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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
Mail tdps@tdps.co.in

www.tdps.co.in

August 12, 2026

The Corporate Service Department	The Listing Department
BSE Limited	**The National Stock Exchange of India Ltd.**
P J Towers, Dalal Street	Exchange Plaza, Bandra- Kurla Complex
Mumbai - 400 001	Bandra (East)
Scrip Code: **533553**	Mumbai - 400 051
	Symbol: **TDPOWERSYS**

Dear Sir/Madam,

SUB: PROCEEDINGS OF THE 27th ANNUAL GENERAL MEETING

Pursuant to disclosure under Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 we enclosed the proceedings of the 27th Annual General Meeting (AGM) of the Company held on Wednesday, August 12, 2026, at 2:00 P.M. (IST) 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**

BHARAT RAJWANI

Digitally signed by BHARAT RAJWANI
Date: 2026.08.12 19:37:28 +05'30'

Bharat Rajwani
Company Secretary & Compliance Officer

Encl: A/a

TD POWER SYSTEMS LIMITED
PROCEEDINGS OF THE 27TH ANNUAL GENERAL MEETING

WEDNESDAY, AUGUST 12, 2026

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

PROCEEDINGS OF THE 27TH ANNUAL GENERAL MEETING OF THE MEMBERS OF THE COMPANY HELD AT 2:00 P.M. ON WEDNESDAY, AUGUST 12, 2026, THROUGH VIDEO CONFERENCING (VC) /OTHER AUDIO-VISUAL MEANS (OAVM).

The 27th Annual General Meeting (AGM) of TD Power Systems Limited ("The Company") was held on Wednesday, August 12, 2026, at 2:00 P.M. through Video Conferencing ("VC")/ Other Audio-Visual means ("OAVM") in conformity with regulatory provisions and circulars issued by Ministry of Corporate Affairs, Government of India and Securities and Exchange Board of India (SEBI).

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

All the Directors of the Company including the Chairman of the Audit Committee, Nomination and Remuneration committee and Stakeholder Relationship Committee were present at the Meeting.

Mr. Deepak Sinha – CEO, Ms. M N Varalakshmi – CFO, Mr. Bharat Rajwani – Company Secretary, Mr. Abraham Cherian, Partner - Varma & Varma Chartered Accountants, Statutory Auditors and Mr. Sudhir Hulyalkar, Secretarial Auditor and Scrutiniser, were present at the meeting.

After the introduction, the Chairman announced participation of members through video conference is being reckoned for the purpose of quorum as per the circulars issued by MCA and Section 103 of the Companies Act, 2013.

Thereafter, he announced that the prescribed quorum was present and called the meeting to order. 70 members were present throughout the meeting.

At the request of the Chairman, the Company Secretary provided general instructions to the members regarding participation in this meeting, including the following:

1. That this Annual General Meeting is being held through video conferencing in accordance with the Companies Act, 2013 and circulars issued by the Ministry of Corporate Affairs and SEBI.

2. That the Shareholders have been provided the facility to join the meeting through video conferencing and e-voting is facilitated by CDSL.

3. That during the question-answer session, the name of the registered speaker shareholders will be announced & they will unmute enabling them to put forth their queries. Each shareholder speaker will be allowed 2 minutes time.
4. That Statutory Registers & a certificate from Secretarial Auditors of the Company certifying that the ESOP Schemes of the Company are being implemented in accordance with the SEBI (Share Based Employee Benefits and Sweat Equity) Regulations 2021 and relevant documents referred to in the Notice or explanatory statement are available electronically for inspection by the members during the AGM at the Central Depository Services (India) Limited (CDSL) e-voting platform.

5. That since the AGM is being held through video conference, the facility for appointment of proxies by the members is not applicable and accordingly inspection of the proxy register does not arise.

6. That facility for all members to cast votes on all resolutions set forth in the Notice through remote e-voting commenced on Friday, August 7, 2026 (9:00 A.M. IST) and concluded on Tuesday, August 11, 2026 (5:00 P.M. IST). However, members who are participating in this meeting but have not cast votes as above may vote during the meeting through the e-voting system provided by CDSL.

The Chairman addressed the shareholders covering various aspects of performance, developments, income and profits for fiscal 2026 and thoughts on fiscal 2026.

Thereafter, the Chairman stated that since the notice of the meeting has already been circulated to the members, it was taken as read and asked the Company Secretary to provide a summary of the Auditors' Report.

The Company Secretary drew the attention of the shareholders to the Report of the Statutory auditors and the Secretarial auditors as published in the Annual Report 2026 sent to the shareholders and stated that, the Reports of the Statutory Auditor and Secretarial Auditor do not contain any qualifications & the same be taken as read.

The following items of business as set out in the Notice of Convening the 27th Annual General Meeting were taken up for the member's consideration.

Ordinary Business	
1	To receive, consider and adopt the Audited Financial Statements of the Company (including consolidated financial statements) for the financial year ended March 31, 2026, together with the Reports of the Board of Directors and Auditors' thereon.
2	To confirm the payment of Interim Dividend (₹ 1 per share) and declare final dividend (₹1.10 per share) for the financial year ended March 31, 2026.
3	To appoint a Director in place of Ms. S. Prabhamani (DIN: 09695003) who retires by rotation and being eligible seeks re-appointment.

Special Business	
4	Ratification of remuneration payable to M/s. Rao, Murthy & Associates, Cost Auditors, for the financial year 2026-27.
5	To approve the continuation of Mr. Mohib N. Khericha (Din: 00010365) as

	Non-Executive – Non-Independent Director of the Company
6	To approve payment of remuneration of Non-Executive - Non-Independent Director exceeding fifty percent of the total annual remuneration payable to all the Non-Executive Directors of the Company for the financial year 2026-27
7	To approve sub-division of equity shares of the Company
8	To approve alteration of capital clause of the memorandum of association of the Company

Next, the Chairman provided an opportunity to the Members who had registered themselves as Speakers to put forth their queries. Two out of the Three registered shareholders attended the AGM and sought Management's view about the market opportunity and business also requested a factory visit. All queries from the speakers' shareholders were addressed by Mr. Nikhil Kumar, Managing Director.

The members were informed that the consolidated result of the voting and scrutinizers report will be filed with the stock exchanges and will be hosted on the website of the Company at www.tdps.co.in and CDSL, the agency that provided e-voting facilities.

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The Chairman thanked the members for attending and participating in the AGM and announced the closure of the meeting at 2.29 P.M.

Post the conclusion of the voting, the Scrutinizer's report was received by the Company and as set out therein all the said resolutions were declared passed with the requisite majority, as per the attached Scrutinizer's report.

For **TD Power Systems Limited**

BHARAT RAJWANI

Digitally signed by BHARAT RAJWANI
Date: 2026.08.12 19:37:50 +05'30'

Bharat Rajwani
Company Secretary & Compliance Officer

To Date: 12/08/2026

The Chairperson,
27th Annual General Meeting of the equity shareholders of
TD Power Systems Limited
(CIN: L31103KA1999PLC025071)
Regd. Office: No. 27, 28 & 29, KIADB Industrial Area,
Dabaspet, Nelamangala Taluk, Bengaluru - 562 111

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 during 27th Annual General Meeting of TD Power Systems Limited held on Wednesday, August 12 2026 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 TD Power Systems Limited, 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 27th Annual General Meeting TD Power Systems Limited held on Wednesday, August 12, 2026 at 2:00 p.m., (AGM) through VC / OAVM:

1. The Notice of the 27th Annual General Meeting of the Company dated May 14, 2026 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. 03/2025 dated September 22, 2025 and similar circulars issued by Securities and Exchange Board of India, (hereinafter collectively referred to as '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 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 05, 2026 (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 07, 2026 at 9:00 a.m. and ended on Tuesday, August 11, 2026 at 5:00 p.m. and the CDSL e-voting platform was blocked thereafter.

5. The Company also provided e-voting facility to the shareholders present at the AGM through VC or OAVM and who did not cast their vote earlier through remote e-voting facility, in accordance with the above-mentioned circulars and provisions of the Act.

6. Immediately after conclusion of the facility of e-voting time provided by the Company, in terms of above Circulars, at the AGM, finalization of voting set-up and unblocking of e-voting was made in the presence of two witnesses who are not in the employment of the Company. The details or data of votes cast 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 cast 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 cast by Institutional and Corporate shareholders without submission of proper authorizations 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 results 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 Standalone Financial Statements of the Company (including consolidated financial statements) for the financial year ended March 31, 2026, together with the Reports of 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
455	10,65,52,634	99.9999 %

(ii) Voted against the resolution:

Number of Members voted	Number of votes cast by them	% of total number of valid votes cast
6	65	0.0001 %

iii) Invalid Votes:

Number of Members whose votes were declared invalid	Number of votes cast by them
3	1,99,322

Resolution 2: Ordinary Resolution:

To confirm the payment of Interim Dividend (₹ 1 per share) and declare final dividend (₹ 1.10 per share, face value of ₹ 2 each) for the financial year ended March 31, 2026.

(i) Voted in favour of the resolution:

Number of Members voted	Number of votes cast by them	% of total number of valid votes cast
456	10,68,26,674	99.9999 %

(ii) Voted against the resolution:

Number of Members voted	Number of votes cast by them	% of total number of valid votes cast
6	74	0.0001 %

iii) Invalid Votes:

Number of Members whose votes were declared invalid	Number of votes cast by them
3	1,99,322

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
443	10,49,09,330	98.2053 %

(ii) Voted against the resolution:

Number of Members voted	Number of votes cast by them	% of total number of valid votes cast
24	19,17,243	1.7947 %

iii) Invalid Votes:

Number of Members whose votes were declared invalid	Number of votes cast by them
3	1,99,322

Resolution 4: Ordinary Resolution:

Ratification of Remuneration Payable to M/s. Rao, Murthy & Associates, Cost Auditors, for the Financial Year 2026-27.

(i) Voted in favour of the resolution:

Number of Members voted	Number of votes cast by them	% of total number of valid votes cast
453	10,68,26,182	99.9996 %

(ii) Voted against the resolution:

Number of Members voted	Number of votes cast by them	% of total number of valid votes cast
8	391	0.0004 %

iii) Invalid Votes:

Number of Members whose votes were declared invalid	Number of votes cast by them
3	1,99,322

Resolution 5: Special Resolution:

To approve the Continuation of Mr. Mohib N. Khericha (DIN: 00010365) as Non-Executive- Non-Independent Director of the Company.

(i) Voted in favour of the resolution:

Number of Members voted	Number of votes cast by them	% of total number of valid votes cast
432	10,27,22,501	96.1582 %

(ii) Voted against the resolution:

Number of Members voted	Number of votes cast by them	% of total number of valid votes cast
34	41,04,072	3.8418 %

iii) Invalid Votes:

Number of Members whose votes were declared invalid	Number of votes cast by them
3	1,99,322

Resolution 6: Special Resolution:

To approve payment of remuneration of Non-executive- Non-Independent Director exceeding fifty percent of the total annual remuneration payable to all the Non-Executive Directors of the Company for the Financial Year 2026-27.

(i) Voted in favour of the resolution:

Number of Members voted	Number of votes cast by them	% of total number of valid votes cast
432	10,59,21,721	99.1548 %

(ii) Voted against the resolution:

Number of Members voted	Number of votes cast by them	% of total number of valid votes cast
28	9,02,832	0.8452 %

iii) Invalid Votes:

Number of Members whose votes were declared invalid	Number of votes cast by them
3	1,99,322

Resolution 7: Ordinary Resolution:

To approve sub-division of equity shares of the Company.

(i) Voted in favour of the resolution:

Number of Members voted	Number of votes cast by them	% of total number of valid votes cast
456	10,68,26,462	99.9998 %

(ii) Voted against the resolution:

Number of Members voted	Number of votes cast by them	% of total number of valid votes cast
6	213	0.0002 %

iii) Invalid Votes:

Number of Members whose votes were declared invalid	Number of votes cast by them
3	1,99,322

Resolution 8: Ordinary Resolution:

To approve alteration of capital clause of the Memorandum of Association of the Company.

(i) Voted in favour of the resolution:

Number of Members voted	Number of votes cast by them	% of total number of valid votes cast
453	10,64,15,268	99.6150 %

(ii) Voted against the resolution:

Number of Members voted	Number of votes cast by them	% of total number of valid votes cast
7	4,11,285	0.3850 %

iii) Invalid Votes:

Number of Members whose votes were declared invalid	Number of votes cast by them
3	1,99,322

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

Thanking You

Yours faithfully

SUDHIR VISHNUPANT HULYALKAR

Digitally signed by SUDHIR VISHNUPANT HULYALKAR
Date: 2026.08.12 19:20:23 +05'30'

Sudhir Vishnupant Hulyalkar
Company Secretary in Practice
FCS: 6040; CP No.: 6137
(Scrutinizer)
PR No. 6166/2024
UDIN: F006040H001093491