

NOTICE

Notice is hereby given that the Twentieth Annual General Meeting (AGM) of the Members of TD Power Systems Limited (Company) will be held at 11.00 AM on Monday 12th day of August 2019 at Hotel Le Meridien, No. 28, Sankey Road (Opp Bangalore Golf Course), Bangalore 560052, Karnataka, India to transact the following business:

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 Board of 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 & in this regard to consider and, if thought fit, to pass with or without modification(s) the following resolution as an Ordinary Resolution.

RESOLVED THAT, pursuant to provision of Section 152 of the Companies Act, 2013, approval of the members of the Company be and is hereby accorded to the re-appointment of Mr. Mohib N Khericha (DIN: 00010365) as a Director of the Company liable to retire by rotation.

SPECIAL BUSINESS

4. To ratify remuneration payable to the Cost Auditors and in this regard, to consider and if thought fit, to pass with or without modification(s), the following resolution as an Ordinary Resolution:

RESOLVED THAT, pursuant to the provisions of Section 148 and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Audit & Auditors) Rules, 2014 (including any statutory modification or re-enactment(s) thereof, for the time being in force) M/s. Rao, Murthy &

Associates, Cost Auditors (Firm Registration No.000065) appointed by the Board of Directors of the Company to conduct the audit of the cost records of the Company for the financial year ending March 31, 2020, be paid the remuneration as set out in the Statement annexed to the Notice convening this Meeting.

5. To Approve TDPSL Equity Based Compensation Plan 2019 and in this regard, to consider and if thought fit, to pass with or without modification(s), the following resolution as a Special Resolution:

RESOLVED THAT pursuant to the provisions of Section 62(1)(b) and other applicable provisions, if any, of the Companies Act, 2013 and the Rules made thereunder, the provisions of Regulation 3(1) and 6 of the Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014 and relevant provisions of Circular No. CIR/CFD/POLICY CELL/2/2015 dated June 16, 2015 issued by the Securities and Exchange Board of India (collectively referred to as "SEBI SBEB Regulations"), Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the relevant provisions of the Memorandum and Articles of Association of the Company and subject further to such other approvals, permissions and sanctions as may be necessary and subject to such conditions and modifications as may be prescribed or imposed while granting such approvals, permissions and sanctions, the consent of the members of the Company be and is hereby accorded to the introduction and implementation of 'TDPSL Equity Based Compensation Plan 2019' ("Plan") through an employee welfare trust ("Trust") to be set up by the Company and authorizing the Board of Directors of the Company (*hereinafter referred to as the "Board" which term shall be deemed to include any Committee, including the Nomination and Remuneration Committee which the Board has constituted to exercise its powers, including the powers, conferred by this resolution and under Regulation 5 of the SEBI SBEB Regulations*) to

create, issue and grant from time to time, in one or more tranches not exceeding such number of share based incentive units comprising of employee stock options and employee stock appreciation rights (collectively referred to as "Options"), to or for the benefit of such person(s) who are in permanent employment of the Company and its subsidiary company(ies) within the meaning of the Plan, including any Director, whether whole-time or not (but other than the Promoters of the Company, Independent Directors and Directors holding directly or indirectly more than 10% of the outstanding equity shares of the Company), as may be decided under the Plan, exercisable into not more than 10,00,000 (Ten Lakh) equity shares of face value of Rs.10/- (Rupees Ten) each fully paid-up in aggregate, out of which not more than 5,65,000 (Five Lakh Sixty Five Thousand) equity shares shall be sourced from secondary acquisition through the Trust and to be transferred by such Trust to the option grantea upon exercise of employee stock options and not more than 4,35,000 (Four Lakh Thirty Five Thousand) equity shares shall be issued by way of primary equity shares by the Company to the Trust and to be transferred by the Trust to the option grantee upon exercise of employee stock appreciation rights, where one employee stock option would convert into one equity share and an employee stock appreciation right would convert into lesser than one equity share of the Company, on such terms and in such manner as the Board may decide in accordance with the provisions of the Plan, applicable laws and regulations including the SEBI SBEB Regulations".

RESOLVED FURTHER THAT the equity shares so issued and transferred as mentioned hereinbefore shall rank pari passu with the then existing equity shares of the Company.

RESOLVED FURTHER THAT in case of any corporate action(s) such as bonus issue, rights issue, merger and sale of division and others, if any, additional equity shares are transferred by the Trust to the eligible employees for the purpose of making a fair and reasonable adjustment to the

Options granted earlier, the ceiling in terms specified above shall be deemed to increase to the extent of such additional equity shares transferred.

RESOLVED FURTHER THAT in case the equity shares of the Company are either sub-divided or consolidated, then the number of equity shares to be transferred and the price of transfer payable by the option grantees under the Plan shall automatically stand augmented or reduced, as the case may be, in the same proportion as the face value per equity share shall bear to the revised face value of the equity shares of the Company after such sub-division or consolidation, without affecting any other rights or obligations of the said grantees.

RESOLVED FURTHER THAT the Board be and is hereby authorised to take requisite steps for listing of the equity shares allotted by the Company to the Trust under the Plan on the stock exchanges where the equity shares of the Company are listed in due compliance with SEBI SBEB Regulations and other applicable laws.

RESOLVED FURTHER THAT the Company shall conform to the accounting policies prescribed from time to time under the SEBI SBEB Regulations and any other applicable laws and regulations to the extent relevant and applicable to the Plan.

RESOLVED FURTHER THAT the Board be and is hereby authorized at any time to modify, change, vary, alter, amend, suspend or terminate the Plan and to do all such acts, deeds, matters and things as it may deem fit at its absolute discretion, for such purpose and also to settle any issues, questions, difficulties or doubts that may arise in this regard without being required to seek any further consent or approval of the members to extent such matter(s) does not require consent or approval of the members, and further to execute all such documents, writings and to give such directions and instructions as may be necessary or expedient to give effect to such modification, change, variation, alteration, amendment, suspension or termination of the Plan and do all other things

incidental and ancillary thereof in conformity with the provisions of the Companies Act, 2013, the Memorandum and Articles of Association of the Company, the SEBI SBEB Regulations and any other applicable laws in force.

RESOLVED FURTHER THAT the Board, be and is hereby authorized to do all such acts, deeds, and things, as may, at its absolute discretion, deems necessary including authorizing or directing to appoint merchant Bankers, brokers, solicitors, registrars, compliance officer, investors service centre and other advisors, consultants or representatives, being incidental to the effective implementation and administration of the Plan as also to make applications to the appropriate authorities, parties and the institutions for their requisite approvals and all other documents required to be filed in the above connection and to settle all such questions, difficulties or doubts whatsoever which may arise and take all such steps and decisions in this regard.

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' and in this regard, to consider and if thought fit, to pass with or without modification(s), the following resolution as an Special Resolution:

RESOLVED THAT pursuant to the provisions of Section 62(1)(b) and other applicable provisions, if any, of the Companies Act, 2013 and the Rules made thereunder, the provisions of Regulation 3(1) and 6 of the Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014 and relevant provisions of Circular No. CIR/CFD/POLICY CELL/2/2015 dated June 16, 2015 issued by the Securities and Exchange Board of India (collectively referred to as "SEBI SBEB Regulations"), Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the relevant provisions of the Memorandum and Articles of Association of the Company and subject further to

such other approvals, permissions and sanctions as may be necessary and subject to such conditions and modifications as may be prescribed or imposed while granting such approvals, permissions and sanctions, the consent of the members of the Company be and is hereby accorded to authorise the Board of Directors of the Company (hereinafter referred to as the "Board" which term shall be deemed to include any Committee, including the Nomination and Remuneration Committee which the Board has constituted to exercise its powers, including the powers, conferred by this resolution and under Regulation 5 of the SEBI SBEB Regulations) to create, and grant from time to time, in one or more tranches such number of share based incentive units comprising of employee stock options and/or employee stock appreciation rights (collectively referred to as "Options") under 'TDPSL Equity Based Compensation Plan 2019' ("Plan") within the overall and individual limit prescribed therein to or for the benefits of the permanent employees including whole-time Directors (other than Promoter(s), Independent Directors and Directors holding directly or indirectly more than 10% of the outstanding equity shares of the Company), of any subsidiary company(ies) of the Company, whether in or outside India, as may be decided under the Plan, exercisable into corresponding number of equity shares of face value of Rs.10/- (Rupees Ten) each fully paid-up, where one employee stock option would convert into one equity share and an employee stock appreciation right would convert into lesser than one equity share of the Company, upon exercise and be transferred to the option grantees by the employee welfare trust ("Trust") of the Company, on such terms and in such manner as the Board may decide in accordance with the provisions of the Plan, applicable laws and regulations including the SEBI SBEB Regulations.

7. Approval of secondary acquisition of shares through Trust route for the implementation of 'TDPSL Equity Based Compensation Plan 2019' and

in this regard, to consider and if thought fit, to pass with or without modification(s), the following resolution as a Special Resolution:

RESOLVED THAT pursuant to section 62(1)(b) and all other applicable provisions, if any, of the Companies Act, 2013 ('the Act'), and the Rules thereunder, Regulation 3(6) of the Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014 and relevant provisions of Circular No. CIR/CFD/POLICY CELL/2/2015 dated June 16, 2015 issued by the Securities and Exchange Board of India (collectively referred to as "SEBI SBEB Regulations"), including any statutory modification(s) or re-enactment(s) of the Act, the Rules or the SEBI SBEB Regulations, the Memorandum and Articles of Association of the Company, the provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, for the time being in force and subject to such other approvals, permissions and sanctions, as may be necessary and subject to such conditions and modifications as may be prescribed or imposed while granting such approvals, permissions and sanctions, consent of the members of the Company be and is hereby accorded to authorise the Board of Directors of the Company (hereinafter referred to as the "Board" which term shall be deemed to include any committee, including the Nomination and Remuneration Committee which the Board has constituted to exercise its powers, including the powers, conferred by this resolution) to acquire, hold and deal in the equity shares of the Company from the secondary market, from time to time, in one or more tranches, through an employee welfare trust ("Trust") to be set up by the Company for the implementation of 'TDPSL Equity Based Compensation Plan 2019' ("Plan"), not exceeding 5,65,000 (Five Lakh Sixty Five Thousand) fully paid-up equity shares of face value of Rs.10 each in aggregate, being 1.82% of the paid-up equity share capital of the Company as on March 31, 2019, which is below the statutory ceiling prescribed under the SEBI SBEB Regulations, to be

transferred to the option grantee upon exercise of employee stock options for the purposes of implementation of the Plan.

RESOLVED FURTHER THAT equity shares that can be acquired from the secondary market in any financial year by the Trust shall not exceed such ceiling as may be prescribed under SEBI SBEB Regulations from time to time.

RESOLVED FURTHER THAT in case of any corporate action(s) such as rights issues, bonus issues, change in capital structure, or other re-organisation, if any additional equity shares are required to be issued by the Company to its shareholders, the ceiling aforesaid in terms of number of equity shares intended to be acquired from secondary market shall be deemed to increase in proportion of such additional equity shares issued to facilitate making of a fair and reasonable adjustment as per SEBI SBEB Regulations.

RESOLVED FURTHER THAT the Trust shall not deal in derivatives, and shall undertake only delivery based transactions for the purposes of secondary acquisition as permitted by the SEBI SBEB Regulations.

RESOLVED FURTHER THAT the Trustees of the Trust shall not vote in respect of the shares acquired and held by such Trust.

RESOLVED FURTHER THAT for the purposes of disclosures to the stock exchange, the shareholding of the Trust shall be shown as 'non-promoter and non-public shareholding.

RESOLVED FURTHER THAT the Trustees of the Trust shall ensure compliance of the provisions of the SEBI SBEB Regulations, Rules made under the Companies Act, 2013 and all other applicable laws at all times in connection with acquisition, holding and dealing in the shares of the Company including but not limited to maintenance of proper books of account, records and documents with appropriate disclosures as prescribed.

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' and in this regard, to

consider and if thought fit, to pass with or without modification(s), the following resolution as a Special Resolution:

RESOLVED THAT pursuant to the provisions of Section 67(3)(b) and all other applicable provisions, if any, of the Companies Act, 2013, the Memorandum and Articles of Association of the Company, Regulation 3(8) of the Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014 (hereinafter referred to as "SEBI SBEB Regulations") read with Rule 16 of the Companies (Share Capital and Debentures) Rules, 2014 and subject further to such other approvals, permissions and sanctions as may be necessary and such conditions and modifications as may be prescribed or imposed while granting such approvals, permissions and sanctions, the approval of the members of the Company be and is hereby accorded and authorizing the Board of Directors of the Company (*hereinafter referred to as the "Board" which term shall be deemed to include any Committee, including the Nomination and Remuneration Committee which the Board has constituted to exercise its powers, including the powers, conferred by this resolution*) to grant loan, to provide guarantee or security in connection with a loan granted or to be granted, in one or more tranches, to an employee welfare trust ("Trust") to be set up by the Company by such sum of money which in aggregate shall not exceed 5% (Five Percent) of the aggregate of the paid up share capital and free reserves of the Company as on March 31, 2019, with a view to enable the Trust to acquire permitted number of equity shares of the Company by fresh issue and/or from the secondary market for facilitating implementation of 'TDPSL Equity Based Compensation Plan 2019' ("Plan").

RESOLVED FURTHER THAT the Trust shall use the loan amount disbursed from time to time only for the purposes of the Plan strictly in accordance with provisions of SEBI SBEB Regulations.

RESOLVED FURTHER THAT any loan provided by the Company shall be interest free and subject to tenure of such loan equal to that of the Plan unless repaid earlier and shall be repayable to and recoverable by the Company from time to time during the term of the Plan subject to exercise of Options by the employees under the Plan and any other income of the Trust.

RESOLVED FURTHER THAT subject to the broad terms above, the Board be and is hereby authorized to do all such acts, deeds, matters and things as may at its absolute discretion deems fit, to settle any issues, questions, difficulties or doubts that may arise in this regard including any modification in the terms of loan without being required to seek any further consent or approval of the members and further to execute all such documents, writings and to give such directions and/or instructions as may be necessary or expedient.

RESOLVED FURTHER THAT subject to the extent allowed under the applicable laws, the Board be and is hereby authorized to delegate such powers to the Nomination and Remuneration Committee of the Board with a power to further delegate to any executives / officers of the Company, to do required acts, deeds, matters and things as also to execute such documents, writings, agreement, etc. as may be deemed necessary in this regard.

By Order of the Board
for TD Power Systems Limited

Bangalore
July 12, 2019

N. Srivatsa
Company Secretary

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,
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NOTES

1. The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 (Act) in respect of the Special business set out in this Notice and the relevant details pursuant to SEBI Listing Regulations are annexed hereto.
2. Brief profile of Mr. Mohib N Khericha who retires by rotation and being eligible, offers himself for re-appointment pursuant to the provisions of Section 152 of the Companies Act, 2013 is annexed herewith as required under Regulation 36 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

3. A member entitled to attend and vote at the 20th Annual General Meeting of the Company, is entitled to appoint a proxy to attend and vote instead of himself/ herself and the proxy need not be a member of the Company.

Proxies submitted on behalf of companies, institutional investors, societies, etc., must be supported by appropriate resolution/ authority, as applicable. A person can act as proxy on behalf of Members not exceeding fifty (50) and holding in the aggregate not more than 10% of the total share capital of the Company. In case a proxy is proposed to be appointed by a Member holding more than 10% of the total share capital of the Company carrying voting rights, then such proxy shall not act as a proxy for any other person or shareholder.

If a Proxy is appointed for more than fifty Members, he shall choose any fifty Members and confirm the same to the Company before the commencement of specified period for inspection. In case the Proxy fails to do so, the Company shall consider only the first fifty proxies received as valid.

Proxies in order to be effective must be deposited at the registered office of the Company, duly completed and signed not less than 48 (forty eight) hours before the commencement of the Annual General Meeting. Proxies submitted on behalf of the companies, societies etc., must be supported by an appropriate Resolution/ authority as applicable.

An instrument of Proxy duly filled, stamped and signed is valid only for this Annual General Meeting (20th) including any adjournment thereof.

4. Corporate Members intending to send their authorized representatives to attend the Annual General Meeting pursuant to the provisions of Section 113 of the Companies Act, 2013 are requested to send to the Company, a certified copy

of the relevant Board Resolution authorizing their representative(s) to attend and vote on their behalf at the Meeting.

5. Members/Proxies/Representatives are requested to bring the attendance slip, enclosed with the Annual Report/Notice for attending the meeting, duly completed and signed mentioning therein details of their DP ID and Client ID/Folio No.
6. All documents as mentioned in the Resolutions and/or Explanatory Statement are available for inspection by the Members at the Registered Office of the Company from 10.00 AM to 12.00 Noon on any working day and will also be made available at the venue of the Twentieth Annual General Meeting of the Company.
7. Pursuant to the provisions of Regulation 42 of SEBI LODR Regulations, the record date Friday, August 2, 2019 is fixed for ascertaining entitlement of members eligible to receive the final dividend, if declared at the meeting.

8. Electronic Voting

In compliance with provisions of Section 108 of the Companies Act, 2013, Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended by the Companies (Management and Administration) Amendment Rules, 2015 and Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), the Company is pleased to provide members facility to exercise their right to vote on resolutions proposed to be considered at the Annual General Meeting (AGM) by electronic means and the business may be transacted through e-voting Services. The facility of casting the votes by the members using an electronic voting system from a place other than venue of the AGM ("remote e-voting") will be provided by Link In time India Private Limited (LI IPL).

The remote e-voting period commences on Friday, August 9, 2019 (9:00 AM IST) and ends on Sunday August 11, 2019 (5:00 PM IST) and the voting right can be exercised by the person whose name is registered in Register of the member / beneficial owner as on the cut-off date i.e. August 2, 2019.

The remote e-voting module shall be disabled by LI IPL for voting thereafter. Once the vote on a resolution is cast by the member, the member shall not be allowed to change it subsequently.

Instructions for shareholders to vote electronically is as follows:

❖ Log-in to e-Voting website of Link In time India Private Limited (LIPL):

1. Visit the e-voting system of LIPL. Open web browser by typing the following URL: <https://instavote.linkintime.co.in>.
2. Click on "Login" tab, available under 'Shareholders' section.
3. Enter your User ID, password and image verification code (CAPTCHA) as shown on the screen and click on "SUBMIT".
4. Your User ID details are given below:
 - a. Shareholders holding shares in demat account with NSDL: Your User ID is 8 Character DP ID followed by 8 Digit Client ID
 - b. Shareholders holding shares in demat account with CDSL: Your User ID is 16 Digit Beneficiary ID
 - c. Shareholders holding shares in Physical Form (i.e. Share Certificate): Your User ID is Event No + Folio Number registered with the Company.
5. Your Password details are given below:

If you are using e-Voting system of LIPL: <https://instavote.linkintime.co.in> for the first time or if you are holding shares in physical form, you need to follow the steps given below:

Click on "Sign Up" tab available under 'Shareholders' section register your details and set the password of your choice and confirm (The password should contain minimum 8 characters, at least one special character, at least one numeral, at least one alphabet and at least one capital letter).

	For Shareholders holding shares in Demat Form or Physical Form
PAN	<p>Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (applicable for both demat shareholders as well as physical shareholders).</p> <ul style="list-style-type: none"> ● Members who have not updated their PAN with depository Participant or in the company record are requested to use the sequence number which is printed on Ballot Form / Attendance Slip indicated in the PAN Field.
DOB/ DOI	<p>Enter the DOB (Date of Birth)/ DOI as recorded with depository participant or in the company record for the said demat account or folio number in dd/mm/yyyy format.</p>
Bank Account Number	<p>Enter the Bank Account number as recorded in your demat account or in the company records for the said demat account or folio number.</p> <ul style="list-style-type: none"> ● Please enter the DOB/ DOI or Bank Account number in order to register. If the above mentioned details are not recorded with the depository participants or company, please enter Folio number in the Bank Account number field as mentioned in instruction (4-c).

If you are holding shares in demat form and had registered on to e-Voting system of LIPL: <https://instavote.linkintime.co.in> and/or voted on an earlier voting of any company then you can use your existing password to login.

If Shareholders holding shares in Demat Form or Physical Form have forgotten password:

Enter User ID, select Mode and Enter Image Verification code (CAPTCHA). Click on "SUBMIT".

Incase shareholder is having valid email address, Password will be sent to the shareholders registered e-mail address. Else, shareholder can set the password of his/her choice by providing the information about the particulars of the Security Question & Answer, PAN, DOB/ DOI, Dividend Bank Details etc. and confirm. (The password should contain minimum 8 characters, at least one special character, at least one numeral, at least one alphabet and at least one capital letter)

NOTE: The password is to be used by demat shareholders for voting on the resolutions placed by the company in which they are a shareholder and eligible to vote, provided that the company opts for e-voting platform of LIPL.

For shareholders holding shares in physical form, the details can be used only for voting on the resolutions contained in this Notice.

It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.

❖ Cast your vote electronically

6. After successful login, you will be able to see the notification for e-voting on the home page of INSTA Vote. Select/ View "Event No" of the company, you choose to vote.

7. On the voting page, you will see "Resolution Description" and against the same the option "Favour/ Against" for voting.

Cast your vote by selecting appropriate option i.e. Favour/Against as desired.

Enter the number of shares (which represents no. of votes) as on the cut-off date under 'Favour/Against'. You may also choose the option 'Abstain' and the shares held will not be counted under 'Favour/Against'.

8. If you wish to view the entire Resolution details, click on the 'View Resolutions' File Link.

9. After selecting the appropriate option i.e. Favour/Against as desired and you have decided to vote, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "YES", else to change your vote, click on "NO" and accordingly modify your vote.

10. Once you confirm your vote on the resolution, you will not be allowed to modify or change your vote subsequently.

11. You can also take the printout of the votes cast by you by clicking on "Print" option on the Voting page.

❖ General Guidelines for shareholders

- Institutional shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to e-Voting system of LIPL: <https://instavote.linkintime.co.in> and register themselves as 'Custodian / Mutual Fund / Corporate Body'.

They are also required to upload a scanned certified true copy of the board resolution /authority letter/power of attorney etc. together with attested specimen signature of the duly authorised representative(s) in PDF format in the 'Custodian / Mutual Fund / Corporate Body' login for the Scrutinizer to verify the same.

- During the voting period, shareholders can login any number of time till they have voted on the resolution(s) for a particular "Event".

- Shareholders holding multiple folios/demat account shall choose the voting process separately for each of the folios/demat account.

- *Any person, who acquires shares of the Company and became member of the Company after dispatch of the notice and holding shares as of the cut-off date i.e. August 02, 2019, may obtain the Login ID and Password by sending a request at enotices@linkintime.co.in or Issuer/Registrar and Share Transfer (RTA).*

- In case the shareholders have any queries or issues regarding e-voting, please refer the Frequently Asked Questions ("FAQs") and Instavote e-Voting manual available at <https://instavote.linkintime.co.in>, under Help section or write an email to enotices@linkintime.co.in or Call us :- Tel : 022 - 49186000.

9. The facility for voting through ballot paper shall be made available at the AGM and the members attending the meeting who have not cast their vote by remote e-voting shall be able to exercise their right at the meeting through ballot paper.
10. Mr. Sudhir V. Hulyalkar, Company Secretary in Practice (CP No. 6137), Bangalore or failing him Mr. Nagendra D.Rao, Company Secretary in Practice (CP No.7731), Bangalore, has been appointed as the Scrutinizer to scrutinize the e-voting process in a fair and transparent manner.
11. The Chairman shall, at the AGM, at the end of discussion on the resolutions on which voting is to be held, allow voting with the assistance of Scrutinizer, by use of "Ballot Paper" or "Polling Paper" for all those members who are present at the AGM but have not cast their votes by availing the remote e-voting facility.
12. After the conclusion of voting at the AGM, the Scrutinizers will submit a report after taking into account votes cast at the AGM and through remote e-voting in accordance with provisions of Rule 20 of Companies (Management and Administration) Rules, 2014, as amended. The consolidated results in respect of voting along with the Scrutinizer's Report will be sent to the Stock Exchanges and will also be hosted on website of the Company.
13. Subject to provision of the Companies Act, 2013, dividend on equity shares as recommended by the Directors, if declared at this meeting, will be paid within the statutory period of 30 days to those members whose name appear on the Register of Members or beneficial owner of the Company as on the record date i.e. on August 02, 2019.
14. The Reserve Bank of India (RBI) has instructed banks to move to the National Electronic Clearing Service (NECS)/NEFT/RTGS platform. In this regard, please note that if the Members have not provided to the Company or their Depository Participants (DP), the new bank account number, if any, allotted to them, after implementation of Core Banking System (CBS), credit of dividend through NECS/NEFT/ RTGS to their old bank account number, may be rejected or returned by the banking system. In the above circumstances, the Members are requested to furnish the new bank account number, if any, allotted to them by their bank after it has implemented the CBS together with name of the Bank, Branch, 9 digit MICR Bank/Branch code, account type by quoting their Folio Number, DPID and Client ID and a photocopy of the cheque pertaining to their new bank account, so that the dividend can be credited to the said bank account. Members who have not opted or updated their accounts are now requested to opt for this to avoid losses and delays. Members holding shares in physical form for availing the NECS/NEFT/ RTGS facility should furnish a request in this regard to the Company/Company's RTA, LinkIntime India Private Limited (RTA) in the NECS/NEFT/RTGS form available with the Company/Company's RTA.
15. The Company is obliged to print such bank details on the dividend payment Instruments as furnished by the DP and the Company cannot entertain any request for deletion/change of bank details already printed on the dividend payment Instruments based on the information received from the concerned DPs, without confirmation from them. In this regard, Members are advised to contact their DPs and furnish them the particulars of any change desired, if not already provided.
16. In terms of the IEPF Rules, the Company has uploaded the information in respect of the Unclaimed Dividends in respect of the Financial Year 2012, 2013, 2014, 2015, 2016 and 2017 as on the date of the last AGM held on September 26, 2018 on the website of the IEPF viz. www.iepf.gov.in and under Investors' section on the website of the Company www.tdps.co.in under Unclaimed/Unpaid Dividend.

Members who have not encashed their dividend are advised to write to the Company or Registrar and Share Transfer Agents of the Company, immediately claiming dividends declared by the Company.

17. Members are requested to address all correspondence including dividend related correspondence, to the Registrar and Share Transfer Agents, (RTA) LinkIntime India Private Limited, C 101, 247 Park, L B S Marg, Vikhroli West, Mumbai 400 083, Tel No: +91 22 49186000. Members must quote their Folio Number/DP ID & Client ID and contact details such as e-mail address, contact no. etc., in all correspondences with the Company/RTA.
18. Securities and Exchange Board of India ("SEBI") has mandated the submission of the Permanent Account Number (PAN) by every participant in the security market. Members holding shares in electronic form are, therefore requested to submit their PAN to their Depository Participant(s). Members holding shares in physical form are required to submit their PAN detail to the Registrar and Share Transfer Agents, Link Intime India Private Limited, Unit: TD Power Systems Limited, C 101, 247 Park, L B S Marg, Vikhroli West, Mumbai 400 083. Members are required to quote Permanent Account Number (PAN) for transfer/transmission of shares in physical form and hence, the transferee(s)/legal heir(s) is required to furnish a copy of his/her PAN to the Company/RTA.
19. Securities and Exchange Board of India ("SEBI") vide Gazette Notification dated June 08, 2018 has mandated that, with effect from December 5, 2018, the transfer of securities of all listed entities would be carried out in dematerialized form only. Accordingly, Shareholders who continue to hold shares in physical form are advised to get the same in dematerialized form.
20. Pursuant to the provisions of Section 72 of the Companies Act, 2013, Shareholders holding shares in physical form may file nomination in the prescribed Form SH-13 with the Company's Registrar and Transfer Agent. In respect of shares held in electronic/demat form, the nomination form may be filed with the respective Depository Participant of Shareholders.
21. Only bonafide members of the Company whose names appear on the Register of Members/ Proxy holders, in possession of valid attendance slips duly filled and signed will be permitted to attend the meeting. The Company reserves its right to take all steps as may be deemed necessary to restrict non-members from attending the meeting.
22. Members holding shares in physical form are requested to notify immediately any change of their respective addresses and bank account details. Please note that request for change of address, if found incomplete in any respect shall be rejected. In case of shares held in electronic mode, the request for change of address should be made to the respective depository participants (DPs) with whom the Members are holding the demat account.
23. Pursuant to the provisions of Section 101 of Companies Act, 2013 read with the relevant Rules, the Company is allowed to serve documents like notices, annual reports, etc., in electronic form to its Members. Accordingly, the Annual Report 2018-19, Notice of the 20th AGM and instructions for e-voting along with Attendance slip and Proxy form, are being sent by electronic mode to those members who have registered their e-mail addresses with their DPs and made available to the Company by the Depositories, unless a member has requested for a physical copy of the documents. For members who have not registered their e-mail address, physical copies of the above documents are being sent by permitted mode. However, in case a Member wishes to receive a physical copy of the said documents, such Member is requested to send an e-mail duly

quoting his DP ID and Client ID or the Folio Number as the case may be to investor.relations@tdps.co.in/rnt.helpdesk@kintimeco.in. Accordingly the Company shall update its database by incorporating/updating the designated e-mail addresses in its records.

24. Rule 3 of Companies (Management and Administration) Rules, 2014 (as amended) prescribes that Register of Members should include details pertaining to e-mail, PAN/CIN, UID, Occupation, Status and Nationality. We request all the Members of the Company to update the said details with their respective depository participants in case of shares held in electronic form and with the Company's Registrar and Transfer Agents in the case of physical holding.
25. Members may also note that the Notice of the 20th AGM and the Annual Report 2018-19 will be available on the Company's website www.tdps.co.in. The physical copies of the documents will be available at the Company's registered office during business hours of the Company on working days. Members who require communication in physical form in addition to e-communication, or have any other queries, may write to us at: investor.relations@tdps.co.in.
26. Members holding shares in demat form are requested to notify any change in their addresses, e-mail ids and/or bank account mandates to their respective DPs only and not to the Company/RTA for effecting such changes. The Company uses addresses, e-mail id's and bank account mandates furnished by the Depositories for updating its records of the Shareholders holding shares in electronic/ demat form.
27. Guidelines for attending the Twentieth AGM of the Company:
 - a. Members/proxies are requested to affix their signature at the space provided in the attendance slip and handover the same at the entrance of the venue of the Twentieth AGM.
 - b. Corporate Members intending to send their authorized representatives to attend are requested to send a certified copy of Board Resolution authorizing such representative to attend and vote on its behalf at the Twentieth AGM.
 - c. Members are requested to bring the copy / notes of the Annual Report at the Twentieth AGM.
 - d. The identity/signature of the Members holding shares in demat form are liable for verification with the specimen signatures furnished by NSDL/CDSL. Such Members are advised to bring the Depository Participant (DP) ID, account number(Client ID) and the relevant identity card for easier identification and recording of attendance at the Twentieth AGM.
 - e. Members desirous of obtaining any information concerning accounts and operations of the Company are requested to address their questions in writing to the Company Secretary at investor.relations@tdps.co.in, at least seven days before the date of the Twentieth AGM.
 - f. Members/Proxies are welcome at the AGM of the Company. However the Members/ Proxies may please note that no gifts/gift coupons will be distributed at the AGM.
28. In this Notice and Annexure thereto the terms "Shareholders" and "Members" are used interchangeably.

ANNEXURE TO THE NOTICE

PROFILE OF MR. MOHIB N KHERICHA SEEKING RE-APPOINTMENT

(Pursuant to Regulation 36 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015)

Name	Mr. Mohib N Khericha
Director Identification Number	00010365
Date of Birth	04-08-1952
Qualification	Chartered Accountant
Nature of his expertise in specific functional areas	He is a Chartered Accountant with over four decades experience in capital structuring, restructuring, financial management and loan syndication. He ventured into merchant banking in the year 1994
Directorships held in other listed companies/body corporates	Three
*Chairmanship/Membership of Committees held in other Listed companies/body corporates	Chairman of three Committees in other listed Company and Member of five committee in all other Companies.
Relationship with other Directors and Key Managerial Personnel	NIL
Number of Equity Shares held in the Company	3730960 Equity Shares
Number of Board Meetings attended during last Financial Year (2018-19)	Five
Terms and conditions of appointment	Non-Executive and Non-Independent Director, liable to retire by rotation

**For the purpose of computation of Chairmanship and Membership, only Audit and Stakeholders Relationship Committees have been considered.*

STATEMENT SETTING OUT MATERIAL FACTS (Statement) PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013, IN RESPECT OF ITEM NOS. 4 TO 8 OF THE NOTICE

Item No.4

The Board of Directors of the Company, on the recommendation of the Audit Committee, approved appointment of M/s. Rao, Murthy & Associates, Cost Auditors (Firm Registration No.000065), Bangalore at the meeting held on May 22,2019 to conduct the audit of the cost records of the Company for the financial year ending March 31, 2020 at a remuneration of Rs.1,75,000 plus applicable taxes and reimbursement of out of pocket expenses.

In terms of the provisions of Section 148 of the Companies Act, 2013 read with Rule 14 of the

Companies (Audit and Auditors) Rules, 2014, the remuneration payable to the Cost Auditor as recommended by the Audit Committee and approved by the Board of Directors is to be ratified by the members of the Company. Accordingly, ratification of the members is sought vide Ordinary Resolution at Item No. 4 of the Notice for the remuneration payable to the Cost Auditor in respect of the cost audit for the financial year ending March 31, 2020.

None of the Directors or Key Managerial Personnel of the Company or their relatives are in any way concerned or interested (financially or otherwise) in the Resolution as set out at Item No.4 of the Notice.

The Board commends the Ordinary Resolution as set out at Item No. 4 of the Notice for approval by the members.

Item Nos. 5 and 6:

Equity based compensation is considered to be an integral part of employee compensation across sectors which enables alignment of personal goals of the employees with organizational objectives by participating in the ownership of the Company through stock based compensation plan. Your Company believes that equity based compensation plan is an effective tool to reward the talent working with your Company and its subsidiary company(ies). With a view to motivate the key work force seeking their contribution to the Company's growth, to the create an employee ownership culture and to retain them for ensuring sustained growth, your Company intends to implement a share based incentive plan namely 'TDPSL Equity Based Compensation Plan 2019' ("Plan") seeking to cover eligible employees of the Company and its subsidiary company(ies).

The Company envisages to issue such number of share based incentive units comprising of employee stock options and/or employee stock appreciation rights (collectively referred to as "Options") within the prescribed ceiling of equity shares under the Plan. Employee stock options are traditional equity based incentive options; whereas employee stock appreciation rights are known to pass-on the same benefit as of the employee stock options but with a comparatively lesser equity dilution; thus, it is thought expedient to make use of a mix of these two instruments.

This Plan shall be implemented by the Company through an employee welfare trust ("Trust") to be set up by the Company after obtaining requisite approval. Under this Plan, Trust shall acquire equity shares partly by way primary shares and partly from secondary acquisition that is the secondary market. This is allowed by the Securities and Exchange Board of India (Stock Based Employee Benefits) Regulations, 2014 ("SEBI SBEB Regulations") subject to compliances prescribed therein.

Accordingly, the Nomination and Remuneration Committee of the Directors ("Committee") and the Board of Directors of the Company at their respective meetings held on July 12, 2019 had approved the introduction of the Plan, subject to your approval.

In terms of Section 62(1)(b) of the Companies Act, 2013 read with Regulation 6 of the Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014 ("SEBI SBEB Regulations"), the Company seeks your approval as regards implementation of the Plan and grant of Options thereunder to the eligible employees of the Company as decided from time to time in terms per provisions of the Plan read with provisions of SEBI SBEB Regulations.

The main features of the Plan are as under:

A. Brief Description of the Plan:

Keeping view the aforesaid objectives, the Plan contemplates grant of Options to the eligible employees of the Company and its subsidiary company(ies). After vesting of Options, the eligible employees earn a right, but not obligation, to exercise the vested Options within the exercise period and obtain equity shares of the Company from the Trust subject to payment of exercise price and satisfaction of any tax obligation arising thereon.

The Committee shall act as Compensation Committee for the supervision of the Plan and Trust shall administer the Plan. All questions of interpretation of the Plan shall be determined by the Trust and such determination shall be final and binding upon all persons having an interest in the Plan.

B. Total number of Options to be granted:

The total number of Options to be granted from time to time, in one or more tranches, shall be such which upon exercise shall not exceed 10,00,000 (Ten Lakh) equity shares of the Company of face value of Rs.10/- each fully paid-up, in aggregate out of which 5,65,000 (Five Lakh Sixty Five Thousand) equity shares shall be acquired by way of a secondary acquisition and to be transferred by the Trust to the option grantee upon exercise of employee stock options and 4,35,000 (Four Lakh Thirty Five Thousand) equity shares shall be issued by way of primary/fresh equity shares by the Company to the Trust and to be transferred by the Trust to eligible employee upon exercise of employee stock appreciation rights.

Further, the SEBI SBEB Regulations require that in case of any corporate action(s) such as rights issue, bonus issue, merger, sale of division etc., a fair and reasonable adjustment needs to be made in respect of Options granted. In this regard, the Committee shall adjust the number and price of the Options granted in such a manner that the total value of the Options granted under the Plan remains the same after any such corporate action. Accordingly, if any additional Options are issued by the Company to the Option grantees for making such fair and reasonable adjustment, the aforesaid ceiling of Options/ shares, shall be deemed to increase to the extent of such additional Options issued.

C. Identification of classes of employees entitled to participate in the Plan:

Following classes of employees and Directors (collectively referred to as "Employees") are eligible being:

- i. a permanent employee of the Company who has been working in India or outside India;
- ii. a Director of the Company, whether a whole-time or not but excluding an Independent Director; or
- iii. an employee as defined in clause (i) or (ii) of a subsidiary company(ies) of the Company, in or outside India.

However, following persons shall not be eligible to participate in the Plan:

- (i) an employee who is a promoter or belongs to the promoter group; and
- (ii) a director who either by himself or through his relatives or through anybody corporate, directly or indirectly holds more than 10% of the issued and subscribed shares of the Company.

D. Requirements of Vesting and period of Vesting:

All the Options granted on any date shall vest not earlier than minimum period of 1 (One) year and not later than a maximum period of 4 (Four) years from the date of grant of Options as may be determined by the Committee. The Committee may extend, shorten or otherwise vary the vesting period from time to time subject to these minimum and maximum vesting period for a particular grant.

The vesting dates in respect of the Options granted under the Plan shall be determined by the Committee and may vary from an Employee to Employee or any class thereof and / or in respect of the number or percentage of Options to be vested.

Options shall vest essentially based on continuation of employment/ service as per requirement of the SEBI SBEB Regulations. Apart from that the Committee may prescribe achievement of any performance condition(s) as a precondition for vesting which may vary from Employee to Employee depending upon the role, designation and requirements of business.

E. Maximum period within which the Options shall be vested:

All the Options granted on any date shall vest not later than a maximum of 4 (Four) years from the date of grant of Options as stated above.

F. Exercise price or pricing formula:

- i. Exercise price: The exercise price per employee stock option shall be maximum of 50% (Fifty percent) discount from the prevailing market price per equity share of the Company as on the grant date of such employee stock option, as determined by the Committee.
- ii. Base price: The base price per employee stock appreciation right shall be maximum of 50% (Fifty percent) discount from the market price per equity share of the Company as on the grant date of such Option, as determined by the Committee.

G. Exercise period and the process of exercise:

The exercise period would commence from the date of vesting of Options and will expire on completion of maximum of 4 (Four) years thereafter or such other shorter period as may be decided by the Committee from time to time subject to this maximum exercise period.

The vested Option shall be exercisable by the Option grantees by a written application to the Trust expressing his/ her desire to exercise such Options in such manner and on such format as may be

prescribed by the Committee or Trust from time to time. Exercise of Options shall be entertained only after payment of requisite exercise price/ subscription price and satisfaction of applicable taxes by the Option grantee. The Options shall lapse if not exercised within the specified exercise period.

H. Appraisal process for determining the eligibility of Employees under the Plan:

The appraisal process for determining the eligibility shall be decided from time to time by the Committee. The broad criteria for appraisal and selection may include parameters like tenure of association of the Employee with the Company, performance during the previous year(s), contribution towards strategic growth, contribution to team building and succession, cross-functional relationship, corporate governance, etc.

I. Maximum number of Options to be issued per Employee and in aggregate:

The maximum number of Options that may be granted to any employee per grant and in aggregate under the Plan shall not exceed 200,000 Options.

J. Maximum quantum of benefits to be provided per employee under the Plan:

Apart from grant of Options as stated above, no monetary benefits are contemplated under the Plan.

K. Route of Plan implementation:

The Plan shall be implemented and administered by an employee welfare trust ("Trust").

L. Source of acquisition of shares under Plan:

The Plan contemplates use/ acquisition of shares from two sources- (i) up to 5,65,000 (Five Lakh Sixty Five Thousand) equity shares from the secondary market through Trust and (ii) balance up to 4,35,000 (Four Lakh Thirty Five Thousand) equity shares from the fresh issue by the Company to the Trust.

M. Amount of loan to be provided for implementation of the Plan(s) by the Company to the trust, its tenure, utilization, repayment terms, etc.:

Subject to such other requisite approval as may be required, the Company shall provide an interest

free loan or provide guarantee or security in connection with a loan granted to the Trust by an amount not exceeding 5% (Five Percent) of the aggregate of the paid up share capital and free reserves of the Company as per audited accounts as on March 31, 2019. The loan amount shall be disbursed in one or more tranches.

The term of loan shall be over the term of the Plan; however, such loan shall be repayable to and recoverable by the Company from time to time during the term of the Plan. The Trust shall repay using the proceeds of exercise price collected from the Employees upon exercise of Options and any other income that is received by the Trust.

The Trust shall utilise the loan amount disbursed from time to time only for the purposes of the Plan and strictly in accordance with the provisions of the SEBI SBEB Regulations which shall be disclosed periodically as prescribed.

N. Maximum percentage of secondary acquisition:

The Plan envisages secondary acquisition of shares up to a maximum of 1.82% of the paid-up equity share capital of the Company as on March 31, 2019 which is below the statutory ceiling prescribed under the SEBI SBEB Regulations.

O. Accounting and Disclosure Policies:

The Company shall follow the Accounting Standard IND AS 102 on Share based Payments and/ or any relevant Accounting Standards as may be prescribed by the competent authorities from time to time, including the disclosure requirements prescribed therein in due compliance with the requirements of Regulation 15 of the SEBI SBEB Regulations. In addition, the Company shall disclose such details as required under the applicable laws including under other applicable provisions of the SEBI SBEB Regulations.

P. Method of option valuation:

The Company shall adopt 'fair value method' for valuation of Options as prescribed under the applicable Accounting Standard notified by competent authorities from time to time.

Q. Declaration:

In case, the Company is required to expense the share based employee benefits using the intrinsic value method, the difference between the employee compensation cost so computed and the employee compensation cost that shall have been recognized if it had used the fair value of the Options and the impact of this difference on profits and on earning per share of the Company shall also be disclosed in the Directors' Report.

Consent of the members is being sought by way of special resolution pursuant to Section 62(1)(b) and all other applicable provisions, if any, of the Companies Act, 2013 read with Regulation 6 of the SEBI SBEB Regulations.

A draft copy of the Plan is available for inspection at the Company's registered office / corporate office during official hours on all working days till the date of the Twentieth Annual General Meeting.

None of the Directors, key managerial personnel of the Company including their relatives are interested or concerned in the resolutions, except to the extent they may be lawfully granted Options under the Plan.

In light of above, your Board recommends your approval to the special resolutions set out at Agenda Item Nos. 5 and 6 of the accompanying notice.

Item no. 7:

The Company intends to implement 'TDPSL Equity Based Compensation Plan 2019' ("Plan") with a view to attract and retain key talent working with the Company and its subsidiary companies. This Plan apart from use of primary equity shares also contemplates acquisition of secondary shares through an employee welfare trust ("Trust") to be set up by the Company. This Plan envisages acquisition and use of not more than 5,65,000 (Five Lakh Sixty Five Thousand) equity shares being 1.82% of the paid-up equity share capital of the Company as on March 31, 2019 which is below the statutory ceiling prescribed under the Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014 ("SEBI SBEB Regulations").

It shall be further ensured that acquisition of shares by the Trust in any financial year shall also not exceed the

ceilings prescribed in SEBI SBEB Regulations as amended from time to time. Trust shall not deal in derivatives, and shall undertake only delivery based transactions for the purposes of secondary acquisition and for the purpose of the Plan. The Trustees of the Trust shall ensure compliance of all the relevant provisions of the SEBI SBEB Regulations and Rules made under the Companies Act, 2013 at all times in connection with acquisition and dealing in the shares of the Company including but not limited to maintenance of proper books of account, records and documents along with appropriate disclosures as prescribed.

Consent of the members is being sought by way of a special resolution pursuant to Regulation 3(6) of the SEBI SBEB Regulations.

None of the Directors, Key Managerial Personnel of the Company including their relatives are interested or concerned in the resolutions, except to the extent they may be lawfully granted Options under the Plan.

In light of above, you are requested to accord your approval to the Special Resolution as set out at Agenda Item No. 7 of the accompanying notice.

Item no. 8:

The Company intends to implement 'TDPSL Equity Based Compensation Plan 2019' ("Plan") with a view to attract and retain key talent working with the Company and its subsidiary companies. This Plan envisages use of not exceeding 10,000,000 (Ten Lakh) equity shares of the Company which shall be a mix of fresh issue of shares and secondary acquisition of shares. As per extant SEBI SBEB Regulations, any Plan envisaging purchase of shares from secondary market mandatorily requires a trust route.

The Plan shall be implemented by an employee welfare trust ("Trust") to be setup and formed by the Company after getting your consent. Your Board of Directors ("Board") has already obtained the necessary consent from the eligible persons to act as the first trustees. This Trust shall require loan/ financial assistance for acquisition of equity shares for the purpose of the Plan which shall be disbursed over a period of time in one or more tranches, as per requirement placed by the Trust. The total outstanding disbursements at any time shall not

exceed 5% (Five Percent) of the aggregate of paid-up share capital and free reserves as per audited accounts of the Company as on March 31, 2019 as prescribed under Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014 ("SEBI SBEB Regulations") read with Rule 16 of the Companies (Share Capital and Debenture) Rules, 2014 ("Companies Rules").

Particulars in respect of the Trust:

- a) Class of Employees for whose benefit the Plan is being implemented and money is being provided for purchase of or subscription to shares:

All the permanent employees (including a Director, whether whole-time or not) of the Company and its subsidiary companies, in or outside India are eligible subject to selection by the Nomination and Remuneration Committee for grant of Option under the Plan on the basis of eligibility criteria. Provided however that the following persons shall not be eligible:

- an employee who is a "Promoter" or belongs to the "Promoter Group" as defined in the SEBI SBEB Regulations; or
- a Director who either by himself or through his relatives or through any body corporate, directly or indirectly holds more than 10% of the issued and subscribed equity shares of the Company; or
- Independent Directors.

- b) Particulars of the trustees or Employees in whose favour such shares are to be registered:

It is contemplated that one or more of the designated Trustees shall acquire and hold the equity shares in due compliance of the relevant provisions of SEBI SBEB Regulations and other applicable provisions. The Trustees shall transfer the Shares in favour of the employees upon exercise of the Options after realisation of exercise price/ purchase price upon exercise employee stock options and employee stock appreciation rights and applicable income tax thereon.

- c) Particulars of Trust and name, address, occupation and nationality of trustees and their relationship with the promoters, directors or key managerial personnel, if any:

The name of the Trust shall be 'TDPSE Employee Welfare Trust' ("Trust"). It shall be in the nature of an irrevocable employee welfare trust which shall be formed as per provisions of the Indian Trusts Act, 1882 read with applicable provisions of the SEBI SBEB Regulations. It shall have its principal office at the registered office of the Company.

Particulars of the Trustees:

Following persons have been proposed to the first Trustees of the Trust:

Sr. No.	Name of the Trustees	Address of the Trustees	Occupation of Trustees	Nationality of Trustees
1	Prabhamani S	114,F1,13th Main Road, Binny Layout 2nd Stage, Vijayanagar, Bangalore 560040	Company Executive	Indian
2	R Vasudeva Murthy	#398, 2nd Main Road, Kirloskar Layout, Hesaraghatta Road, Bangalore 560073.	Company Executive	Indian

None of the above Trustees and their respective relatives are related to Promoters, Directors and Key Managerial Personnel of the Company. Subject to the compliance of the provisions of applicable law, the aforesaid Trustees may be changed at any time. In accordance with the SEBI SBEB Regulations, none of the Trustees hold 10% or more beneficial interest in the Company.

- d) Any interest of key managerial personnel, directors or promoters in such plan or Trust and effect thereof:

As per provisions of the SEBI SBEB Regulations, the Promoters and Independent Directors of the Company are not entitled to options under the Plan. The Key Managerial Personnel and Directors of the Company (excluding the employees/ Directors who are not eligible for a grant under Plan) may be deemed to be concerned or interested in the Plan or in the Trust to the extent of Options that may be granted to them pursuant to the provisions of the Plan.

However, any of the Key Managerial Personnel, Director or Promoter does not relate to the Trust nor its constitution.

- e) Detailed particulars of benefits which will accrue to the Employees from the implementation of the plan:

The eligible employees will be entitled to exercise the Options after vesting of such Options. Upon exercise, the Trust/Trustees shall transfer corresponding number of equity shares to the employees. The employees may like to sell the shares immediately after exercise or may hold and sell after a definite period of time at his/ her discretion subject to compliance of provisions of the Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015 and Company's Code of Conduct on Prohibition of Insider Trading. The employees would get the benefit on sell sale of shares depending on amount of sale price of such equity shares.

- f) Details about who would exercise and how the voting rights in respect of the shares to be purchased or subscribed under the plan would be exercised:

As per SEBI SBEB Regulations, the Trustees of the Trust shall not vote in respect of shares held in the Trust. In these circumstance, the voting rights can be exercised by the employees only when the shares are transferred to them after due process of exercise of Options and they become the

registered shareholders in respect of shares under reference.

Consent of the members is being sought by way of a special resolution pursuant to Regulation 3(8) of the SEBI SBEB Regulations read with Rule 16 of the Companies Rules.

None of the Directors, Key Managerial Personnel of the Company including their relatives are interested or concerned in the resolutions, except to the extent they may be lawfully granted Options under the Plan.

In light of above, you are requested to accord your approval to the Special Resolution as set out at Agenda Item No.8 of the accompanying notice.

By Order of the Board
for TD Power Systems Limited

Bangalore
July 12, 2019

N. Srivatsa
Company Secretary

Regd. Off: No. 27, 28 & 29,
KIADB Industrial Area,
Dabaspet, Nelamangala Taluk,
Bengaluru - 562 111
CIN: L31103KA1999PLC025071,
E-mail Id: tdps@tdps.co.in,
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ROUTE MAP TO THE AGM VENUE

