



TD POWER SYSTEMS LIMITED

CIN: L31103KA1999PLC025071

Registered Office: No. 27, 28 & 29, KIADB Industrial Area, Dabaspeta,
Nelamangala Taluk, Bengaluru Rural District, Bengaluru - 562 111

Ph: + 9180 22995700, Fax: + 9180 7734439

E mail: investor.relations@TDPS.co.in, tdps@tdps.co.in, Website: www.tdps.co.in

NOTICE

NOTICE is hereby given pursuant to the provisions of Section 91 of the Companies Act, 2013 and the applicable Rules thereunder, that the Register of Members and the Share Transfer Books of the Company will remain closed from Thursday, September 17, 2015 to Wednesday, September 23, 2015 (both days inclusive) for the purpose of the 16th Annual General Meeting to be held at 10.30 AM on September 23, 2015 at Hotel Le Meridien, No. 28, Sankey Road, (opposite Bangalore Golf Course), Bangalore 560 052, India.

E-VOTING

NOTICE dated August 06, 2015, convening the 16th Annual General Meeting (AGM) of the Company, as stated above to transact the business stated therein along with the Annual Report for the Financial year ended March 31, 2015 has been sent to the members at their registered addresses by speed/registered post on August 27, 2015. The said Notice & Annual Report has also been sent through electronic mode to those shareholders who have registered their email IDs either with the Company or with the Depository.

The Notice of the AGM also available on the Company's website www.tdps.co.in / <http://tdps.co.in/annual-general-meeting.html> and at the website of National Securities Depository Limited (NSDL) at <https://www.evoting.nsdl.com/>. Members who have not received the Notice may download the same from the website or request for a copy of the same by writing to the Company at TD Power Systems Limited, # 27, 28 & 29, KIADB Industrial Area, Dabaspeta, Nelamangala Taluk, Bangalore 562111 or email to: investor.relations@TDPS.co.in.

Pursuant to provisions of Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended by the Companies (Management and Administration) Amendment Rules, 2015 and Clause 35B of the Listing Agreement, the Company has made arrangement with National Securities Depository Limited (NSDL) to provide remote e-voting facility for voting on the resolutions being considered at the AGM. The detailed process for participating in the remote e-voting is available in the Notice of the Meeting. Members of the Company holding shares in either physical or in dematerialized form as on September 16, 2015, being the cut-off date, may cast their vote electronically.

The remote e-voting period commences on September 20, 2015 from 9:00 AM and will end on September 22, 2015 at 5:00 PM. The remote e-voting module shall be disabled thereafter. The results of voting would be declared as stipulated under the relevant Rules and will also be posted on Company's website. The members who have cast their vote by remote e-voting prior to the AGM may also attend the AGM but shall not be entitled to cast their vote again.

Any person who acquires shares of the Company and become member of the Company after dispatch of the Notice of AGM and holding shares as of the cut-off date i.e September 16, 2015, may obtain the login ID and password by sending a request at evoting@nsdl.co.in. A person, whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories as on the cut-off date only shall be entitled to avail the facility of remote e-voting or voting at the AGM through ballot paper.

The facility of voting by ballot paper shall also be made available at the AGM and the member attending the AGM who have not cast their vote by remote e-voting, shall be eligible to vote at the AGM. A person who is not a member (not holding shares of the Company) as on the aforesaid cut-off date should treat the notice for information purposes only.

For any queries or issues regarding e-voting please refer to the Frequently Asked Questions (FAQs) and voting manual available at download section of www.evoting.nsdl.com. In case of any difficulties/grievances members may contact the undersigned at srivatsa.n@tdps.co.in, (Ph. No.: 080-22017800 & Address: No. 27, 28 & 29, KIADB Industrial Area, Dabaspeta, Nelamangala Taluk, Bengaluru Rural District, Bengaluru - 562 111) or Registrars and Transfer Agent at rnt.helpdesk@linkintime.co.in (Name: Ms.Sanskriti More, Designation: Associate, Ph No.022 25963838 & Address: C-13, Pannalal Silk Mills Compound, L.B.S. Marg, Bhandup (West), Mumbai - 400 078) or National Securities Depository Ltd. (NSDL). Telephone No.: 022-2499 4600, email: evoting@nsdl.co.in/RajivR@nsdl.co.in.

For TD POWER SYSTEMS LIMITED

Sd/-

N. Srivatsa
Company Secretary

Bangalore
August 27, 2015