

Form No. MGT-11

PROXY FORM

[Pursuant to Section 105(6) of the Companies Act, 2013 and Rule 19(3) of the Companies (Management and Administration) Rules, 2014]

TD POWER SYSTEMS LIMITED

Regd. Off: No. 27, 28 & 29, KIADB Industrial Area, Dabaspeta, Nelamangala Taluk, Bengaluru - 562 111

CIN: L31103KA1999PLC025071, E-mail Id: tdps@tdps.co.in, Website: www.tdps.co.in, Tel. No.: + 91 80 22995700, Fax: + 91 80 22995718

Eighteenth Annual General Meeting – September 27, 2017

| | |
|------------------------------|--|
| Name of the Member(s) | |
| Registered address | |
| E - Mail Id | |
| Folio No./Client Id | |
| DP ID | |

I/We, being the holder(s) ofequity shares of TD POWER SYSTEMS LIMITED, hereby appoint

- Name: Address:
E Mail Id: Signature: or failing him
- Name: Address:
E Mail Id: Signature: or failing him
- Name: Address:
E Mail Id: Signature:

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 18th Annual General Meeting of the Company, to be held on Wednesday, September 27, 2017 at 10.30 AM at Hotel Le Meridien, No. 28 Sankey Road, Opp Bangalore Golf Course, Bangalore 560052 and at any adjournment thereof in respect of such resolutions as are indicated below:

| Resolutions | |
|--------------------|---|
| | 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, 2017, together with the Reports of the Directors and Auditors' thereon. |
| 2. | To declare Dividend on Equity Shares |
| 3. | To appoint Director in place of Mr. Mohib N Khericha (DIN: 00010365) who retires by rotation and being eligible seeks re-appointment |
| 4. | Appoint M/s. Varma & Varma, Chartered Accountants, Bangalore as Auditors and fix their remuneration. |
| | Special Business |
| 5. | Ratification of payment of remuneration to the Cost Auditors. |
| 6. | Revision in payment of remuneration to Managing Director |
| 7. | Re-appointment of whole time Director |

Signed this day of 2017

Signature of Shareholder:

Signature of Proxyholder(s):

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| Affix Re.1/- Revenue Stamp |
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Note:

- This form in order to be effective should be deposited at the registered office of the Company, not less than 48 hours before the commencement of the Meeting duly completed and signed.
- For resolutions, Explanatory Statement and notes, please refer Notice of the 18th Annual General Meeting.