

August 14, 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 7734439 / 2299 5718
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www.tdps.co.in

Dear Sir/Madam,

SUB: VOTING RESULTS & SCRUTINIZER’S REPORT OF 25TH ANNUAL GENERAL MEETING (‘AGM’).

The 25th AGM of the Company was held on August 13, 2024, through Video Conferencing (“VC”) / Other Audio-Visual (“OAVM”) means, and business(s) mentioned in the Notice dated May 23 ,2024, was transacted.

In this regard, please find enclosed the following:

1. Voting results as required under Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.
2. Scrutinizer’s report dated August 13,2024.

Further, we are pleased to announce that all the resolutions as set out in the Notice have been passed by the shareholders with the requisite majority.

The Voting Results, along with the Scrutinizer’s Report, will be displayed on the Company’s website at <https://www.tdps.co.in/investor-relations/corporate-governance>.

Kindly take note of the above on your records.

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

Bharat Rajwani
Company Secretary & Compliance Officer

Encl:A/a

REPORT OF SCRUTINIZER

To

Date: 13/08/2024

The Chairman,
25th Annual General Meeting of the equity shareholders of
TD Power Systems Limited
(CIN- L31103KA1999PLC025071)
Regd. Office- # 27, 28 & 29, KIADB Industrial Area, Dabaspet,
Nelamangala Taluk, Bangalore, Karnataka-562111

Dear Sir,

Sub: Consolidated Scrutinizer's Report on remote e-voting conducted pursuant to the provisions of Section 108 of the Companies Act, 2013 read with the Rule 20 of the Companies (Management & Administration) Rules, 2014 and e-voting conducted during 25th Annual General Meeting of the TD Power Systems Limited held on Tuesday, August 13, 2024 at 2:00 PM through Video Conferencing ('VC') / Other Audio-Visual Means ('OAVM').

I, Sudhir Vishnupant Hulyalkar, Company Secretary in Practice, appointed as the Scrutinizer by the Board of Directors of the TD Power Systems Limited (the Company), pursuant to Section 108 of the Companies Act, 2013 ("the Act") read with Rule 20 of the Companies (Management and Administration) Rules, 2014 to conduct the voting by electronic means (e-voting) both remote e-voting and e-voting during meeting in respect of the below mentioned resolutions placed before the shareholders at the 25th Annual General Meeting (AGM) of the TD Power Systems Limited held on Tuesday, August 13, 2024 at 2:00 PM through VC or OAVM:

1. The notices of 25th Annual General Meeting of the Company dated May 23, 2024 were sent to the shareholders in respect of the below mentioned resolutions placed at the AGM, were in compliance with the provisions of the Companies Act 2013 and Rules made thereunder and also read with the relaxations as notified by the circulars issued by the Ministry of corporate Affairs from time to time and latest circular being General Circular No. 09/2023 dated September 25, 2023 and similar circular issued by Securities and Exchange Board of India, latest being Circular No. SEBI/HO/CFD/CFD-PoD-2/P/CIR/2023/167 dated October 7, 2023 (hereinafter collectively referred to as 'Circulars') for holding the annual general meeting through VC/OAVM, without physical presence of Members at a common venue.



Sudhir Vishnupant Hulyalkar
Company Secretaries

27/1, 4th Floor, Prabhas Complex, S. Kariyappa Road, Basavanagudi, Bangalore - 560004
Telephone: 080-41123587, Mobile: 9844266159, Email: sudhir.compsec@gmail.com, cssudhirvh@gmail.com

2. The Company had availed the e-voting facility offered by the Central Depository Services (India) Limited (CDSL) for providing remote e-voting and e-voting during the AGM to the Shareholders.
3. The shareholders of the Company holding shares as on August 6, 2024 (cut-off date) were entitled to vote on the resolutions as contained in the Notice of the AGM.
4. The voting period for remote e-voting commenced on Friday, August 9, 2024 at 9:00 AM (IST) and ended on Monday, August 12, 2023 at 5:00 PM (IST) and the CDSL e-voting platform was blocked thereafter.
5. The Company had also provided e-voting facility to the shareholders present at the AGM, through VC or OAVM who did not cast their vote earlier through remote e-voting facility, in accordance with above mentioned MCA Circulars and provisions of the Act.
6. Immediately after conclusion of facility of e-voting time provided by the company, in terms of above circulars, at the AGM, finalisation of voting set-up and unblocking of e-voting was made in the presence of two witnesses not in the employment of the company. The details or the data of votes casted through e-voting during the AGM and votes casted through remote e-voting were downloaded from the CDSL e-voting system.
7. I have scrutinized and reviewed the remote e-voting and e-voting at the AGM and votes casted therein based on the data downloaded from the CDSL e-voting system and also with the records maintained by the company's Registrars and Transfer Agents.
8. The votes casted by one corporate shareholder without submission of proper authorization as per instructions mentioned in the Notice of AGM and as required to be submitted under the provisions of the Companies Act, 2013 are considered invalid.

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



Resolution 1: Ordinary Resolution:

To receive, consider and adopt the Audited Financial Statements of the Company (including consolidated financial statements) for the financial year ended March 31, 2024, together with the Reports of the Board of Directors and Auditors' thereon.

(i) Voted in favour of the resolution:

Number of Members voted	Number of votes cast by them	% of total number of valid votes cast
221	11,36,91,861	100%

(ii) Voted against the resolution:

Number of Members voted	Number of votes cast by them	% of total number of valid votes cast
4	122	0%

(iii) Invalid votes:

Number of members whose votes were declared invalid	Number of votes cast by them
1	2,76,382

Resolution 2: Ordinary Resolution:

To confirm the payment of Interim Dividend (₹ 0.50 per share) and declare final dividend (₹ 0.60 per share) for the financial year ended March 31, 2024.

(i) Voted in favour of the resolution:

Number of Members voted	Number of votes cast by them	% of total number of valid votes cast
222	11,36,91,911	100%



(ii) Voted against the resolution:

Number of Members voted	Number of votes cast by them	% of total number of valid votes cast
3	72	0%

(iii) Invalid votes:

Number of members whose votes were declared invalid	Number of votes cast by them
1	2,76,382

Resolution 3: Ordinary Resolution:

To appoint a Director in place of Ms. S. Prabhamani (DIN: 09695003) who retires by rotation and being eligible seeks re-appointment.

(i) Voted in favour of the resolution:

Number of Members voted	Number of votes cast by them	% of total number of valid votes cast
218	11,33,02,217	99.66%

(ii) Voted against the resolution:

Number of Members voted	Number of votes cast by them	% of total number of valid votes cast
11	3,89,766	0.34%

(iii) Invalid votes:

Number of members whose votes were declared invalid	Number of votes cast by them
1	2,76,382



Resolution 4: Ordinary Resolution:

Ratification of remuneration payable to M/s. Rao, Murthy & Associates, Cost Auditors, for the financial year 2024-25

(i) Voted in favour of the resolution:

Number of Members voted	Number of votes cast by them	% of total number of valid votes cast
220	11,36,91,871	100%

(ii) Voted against the resolution:

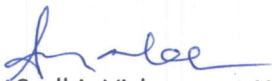
Number of Members voted	Number of votes cast by them	% of total number of valid votes cast
5	112	0%

(iii) Invalid votes:

Number of members whose votes were declared invalid	Number of votes cast by them
1	2,76,382

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

Thanking You
Yours faithfully



Sudhir Vishnupant Hulyalkar
Company Secretary in Practice
FCS: 6040 CP No.: 6137
(Scrutinizer)
PR: 607/2019
UDIN: F006040F000969816



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General information about company

Scrip code	533553
NSE Symbol	TDPOWERSYS
MSEI Symbol	NOTLISTED
ISIN	INE419M01027
Name of the company	TD POWER SYSTEMS LIMITED
Type of meeting	AGM
Date of the meeting / last day of receipt of postal ballot forms (in case of Postal Ballot)	13-08-2024
Start time of the meeting	2:00 PM
End time of the meeting	2:30 PM

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Scrutinizer Details

Name of the Scrutinizer	Sudhir Vishnupant Hulyalkar
Firms Name	Sudhir
Qualification	CS
Membership Number	6040
Date of Board Meeting in which appointed	23-05-2024
Date of Issuance of Report to the company	13-08-2024

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Voting results	
Record date	06-08-2024
Total number of shareholders on record date	89065
No. of shareholders present in the meeting either in person or through proxy	
a) Promoters and Promoter group	0
b) Public	0
No. of shareholders attended the meeting through video conferencing	
a) Promoters and Promoter group	3
b) Public	48
No. of resolution passed in the meeting	4
Disclosure of notes on voting results	Add Notes

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Resolution (1)								
Resolution required: (Ordinary / Special)				Ordinary				
Whether promoter/promoter group are interested in the agenda/resolution?				No				
Description of resolution considered				To receive, consider and adopt the Audited Financial Statements of the Company (including consolidated financial statements) for the financial				
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	53517561	53272031	99.5412	53272031	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	Total		53517561	53272031	99.5412	53272031	0	100.0000
Public-Institutions	E-Voting	71677431	56846286	79.3085	56846286	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	Total		71677431	56846286	79.3085	56846286	0	100.0000
Public- Non Institutions	E-Voting	30988620	3850048	12.4241	3849926	122	99.9968	0.0032
	Poll		0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	Total		30988620	3850048	12.4241	3849926	122	99.9968
Total		156183612	113968365	72.9708	113968243	122	99.9999	0.0001
Whether resolution is Pass or Not.							Yes	
Disclosure of notes on resolution							Add Notes	

* this fields are optional

Details of Invalid Votes	
Category	No. of Votes
Promoter and Promoter Group	0
Public Insitutions	276382
Public - Non Insitutions	0

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Resolution (2)								
Resolution required: (Ordinary / Special)				Ordinary				
Whether promoter/promoter group are interested in the agenda/resolution?				No				
Description of resolution considered				To confirm the payment of interim Dividend (` 0.50 per share) and declare final dividend (` 0.60 per share) for the financial year ended				
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	53517561	53272031	99.5412	53272031	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	Total		53517561	53272031	99.5412	53272031	0	100.0000
Public-Institutions	E-Voting	71677431	56846286	79.3085	56846286	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	Total		71677431	56846286	79.3085	56846286	0	100.0000
Public- Non Institutions	E-Voting	30988620	3850048	12.4241	3849976	72	99.9981	0.0019
	Poll		0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	Total		30988620	3850048	12.4241	3849976	72	99.9981
Total		156183612	113968365	72.9708	113968293	72	99.9999	0.0001
Whether resolution is Pass or Not.							Yes	
Disclosure of notes on resolution							Add Notes	

* this fields are optional

Details of Invalid Votes	
Category	No. of Votes
Promoter and Promoter Group	0
Public Insitutions	276382
Public - Non Insitutions	0

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Resolution (3)								
Resolution required: (Ordinary / Special)				Ordinary				
Whether promoter/promoter group are interested in the agenda/resolution?				No				
Description of resolution considered				To appoint a Director in place of Mr. S. Praonamani (DIN: 09695003) 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	53517561	53272031	99.5412	53272031	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	Total		53517561	53272031	99.5412	53272031	0	100.0000
Public-Institutions	E-Voting	71677431	56846286	79.3085	56456647	389639	99.3146	0.6854
	Poll		0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	Total		71677431	56846286	79.3085	56456647	389639	99.3146
Public- Non Institutions	E-Voting	30988620	3850048	12.4241	3849921	127	99.9967	0.0033
	Poll		0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	Total		30988620	3850048	12.4241	3849921	127	99.9967
Total		156183612	113968365	72.9708	113578599	389766	99.6580	0.3420
Whether resolution is Pass or Not.							Yes	
Disclosure of notes on resolution							Add Notes	

* this fields are optional

Details of Invalid Votes	
Category	No. of Votes
Promoter and Promoter Group	0
Public Insitutions	276382
Public - Non Insitutions	0

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Resolution (4)								
Resolution required: (Ordinary / Special)				Ordinary				
Whether promoter/promoter group are interested in the agenda/resolution?				No				
Description of resolution considered				Ratification or remuneration payable to M/s. Rao, Murthy & Associates, Cost Auditors, for the financial year 2024-25.				
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	53517561	53272031	99.5412	53272031	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	Total		53517561	53272031	99.5412	53272031	0	100.0000
Public-Institutions	E-Voting	71677431	56846286	79.3085	56846286	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	Total		71677431	56846286	79.3085	56846286	0	100.0000
Public- Non Institutions	E-Voting	30988620	3850048	12.4241	3849936	112	99.9971	0.0029
	Poll		0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	Total		30988620	3850048	12.4241	3849936	112	99.9971
Total		156183612	113968365	72.9708	113968253	112	99.9999	0.0001
Whether resolution is Pass or Not.							Yes	
Disclosure of notes on resolution							Add Notes	

* this fields are optional

Details of Invalid Votes	
Category	No. of Votes
Promoter and Promoter Group	0
Public Insitutions	276382
Public - Non Insitutions	0