

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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August 10, 2023

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: SUBMISSION OF VOTING RESULTS AND CONSOLIDATED SCRUTINIZER’S REPORT FOR THE 24th ANNUAL GENERAL MEETING OF THE COMPANY

Pursuant to the requirements of Regulation 44(3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, enclose is details of the voting results of the 24th Annual General Meeting of the Company held on 09 August 2023 along with the Scrutinizer’s Report.

Kindly take the above on your records.

Thanking you,
For TD Power Systems Limited

Bharat Rajwani
Company Secretary

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General information about company

Scrip code	533553
NSE Symbol	TDPOWERSYS
MSEI Symbol	NA
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)	09-08-2023
Start time of the meeting	2:05 PM
End time of the meeting	2:40 PM

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Scrutinizer Details

Name of the Scrutinizer	SUDHIR V HULYALKAR
Firms Name	IR V HULYALKAR, COMPANY SECRETARY
Qualification	CS
Membership Number	CP NO.6137
Date of Board Meeting in which appointed	12-07-2023
Date of Issuance of Report to the company	09-08-2023

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Voting results	
Record date	02-08-2023
Total number of shareholders on record date	41818
No. of shareholders present in the meeting either in person or through proxy	
a) Promoters and Promoter group	4
b) Public	49
No. of shareholders attended the meeting through video conferencing	
a) Promoters and Promoter group	4
b) Public	49
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				1. To receive, consider and adopt the Audited Financial Statements of the Company (including consolidated financial statements) for the financial year ended March 31, 2023, together with the Reports of the Board of 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	45611501	45611501	100.0000	45611501	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		45611501	45611501	100.0000	45611501	0	100.0000
Public- Institutions	E-Voting	68598708	56701765	82.6572	56701765	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		68598708	56701765	82.6572	56701765	0	100.0000
Public- Non Institutions	E-Voting	41959892	14107924	33.6224	14107788	136	99.9990	0.0010
	Poll		0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	Total		41959892	14107924	33.6224	14107788	136	99.9990
Total		156170101	116421190	74.5477	116421054	136	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	3220000
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				2. To confirm the payment of Interim Dividend (₹ 0.50 per share) and declare final dividend (₹ 0.50. per share) for the financial year ended March 31, 2023				
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	45611501	45611501	100.0000	45611501	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		45611501	45611501	100.0000	45611501	0	100.0000
Public- Institutions	E-Voting	68598708	56913858	82.9664	56913858	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		68598708	56913858	82.9664	56913858	0	100.0000
Public- Non Institutions	E-Voting	41959892	14107924	33.6224	14107823	101	99.9993	0.0007
	Poll		0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	Total		41959892	14107924	33.6224	14107823	101	99.9993
Total		156170101	116633283	74.6835	116633182	101	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	3220000
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?				Yes				
Description of resolution considered				3. 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	45611501	45611501	100.0000	45611501	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		45611501	45611501	100.0000	45611501	0	100.0000
Public- Institutions	E-Voting	68598708	56913858	82.9664	49406765	7507093	86.8097	13.1903
	Poll		0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	Total		68598708	56913858	82.9664	49406765	7507093	86.8097
Public- Non Institutions	E-Voting	41959892	14107904	33.6224	14107570	334	99.9976	0.0024
	Poll		0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	Total		41959892	14107904	33.6224	14107570	334	99.9976
Total		156170101	116633263	74.6835	109125836	7507427	93.5632	6.4368
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	3220000
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				4. Ratification of remuneration payable to M/s. Rao, Murthy & Associates, Cost Auditors, for the financial year 2023-24				
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	45611501	45611501	100.0000	45611501	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		45611501	45611501	100.0000	45611501	0	100.0000
Public- Institutions	E-Voting	68598708	56913858	82.9664	56913858	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		68598708	56913858	82.9664	56913858	0	100.0000
Public- Non Institutions	E-Voting	41959892	14107904	33.6224	14107596	308	99.9978	0.0022
	Poll		0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	Total		41959892	14107904	33.6224	14107596	308	99.9978
Total		156170101	116633263	74.6835	116632955	308	99.9997	0.0003
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	3220000
Public - Non Insitutions	0

To

Date: 09/08/2023

The Chairman,
24th Annual General Meeting of the equity shareholders of
TD Power Systems Limited
(CIN: L31103KA1999PLC025071)
27, 28 & 29, KIADB Industrial Area, Dabaspet,
Nelamangala Taluk, Bangalore-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 24th Annual General Meeting of the TD Power Systems Limited held on Wednesday, August 09, 2023 at 2.00 p.m. 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 24th Annual General Meeting (AGM) of the TD Power Systems Limited held on Wednesday, August 09, 2023 at 2.00 p.m. through VC or OAVM:

1. The notices of 24th Annual General Meeting of the Company dated July 12, 2023 were sent to the shareholders in respect of the below mentioned resolutions placed at the AGM, 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 on April 8, 2020, April 13, 2020, May 5, 2020, 13 January 2021, 05 May 2022 and also on 28 December 2022 (Collectively referred to as "MCA Circulars") and Circulars dated May 12, 2020, January 15, 2021, May 13, 2022 and January 5, 2023 issued by Securities and Exchange Board of India (collectively referred to as "SEBI Circulars").
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 of the Company.

Sudhir Vishnupant Hulyalkar
Company Secretaries



3. The shareholders of the Company holding shares as on August 02, 2023 (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 04, 2023 at 9:00 AM (IST) and ended on Tuesday, August 08, 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 SEBI Circulars.
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 four corporate shareholders without submission of proper authorisation 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 as 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, 2023, 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
234	11,32,01,054	100%



(ii) Voted against the resolution:

Number of Members voted	Number of votes cast by them	% of total number of valid votes cast
4	136	0%

(iii) Invalid votes:

Number of members whose votes were declared invalid	Number of votes cast by them
4	32,20,000

Resolution 2: Ordinary Resolution:

To confirm the payment of Interim Dividend (₹ 0.50 per share) and declare final dividend (₹ 0.50. per share) for the financial year ended March 31, 2023.

(i) Voted in favour of the resolution:

Number of Members voted	Number of votes cast by them	% of total number of valid votes cast
235	11,34,13,182	100%

(ii) Voted against the resolution:

Number of Members voted	Number of votes cast by them	% of total number of valid votes cast
4	101	0%

(iii) Invalid votes:

Number of members whose votes were declared invalid	Number of votes cast by them
4	32,20,000



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 favour of the resolution:

Number of Members voted	Number of votes cast by them	% of total number of valid votes cast
197	10,59,05,836	93.38%

(ii) Voted against the resolution:

Number of Members voted	Number of votes cast by them	% of total number of valid votes cast
41	75,07,427	6.62%

(iii) Invalid votes:

Number of members whose votes were declared invalid	Number of votes cast by them
4	32,20,000

Resolution 4: Ordinary Resolution:

Ratification of remuneration payable to M/s. Rao, Murthy & Associates, Cost Auditors, for the financial year 2023-24.

(i) Voted in favour of the resolution:

Number of Members voted	Number of votes cast by them	% of total number of valid votes cast
232	11,34,12,955	100%



(ii) Voted against the resolution:

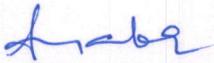
Number of Members voted	Number of votes cast by them	% of total number of valid votes cast
6	308	0%

(iii) Invalid votes:

Number of members whose votes were declared invalid	Number of votes cast by them
4	32,20,000

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 Managing Director / Company Secretary authorized by the Board for safe keeping.

Thanking You
Yours faithfully



Sudhir Vishnupant Hulyalkar
Company Secretary in Practice
FCS No: 6040 C.P. No.: 6137
PR No: 607/2019
(Scrutinizer)
UDIN: F006040E000772839

