

TD POWER SYSTEMS LIMITED

Regd. Off:No. 27, 28 & 29, KIADB Industrial Area, Dabaspet,
 Nelamangala Taluk, Bengaluru Rural District, 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 7734439

**TWENTIETH ANNUAL GENERAL MEETING
 ATTENDANCE SLIP**

| | |
|-------------------------------------|--|
| Regd. Folio/DP ID & Client ID | |
| Name and Address of the Shareholder | |
| No. of shares held | |

1. I hereby record my presence at the TWENTIETH ANNUAL GENERAL MEETING of the Company being held at 11:00 AM on Monday, August 12, 2019, at Hotel Le Meridien, No. 28 Sankey Road, Opp Bangalore Golf Course, Bangalore 560 052.
2. Signature of the Shareholder/Proxy Present
3. Shareholder/Proxy holder wishing to attend the meeting must bring the Attendance Slip to the meeting and handover at the entrance duly signed.
4. Shareholder/Proxy holder desiring to attend the meeting may bring his/her copy of the Annual Report for reference at the meeting.

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ELECTRONIC VOTING PARTICULARS

| Electronic Voting Event Number (EVEN) | User ID | Password |
|---------------------------------------|---------|----------|
| 190112 | | |

Note:

- i. Please read the instructions printed under Note No.8 to the Notice dated July 12, 2019 of the Twentieth Annual General Meeting of the company.
- ii. The e-voting period commences on August 09, 2019 at 9.00 AM (IST) and ends on August 11, 2019 at 5.00 PM (IST). The e-voting module shall be disabled by Link Intime India Private Limited for voting thereafter.

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

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Dabaspet, 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

Twentieth Annual General Meeting – August 12, 2019

| | |
|-----------------------|--|
| 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

1. Name:----- Address:-----

E Mail Id:Signature: or failing him

2. Name:----- Address:-----

E Mail Id:Signature: or failing him

3. 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 20th Annual General Meeting of the Company, to be held on Monday, August 12, 2019 at 11.00 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, 2019, together with the Reports of the Directors and Auditors' thereon. |
| 2. | To declare Dividend on Equity Shares |
| 3. | To appoint a Director in place of Mr. Mohib N Khericha (DIN: 00010365) who retires by rotation and being eligible seeks re-appointment |
| Special Business | |
| 4 | To Ratify payment of remuneration to the Cost Auditors. |
| 5 | To Approve TDPSL Equity Based Compensation Plan 2019. |
| 6 | To approve grant of employee stock options to the employees of Subsidiary company(ies) of the Company under 'TDPSL Equity Based Compensation Plan 2019. |
| 7. | Approval of secondary acquisition of shares through Trust route for the implementation of TDPSL Equity Based Compensation Plan 2019. |
| 8 | Provision of money by the Company for purchase of its own shares by the Trust for the benefit of employees under TDPSL Equity Based Compensation Plan 2019. |

Signed this day of 2019

Signature of Shareholder:

Signature of Proxy holder(s):

Affix
Re. 1/-
Revenue
Stamp

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 20th Annual General Meeting.