

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

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www.tdps.co.in

Date: August 13, 2019

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: Disclosure under Regulation 30 and 44(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015(Listing Regulations) - Proceedings of AGM and Voting Results of 20th Annual General Meeting.

In terms of the Disclosure requirements of the Listing Regulations We submit the following:

1. Pursuant to Regulation 30 - The proceedings of the 20th Annual General Meeting (AGM) of the Company held on Monday, August 12, 2019 at 11.00 am (which concluded at 11.40 am) at Hotel le Meridien, No. 28, Sankey Road (opp. Bangalore Golf course), Bangalore 560 052.
2. Pursuant to Regulation 44(3) - The voting results of the business transacted at the AGM in the prescribed format and
3. The Consolidated Scrutinizer's report as per Companies Act, 2013.

The business at numbers 1 to 8 of the Notice of the AGM dated July 12, 2019 were passed with requisite majority at the said AGM.

Please take the same on record.

Thank 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 TWENTIETH ANNUAL GENERAL MEETING OF THE MEMBERS OF THE COMPANY HELD AT 11.00 AM ON MONDAY, AUGUST 12, 2019 AT HOTEL LE MERIDIEN, NO. 28, SANKEY ROAD (OPP BANGALORE GOLF COURSE), BANGALORE 560 052

The 20th Annual General Meeting (AGM) of TD Power Systems Limited (the Company) was held on Monday, August 12, 2019 at 11.00 AM at hotel Le Meridien, No. 28, Sankey Road (Opp Bangalore Golf Course), Bangalore 560 052.

Mr Mohib N. Khericha, Chairman of the Board of Directors, chaired the meeting. 80 members were present at the AGM out of which 2 were present through Authorised Representatives.

All the Directors of the Company including the Audit Committee Chairman and the Nomination committee Chairmen were present at the Meeting.

Mr Srinivas and Mr Aneesan, Partners, Varma & Varma Chartered Accountants, Statutory Auditors of the Company were present at the meeting.

The requisite quorum being present, the Chairman called the Meeting to order.

With the permission of the members present, the Notice dated July 12th, 2019 convening the 20th Annual General Meeting was taken as read.

The Chairman informed the Members that as the Chairman's speech has been circulated, any comments or questions would be taken up during Question & Answer time before the voting by poll is ordered.

The following items of business as set out in the Notice convening the 20th Annual General Meeting were taken up for the members' consideration and approval:

Ordinary business	
1	To Receive, consider and adopt the Audited Financial Statements of the Company (including consolidated financial statements) for the financial year ended March 31, 2019, together with the Reports of the Board of Directors and Auditors' thereon. The Chairman requested the Company Secretary to read the Auditors' Report.
2	To declare Dividend on Equity Shares.
3	To appoint a Director in place of Mr. Mohib N Khericha (DIN: 00010365) who retires by rotation and being eligible seeks re-appointment.



Special Business	
4	To ratify payment of remuneration to the Cost Auditors.
5	To approve TDPSL Equity Based Compensation Plan 2019
6	To approve grant of employee stock options to the employees of Subsidiary company(ies) of the Company under 'TDPSL Equity Based Compensation Plan 2019
7	Approval of secondary acquisition of shares through Trust route for the implementation of TDPSL Equity Based Compensation Plan 2019
8	Provision of money by the Company for purchase of its own shares by the Trust for the benefit of employees under TDPSL Equity Based Compensation Plan 2019.

The Chairman informed the members that the remote e-voting facility provided by the Company commenced on Friday August 9, 2019 (9:00 AM IST) and concluded on Sunday, August 11, 2019 (5:00 PM IST). The Chairman also informed that, the members who have not casted vote(s) through remote e voting can cast their votes at the AGM using the poll in respect of all the resolutions contained in the AGM Notice.

The Chairman then invited members present in person to ask questions and offer comments, if any, on the Annual Report or in respect of the notice of the Annual General Meeting. Shareholders' sought clarifications/details on operations of the Company, export markets and domestic market for company's products, raw material cost, new customers, subsidiary performance, CSR,R&D, Capital investments made and revenue generated, working capital levels, receivables etc. At the request of the Chairman, Mr Nikhil Kumar - Managing Director, Ms Varalakshmi - CFO and Mr N Srivatsa - Company secretary provided clarifications/ answers to the queries raised by the shareholders.

The Chairman appointed Mr. Sudhir V. Hulyalkar, Company Secretary in Practice as Scrutinizer for the Poll and ordered a poll in respect of all subjects/ resolutions contained in the Notice which was also summarised in Ballot papers

The Chairman requested Mr. Sudhir V. Hulyalkar, Scrutinizer appointed for the Poll to lock and seal the polling box in the presence of Members and Proxies. The Scrutinizer locked and sealed the empty ballot boxes in the presence of the Members present in person and Proxies.

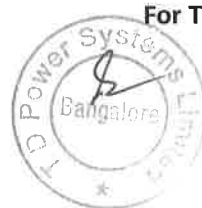
The Chairman then ordered poll in respect of all resolutions contained in the Notice.

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 and Link Intime India Private Limited, the agency that provided e voting facility.

The Chairman thanked the members for their participation and announced that the proceedings of the meeting will close after the Shareholders & Proxy holders present at the meeting have cast their votes in the poll.

Date: August 13, 2019

Place: Bangalore



For TD Power Systems Limited

N Srivatsa
N Srivatsa
Company Secretary

[Home](#)[Validate](#)[Import XML](#)

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)	12-08-2019
Start time of the meeting	11:00 AM
End time of the meeting	11:40 AM

[Prev](#)[Next](#)

Home

Validate

Scrutinizer Details

Name of the Scrutinizer	MR.SUDHIR V HULYALKAR
Firms Name	IR V HULYALKAR, COMPANY SECRETARY
Qualification	CS
Membership Number	CP NO.6137
Date of Board Meeting in which appointed	12-07-2019
Date of Issuance of Report to the company	12-08-2019

Prev

Next



Home

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Voting results	
Record date	02-08-2019
Total number of shareholders on record date	8327
No. of shareholders present in the meeting either in person or through proxy	
a) Promoters and Promoter group	5
b) Public	75
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	8
Disclosure of notes on voting results	Add Notes

Prev



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, 2019, together with the Report of the Directors and Auditors thereon						
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		10091645	55.7759	10091645	0	100.0000	0.0000
	Poll	18093213	4638664	25.6376	4638664	0	100.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	Total	18093213	14730309	81.4135	14730309	0	100.0000	0.0000
Public- Institutions	E-Voting		3353409	52.6327	3353409	0	100.0000	0.0000
	Poll	6371345	0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	Total	6371345	3353409	52.6327	3353409	0	100.0000	0.0000
Public- Non Institutions	E-Voting		850	0.0131	850	0	100.0000	0.0000
	Poll	6468856	134973	2.0865	134973	0	100.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	Total	6468856	135823	2.0996	135823	0	100.0000	0.0000
	Total	30933414	18219541	58.8992	18219541	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	
Public Institutions	
Public - Non Institutions	20785



Resolution (2)									
Resolution required: (Ordinary / Special)					Ordinary				
Whether promoter/promoter group are interested in the agenda/resolution?					No				
To declare Dividend on Equity Shares.									
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		10091645	55.7759	10091645	0	100.0000	0.0000	
	Poll	18093213	4638664	25.6376	4638664	0	100.0000	0.0000	
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0	
	Total	18093213	14730309	81.4135	14730309	0	100.0000	0.0000	
Public- Institutions	E-Voting		3353409	52.6327	3353409	0	100.0000	0.0000	
	Poll	6371345	0	0.0000	0	0	0	0	
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0	
	Total	6371345	3353409	52.6327	3353409	0	100.0000	0.0000	
Public- Non Institutions	E-Voting		850	0.0131	850	0	100.0000	0.0000	
	Poll	6468856	134972	2.0865	134972	0	100.0000	0.0000	
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0	
	Total	6468856	135822	2.0996	135822	0	100.0000	0.0000	
	Total	30933414	18219540	58.8992	18219540	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	
Public Institutions	
Public - Non Institutions	20785



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	% 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		10091645	55.7759	10091645	0	100.0000	0.0000	
	Poll	18093213	4638664	25.6376	4638664	0	100.0000	0.0000	
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0	
	Total	18093213	14730309	81.4135	14730309	0	100.0000	0.0000	
Public- Institutions	E-Voting		3353409	52.6327	3353409	0	100.0000	0.0000	
	Poll	6371345	0	0.0000	0	0	0	0	
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0	
	Total	6371345	3353409	52.6327	3353409	0	100.0000	0.0000	
Public- Non Institutions	E-Voting		850	0.0131	850	0	100.0000	0.0000	
	Poll	6468856	134897	2.0853	134897	0	100.0000	0.0000	
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0	
	Total	6468856	135747	2.0985	135747	0	100.0000	0.0000	
Total		30933414	18219465	58.8990	18219465	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	
Public Institutions	
Public - Non Institutions	20785

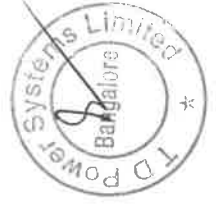


Resolution (4)

Resolution required: (Ordinary / Special)		Ordinary						
Whether promoter/promoter group are interested in the agenda/resolution?		No						
Description of resolution considered		To Ratify payment of remuneration to the Cost Auditors.						
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
Promoter and Promoter Group	E-Voting		(2) 10091645	(3)=[(2)/(1)]*100 55.7759	(4) 10091645	(5) 0	(6)=[(4)/(2)]*100 100.0000	(7)=[(5)/(2)]*100 0.0000
	Poll	18093213	4638664	25.6376	4638664	0	100.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	Total	18093213	14730309	81.4135	14730309	0	100.0000	0.0000
Public- Institutions	E-Voting		3353409	52.6327	3353409	0	100.0000	0.0000
	Poll	6371345	0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
Total		6371345	3353409	52.6327	3353409	0	100.0000	0.0000
Public- Non Institutions	E-Voting		850	0.0131	750	100	88.2353	11.7647
	Poll	6468856	134897	2.0853	134897	0	100.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
Total		6468856	135747	2.0985	135647	100	99.9263	0.0737
Total		30933414	18219465	58.8990	18219365	100	99.9995	0.0005
		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	
Public Institutions	
Public - Non Institutions	20785



Resolution (5)

Resolution required: (Ordinary / Special)		Special						
Whether promoter/promoter group are interested in the agenda/resolution?		No						
To Approve TDPSL Equity Based Compensation Plan 2019.								
Description of resolution considered								
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		10091645	55.7759	10091645	0	100.0000	0.0000
	Poll	18093213	4638664	25.6376	4638664	0	100.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	Total	18093213	14730309	81.4135	14730309	0	100.0000	0.0000
Public- Institutions	E-Voting		3353409	52.6327	3353409	0	100.0000	0.0000
	Poll	6371345	0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	Total	6371345	3353409	52.6327	3353409	0	100.0000	0.0000
Public- Non Institutions	E-Voting		850	0.0131	850	0	100.0000	0.0000
	Poll	6468856	134897	2.0853	134897	0	100.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	Total	6468856	135747	2.0985	135747	0	100.0000	0.0000
Total		30933414	18219465	58.8990	18219465	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	
Public Institutions	
Public - Non Institutions	20785



Resolution (6)

Resolution required: (Ordinary / Special)		Special						
Whether promoter/promoter group are interested in the agenda/resolution?		No						
Description of resolution considered								
To approve grand of employee stock options to the employees of Subsidiary company(ies) of the Company under 'TDPSL Equity Based Compensation Plan 2019.								
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)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting		10091645	55.7759	10091645	0	100.0000	0.0000
	Poll	18093213	4638664	25.6376	4638664	0	100.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	Total	18093213	14730309	81.4135	14730309	0	100.0000	0.0000
Public- Institutions	E-Voting		3353409	52.6327	3353409	0	100.0000	0.0000
	Poll	6371345	0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
Total	6371345	3353409	52.6327	52.6327	3353409	0	100.0000	0.0000
Public- Non Institutions	E-Voting		850	0.0131	850	0	100.0000	0.0000
	Poll	6468856	134897	2.0853	134897	0	100.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
Total	6468856	135747	2.0985	2.0985	135747	0	100.0000	0.0000
Total		30933414	18219465	58.8990	18219465	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	
Public Institutions	
Public - Non Institutions	20785



Resolution (7)

Resolution required: (Ordinary / Special)		Special						
Whether promoter/promoter group are interested in the agenda/resolution?		No						
Description of resolution considered								
Approval of Secondary acquisition of shares through Trust route for implementation of TDPSL Equity Basted Compesation Plan 2019.								
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		10091645	55.7759	10091645	0	100.0000	0.0000
	Poll	18093213	4638664	25.6376	4638664	0	100.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	Total	18093213	14730309	81.4135	14730309	0	100.0000	0.0000
Public- Institutions	E-Voting		3353409	52.6327	3353409	0	100.0000	0.0000
	Poll	6371345	0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	Total	6371345	3353409	52.6327	3353409	0	100.0000	0.0000
Public- Non Institutions	E-Voting		850	0.0131	850	0	100.0000	0.0000
	Poll	6468856	134897	2.0853	134897	0	100.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	Total	6468856	135747	2.0985	135747	0	100.0000	0.0000
Total		30933414	18219465	58.8990	18219465	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	
Public Institutions	
Public - Non Institutions	20785



Resolution (8)

Resolution required: (Ordinary / Special)		Special						
Whether promoter/promoter group are interested in the agenda/resolution?		No						
Description of resolution considered								
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		10091645	55.7759	10091645	0	100.0000	0.0000
	Poll	18093213	4638664	25.6376	4638664	0	100.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	Total	18093213	14730309	81.4135	14730309	0	100.0000	0.0000
Public- Institutions	E-Voting		3353409	52.6327	3353409	0	100.0000	0.0000
	Poll	6371345	0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	Total	6371345	3353409	52.6327	3353409	0	100.0000	0.0000
Public- Non Institutions	E-Voting		850	0.0131	850	0	100.0000	0.0000
	Poll	6468856	134897	2.0853	134897	0	100.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	Total	6468856	135747	2.0985	135747	0	100.0000	0.0000
	Total	30933414	18219465	58.8990	18219465	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	
Public Institutions	
Public - Non Institutions	20785





Sudhir V Hulyalkar
Company Secretary

To,

Date: 12/08/2019

The Chairman,
Twentieth Annual General Meeting of the Members of
TD Power Systems Limited
(CIN- L31103KA1999PLC025071)
Regd. Office: No. 27, 28 & 29, KIADB Industrial Area,
Dabaspet, Nelamangala Taluk,
Bengaluru – 562 111

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 voting at the venue of Twentieth Annual General Meeting of **TD Power Systems Limited** held on Monday, August 12, 2019 at 11.00 A.M. at Hotel Le Meridien, No. 28, Sankey Road (Opp. Bangalore Golf Course), Bangalore 560 052.

I, Sudhir V Hulyalkar, Company Secretary in Practice, appointed as the Scrutinizer by the Board of Directors of **TD Power Systems Limited**, 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 remote e-voting process and voting by ballot at the Meeting in respect of the below mentioned resolutions placed before the shareholders at the Twentieth Annual General Meeting of **TD Power Systems Limited** held on Monday, August 12, 2019 at 11.00 A.M., at Hotel Le Meridien, No.28, Sankey Road (Opp. Bangalore Golf Course), Bangalore 560 052 submit my report as under:

1. The Notice dated July 12, 2019 along with statement setting out material facts under Section 102 of the Act were sent to the shareholders in respect of the below mentioned resolutions placed at the Twentieth Annual General Meeting of the Company.
2. The Company had availed the e-voting facility offered by the Link In Time India Private Limited (LIPL) for conducting remote e-voting by the Shareholders of the Company.

1

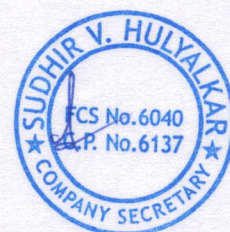
Sudhir Vishnupant Hulyalkar
Company Secretaries



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 the cut-off date of August 2, 2019 were entitled to vote through remote e- voting on the resolutions as contained in the Notice of the Twentieth Annual General Meeting.
4. The voting period for remote e-voting commenced on Friday, August 9, 2019 (9:00 AM IST) and ended on Sunday, August 11, 2019 (5:00 PM IST) and the LIPL e-voting platform was blocked thereafter.
5. The Company has also provided voting facility by ballot to the shareholders present at the Twentieth Annual General Meeting, who did not cast their vote earlier through remote e-voting facility.
6. After the time fixed for the voting at meeting by the Chairman, one ballot box kept for polling was locked in my presence.
7. Upon conclusion of voting at meeting, the locked ballot boxes were opened by me in the presence of two witnesses who are not in the employment of the Company and poll papers were diligently scrutinized by me. The poll papers were reconciled with the records maintained by the Company/ Registrar and Transfer Agents of the Company and the authorizations/ proxies lodged with the Company.
8. Thereafter the votes cast through remote e-voting were unblocked by me in the presence of two witnesses who are not in the employment of the Company. The votes tendered therein were reviewed and scrutinized by me based on the data downloaded from LIPL e-voting system.
9. In the case of voting at meeting, seven ballot papers with signature mismatch and those which were blank were considered as invalid and in the case of remote e-voting, there were no invalid votes.

I now submit my consolidated Report on the result of the remote e-voting and voting at 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, 2019 together with the Reports of the Board of Directors and Auditors' thereon.

(i) Voted in favor of the resolution:

Number of Members voted	Number of votes cast by them	% of total number of valid votes cast
58	1,82,19,541	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
7	20,785

Resolution 2: Ordinary Resolution:

To declare dividend on Equity Shares

(i) Voted in favor of the resolution:

Number of Members voted	Number of votes cast by them	% of total number of valid votes cast
57	1,82,19,540	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
7	20,785

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 favor of the resolution:

Number of Members voted	Number of votes cast by them	% of total number of valid votes cast
56	1,82,19,465	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
7	20,785



Resolution 4: Ordinary Resolution:

To ratify remuneration payable to the Cost Auditors.

(i) Voted in favor of the resolution:

Number of Members voted	Number of votes cast by them	% of total number of valid votes cast
55	1,82,19,365	100%

(ii) Voted against the resolution:

Number of Members voted	Number of votes cast by them	% of total number of valid votes cast
1	100	0%

(iii) Invalid votes:

Number of members whose votes were declared invalid	Number of votes cast by them
7	20,785

Resolution 5: Special Resolution:

To approve TDPSL Equity Based Compensation Plan 2019.

(i) Voted in favour of the resolution:

Number of Members voted	Number of votes cast by them	% of total number of valid votes cast
56	1,82,19,465	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
7	20,785

Resolution 6: Special Resolution:

To approve grant of Employee Stock Options to the employees of Subsidiary Company (ies) of the Company under 'TDP SL Equity Based Compensation Plan 2019'

(i) Voted in favor of the resolution:

Number of Members voted	Number of votes cast by them	% of total number of valid votes cast
56	1,82,19,465	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
7	20,785



Resolution 7: Special Resolution:

Approval of Secondary acquisition of shares through Trust route for the implementation of 'TDPSL Equity Based Compensation Plan 2019'

(i) Voted in favor of the resolution:

Number of Members voted	Number of votes cast by them	% of total number of valid votes cast
56	1,82,19,465	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
7	20,785

Resolution 8: Special Resolution:

Provision of money by the Company for purchase of its own shares by the Trust for the benefit of employees under 'TDPSL Equity Based Compensation Plan 2019'.

(i) Voted in favor of the resolution:

Number of Members voted	Number of votes cast by them	% of total number of valid votes cast
56	1,82,19,465	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%

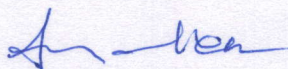
(iii) Invalid votes:

Number of members whose votes were declared invalid	Number of votes cast by them
7	20,785

10. The registers and all other papers relating to voting by electronic means and ballot papers shall remain in my custody until the Chairman considers, approves and signs the minutes and thereafter the same shall be handed over to the Company Secretary / Director authorized by the Board for safe keeping.

Thanking You

Yours faithfully



Sudhir V Hulyalkar

Company Secretary in Practice

FCS: 6040 CP No.: 6137

(Scrutinizer)

