

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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September 26, 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

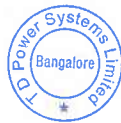
Dear Sirs,

SUB: SUBMISSION OF VOTING RESULTS AND CONSOLIDATED SCRUTINIZER'S REPORT FOR THE 21ST 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, enclosed are details of the voting results of the 21st Annual General Meeting of the Company held on 25th September 2020 along with the Scrutinizer's Report.

Kindly take the above on your records.

Thanking you,
For TD Power Systems Limited



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)	25-09-2020
Start time of the meeting	11:30 AM
End time of the meeting	12:03 PM

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

[Home](#)[Validate](#)

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	06-08-2020
Date of Issuance of Report to the company	25-09-2020

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

[Home](#)[Validate](#)

Voting results	
Record date	18-09-2020
Total number of shareholders on record date	8511
No. of shareholders present in the meeting either in person or through proxy	
a) Promoters and Promoter group	5
b) Public	43
No. of shareholders attended the meeting through video conferencing	
a) Promoters and Promoter group	5
b) Public	43
No. of resolution passed in the meeting	6
Disclosure of notes on voting results	Add Notes

[Prev](#)

[Home](#)[Validate](#)

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, 2020, 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	18110019	14730309	81.3379	14730309	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		18110019	14730309	81.3379	14730309	0	100.0000
Public-Institutions	E-Voting	6201863	5370796	86.5997	5370796	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		6201863	5370796	86.5997	5370796	0	100.0000
Public- Non Institutions	E-Voting	6621532	476271	7.1928	476266	5	99.9990	0.0010
	Poll		0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	Total		6621532	476271	7.1928	476266	5	99.9990
Total		30933414	20577376	66.5215	20577371	5	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	0
Public Insitutions	0
Public - Non Insitutions	0



[Home](#)[Validate](#)

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 (Rs.1.50 per share) and declare final dividend (Rs.0.75 per share) for the financial year ended March 31, 2020.				
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	18110019	14730309	81.3379	14730309	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		14730309	81.3379	14730309	0	100.0000	0.0000
Public-Institutions	E-Voting	6201863	5370796	86.5997	5370796	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		5370796	86.5997	5370796	0	100.0000	0.0000
Public- Non Institutions	E-Voting	6621532	476271	7.1928	476266	5	99.9990	0.0010
	Poll		0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	Total		476271	7.1928	476266	5	99.9990	0.0010
Total		30933414	20577376	66.5215	20577371	5	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	0
Public Insitutions	0
Public - Non Insitutions	0



[Home](#)[Validate](#)

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. K G Prabhakar (DIN: 07187463) 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	18110019	14730309	81.3379	14730309	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		14730309	81.3379	14730309	0	100.0000	0.0000
Public-Institutions	E-Voting	6201863	5370796	86.5997	5370796	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		5370796	86.5997	5370796	0	100.0000	0.0000
Public- Non Institutions	E-Voting	6621532	471771	7.1248	471766	5	99.9989	0.0011
	Poll		0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	Total		471771	7.1248	471766	5	99.9989	0.0011
Total		30933414	20572876	66.5070	20572871	5	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	0
Public Insitutions	0
Public - Non Insitutions	0



[Home](#)[Validate](#)

Resolution (4)								
Resolution required: (Ordinary / Special)				Ordinary				
Whether promoter/promoter group are interested in the agenda/resolution?				No				
Description of resolution considered				To ratify remuneration payable to the Cost Auditors for the financial year 2020-21				
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	18110019	14730309	81.3379	14730309	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		18110019	14730309	81.3379	14730309	0	100.0000
Public-Institutions	E-Voting	6201863	5370796	86.5997	5370796	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		6201863	5370796	86.5997	5370796	0	100.0000
Public- Non Institutions	E-Voting	6621532	476271	7.1928	476166	105	99.9780	0.0220
	Poll		0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	Total		6621532	476271	7.1928	476166	105	99.9780
Total		30933414	20577376	66.5215	20577271	105	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	0
Public Insitutions	0
Public - Non Insitutions	0



[Home](#)[Validate](#)

Resolution (5)								
Resolution required: (Ordinary / Special)				Special				
Whether promoter/promoter group are interested in the agenda/resolution?				Yes				
Description of resolution considered				To Approve payment of remuneration to the Managing Director of the Company				
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	18110019	10091645	55.7241	10091645	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		18110019	10091645	55.7241	10091645	0	100.0000
Public-Institutions	E-Voting	6201863	5370796	86.5997	5370796	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		6201863	5370796	86.5997	5370796	0	100.0000
Public- Non Institutions	E-Voting	6621532	476271	7.1928	476166	105	99.9780	0.0220
	Poll		0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	Total		6621532	476271	7.1928	476166	105	99.9780
Total		30933414	15938712	51.5259	15938607	105	99.9993	0.0007
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	0
Public - Non Insitutions	0



[Home](#)[Validate](#)

Resolution (6)								
Resolution required: (Ordinary / Special)				Special				
Whether promoter/promoter group are interested in the agenda/resolution?				Yes				
Description of resolution considered				To re-appoint Managing director of the Company for a further term of five year				
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	18110019	10091645	55.7241	10091645	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		18110019	10091645	55.7241	10091645	0	100.0000
Public-Institutions	E-Voting	6201863	5370796	86.5997	5370796	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		6201863	5370796	86.5997	5370796	0	100.0000
Public- Non Institutions	E-Voting	6621532	476271	7.1928	476266	5	99.9990	0.0010
	Poll		0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	Total		6621532	476271	7.1928	476266	5	99.9990
Total		30933414	15938712	51.5259	15938707	5	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	0
Public Insitutions	0
Public - Non Insitutions	0





Sudhir V Hulyalkar
Company Secretary

To

The Chairman of the 21st Annual General Meeting
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 21st Annual General Meeting of the TD Power Systems Limited held on Friday, 25th September 2020 at 11:30 A.M through video conferencing ('VC') / other audio visual means ('OAVM').

I, Sudhir V 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 21st Annual General Meeting of the TD Power Systems Limited held on Friday, 25th September 2020 at 11:30 A.M through ('VC') / ('OAVM'):

1. The notices of 21st Annual General Meeting of the Company dated August 06, 2020 (AGM) 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 May 5, 2020 read with the circular dated April 8, 2020 and April 13, 2020 (Collectively referred to as MCA Circulars) and SEBI Circular dated May 12, 2020.

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



Sudhir V Hulyalkar
Company Secretary

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.
3. The shareholders of the Company holding shares as on September 18, 2020 cut-off date were entitled to vote on the resolutions as contained in the Notice of AGM.
4. The voting period for remote e-voting was commenced on Tuesday, September 22, 2020 at 9.00 AM and ended on Thursday, September 24, 2020 at 5.00 PM and the CDSL e-voting platform for remote voting was blocked thereafter.
5. The Company had also provided e-voting facility to the shareholders present at the AGM, through 'VC' / 'OAVM', who did not cast their vote earlier through remote e-voting facility, in accordance with above mentioned MCA Circulars.
6. Immediately after the closure of e-voting during the AGM, as per the time allowed by the Chairman, in terms of above circulars, the 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. There were no invalid Votes.

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: