

August 07, 2025

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 26TH ANNUAL GENERAL MEETING (‘AGM’).

The 26th AGM of the Company was held on August 06, 2025, through Video Conferencing (“VC”) / Other Audio-Visual (“OAVM”) means, and business(s) mentioned in the Notice dated May 12 ,2025, 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 06,2025.

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

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)	06-08-2025
Start time of the meeting	02:30 PM
End time of the meeting	03:10 PM

Scrutinizer Details

Name of the Scrutinizer	Sudhir Vishnupant Hulyalkar
Firms Name	Sudhir
Qualification	CS
Membership Number	6040
Date of Board Meeting in which appointed	12-05-2025
Date of Issuance of Report to the company	06-08-2025

Voting results

Record date	30-07-2025
Total number of shareholders on record date	112516
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	2
b) Public	57
No. of resolution passed in the meeting	6
Disclosure of notes on voting results	

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, 2025, 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	41978661	40278661	95.9503	40278661	0	100	0
	Poll							
	Postal Ballot (if applicable)							
	Total		41978661	40278661	95.9503	40278661	0	100
Public-Institutions	E-Voting	76048639	59154921	77.7856	59154921	0	100	0
	Poll							
	Postal Ballot (if applicable)							
	Total		76048639	59154921	77.7856	59154921	0	100
Public- Non Institutions	E-Voting	38165004	3251353	8.5192	3251242	111	99.9966	0.0034
	Poll							
	Postal Ballot (if applicable)							
	Total		38165004	3251353	8.5192	3251242	111	99.9966
Total		156192304	102684935	65.7426	102684824	111	99.9999	0.0001
Whether resolution is Pass or Not.						Yes		
Disclosure of notes on resolution								

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

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. 0.60 per share) and declare final dividend (Rs. 0.65 per share) for the financial year ended March 31, 2025.				
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	41978661	40278661	95.9503	40278661	0	100	0
	Poll							
	Postal Ballot (if applicable)							
	Total		41978661	40278661	95.9503	40278661	0	100
Public- Institutions	E-Voting	76048639	59375091	78.0752	59375091	0	100	0
	Poll							
	Postal Ballot (if applicable)							
	Total		76048639	59375091	78.0752	59375091	0	100
Public- Non Institutions	E-Voting	38165004	3251353	8.5192	3251021	332	99.9898	0.0102
	Poll							
	Postal Ballot (if applicable)							
	Total		38165004	3251353	8.5192	3251021	332	99.9898
Total		156192304	102905105	65.8836	102904773	332	99.9997	0.0003
Whether resolution is Pass or Not.							Yes	
Disclosure of notes on resolution								

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

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. 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	41978661	40278661	95.9503	40278661	0	100	0
	Poll							
	Postal Ballot (if applicable)							
	Total		41978661	40278661	95.9503	40278661	0	100
Public-Institutions	E-Voting	76048639	59358643	78.0535	53305327	6053316	89.8021	10.1979
	Poll							
	Postal Ballot (if applicable)							
	Total		76048639	59358643	78.0535	53305327	6053316	89.8021
Public- Non Institutions	E-Voting	38165004	3251353	8.5192	3251115	238	99.9927	0.0073
	Poll							
	Postal Ballot (if applicable)							
	Total		38165004	3251353	8.5192	3251115	238	99.9927
Total		156192304	102888657	65.8731	96835103	6053554	94.1164	5.8836
Whether resolution is Pass or Not.							Yes	
Disclosure of notes on resolution								

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

Resolution(4)								
Resolution required: (Ordinary / Special)				Ordinary				
Whether promoter/promoter group are interested in the agenda/resolution?				No				
Description of resolution considered				Ratification of remuneration payable to M/s. Rao, Murthy & Associates, Cost Auditors, for the financial year 2025-26.				
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	41978661	40278661	95.9503	40278661	0	100	0
	Poll							
	Postal Ballot (if applicable)							
	Total		41978661	40278661	95.9503	40278661	0	100
Public- Institutions	E-Voting	76048639	59358643	78.0535	59358643	0	100	0
	Poll							
	Postal Ballot (if applicable)							
	Total		76048639	59358643	78.0535	59358643	0	100
Public- Non Institutions	E-Voting	38165004	3251353	8.5192	3251196	157	99.9952	0.0048
	Poll							
	Postal Ballot (if applicable)							
	Total		38165004	3251353	8.5192	3251196	157	99.9952
Total		156192304	102888657	65.8731	102888500	157	99.9998	0.0002
Whether resolution is Pass or Not.							Yes	
Disclosure of notes on resolution								

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

Resolution(5)								
Resolution required: (Ordinary / Special)				Ordinary				
Whether promoter/promoter group are interested in the agenda/resolution?				No				
Description of resolution considered				To appoint Mr. Sudhir Vishnupant Hulyalkar, Company Secretary in practice as Secretarial Auditor for a term of upto 5 (five) consecutive years and fix his remuneration.				
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	41978661	40278661	95.9503	40278661	0	100	0
	Poll							
	Postal Ballot (if applicable)							
	Total		41978661	40278661	95.9503	40278661	0	100
Public- Institutions	E-Voting	76048639	59358643	78.0535	59267131	91512	99.8458	0.1542
	Poll							
	Postal Ballot (if applicable)							
	Total		76048639	59358643	78.0535	59267131	91512	99.8458
Public- Non Institutions	E-Voting	38165004	3251353	8.5192	3251169	184	99.9943	0.0057
	Poll							
	Postal Ballot (if applicable)							
	Total		38165004	3251353	8.5192	3251169	184	99.9943
Total		156192304	102888657	65.8731	102796961	91696	99.9109	0.0891
Whether resolution is Pass or Not.							Yes	
Disclosure of notes on resolution								

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

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 Mr. Nikhil Kumar (Din: 00062243) as Managing Director of the Company for a further term of five years.				
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	41978661	40278661	95.9503	40278661	0	100	0
	Poll							
	Postal Ballot (if applicable)							
	Total		41978661	40278661	95.9503	40278661	0	100
Public- Institutions	E-Voting	76048639	59358643	78.0535	57565473	1793170	96.9791	3.0209
	Poll							
	Postal Ballot (if applicable)							
	Total		76048639	59358643	78.0535	57565473	1793170	96.9791
Public- Non Institutions	E-Voting	38165004	3251353	8.5192	3251165	188	99.9942	0.0058
	Poll							
	Postal Ballot (if applicable)							
	Total		38165004	3251353	8.5192	3251165	188	99.9942
Total		156192304	102888657	65.8731	101095299	1793358	98.257	1.743
Whether resolution is Pass or Not.							Yes	
Disclosure of notes on resolution								

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

REPORT OF SCRUTINIZER

To

Date: 06/08/2025

The Chairman,
26th Annual General Meeting of the equity shareholders of
TD Power Systems Limited
(CIN- L31103KA1999PLC025071)
Regd. Office- # 27, 28 & 29, KIADB Industrial Area,
Dabaspeta, 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 26th Annual General Meeting of the TD Power Systems Limited held on Wednesday, August 6, 2025 at 2:30.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 26th Annual General Meeting (AGM) of the TD Power Systems Limited held on Wednesday, August 6, 2025 at 2:30.p.m. through VC or OAVM:

1. The Notice of the 26th Annual General Meeting of the Company dated May 12, 2025 was 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 from time to time and latest circular being General Circular No.09/2024 dated September 19, 2024 and similar circular issued by Securities and Exchange Board of India, latest being Circular No. SEBI/HO/CFD/CFDPoD-2/P/CIR/2024/133 dated October 03, 2024 (hereinafter collectively referred to as

Sudhir Vishnupant Hulyalkar
Company Secretaries



'Circulars') for holding the annual general meeting through VC/OAVM, without physical presence of Members at a common venue.

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 July 30, 2025 (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 01, 2025 at 9:00 AM (IST) and ended on Tuesday, August 05, 2025 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 3 corporate/institutional shareholders without submission of proper authorization/representation 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, 2025, 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
316	10,22,89,200	100%

(ii) Voted against the resolution:

Number of Members voted	Number of votes cast by them	% of total number of valid votes cast
7	111	0%

(iii) Invalid votes:

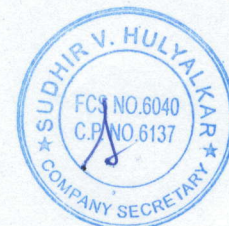
Number of members whose votes were declared invalid	Number of votes cast by them
3	3,95,624

Resolution 2: Ordinary Resolution:

To confirm the payment of Interim Dividend (₹ 0.60 per share) and declare final dividend (₹ 0.65 per share) for the financial year ended March 31, 2025.

(i) Voted in favour of the resolution:

Number of Members voted	Number of votes cast by them	% of total number of valid votes cast
318	10,25,09,149	100%



(ii) Voted against the resolution:

Number of Members voted	Number of votes cast by them	% of total number of valid votes cast
7	332	0%

(iii) Invalid votes:

Number of members whose votes were declared invalid	Number of votes cast by them
3	3,95,624

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
303	9,64,39,479	94.09%

(ii) Voted against the resolution:

Number of Members voted	Number of votes cast by them	% of total number of valid votes cast
26	60,53,554	5.91%

(iii) Invalid votes:

Number of members whose votes were declared invalid	Number of votes cast by them
3	3,95,624



Resolution 4: Ordinary Resolution:

Ratification of remuneration payable to M/s. Rao, Murthy & Associates, Cost Auditors, for the financial year 2025-26.

(i) Voted in favour of the resolution:

Number of Members voted	Number of votes cast by them	% of total number of valid votes cast
318	10,24,92,876	100%

(ii) Voted against the resolution:

Number of Members voted	Number of votes cast by them	% of total number of valid votes cast
6	157	0%

(iii) Invalid votes:

Number of members whose votes were declared invalid	Number of votes cast by them
3	3,95,624

Resolution 5: Ordinary Resolution:

To appoint Mr. Sudhir Vishnupant Hulyalkar, Company Secretary in Practice as Secretarial Auditor for a term of upto 5(Five) consecutive years and fix his remuneration

(i) Voted in favour of the resolution:

Number of Members voted	Number of votes cast by them	% of total number of valid votes cast
314	10,24,01,337	99.91%



(ii) Voted against the resolution:

Number of Members voted	Number of votes cast by them	% of total number of valid votes cast
10	91,696	0.09%

(iii) Invalid votes:

Number of members whose votes were declared invalid	Number of votes cast by them
3	3,95,624

Resolution 6: Special Resolution:

To re-appoint Mr. Nikhil Kumar (Din: 00062243) as Managing Director of the Company for a further term of five years

(i) Voted in favour of the resolution:

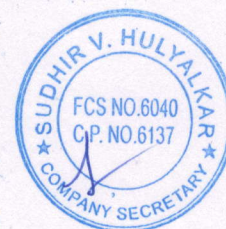
Number of Members voted	Number of votes cast by them	% of total number of valid votes cast
308	10,09,37,558	98.48%

(ii) Voted against the resolution:

Number of Members voted	Number of votes cast by them	% of total number of valid votes cast
20	15,55,475	1.52%

(iii) Invalid votes:

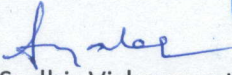
Number of members whose votes were declared invalid	Number of votes cast by them
3	3,95,624



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 No. 6166/2024
UDIN: F006040G000948256

