



**Form No. MGT-11**

**PROXY FORM**

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

**TD POWER SYSTEMS LIMITED**

Regd. Off: No. 27, 28 & 29, KIADB Industrial Area, 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

**Sixteenth Annual General Meeting - September 23, 2015**

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

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

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

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the Sixteenth Annual General Meeting of the Company, to be held on Wednesday, **September 23, 2015 at 10.30 AM at Hotel Le Meridien, No. 28 Sankey Road, Opp. Bangalore Golf Course, Bangalore 560 052** and at any adjournment thereof in respect of such resolutions as are indicated below:

<b>Resolutions</b>
<b>Ordinary Business</b>
1. Adoption of Financial Statements for the year ended March 31, 2015. 2. Approval of Dividend for the year. 3. Re-appointment Non-executive Director Mr. Mohib Khericha as Director liable to retire by rotation. 4. Appoint M/s. B. K. Ramadhyani & Co. LLP, Chartered Accountants, Bangalore as Auditors and fix their remuneration. 5. Appoint Mr. Mitsuo Sekino, Certified Public Accountant, Tokyo, Japan as Auditor of Company's Japan Branch and fix remuneration.
<b>Special Business</b>
6. Ratification of payment of remuneration to Cost Auditors. 7. Appointment of Mr. K. G. Prabhakar as a Whole-time Director. 8. Revise the Remuneration payable to Mr. Nikhil Kumar, Managing Director. 9. Re-appointment of Managing Director and approve remuneration payable.

Signed this ..... day of ..... 2015  
Signature of Shareholder: .....  
Signature of Proxyholder(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 to Notice of the Sixteenth Annual General Meeting.