

NOTICE

For Members

Notice is hereby given that the **Fourteenth Annual General Meeting** of the Members of the Company will be held **at 11.00 AM on Friday, September 20, 2013 at The Chancery Pavilion, 135, Residency Road, Bangalore - 560 025 (opp. Bangalore Club)** to transact the following business:

ORDINARY BUSINESS

1. To receive, consider and adopt the audited Balance Sheet as at March 31, 2013, the Statement of Profit and Loss for the period as on that date and the Report of the Directors' and Auditors' thereon.
2. To declare Dividend on Equity Shares.
3. To appoint a Director in place of Mr. Nithin Bagamane who retires by rotation and is eligible for reappointment.
4. To appoint a Director in place of Mr. Mohib N. Khericha who retires by rotation and is eligible for reappointment.
5. To appoint M/s. B.K. Ramadhyani & Co., Chartered Accountants, Bangalore as Auditors of the Company and to authorize the Board of Directors to fix their remuneration.
6. To appoint Mr. Mitsuo Sekino, Certified Public Accountant, Tokyo, Japan as Auditor of the Company's Japan Branch (Tokyo) and to authorize the Board of Directors to fix Auditors' remuneration.

SPECIAL BUSINESS

7. To consider and if thought fit to pass with or without modification(s), the following resolution as an Ordinary Resolution:

RESOLVED that, pursuant to Section 269, 309 and other applicable provisions of the Companies Act, 1956, approval is hereby accorded for payment of the following Remuneration (including salary, commission, other perquisites and benefits) to the Managing Director Mr. Nikhil Kumar for the period January 17, 2014 to January 16, 2016 (being residual period of the current term) with liberty to draw the said remuneration either wholly from the Company and or from the wholly owned subsidiary DF Power Systems Private Limited or partly from either of the Companies subject to the condition that Mr. Nikhil Kumar shall draw only the highest of the remuneration from the Company or its subsidiary:

1. Salary of Rs. 12,10,000 per month with an annual increase of 10% from 1st of October
2. Commission at 7 % on the Profits of the Company (Profit before Tax)
3. Perquisites
Company provided residential accommodation.
4. Other benefits
 - a) Provident Fund Contribution at 12% of the Salary.
 - b) Gratuity at half a month's salary for each completed year of service.
5. Reimbursements
 - a) Actual expenses incurred on travel and stay outside Bangalore on company's work.
 - b) Medical expenses of a sum not exceeding one month's salary in each year.
 - c) Telephone expenses and running expenses of the car used for official purposes.
6. Leave facilities
 - a) Privilege Leave at the rate of one month for every completed year of service as per the rules of the Company.
 - b) Casual & Sick leave as per the rules of the Company.
 - c) Leave travel Assistance of a sum of not exceeding one month's salary in each year.
7. Compensation
In the event of determination of the contract by the Company before the contract period, the Company shall pay Mr. Nikhil Kumar a compensation for the unexpired period of the contract at equal to and same terms had the contract been continued.

NOTICE (contd.)

Subject however that the said remuneration does not exceed 5% of net profits as computed in the manner laid down in Sections 349 and 350 of the Companies Act, 1956 further subject to the total remuneration payable to all Directors shall not exceed 10% of net profits of the Company in terms of the resolution of the Board of directors dated February 6, 2013.

FURTHER RESOLVED that, the Board be and is hereby authorised to take all effective steps as may be necessary, proper and expedient to give effect to this Resolution including entering into an agreement with the Managing Director, which shall be signed on behalf of the Company by a Director under the common seal of the Company.

By Order of the Board
for TD POWER SYSTEMS LIMITED

Bangalore
August 5, 2013

N. Srivatsa
Company Secretary

NOTES

1. The relevant explanatory statement pursuant to Section 173(2) of the Companies Act, 1956, relating to the special business to be transacted at the Meeting (at item number 7) is annexed hereto.
2. A member entitled to attend and vote at the Annual General Meeting (the "Meeting") is entitled to appoint a proxy to attend and vote on a poll instead of himself and the proxy need not be a member of the Company. The instrument of proxy, should, however, be deposited at the registered office of the Company not later than 48 hours before the commencement of the meeting.
3. Members, who hold shares in de-materialized form, are requested to bring their DP ID and Client ID No(s) for easier identification at the meeting.
4. A member desirous of receiving any information on the accounts or operations of the Company is requested to forward his/her queries to the Company at least seven working days prior to the meeting so that the required information can be made available at the meeting. The queries may be addressed to investor.relations@TDPS.co.in.
5. In all correspondence with the Company, members are requested to quote their folio number and in case shares are held in the dematerialized form, they must quote their DP ID and Client ID No(s).
6. Corporate members intending to send their authorised representatives to attend the Meeting are requested to send to the Company a certified copy of the Board Resolution authorizing their representative to attend and vote on their behalf at the Meeting.
8. **The Register of Members and the Register of Transfers will remain closed from, September 13, 2013 to September 20, 2013 (both days inclusive) to determine entitlement of Dividend on Equity Shares.** The dividend on equity shares as recommended by the Directors, if declared at the Meeting, will be paid within the statutory period of 30 days to those members whose name appear on the Register of Members of the Company as on September 20, 2013 except those held in electronic form. In respect of shares held in electronic form, dividend will be paid to the beneficial holders as per the beneficiary list as on September 12, 2013 provided by the National Securities Depository Limited and Central Depository Services (India) Limited.
9. Members holding shares in electronic form may note that bank particulars registered against their respective depository accounts will be used by the Company for payment of dividend. The Company or its Registrars and Share Transfer Agents (RTA) cannot act on any request received directly from the members holding shares in electronic form for any change of bank particulars or bank mandates. Such changes are to be advised only to the Depository Participant of the members.

NOTICE (contd.)

10. Members holding shares in electronic form are requested to intimate immediately any change in their address or bank mandates to their Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form are requested to advise any change in their address immediately to the Company/ Company's RTA, M/s. Link Intime India Private Limited, at C-13, Pannalal Silk Mills Compound, L.B.S. Marg, Bhandup (West), Mumbai 400 078 (Link Intime).
11. The Securities and Exchange Board of India (SEBI) has made it mandatory for all the companies to use bank details furnished by the investors for distributing dividends or other cash benefits to them through National Electronic Clearing Services (NECS), wherever NECS and bank details are available. In the absence of NECS facility, the companies are required to print the bank details, if available, on the payment instrument for distribution of dividends to the investors. Therefore, members holding shares in physical mode are requested to provide their bank details to the Company or RTA. Members holding shares in demat mode are requested to record the NECS mandate with their Depository Participant(s) concerned.
12. Non-Resident Indian Members are requested to inform Company's RTA – Link Intime, immediately of:
 - Change in their residential status on return to India for permanent settlement.
 - Particulars of their bank account maintained in India with complete name, branch, account type, account number and address of the bank with pin code number, if not furnished earlier.
13. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in the securities market. Members holding shares in electronic form are, therefore, requested to submit the PAN to their Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN details to the Company/RTA, Link Intime.
14. Members holding shares in single name and physical form are advised to make nomination in respect of their shareholding in the Company. The nomination form can be downloaded from the Company's website www.tdps.co.in under the section 'Investor Relations'.
15. The Ministry of Corporate Affairs (MCA), Government of India has introduced a "Green Initiative in Corporate Governance" vide Circular No. 17/2011 dated 21.04.2011 and Circular No. 18/2011 dated 29.04.2011, allowing paperless compliances by Companies for service of various notices/documents which, inter-alia, include General Meeting Notices (including AGM & Postal Ballot Notices), Audited Financial Statements, Directors' Report, Auditors' Report, quarterly financial results, all shareholder communication, etc. to its shareholders through electronic mode instead of physical copy of documents. In view of above, the Company has already dispatched written communication to its members requesting them to update their email IDs in case they wish to receive the aforesaid documents in electronic mode in lieu of physical mode, with:
 - a) the Company's RTA (Link Intime).
 - b) for shares held in demat form your respective depository participant for the shares held in dematerialised form (demat).
16. Equity shares of the Company can be traded (sold/bought) on the Stock Exchanges only in Dematerialized form. Considering the advantages of scrip less trading, shareholders should consider dematerializing their shareholding, if not done already.
17. **Members are requested to bring their Attendance slip along with their copy of the Annual Report to the Meeting.**
18. In terms of Clause 49 of the Listing Agreement, the profile of Directors retiring by rotation and seeking reappointment is given under the Report on Corporate Governance on pages 20 & 21.

NOTICE (contd.)**ANNEXURE TO THE NOTICE****EXPLANATORY STATEMENT PURSUANT TO SECTION 173(2) OF THE COMPANIES ACT, 1956**

The Board of Directors at their meeting held on May 30, 2011, appointed Mr. Nikhil Kumar as Joint Managing Director of the company for a period of five (5) years i.e. from January 17, 2011 to January 16, 2016 on certain remuneration and other terms and conditions. The term of office for 5 years was approved at the Annual General Meeting held on June 25, 2011 where as the remuneration payable was approved for a period of 3 years only i.e. from January 17, 2011 to January 16, 2014 in terms of the applicable provision of the Companies Act 1956.

The remuneration payable to Mr. Nikhil Kumar (re designated as Managing Director w.e.f October 01, 2012) for the residual two years of the term i.e. January 17, 2014 to January 16, 2016 shall be as recommended by the Remuneration committee at their meeting held on March 15, 2011 and approved by the Board of Directors at their meeting held on May 30, 2011. The remuneration set out under item number 7 of the Notice is the remuneration so recommended by the remuneration committee and approved by the Board of Directors, which however is subject to the following:

- 1) Since Mr. Nikhil Kumar is also the Managing Director of the company's wholly owned subsidiary DF Power Systems Private Limited, the remuneration as may be approved can be drawn either wholly from the Company and or from the wholly owned subsidiary or partly from either of the Companies subject to the condition that Mr. Nikhil Kumar shall draw only the highest of the remuneration from the Company or its wholly owned subsidiary and;
- 2) the said remuneration does not exceed 5% of net profits as computed in the manner laid down in Sections 349 and 350 of the Companies Act, 1956 further subject to the total remuneration payable to all Directors shall not exceed 10% of net profits of the Company in terms of the resolution of the Board of directors dated February 6, 2013.

Mr. Nikhil Kumar is interested in the resolution as set out at Item No. 7 of the Notice which pertains to the remuneration payable to him.

Save and except Mr. Nikhil Kumar, none of the other Directors of the Company is, in any way, concerned or interested in the resolutions.

The above may be treated as an abstract of remuneration payable to Mr. Nikhil Kumar in terms Section 302 of the Companies Act, 1956.

The Board commends the resolution as set out at Item No. 7 of the accompanying Notice for your approval.

By Order of the Board
for TD POWER SYSTEMS LIMITED

Bangalore
August 5, 2013

N. Srivatsa
Company Secretary

TD POWER SYSTEMS LIMITED
 Regd. Off.: #27, 28, 29 KIADB Industrial Area
 Dabaspet, Nelamangala Taluk, Bangalore 562 111.

ATTENDANCE SLIP
14th Annual General Meeting
September 20, 2013

Regd. Folio No. Client ID/Ben. A/c
 DP ID No. of Shares held

I certify that I am a registered shareholder/proxy for the registered shareholder of the company and hereby record my presence at the 14th Annual General Meeting of the Company held at The Chancery Pavilion, 135, Residency Road, Bangalore-560 025, on Friday, September 20, 2013.

 Members/Proxy's name in Block letters Member's/Proxy's signature

Note: Please fill this Attendance Slip and hand it over at the entrance of the meeting hall.

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TD POWER SYSTEMS LIMITED
 Regd. Off.: #27, 28, 29 KIADB Industrial Area
 Dabaspet, Nelamangala Taluk, Bangalore 562 111.

PROXY FORM

Regd. Folio No. Client ID/Ben. A/c
 DP ID No. of Shares held

I/we..... of
 in the district of being a Member / Members of the above named company hereby appoint
 Mr/Ms of in the district of
 as my/our Proxy to attend and vote for me/us and on my/our behalf at the 14th Annual General Meeting of the
 company held at "The Chancery Pavilion", 135, Residency Road, Bangalore-560 025 on Friday, September 20, 2013
 and at any adjournment(s) thereof.

Affix Re.1/-
 Revenue
 Stamp

Signed this day of 2013 Signature

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.



TD POWER SYSTEMS LIMITED

Regd. Off.: #27, 28, 29 KIADB Industrial Area
Dabaspet, Nelamangala Taluk, Bangalore 562 111.

Dear Member,

The Ministry of Corporate Affairs (“MCA”) has taken a “Green Initiative in the Corporate Governance” by allowing paperless compliances and has issued Circular Nos. 17/2011 dated April 21, 2011 and 18/2011 dated April 29, 2011. The Circulars provide that a company will be in Compliance with the provisions of Sections 53 and 219 of the Companies Act, 1956, in case documents like notices, annual report and all other communications are sent in electronic mode to its members.

In view of the above, we propose to send the documents like the notices, annual report and all other communications, in electronic form, to your e-mail ID registered with the Company. We, therefore, request all the members to be part of this Green initiative. Members who are holding shares in electronic form may update their e-mail id with their respective DPs. Members who are holding shares in physical forms may fill up the attached ‘E-communication Registration Form’ and send it back to the Company.

Please note that all the documents sent to the members in the electronic form will also be uploaded in the website of the Company www.tdps.co.in. As a member of the company, you continue to be entitled to receive all such communications free of cost, on a request made to the Company in this behalf.

Yours faithfully,

For TD POWER SYSTEMS LIMITED

N. Srivatsa

Company Secretary

Bangalore

August 5, 2013

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TD POWER SYSTEMS LIMITED

Regd. Off.: #27, 28, 29 KIADB Industrial Area
Dabaspet, Nelamangala Taluk, Bangalore 562 111.

E-COMMUNICATION REGISTRATION FORM

Dear Sirs,

RE: Green initiative in Corporate Governance

I/We, agree to receive documents like the notices, annual report and all other communications from **TD Power Systems Limited** in electronic mode. Please register my E-mail ID in your records for sending the same through e-mail.

Registered Folio No.

PAN.....

Name of the 1st Registered Holder

Name of the Joint Holder(s)

E-mail ID.....

Date:

Signature of the 1st Registered Holder

Note:

- i. Investors can also forward the scanned copy of this Registration Form to investor.relations@TDPS.co.in
- ii. On registration, all the communication from the Company will be sent to the E-mail ID registered with the Company.
- iii. The members are requested to keep the company informed as and when there is any change in the E-mail ID. Else, the communication will be sent to the E-mail ID registered with the Company. The ‘E-communication Registration Form’ can also be downloaded from the Company website www.tdps.co.in

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