee Welfare Trust (Trust) in respect of the exercise of 1,37,518 (PY: 93,403) ESARs by grantees. Consequently, the paid up capital of the Company as at December 31, 2023 stands at ₹ 3,123.40 Lakhs (PY: ₹ 3,120.85 Lakhs) comprising 115,61,70,101 (PY: 15,60,42,635) Equity Shares of ₹2/-each. As per the TDPSL Equity Based Compensation Plan 2019, the said shares were transferred by the Trust to the ESAR Grantees in settlement of the ESAR'S Exercised.

During the year ended 31st March 2024 (PY: 31st March 2023), NIL (PY: 1,87,961 ) ESOPs of face value of ₹ 2 each (previously ₹ 10 each) were vested and 30,813 (PY: 1,57,148) options were exercised at an exercise price of ₹67.25 against which 30,813 (PY: 1,57,148) Equity shares of the Company were transferred to the ESOP grantees by TDPSL Employee Welfare Trust. ₹ 20.72 lakhs (PY: ₹105.68 lakhs) was received from the ESOP grantees upon the Exercise of ESOPs.
- 6(a) The net worth of the Indian Subsidiary Company continues to be positive owing to substantial reduction of accumulated losses. The improvement in market condition which was expected post pandemic has been sluggish without a clear picture about the direction in which market likely to head. However the Company continues to evaluate opportunities from time to time with required support from the parent Company. Based on an assessment of risk of claims & counter claims which the Company will have against Creditors for supply of project related equipment, as well as project cancellation, appropriate write backs have been accounted in respect of these creditors in financial year 2022-2023 amounting to ₹ 62.78 lakhs ((2021-2022: ₹757.72 lakhs) and earlier year, resulting in the Company's Net worth turning positive. Accordingly, the financial statements of the Indian subsidiary continue to be prepared on a going concern basis which is considered appropriate by the management of that Company.
- (b) The overseas subsidiary in USA has accumulated losses exceeding its share capital and has eroded its networth as at the end of the reporting period. The subsidiary has shown significant improvement in revenue and profits over the last 2 years. Though, the accumulated losses exceed its share capital as at the end of the reporting period, the improved operating performance is enabling the reduction of the accumulated losses and the subsidiary is heading towards a positive net worth . Though the subsidiary's liabilities exceed its total assets by ₹ 401.62 lakhs (As at 31st March 2023: ₹ 537.36 lakhs), a substantial portion of the liabilities is loan from the Holding company against which repayments to the tune of ₹ 343.28 lakhs (PY: ₹ 237.79 lakhs) have been made which reflects improvement of its cash flows. Thus, the subsidiary is able to sustain its operating requirements as well as partially repay the holding company loans. The Holding company is however renewing the loans on timely basis reflecting its resolve to support the subsidiary and grow the market. Further, the holding company is authorised by its Board to infuse further funds as and when required. Considering the above factors, the management is of the opinion that the going concern assumption in preparation of the financial statements of subsidiary is appropriate. Hence, considering the future prospects of the said subsidiary no provision for impairment in the carrying value of the investment in this subsidiary is considered necessary by the management of the company in the standalone financial statements.



**TD POWER SYSTEMS LIMITED****NOTES TO FINANCIAL RESULTS FOR THE QUARTER AND YEAR ENDED MARCH 31, 2024**

- (c) The required procedure for voluntary liquidation having been complied with the applicable law/regulation in Japan, TD Power System Japan Ltd, a wholly owned subsidiary of the Company, has been voluntarily liquidated and ceased to be in existence with effect from June 26, 2023 in terms of the closed registration certificate from the Tokyo Legal Affairs Bureau. JPY 9.93 lakhs (equivalent to ₹ 5.67 lakhs) being the value residual assets has been remitted to the Company towards repayment of Share Capital ( held as Investment in the Company). Since the Company has made provision for diminution in the value of investment during the quarter & financial year ended March 31, 2023, this repayment is reported under "Exceptional Items" in the standalone financial results and the remaining investment value of ₹ 116.77 lakh. has been written off during the year

The aforesaid liquidation will have no material impact on the financial results of the Company. Further the aforesaid wholly owned subsidiary is not a material subsidiary in terms of Securities And Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended.

- 7 (a) During the year ended 31st March 2023, the Company sold unutilised land measuring 4 acre and 31 Guntas situated at Pemmanahalli village, Sompura Hobli, Nelamangala Taluk, Bangalore Rural District ₹ 429.75 Lakhs . The net profit of ₹ 71.63 lakhs arising from the sale of said land after considering the carrying cost of land of ₹ 323.62 lakhs and the estimated cost of development of ₹ 34.50 lakhs, has been included under exceptional item. The formalities relating to execution and registration of the sale deed was completed during that quarter.
- (b) During the year ended 31st March 2023, the Indian Subsidiary has written back creditors and payables amounting to ₹ 62.78 lakhs (FY 2021-2022: ₹ 757.72 lakhs) due to liquidated damages against project supplies, counter claims in respect of performance guarantees and amount unclaimed, this has been included under the exceptional items in the consolidated financial statements.
- 8 The consolidated results for the year includes foreign exchange translation loss of ₹ 400.52 Lakhs from our foreign subsidiary-Turkey due to sharp depreciation of Turkish Lira (TL) vis a vis Indian Rupee (INR) from ₹ 4.30 as on 31st March 2023 to ₹ 2.58 as at 31st March 2024, i.e a drop of 40%.
- 9 The Board of Directors have recommended a final dividend of ₹ 0.60 (Previous Year: ₹ 0.50) per equity share of ₹ 2/- each for the financial year ended 31st March 2024 subject to the approval of the shareholders in the annual general meeting of the company.
- 10 At the Annual general Meeting( AGM) of the members of the Company held on September 27, 2022, the shareholders of the Company approved sub-division of the existing Equity Shares of the Company having face value of ₹10 each into 5 Equity Shares of ₹2 each on the date to be determined by the Board of Directors. Consequent changes to the Capital Clause of the Memorandum and Articles Of Association of the Company were also approved at the said AGM. Based on a record date set as November 1 2022, the required corporate action giving effect to the aforesaid sub division of the shares has been completed as of date. Accordingly, the Authorised & Paid up capital of the Company stands at ₹ 3,500.00 lakhs comprising of 17,50,00,000 Equity Shares of Rs 2/- each & ₹3,120.85 lakhs comprising of 15,60,42,635 equity shares of ₹2/-each respectively. As per the requirements of IND AS 33, the Earnings per share presented for all the periods in these results is after considering the said sub-division of equity shares.
- 11 The Karnataka Industrial Areas Development Board (KIADB) has on terms & conditions stated in its letter dated November 27, 2023 allotted 15.00 acres of land at Japanese Industrial Township, Vasanthanarasapura 3rd Phase Industrial Area, Tumkur, Karnataka to the Company for setting up a facility to manufacture "Electrical Generators, Motors, their sub-assemblies and Parts". The Company has received possession certificate for the said land on 30th January 2024 and entered into "Lease cum Sale Agreement" on 11th March 2024 for a period of 10 years. The lease cum sale agreement has been since registered on 17th May 2024.

**For TD Power Systems Limited**

**NIKHIL** Digitally signed  
by NIKHIL KUMAR  
**KUMAR** Date: 2024.05.23  
16:26:02 +05'30'

Place: Frankfurt

Date: 23rd May 2024

**Nikhil Kumar**  
**Managing Director**

May 23, 2024

The Corporate Service  
Department  
**BSE Limited**  
P J Towers, Dalal Street  
Mumbai – 400 001  
Scrip Code: **533553**

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

**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](mailto:tdps@tdps.co.in)  
[www.tdps.co.in](http://www.tdps.co.in)

Sirs,

**Sub: Declaration pursuant to Regulation 33(3)(d) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015**

I, M N Varalakshmi Chief Financial Officer of TD Power Systems Limited having its Registered Office at # 27, 28 & 29, KIADB Industrial Area, Dabaspet, Nelamangala Taluk, Bangalore, Karnataka - 562 111, India, hereby declare that, Varma & Varma (FRN 004532S) Statutory Auditors of the Company have issued Audit Reports with unmodified opinion on Annual Audited Financial Results of the Company (Standalone & Consolidated) for the year ended March 31, 2024.

Kindly take the above on record.

Thanking You,

For **TD Power Systems Limited**

**M N Varalakshmi**  
Chief Financial Officer

