

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

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Date: September 25, 2020

The Corporate Service
Department
BSE Limited
P J Towers, Dalal Street
Mumbai – 400 001

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

Dear Sirs,

SUB: PROCEEDINGS OF THE 21ST ANNUAL GENERAL MEETING.

Pursuant to disclosure under Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 we enclose, proceedings of the 21st Annual General Meeting (AGM) of the Company held on September 25, 2020 at 11:30 A.M. through Video Conferencing (“VC”) / Other Audio Visual Means (“OAVM”).

Kindly take note of the above on your records.

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



N Srivatsa
Company Secretary



TD POWER SYSTEMS LIMITED

Registered Office:

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

PROCEEDINGS OF THE TWENTY-FIRST ANNUAL GENERAL MEETING OF THE MEMBERS OF THE COMPANY HELD AT 11.30 A.M. ON FRIDAY, SEPTEMBER 25, 2020 THROUGH VIDEO CONFERENCING (“VC”) / OTHER AUDIO-VISUAL MEANS (“OAVM”).

The 21st Annual General Meeting (AGM) of TD Power Systems Limited (the Company) was held on Friday, September 25, 2020 at 11.30 A.M. through Video Conferencing (“VC”) / Other Audio-Visual Means (“OAVM”) in conformity with the regulatory provisions and Circulars issued by the Ministry of Corporate Affairs, Government of India.

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

The Chairman thereafter introduced the Directors. All the Directors of the Company including Mr. Nikhil Kumar Managing Director, the Chairmen of Audit Committee, Nomination and Remuneration committee and Stakeholder Relationship Committee were present at the Meeting.

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

The business before the meeting was taken up as quorum was present at the beginning and throughout the Meeting. 48 members attended and participated in the Meeting.

The Chairman mentioned that, since this AGM is being held electronically, the Company had taken necessary steps to ensure that the Members were able to attend and vote at the Meeting through electronic mode in a seamless

manner. The requirement of physical attendance of the members has been dispensed with. He also informed that the statutory registers as required under the Companies Act, 2013 have been made available electronically for inspection by the shareholders during the AGM at Central Depository Services (India) Limited (CDSL) e-voting platform.

Then Chairman delivered his speech.

Since the notice of the meeting had already been circulated in advance to the members, it was taken as read. N Srivatsa, Company Secretary stated that, the reports of the statutory auditor and secretarial auditor does not contain any qualifications, the same are also taken as read.

The following items of business as set out in the Notice convening the 21th Annual General Meeting were taken up for the members' consideration and approval:

Ordinary business	
1	<p>To receive, consider and adopt the Audited Financial Statements of the Company (including consolidated financial statements) for the financial year ended March 31, 2020, together with the Reports of the Board of Directors and Auditors' thereon.</p> <p>The Chairman noted at the meeting that, a correction in annexure 11 to the Directors report- by oversight the number of ESAR's granted to one of the allottees is erroneously appearing as 23,675 ESAR'S whereas it should have been 11,838 ESAR's which will be less than 5% of total ESAR's granted. Consequently, the grantees name should not be appearing therein. The said Annexure is to be considered with the above revision.</p>
2	<p>To confirm the payment of Interim Dividend (Rs.1.50 per share) and declare final dividend (Rs.0.75 per share) for the financial year ended March 31, 2020.</p>
3	<p>To appoint a Director in place of Mr. K G Prabhakar (DIN: 07187463) who retires by rotation and being eligible seeks re-appointment.</p>

Special Business

4	To ratify remuneration payable to the Cost Auditors for the financial year 2020-21.
5	To Approve payment of remuneration to the Managing Director of the Company.
6	To re-appoint Managing Director of the Company for a further term of five years.

The Chairman gave opportunity to the Members who had registered themselves as Speakers to ask questions or seek clarifications on the Agenda items. Thereafter, Mr. Nikhil Kumar, Managing Director responded to the queries raised/clarifications sought by the Members who spoke at the Meeting.

The remote e-voting facility provided by the Company commenced on Tuesday September 22, 2020 (9:00 A.M. IST) and concluded on Thursday, September 24, 2020 (5:00 P.M. IST). E-voting facility was provided during the Meeting to those Members who had not cast their votes through remote e-voting. in respect of all the resolutions contained in the AGM Notice.

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

The Chairman thanked the members for attending and participating in the AGM.

The Meeting concluded at 12.03 P.M.

Date: September 25, 2020
Place: Bangalore

For TD Power Systems Limited



N Srivatsa
Company Secretary