tdps is relations

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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www.tdps.co.in

Date: May 9, 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

Sirs,

Sub: Outcome of Board Meeting held today i.e. May 9, 2023

The Board of Directors of the Company at their meeting held today considered inter alia the following;

1. Approved the Standalone and Consolidated Audited Financial Results of the Company for the quarter and year ended March 31, 2023 and noted the Statutory Auditors' Report thereon.

2. Recommended a final dividend of Rs.0.50/- (fifty paise) per Equity Share of face value of Rs.2/- each for the financial year ended March 31. 2023. The said dividend, if declared at the ensuing Annual General Meeting (AGM) of the Company, will be paid within 30 days from the date of AGM.

The declaration on the audit report pursuant to Regulation 33 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (LODR) is enclosed.

The said Financial Results are being uploaded on the Company's website www.tdps.co.in. The key information on the standalone financial results is as under:

(Rs. in Lakhs)

Particulars	**Quarter ended**		**Year ended**	
	31.03.2023 (Audited)	**31.03.2022 (Audited)**	**31.03.2023 (Audited)**	**31.03.2022 (Audited)**
Net Sales / Income from Operations	22,194.57	21,437.51	82,148.42	71,880.55
Profit Before Tax	3,986.83	2,923.90	11,941.55	7,379.33
Profit After Tax	2,986.02	2,183.77	8,845.83	5,441.49
Total Comprehensive income for the period {Comprising Profit for the period (after tax) and other Comprehensive Income (after tax))	2,906.82	2,179.61	8,841.80	5,317.62

The Board Meeting commenced at 1.05 P.M. and concluded at 1.45 P.M.

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

BHARAT RAJWANI
Digitally signed by BHARAT RAJWANI
Date: 2023.05.09 13:52:47 +05'30'

Bharat Rajwani
Company Secretary

INDEPENDENT AUDITOR'S REPORT

TO THE BOARD OF DIRECTORS OF TD POWER SYSTEMS LIMITED

Report on the Audit of Consolidated Annual Financial Results

Opinion

We have audited the accompanying Statement of Consolidated Annual Financial Results of **TD Power Systems Limited** (hereinafter referred to as the **'Holding Company")** and its subsidiaries (Holding Company and its subsidiaries together referred to as **"the Group") ,** for the year ended March 31**, 2023 ("consolidated annual financial results")** attached herewith, being submitted by the Holding Company pursuant to the requirement of Regulation 33 of the Securities and **Exchange Board of India ("SEBI")** (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended **('Listing Regulations').**

In our opinion and to the best of our information and according to the explanations given to us and based on the consideration of reports of other auditors on separate audited financial statements of the subsidiaries, the aforesaid consolidated annual financial results:

(i) includes the annual financial results of the following entities:

a) D F Power Systems Private Limited, India
b) TD Power Systems USA Inc, United States of America
c) TD Power Systems Japan Limited, Japan
d) TD Power Systems Europe GMBH, Germany
e) TD Power Systems Jenerator Sanayi Anonim Sirketi, Turkey

(ii) are presented in accordance with the requirements of Regulation 33 of the Listing Regulations in this regard; and

(iii) give a true and fair view in conformity with the recognition and measurement principles laid down in the applicable Accounting Standards and other accounting principles generally accepted in India, of the consolidated net profit and other comprehensive income and other financial information of the Group for the year ended March 31, 2023.

Basis for Opinion

We conducted our audit in accordance with the Standards on Auditing (SAs) specified under section 143(10) of the Companies Act, 2013 **("the Act").** Our responsibilities under those Standards are further described in the ***Auditor's Responsibilities for the Audit of the Consolidated Annual Financial Results*** section of our report. We are independent of the Group, in accordance with the Code of Ethics issued by the Institute of Chartered Accountants of India together with the ethical requirements that are relevant to our audit of the consolidated annual financial results under the provisions of the Companies Act, 2013 and the Rules thereunder, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the Code of Ethics. We believe that the audit evidence obtained by us and other auditors in terms of their reports referred to in **"Other Matter"** paragraph below, is sufficient and appropriate to provide a basis for our opinion on the consolidated annual financial results.

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Emphasis of Matter

We draw attention to Note no.5 (a) and 5(b) in the consolidated financial results, which describes the basis on which the going concern assumption in the preparation of financial statements of two subsidiaries is considered appropriate. The Independent auditors of the subsidiary mentioned in note no. 5(a) has expressed material uncertainty that may cast significant doubt about the subsidiary's ability to continue as a going concern, however according to the information and explanations given to us by the Management, the financial information of the subsidiaries mentioned above are not material to the group.

Our opinion is not modified in respect of this matter.

Management's and Board of Directors' Responsibilities for the Consolidated Annual Financial Results

These Consolidated annual financial results have been prepared on the basis of the consolidated financial statements. The Holding Company's Board of Directors are responsible for the preparation and presentation of these consolidated annual financial results that give a true and fair view of the net profit and other comprehensive income and other financial information of the Group in accordance with the recognition and measurement principles laid down in Indian Accounting Standards prescribed under Section 133 of the Act read with relevant rules issued thereunder and other accounting principles generally accepted in India and in compliance with Regulation 33 of the Listing Regulations. The respective Management and Board of Directors of the companies included in the Group are responsible for maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding of the assets of the Group and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and the design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring accuracy and completeness of the accounting records, relevant to the preparation and presentation of the consolidated annual financial results that give a true and fair view and are free from material misstatement, whether due to fraud or error, which have been used for the purpose of preparation of the consolidated annual financial results by the Management and the Directors of the Holding Company, as aforesaid.

In preparing the consolidated annual financial results, the respective Management and the Board of Directors of the companies included in the Group are responsible for assessing the ability of the group to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless the respective Board of Directors either intends to liquidate the Group or to cease operations, or has no realistic alternative but to do so.

The respective Board of Directors of the companies included in the Group are responsible for overseeing the financial reporting process of the Group.

Auditor's Responsibilities for the Audit of the Consolidated Annual Financial Results

Our objectives are to obtain reasonable assurance about whether the consolidated annual financial results as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance but is not a guarantee that an audit conducted in accordance with Standards on Auditing will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could

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reasonably be expected to influence the economic decisions of users taken on the basis of these consolidated annual financial results.

As part of an audit in accordance with Standards on Auditing, we exercise professional judgment and maintain professional skepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the consolidated annual financial results, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.

- Obtain an understanding of internal control relevant to the audit to design audit procedures that are appropriate in the circumstances. Under Section 143(3) (i) of the Act, we are also responsible for expressing our opinion on whether the company has adequate internal financial controls with reference to consolidated financial statements in place and the operating effectiveness of such controls.

- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures in the consolidated annual financial results made by the Management and by the Board of Directors of the Holding Company.

- Conclude on the appropriateness of the Board of Directors use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the ability of the Group to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the consolidated annual financial results or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Group to cease to continue as a going concern.

- Evaluate the overall presentation, structure, and content of the consolidated annual financial results, including the disclosures, and whether the consolidated annual financial results represent the underlying transactions and events in a manner that achieves fair presentation.

- Obtain sufficient appropriate audit evidence regarding the financial information of the entities within the Group to express an opinion on the consolidated annual financial results. We are responsible for the direction, supervision, and performance of the audit of financial information of such entities included in the consolidated annual financial results of which we are the independent auditors. For the other entities included in the consolidated annual financial results, which have been audited by other auditors, such other auditors remain responsible for the direction, supervision and performance of the audits carried out by them. We remain solely responsible for our audit opinion.

We communicate with those charged with governance of the Holding Company among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

Perform procedures in accordance with the circular issued by the SEBI under Regulation 33(8) of the Listing Regulations to the extent applicable.

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Other Matters

i. The consolidated Financial Results include the audited Financial Results of one Indian subsidiaries, whose Financial Statements reflect Group's share of total assets of INR 843.53 lakhs as at March 31, 2023, Group's share of total revenue of INR 1.37 Lakhs and INR 4.04 Lakhs and Group's share of total net profit/(loss) after tax of INR 61.52 lakhs and INR 55.62 lakhs for the quarter ended March 31, 2023 and for the period from April 1, 2022 to March 31, 2023 respectively, as considered in the consolidated Financial Results, which have been audited by the respective independent auditor. The independent auditor's report on in financial statement of the entity have been furnished to us and our opinion on the consolidated Financial Results, in so far as it relates to the amounts and disclosures included in respect of the entity, is based solely on the report of such auditors and the procedures performed by us are as stated in paragraph above.

ii. The consolidated Financial Results include the audited Financial Results of four foreign subsidiaries, whose special Financial Statements reflect Group's share of total assets of INR 10,426.84 lakhs as at March 31, 2023, Group's share of total revenue of INR 6,030.43 lakhs and INR 16,846.87 lakhs and Group's share of total net profit/(loss) after tax of INR 242.35 lakhs and INR 630.17 lakhs for the quarter ended March 31, 2023 and for the period from April 1, 2022 to March 31, 2023 respectively, as considered in the consolidated Financial Results, which have been audited by their respective independent auditors. The independent auditors' reports on in financial statements of these entities have been furnished to us and our opinion on the consolidated Financial Results, in so far as it relates to the amounts and disclosures included in respect of these entities, is based solely on the report of such auditors and the procedures performed by us are as stated in paragraph above.

Our opinion on the Consolidated Annual Financial Results is not modified in respect of the matters referred in (i) and (ii) above with respect to our reliance on the work done and the reports of the other auditors/ independent firm of Chartered Accountants in India.

iii. As stated in Note No. 2, the consolidated annual financial results include results for the quarter ended March 31, 2023 and quarter ended March 31, 2022 being the balancing figure between audited figures in respect of the full financial year and the published unaudited year to date figures up to the third quarter of the financial year, which were subject to limited review by us.

Our opinion is not modified in respect the matter referred in (iii) above.

For VARMA & VARMA
Chartered Accountants
FRN 004532S

ABRAHAM BABY CHERIAN
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Date: 2023.05.09 13:48:10 +05'30'

ABRAHAM BABAY CHERIAN
Partner
M No. 218851

Place: Bangalore
Date : 9th May 2023

ICAI UDIN- 23218851BGXHBP3719

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INDEPENDENT AUDITOR'S REPORT

To

THE BOARD OF DIRECTORS OF TD POWER SYSTEMS LIMITED

Report on the audit of the Standalone Annual Financial Results

Opinion

We have audited the accompanying Statement of Standalone Annual Financial Results of TD Power Systems Limited **(herein after referred to as the "Company")** for the year ended 31st March, 2023 **("standalone annual financial results"), attached** herewith, being submitted by the company **pursuant to the requirement of Regulation 33 of the Securities and Exchange Board of India ("SEBI")** (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended **("Listing Regulations").**

In our opinion and to the best of our information and according to the explanations given to us these standalone financial results:

i. are presented in accordance with the requirements of Regulation 33 of the Listing Regulations in this regard; and

ii. give a true and fair view in conformity with the recognition and measurement principles laid down in the applicable Indian Accounting Standards and other accounting principles generally accepted in India of the net profit and other comprehensive income and other financial information for the year ended 31st March, 2023.

Basis for Opinion

We conducted our audit in accordance with the Standards on Auditing (SAs) specified under section 143(10) of the Companies Act, 2013 (the Act). Our responsibilities under those Standards are further described in the **Auditor's** Responsibilities for the Audit of the Standalone Annual Financial Results section of our report. We are independent of the Company in accordance with the Code of Ethics issued by the Institute of Chartered Accountants of India together with the ethical requirements that are relevant to our audit of the Standalone Annual Financial Results for the year ended 31 March, 2023 under the provisions of the Companies Act, 2013 and the Rules thereunder, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the Code of Ethics. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion on the standalone annual financial results.

Emphasis of Matter

We draw attention to Note no. 5 (a) and 5 (b) to the audited standalone financial results, which describes the basis on which the going concern assumption in the preparation of financial statements of two subsidiaries is considered appropriate and the evaluation of the carrying value of investment in one subsidiaries and that no further provision for impairment in the carrying value of the investment in their subsidiaries is considered necessary by the management.

Our opinion is not modified in respect of the above matters.

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Management's and Board of Directors' Responsibilities for the Standalone Annual Financial Results

These standalone annual financial results have been prepared on the basis of the Standalone Financial Statements of the company. The Company's Board of Directors are responsible for the preparation of these standalone annual financial results that give a true and fair view of the net profit and other comprehensive income and other financial information of the company in accordance with the recognition and measurement principles laid down in Indian Accounting Standards prescribed under Section 133 of the Act read with relevant rules issued thereunder and other accounting principles generally accepted in India and in compliance with Regulation 33 of the Listing Regulations. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding of the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the standalone annual financial results that give a true and fair view and are free from material misstatement, whether due to fraud or error.

In preparing the standalone annual financial results, the Management and the Board of Directors are responsible for assessing the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless the Board of Directors either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so.

The Board of Directors are also responsible for overseeing the Company's financial reporting process.

Auditor's Responsibilities for the Audit of the Standalone Financial Results

Our objectives are to obtain reasonable assurance about whether the standalone annual financial results as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with SAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these standalone annual financial results.

As part of an audit in accordance with SAs, we exercise professional judgment and maintain professional skepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the standalone annual financial results, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under Section 143(3) (i) of the Act, we are also responsible for expressing our opinion on whether the company has adequate internal financial controls with reference to financial statements in place and the operating effectiveness of such controls.

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- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures in the standalone annual financial results made by the Management and by the Board of Directors.
- Conclude on the appropriateness of the Management and the Board of Directors' use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the standalone annual financial results or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the standalone annual financial results, including the disclosures, and whether the financial results represent the underlying transactions and events in a manner that achieves fair presentation.

We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

Other Matters

i) We did not audit the financial statements of Japan Branch included in the standalone financial results of the Company whose financial statements reflect total assets of INR 4,499.15 lakhs, total revenues of INR 2,840.79 lakhs and net profit of INR 107.65 lakhs for the year ended 31 March, 2023 as considered in the standalone annual financial results. The financial statements of the Branch have been audited by the branch auditor whose report has been furnished to us, and our opinion in so far as it relates to the amounts and disclosures included in respect of the Branch, is based solely on the report of such branch auditor.

ii) As stated in Note No. 2, the standalone annual financial results include results for the quarter ended 31st March 2023 and quarter ended 31st March 2022 being the balancing figure between audited figures in respect of the full financial year and the published unaudited year to date figures up to the third quarter of the financial year, which were subject to limited review by us.

Our opinion is not modified in respect of the above matters.

For **VARMA & VARMA**
Chartered Accountants
FRN 004532S

ABRAHAM BABY CHERIAN
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Date: 2023.05.09 13:44:55 +05'30'

ABRAHAM BABY CHERIAN
Partner
M.No.218851
UDIN- 23218851BGXHBO4511

Place: Bangalore
Date : 9th May 2023

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TD POWER SYSTEMS LIMITED

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CIN: L31103KA1999PLC025071, E mail Id: tdps@tdps.co.in,Website: www.tdps.co.in, Tel. No.: + 91 80 22995700, Fax: + 91 80 7734439

STATEMENT OF STANDALONE/CONSOLIDATED AUDITED FINANCIAL RESULTS FOR THE QUARTER AND YEAR ENDED MARCH 31, 2023

(₹ in Lakhs)

Sl. No.	Particulars	Consolidated					Standalone				
		Quarter ended			Year ended		Quarter ended			Year ended	
		31.03.2023	31.12.2022	31.03.2022	31.03.2023	31.03.2022	31.03.2023	31.12.2022	31.03.2022	31.03.2023	31.03.2022
		(AUDITED)*	(UNAUDITED)	(AUDITED)*	(AUDITED)	(AUDITED)	(AUDITED)*	(UNAUDITED)	(AUDITED)*	(AUDITED)	(AUDITED)
		₹	₹	₹	₹	₹	₹	₹	₹	₹	₹
	Revenue										
I	Revenue from Operations	24,984.73	20,527.74	22,716.61	87,229.70	79,742.46	22,194.57	19,865.66	21,437.51	82,148.42	71,880.55
II	Other Income	646.77	37.69	843.01	1,975.47	1,671.42	520.95	349.64	910.31	2,200.22	1,756.48
III	**Total Income (I+II)**	**25,631.50**	**20,565.43**	**23,559.62**	**89,205.17**	**81,413.88**	**22,715.52**	**20,215.30**	**22,347.82**	**84,348.64**	**73,637.03**
IV	**Expenses**										
	Cost of materials consumed	15,880.61	13,652.65	16,696.01	56,275.02	55,200.11	15,201.30	13,168.99	16,437.25	54,903.34	52,580.48
	Purchases for project business, net of changes in inventories of stock in trade	(959.24)	188.55	176.20	(437.22)	940.96	(959.24)	188.55	176.20	(437.22)	940.96
	Changes in inventories of finished goods, stock-in-trade and work-in-progress	1,779.91	(237.19)	(797.14)	3,198.93	847.22	563.55	333.14	(952.35)	2,167.83	(1,830.51)
	Employee benefits expense	2,364.46	2,082.75	2,002.91	9,056.29	8,056.97	1,863.60	1,910.27	1,703.29	8,051.82	7,273.31
	Finance Costs	1.20	0.15	70.75	106.37	205.70	1.20	0.15	70.75	106.37	205.70
	Depreciation and amortisation expense	524.97	497.13	550.50	2,070.48	2,203.96	495.94	467.95	529.28	1,964.46	2,123.70
	Other expenses	1,577.07	1,506.11	1,577.34	6,115.07	5,509.17	1,511.53	1,377.09	1,459.50	5,599.68	4,964.06
	Total expenses (IV)	**21,168.98**	**17,690.15**	**20,276.57**	**76,384.94**	**72,964.09**	**18,677.88**	**17,446.14**	**19,423.92**	**72,356.28**	**66,257.70**
V	**Profit before exceptional items and tax (III-IV)**	**4,462.52**	**2,875.28**	**3,283.05**	**12,820.23**	**8,449.79**	**4,037.64**	**2,769.16**	**2,923.90**	**11,992.36**	**7,379.33**
VI	Exceptional items (Refer Note No.5(c), 6(a) & 6(b))	134.41	-	-	134.41	757.72	(50.81)	-	-	(50.81)	-
VII	**Profit before tax (V-VI)**	**4,596.93**	**2,875.28**	**3,283.05**	**12,954.64**	**9,207.51**	**3,986.83**	**2,769.16**	**2,923.90**	**11,941.55**	**7,379.33**
VIII	**Tax Expenses**										
	(a) Current Tax	1,105.06	1,413.46	791.39	3,755.76	1,977.59	1,043.96	1,330.10	714.68	3,578.07	1,772.83
	(b) Deferred Tax	(43.15)	(545.29)	25.45	(482.35)	165.01	(43.15)	(545.29)	25.45	(482.35)	165.01
IX	**Profit for period/year (VII - VIII)**	**3,535.02**	**2,007.11**	**2,466.21**	**9,681.23**	**7,064.91**	**2,986.02**	**1,984.35**	**2,183.77**	**8,845.83**	**5,441.49**
X	**Other Comprehensive Income**										
	Items that will not be reclassified to profit or loss										
	(i) Remeasurement of defined benefit plans	(62.26)	4.51	41.01	5.78	(84.34)	(62.26)	4.51	41.01	5.78	(84.34)
	(ii) Tax on defined benefit plans	15.67	(1.13)	(10.32)	(1.45)	21.23	15.67	(1.13)	(10.32)	(1.45)	21.23
	Items that will be reclassified to profit or loss										
	(i) Exchange difference on translation of foreign operations (Refer Note No.9)	(25.24)	124.79	(136.54)	(234.56)	(858.48)	(35.42)	69.56	(34.85)	(11.17)	(60.76)
	(ii) Tax on exchange difference on translation of foreign operations	2.81	-	-	2.81	-	2.81	-	-	2.81	-
XI	**Total Comprehensive Income for the period/year (IX+X) (Comprising Profit and Other Comprehensive Income for the period/year)**	**3,466.00**	**2,135.28**	**2,360.36**	**9,453.81**	**6,143.32**	**2,906.82**	**2,057.29**	**2,179.61**	**8,841.80**	**5,317.62**
	Details of equity share capital:										
XII	Paid-up equity share capital (Face value of ₹.2/- per share) (Refer Note No.10)	3,120.85	3,120.85	3,110.35	3,120.85	3,110.35	3,120.85	3,120.85	3,110.35	3,120.85	3,110.35
XIII	Reserves (excluding Revaluation reserve)	-	-	-	57,331.12	49,606.08	-	-	-	56,268.40	49,155.37
XIV	**Earnings per equity share of ₹.2/- each (Refer Note No.10)**										
	Basic (in ₹)	2.27	1.29	1.60	6.23	4.59	1.92	1.28	1.42	5.70	3.54
	Diluted (in ₹)	2.27	1.29	1.60	6.22	4.56	1.91	1.28	1.41	5.68	3.51

* Refer Note No.2

TD POWER SYSTEMS LIMITED

REGISTERED OFFICE & PLANT: # 27,28 &29 KIADB INDUSTRIAL AREA, DABASPET, NELAMANGALA TALUK, BANGALORE 562 111

CIN: L31103KA1999PLC025071, E mail Id: tdps@tdps.co.in,Website: www.tdps.co.in, Tel. No.: + 91 80 22995700, Fax: + 91 80 7734439

STATEMENT OF STANDALONE/CONSOLIDATED AUDITED FINANCIAL RESULTS FOR THE QUARTER AND YEAR ENDED MARCH 31, 2023

AUDITED SEGMENT WISE REVENUE, RESULTS AND CAPITAL EMPLOYED

(₹ in Lakhs)

	Particulars	Consolidated					Standalone				
		Quarter ended			Year ended		Quarter ended			Year ended	
		31.03.2023	31.12.2022	31.03.2022	31.03.2023	31.03.2022	31.03.2023	31.12.2022	31.03.2022	31.03.2023	31.03.2022
		(AUDITED)*	(UNAUDITED)	(AUDITED)*	(AUDITED)	(AUDITED)	(AUDITED)*	(UNAUDITED)	(AUDITED)*	(AUDITED)	(AUDITED)
		₹	₹	₹	₹	₹	₹	₹	₹	₹	₹
1	**Segment Revenue (net sale/income from each segment should be disclosed)**										
	(a) Manufacturing	28,583.19	22,878.96	25,696.58	98,310.32	88,794.57	22,586.40	19,588.77	21,158.42	81,556.04	70,426.56
	(b) Project Business including WOS	1,965.96	364.39	390.90	3,351.70	1,725.51	1,965.96	364.39	390.90	3,351.70	1,725.51
	(c) Engineering, procurement and construction (EPC)	-	-	-	-	-	-	-	-	-	-
	Total segment revenue	**30,549.15**	**23,243.35**	**26,087.48**	**1,01,662.02**	**90,520.08**	**24,552.36**	**19,953.16**	**21,549.32**	**84,907.74**	**72,152.07**
	Less: Inter Segment Revenue	2,357.79	87.50	111.81	2,759.32	271.52	2,357.79	87.50	111.81	2,759.32	271.52
	Less: Inter Company Revenue	3,206.63	2,628.11	3,259.06	11,673.00	10,506.10	-	-	-	-	-
	Revenue from operations	**24,984.73**	**20,527.74**	**22,716.61**	**87,229.70**	**79,742.46**	**22,194.57**	**19,865.66**	**21,437.51**	**82,148.42**	**71,880.55**
2	**Segment Results: (Profit)(+)/ Loss (-) before tax and interest from each segment)**										
	(a) Manufacturing	3,980.81	3,347.29	3,252.80	13,523.07	9,422.71	3,980.81	3,347.29	3,252.80	13,523.07	9,422.71
	(a1) Less : Inter Segment/Company	(459.60)	(137.73)	(384.95)	(950.13)	(1,155.94)	-	-	-	-	-
	(b) Project Business including WOS	305.75	(131.63)	250.44	208.93	213.23	310.18	(130.26)	252.63	218.01	222.99
	(c) Engineering, procurement and construction (EPC)	(2.63)	(2.58)	(2.39)	(11.20)	(10.99)	-	-	-	-	-
	Less: Depreciation	524.97	497.13	550.50	2,070.48	2,203.96	495.94	467.95	529.28	1,964.46	2,123.70
		4,218.56	**2,853.68**	**3,335.30**	**12,600.45**	**8,576.93**	**3,795.05**	**2,749.08**	**2,976.15**	**11,776.62**	**7,522.00**
	Less:(i) Finance cost	1.20	0.15	70.75	106.37	205.70	1.20	0.15	70.75	106.37	205.70
	(ii) Other unallocable expenditure net off unallocable income (including exceptional item)	(379.57)	(21.75)	(18.50)	(460.56)	(836.28)	(192.98)	(20.23)	(18.50)	(271.30)	(63.03)
	Profit before Tax	**4,596.93**	**2,875.28**	**3,283.05**	**12,954.64**	**9,207.51**	**3,986.83**	**2,769.16**	**2,923.90**	**11,941.55**	**7,379.33**
3	**Capital Employed = Segment Assets - Segment liabilities**										
	Segment Asset										
	(a) Manufacturing	-	69,162.46	74,522.41	-	74,522.41	64,465.00	62,991.95	69,236.75	64,465.00	69,236.75
	(b) Project Business including WOS	-	2,227.42	2,294.91	-	2,294.91	5,066.97	2,215.15	2,276.96	5,066.97	2,276.96
	(c) Engineering, procurement and construction (EPC)	-	3.37	0.70	-	0.70	-	-	-	-	-
	(d) Un-allocable Segment	-	17,791.04	13,851.44	-	13,851.44	17,465.76	20,720.25	16,795.66	17,465.76	16,795.66
		-	**89,184.29**	**90,669.46**	-	**90,669.46**	**86,997.73**	**85,927.35**	**88,309.37**	**86,997.73**	**88,309.37**
	Segment Liabilities										
	(a) Manufacturing	-	29,940.08	28,337.81	-	28,337.81	24,059.69	27,236.75	26,478.49	24,059.69	26,478.49
	(b) Project Business including WOS	-	1,106.72	1,684.94	-	1,684.94	3,238.92	1,098.49	1,676.43	3,238.92	1,676.43
	(c) Engineering, procurement and construction (EPC)	-	17.64	17.25	-	17.25	-	-	-	-	-
	(d) Un-allocable Segment	-	377.22	7,913.03	-	7,913.03	309.87	353.02	7,888.73	309.87	7,888.73
		-	**31,441.66**	**37,953.03**	-	**37,953.03**	**27,608.48**	**28,688.26**	**36,043.65**	**27,608.48**	**36,043.65**
Note:- In Accordance with IND AS 108 - "Operating Segments", the above segments reported are based on the review of the Chief Operating Decision Maker.											

** Refer Note No.2*

TD POWER SYSTEMS LIMITED

STANDALONE/CONSOLIDATED STATEMENT OF ASSETS AND LIABILITIES **(Rupees in Lakhs)**

Particulars	Consolidated		Standalone	
	As at 31.03.2023	As at 31.03.2022	As at 31.03.2023	As at 31.03.2022
	(AUDITED)	(AUDITED)	(AUDITED)	(AUDITED)
	₹	₹	₹	₹
ASSETS				
Non - current assets				
Property, Plant and Equipment	15,510.47	16,048.34	14,949.81	15,388.79
Capital work in progress	23.50	63.47	23.50	63.47
Intangible assets other than Goodwill	819.54	586.91	819.54	586.91
Financial assets				
Investments (Refer Note No.5(a) & (b))	1,993.94	1,993.94	3,649.19	3,771.63
Loans	-	-	776.25	1,017.36
Other non-current financial assets	127.27	118.87	127.27	118.87
Other non-current assets	2,008.62	2,043.02	2,008.22	2,043.02
Current Assets				
Inventories	19,855.67	20,914.66	19,125.04	19,152.93
Financial assets				
Trade receivables	26,907.53	24,108.76	25,476.08	24,508.09
Cash and cash equivalents	4,208.65	5,539.34	2,439.42	3,846.35
Bank Balances other than cash and cash equivalents	12,717.93	10,594.99	12,717.93	10,594.99
Other current financial assets	1,879.89	2,810.57	1,124.61	2,062.78
Other current assets	4,268.23	5,846.59	3,760.87	5,154.18
TOTAL	**90,321.24**	**90,669.46**	**86,997.73**	**88,309.37**
EQUITY AND LIABILITIES				
Equity:				
Share Capital	3,120.85	3,110.35	3,120.85	3,110.35
Other Equity	57,331.12	49,606.08	56,268.40	49,155.37
Non - current liabilities				
Financial Liabilities:				
Long term Provisions	594.46	499.39	594.46	499.39
Deferred tax liabilities (Net)	309.87	792.22	309.87	792.22
Current Liabilities				
Financial Liabilities:				
Short-term Borrowings	-	7,096.51	-	7,096.51
Trade payables :				
- total outstanding dues of micro enterprises and Small enterprises	112.66	64.34	112.66	64.34
- total outstanding dues of creditors other than micro enterprises and Small enterprises	13,014.88	15,068.12	12,339.58	14,613.91
Other current financial liabilities	8,514.22	8,188.93	7,550.58	7,677.23
Other current liabilities	5,888.74	4,914.05	5,495.43	4,141.42
Provisions	453.48	463.35	439.54	432.50
Current tax liabilities-Net	980.96	866.12	766.36	726.13
TOTAL	**90,321.24**	**90,669.46**	**86,997.73**	**88,309.37**

For & on behalf of the Board

NIKHIL KUMAR Digitally signed by NIKHIL KUMAR Date: 2023.05.09 13:28:16 +05'30'

Place: Frankfurt **Nikhil Kumar**

Date: 9th May 2023 **Managing Director**

TD POWER SYSTEMS LIMITED

CASH FLOW STATEMENT FOR **(Rupees in Lakhs)**

Particulars	Consolidated		Standalone	
	Year Ended 31.03.2023	Year Ended 31.03.2022	Year Ended 31.03.2023	Year Ended 31.03.2022
	(AUDITED)	(AUDITED)	(AUDITED)	(AUDITED)
	₹	₹	₹	₹
CASH FLOW FROM OPERATING ACTIVITIES				
Net Profit before tax	**12,954.64**	**9,207.51**	**11,941.55**	**7,379.33**
Adjustments for:				
Depreciation	1,833.93	2,014.88	1,727.91	1,934.62
Amortisation	236.55	189.08	236.55	189.08
(Profit) / Loss on disposal of Property, Plant and Equipments	(78.04)	(0.06)	(78.04)	(0.06)
Unbilled revenue	(1.58)	26.68	(1.58)	26.68
Interest income on bank deposits	(698.86)	(642.28)	(694.82)	(642.22)
Interest income on financial assets (Non-convertible debentures carried at amortised cost)	(80.87)	(81.10)	(80.87)	(81.10)
Interest income accrued on financial assets (Non-convertible debentures carried at amortised cost)	(94.43)	(94.43)	(94.43)	(94.43)
Interest on the loan given to subsidiaries	-	-	(47.65)	(41.18)
Interest expenses (including foreign exchange difference recorded as adjustment to borrowing cost)	106.37	205.70	106.37	205.70
Compensation expenses under Employee Stock Option Scheme	32.62	133.61	32.62	133.61
Unrealised foreign exchange loss/(gain) (net) (including MTM of forward contracts)	444.47	(1,012.85)	290.51	(1,154.21)
Creditors written back included in exceptional item (Refer Note No.6(b))	(62.78)	(757.72)	-	-
Profit on Sale of land included in exceptional item (Refer Note 6(a)	(71.63)	-	(71.63)	-
Provision for diminution in the value of investment included in exceptional item (Refer Note 5(c))	-	-	122.44	-
Provision for warranty claims	37.75	78.25	54.66	102.36
Provision for leave encashment	176.04	54.71	175.64	54.36
Operating profit before working capital changes	**14,734.18**	**9,321.98**	**13,619.23**	**8,012.54**
Adjustments for :				
Decrease/(Increase) in trade receivables	(2,614.35)	(7,887.76)	(783.57)	(6,897.93)
Decrease/(Increase) in other receivables & current and non-current assets	(214.32)	(1,203.19)	(100.73)	(976.32)
Decrease/(Increase) in inventories	1,058.99	(2,036.56)	27.89	(4,578.47)
(Decrease)/Increase in trade payables	(1,944.60)	4,327.99	(2,228.47)	4,511.71
(Decrease)/Increase in other payable, provision & current and non-current liabilities	1,407.62	278.92	1,104.93	612.20
Cash generated from operations	**12,427.52**	**2,801.38**	**11,639.28**	**683.73**
Direct taxes paid including TDS	(3,571.27)	(1,710.65)	(3,439.27)	(1,623.07)
Net cash flow from operating activities - A	**8,856.25**	**1,090.73**	**8,200.01**	**(939.34)**
Cash flow from investing activities				
Payment for property,plant and equipments (net of transfer of CWIP to property, plant and equipments)	(1,598.76)	(1,121.25)	(1,591.62)	(802.75)
Payment for intangible assets (net of transfer from intangible assets under development)	(469.18)	(376.70)	(469.18)	(376.70)
Proceeds from disposal of freehold land	429.75	-	429.75	-
Proceeds from disposal of property,plant and equipments	25.45	14.87	25.45	2.50
Proceeds from repayment of loan given to subsidiary	-	-	275.47	37.68
Interest received on loan given to subsidiary	-	-	47.65	41.18
Interest received on bank deposits	572.55	959.01	579.37	958.95
Net cash from/(used in) investing activities - B	**(1,040.19)**	**(524.07)**	**(703.11)**	**(139.14)**

TD POWER SYSTEMS LIMITED

CASH FLOW STATEMENT FOR **(Rupees in Lakhs)**

Particulars	Consolidated		Standalone	
	Year Ended 31.03.2023	Year Ended 31.03.2022	Year Ended 31.03.2023	Year Ended 31.03.2022
	(AUDITED)	(AUDITED)	(AUDITED)	(AUDITED)
	₹	₹	₹	₹
Cash flow from financing activities				
Proceeds from working capital borrowings (net)	(7,096.51)	1,865.84	(7,096.51)	1,865.84
Proceeds from ESOP exercised received	105.68	126.40	105.68	126.40
Proceeds from issue of shares to ESOP Trust	10.50	17.01	10.50	17.01
Interest paid	(64.80)	(149.60)	(64.80)	(149.60)
Dividend Received by ESOP Trust	5.44	4.95	5.44	4.95
Dividend Paid	(1,872.51)	(776.49)	(1,872.51)	(776.49)
Net cash flow from financing activities - C	**(8,912.20)**	**1,088.11**	**(8,912.20)**	**1,088.11**
Net Foreign exchange difference on translation of foreign operations - D	(234.56)	(858.48)	8.36	60.76
Net increase/decrease in cash and cash equivalents (A+B+C+D)	**(1,330.70)**	**796.29**	**(1,406.94)**	**70.39**
Effect of exchange rate changes on the balance of cash and cash equivalents held in foreign currencies	0.01	(1.85)	0.01	(1.85)
Cash and cash equivalents at the beginning of the year	5,539.34	4,744.90	3,846.35	3,777.81
Cash and cash equivalents at the end of the year	**4,208.65**	**5,539.34**	**2,439.42**	**3,846.35**
Cash and cash equivalents at the end of the year - constitute				
Balances with banks				
In current accounts	3,376.28	3,123.27	1,710.49	1,430.28
In EEFC account	21.36	701.21	21.36	701.21
In deposit accounts with less than 3 months maturity	803.44	1,709.54	700.00	1,709.54
Cash on hand	7.57	5.32	7.57	5.32
	4,208.65	**5,539.34**	**2,439.42**	**3,846.35**

For & on behalf of the Board

NIKHIL KUMAR Digitally signed by NIKHIL KUMAR Date: 2023.05.09 13:28:38 +05'30'

Place: Frankfurt **Nikhil Kumar**

Date: 9th May 2023 **Managing Director**

TD POWER SYSTEMS LIMITED
NOTES TO FINANCIAL RESULTS FOR THE QUARTER AND YEAR ENDED MARCH 31, 2023

Notes:

1 The Financial results have been prepared in accordance with the Ind AS notified under the Companies (Indian Accounting Standard) Rules, 2015. The above financial results have been recommended by the Audit committee and approved by the Board of Directors at their respective meetings held on 9th May 2023.

2 The Ind AS financial results and financial information for the quarter ended March 31, 2023 is the balancing figure between audited figures in respect of the full year and published unaudited year to date figures upto the third quarter, which were subject to the limited review by the auditors.

3 The consolidated financial results relate to TDPS Group. The Group consists of TD Power Systems Limited and its wholly owned Indian and Overseas subsidiaries as follows:

D F Power Systems Private Limited, India

TD Power Systems USA Inc, United States of America

TD Power Systems Japan Limited, Japan

TD Power Systems Europe GMBH, Germany

TD Power Systems Jenerator Sanayi Anonim Sirketi, Turkey

4 During the quarter ended 30th September 2019, the Company has implemented TDPSL Equity Based Compensation Plan 2019, ("Plan") through employee welfare trust after obtaining necessary approvals as per provision of the Companies Act, 2013. The employee cost on account of Employee Stock Options and Employee Stock Appreciation Rights granted as per the plan has been accounted for in the Statement of Profit & Loss and the cost of shares acquired for the purpose of the Plan has been included under Other Equity.

During the year ended 31st March 2023 (PY: 31st March 2022), 1,05,029 (PY: 1,70,084) Equity Shares were issued & allotted to the TDPSL Employee Welfare Trust (Trust) in respect of the exercise of 93,403 (PY: 2,26,760) ESARs by grantees. Consequently, the paid up capital of the Company as at March 31, 2023 stands at ₹ 3,120.85 Lakhs (PY: ₹ 3,110.35 Lakhs) comprising 15,60,42,635 Equity Shares of ₹ 2/-each (PY: 3,11,03,498 Equity shares of ₹ 10/- each). As per the TDPSL Equity Based Compensation Plan 2019, the said shares were transferred by the Trust to the ESAR Grantees in settlement of the ESAR'S Exercised.

During the year ended 31st March 2023 (PY: 31st March 2022), 1,87,961 (PY: 1,87,901) ESOPs were vested and 1,57,148 (PY: 1,87,901) options were exercised at an exercise price of ₹.67.25 against which 1,57,148 (PY: 1,87,961) Equity shares of the Company were transferred to the ESOP grantees by TDPSL Employee Welfare Trust. ₹ 105.68 lakhs (PY: ₹ 126.41 lakhs) was received from the ESOP grantees upon the Exercise of ESOPs.

5(a) The net worth of the Indian Subsidiary Company continues to be positive owing to substantial reduction of accumulated losses. The Company is awaiting improvement in market conditions which is gradually recovering due to the receding pandemic to evaluate opportunities from time to time with required support from the parent Company. Based on an assessment of risk of claims & counter claims which the Company will have against Creditors for supply of project related equipment, as well as project cancellation, appropriate write backs have been accounted in respect of these creditors in financial year 2021-2022 amounting to ₹757.72 lakhs and earlier year, resulting in the Company's Net worth turning positive. Further, efforts are ongoing to recover receivables by which management is hopeful of significantly improving the Company's ability to settle claims from creditors, if any. Accordingly, the financial statements of the Indian subsidiary continue to be prepared on a going concern basis which is considered appropriate by the management of that Company.

(b) The overseas subsidiary in USA has accumulated losses exceeding its share capital and has eroded its networth as at the end of the reporting period. The Subsidiary's liabilities exceeds its total assets by ₹ 537.36 lakhs (PY: ₹ 882.84 Lakhs). A substantial portion of the liabilities is loan from the Parent company which is being renewed on timely basis reflecting the parent company's resolve to support and grow the market. Over the last 3-4 years this subsidiary has improved foothold in the American market and has delivered certain initial orders from very reputed customers. This will help in receiving improved orders in the forthcoming years enabling better operating performance. The subsidiary is manging it's cash flow requirements. However, the parent company is authorised by its Board to infuse further funds as and when required. Based on this, the management of that company is of the opinion that the going concern assumption in preparation of the financial statements of that company is appropriate. Hence, considering the future prospects of the said subsidiary no provision for impairment in the carrying value of the investment in this subsidiary is considered necessary by the management of the company in the standalone financial results.

TD POWER SYSTEMS LIMITED
NOTES TO FINANCIAL RESULTS FOR THE QUARTER AND YEAR ENDED MARCH 31, 2023

(c) TD Power Systems Japan Ltd has filed an application for dissolution subject to statutory requirements. Accordingly, a provision to the tune of carrying value of the investment amounting to ₹ 122.44 Lakhs in this subsidiary is provided in the standalone financial results of the parent company and included under exceptional items.

6 (a) During the year ended 31st March 2023, the Company sold unutilised land measuring 4 acre and 31 Guntas situated at Pemmanahalli village, Sompura Hobli, Nelamangala Taluk, Bangalore Rural District ₹ 429.75 Lakhs . The net profit of ₹ 71.63 lakhs arising from the sale of said land after considering the carrying cost of land of ₹ 323.62 lakhs and the estimated cost of development of ₹ 34.50 lakhs, has been included under exceptional item. The formalities relating to execution and registration of the sale deed was completed during this quarter.

6 (b) During the year ended 31st March 2023, the Indian Subsidiary has written back creditors and payables amounting to ₹62.78 lakhs (PY: ₹ 757.72 lakhs) due to liquidated damages against project supplies, counter claims in respect of performance guarantees and amount unclaimed, this has been included under the exceptional items in the consolidated financial statements.

7 In respect of a demand of ₹.1,942 lakhs from the Income tax department in respect of Assessment year 2017-18 relating to Transfer Pricing and other disallowance u/s 143(3) r/.w. section 144C (3) & section 144B of the Income-tax Act, the Company filed an objection before the Dispute Resolution panel on May 26 2021. Further, consequent to a writ petition filed by the Company, the operation of the impugned assessment order & recovery proceedings has been **stayed by the Hon'ble High Court of Karnataka vide it's order dated June 30 2021.**

Notwithstanding the said Karnataka High Court stay, an assessment order u/s 143(3) r/W Section 260 read with section 144B of the Income Tax Act was once again received based on directions of Dispute Resolution panel. Consequent to a writ petition filed by the Company, the operation of this assessment order & recovery proceedings has **been stayed by the Hon'ble High Court of Karnataka vide it's order dated March 21, 2022.**

8 The Board of Directors have recommended a final dividend of ₹ 0.50 (Previous Year: ₹ 0.70) per equity share of ₹ 2/- each for the financial year ended 31st March 2023 subject to the approval of the shareholders in the annual general meeting of the company.

9 Other comprehensive income for the year ended 31st March 2023 includes unrealised foreign exchange translation Loss of ₹.180.42 Lakhs (PY: ₹. 752.30 Lakhs) from our foreign subsidiary-Turkey due to sharp currency depreciation of Turkish Lira (TL) to Indian Rupee (INR) from ₹.5.15 (PY: ₹.8.84) at the beginning of the year to ₹.4.29 (PY: ₹. 5.15) at the end of year, a drop of 20% (PY:42%)

10 Segment wise Revenue, Results, assets and liabilities are stated separately.

11 At the Annual general Meeting(AGM) of the members of the Company held on September 27 2022, the shareholders of the Company approved sub-division of the existing Equity Shares of the Company having face value of ₹.10 each into 5 Equity Shares of ₹.2 each on the date to be determined by the Board of Directors. Consequent changes to the Capital Clause of the Memorandum and Articles Of Association of the Company were also approved at the said AGM. Based on a record date set as November 1 2022, the required corporate action giving effect to the aforesaid sub division of the shares has been completed as of date. Accordingly, the Authorised & Paid up capital of the Company stands at Rs. 35,00,00,000 comprising of 17,50,00,000 Equity Shares of Rs 2/- each & ₹.31,20,85,270 comprising of 15,60,42,635 equity shares of ₹.2/-each respectively. As per the requirements of IND AS 33, the Earnings per share presented for all the periods in these results is after considering the said sub-division of equity shares.

For TD Power Systems Limited

NIKHIL KUMAR
Digitally signed by NIKHIL KUMAR
Date: 2023.05.09 13:28:52 +05'30'

Place: Frankfurt
Date: 9th May 2023

Nikhil Kumar
Managing Director

tdps is relations

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 2773 4439 / 2299 5718
Mail tdps@tdps.co.in

www.tdps.co.in

May 9, 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

Sirs,

Sub: Declaration pursuant to Regulation 33(3)(d) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

I, M N Varalakshmi Chief Financial Officer of TD Power Systems Limited having its Registered Office at # 27, 28 & 29, KIADB Industrial Area, Dabaspet, Nelamangala Taluk, Bangalore, Karnataka - 562 111, India, hereby declare that, Varma & Varma (FRN 004532S) Statutory Auditors of the Company have issued Audit Reports with unmodified opinion on Annual Audited Financial Results of the Company (Standalone & Consolidated) for the year ended March 31, 2023.

Kindly take this declaration on your records.

Thanking You

Yours truly,
For **TD Power Systems Limited**

M N Varalakshmi
CFO

TD Power Systems Limited Bengaluru