

Date: September 1, 2016

The Corporate Service Department
BSE Limited
Phiroze Jeejeebhoy Towers
Dalal Street
Mumbai – 400 001

The Listing Department
National Stock Exchange of India Limited
Exchange Plaza
Bandra – Kurla Complex
Bandra (E)
Mumbai – 400051

Dear Sir,

Sub: - Notice of the 17th Annual General Meeting of the Company

In terms of Regulation 30 (2) of the SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015, please find enclosed copy of the Notice of Seventeenth Annual General Meeting of the Members of the Company to be held at 10.30 AM on Thursday, September 22, 2016 at Hotel Le Meridien, No. 28, Sankey Road (Opp Bangalore Golf Course), Bangalore 560 052, Karnataka, India

Please take the same on record.

Thanking You

For TD POWER SYSTEMS LIMITED


N. Shivatsa
Company Secretary



Encl.: A/a

TD Power Systems Limited
(CIN -L31103KA1999PLC025071)

REGISTERED OFFICE & FACTORY:
27, 28 and 29, KIADB Industrial Area
Dabaspet, Nelamangala Taluk
Bengaluru Rural District
Bengaluru – 562 111 India

Tel +91 80 229 95700 / 6633 7700
Fax +91 80 7734439 / 2299 5718
Mail tdps@tdps.co.in

www.tdps.co.in

NOTICE

Notice is hereby given that the **Seventeenth Annual General Meeting** of the Members of the Company will be held at **10.30 AM on Thursday, September 22, 2016 at Hotel Le Meridien, No. 28, Sankey Road (Opp Bangalore Golf Course), Bangalore 560 052, 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, 2016, together with the Reports of the Directors and Auditors' thereon.
2. To declare Dividend on Equity Shares.
3. To appoint Director in place of Mr. K. G. Prabhakar (DIN: 07187463) who retires by rotation and being eligible seeks re-appointment & in this regard to consider (Note 1 below) and, if thought fit, to pass the following resolution as an ordinary resolution.

RESOLVED THAT, pursuant to provision of section 152 of the Companies Act, 2013, the approval of the members of the company be and is hereby accorded to the re-appointment of Mr. K. G. Prabhakar (DIN: 07187463) as a whole Time Director (designated as Director and Chief Financial Officer), to the extent that he is required to retire by rotation.

4. To appoint Auditors and fix their remuneration and in this regard, to consider and if thought fit, to pass the following resolution as an Ordinary Resolution:

"RESOLVED THAT, the retiring auditors, M/s. B. K. Ramadhyani & Co. LLP., Chartered Accountants, Bangalore (Firm Registration No. 002878S/S200021) be and are hereby appointed as Auditors of the Company, to hold office from the conclusion of this Annual General Meeting until the conclusion of the next Annual General Meeting on such remuneration as shall be fixed by the Board of Directors of the Company."

5. To appoint Branch Auditors and fix their remuneration and in this regard, to consider and if thought fit, to pass the following resolution as an Ordinary Resolution:

"RESOLVED THAT, Mr. Mitsuo Sekino, Certified Public Accountant, Tokyo, Japan the retiring auditor, be and is hereby appointed as Auditor of the Company's branch office at Tokyo Japan, to hold office from the conclusion of this Annual General Meeting until the conclusion of the next Annual General Meeting on such remuneration as shall be fixed by the Board of Directors of the Company."

SPECIAL BUSINESS

6. To ratify remuneration payable to the Cost Auditors for the financial year ending March 31, 2017 and in this regard, to consider and if thought fit, to pass the following resolution as an Ordinary Resolution:

"RESOLVED THAT, pursuant to Section 148 of the Companies Act, 2013 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) the Cost Auditors 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, 2017, be paid the remuneration as set out in the Statement annexed to the Notice convening this Meeting.

RESOLVED FURTHER THAT, the Board of Directors of the Company be and is hereby authorized to do all acts and take all such steps as may be necessary or expedient to give effect to this resolution."

Bangalore
August 3, 2016

By Order of the Board
for TD Power Systems Limited

Regd. Off: No. 27, 28 & 29, KIADB Industrial Area,
Dabaspet, Nelamangala Taluk, Bengaluru - 562 111

N. Srivatsa
Company Secretary

CIN: L31103KA1999PLC025071

E-mail Id: tdps@tdps.co.in, **Website:** www.tdps.co.in,
Tel. No.: + 91 80 22995700, **Fax:** + 91 80 22995718

NOTES

1. Mr. K G Prabhakar was appointed on May 20, 2015 as Director liable to retire by rotation & at the Annual General meeting held on September 23 2015 , he was appointed as Whole time director for term up to June 27, 2018 (Designated as Director and CFO), liable to retire by rotation as one of the terms of appointment. To the extent that Mr. Prabhakar is required to retire by rotation, he is to be reappointed as a whole time Director. The other terms of appointment shall continue as per the resolution passed by the shareholders at the Annual General Meeting held on September 23, 2015.
2. 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 SEBI Listing Regulations are annexed hereto.
3. A member entitled to attend and vote at the 17th 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.

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 Annual General Meeting. Proxies submitted on behalf of the companies, societies etc., must be supported by an appropriate Resolution/authority as applicable.

4. 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 Seventeenth Annual General Meeting.
5. Pursuant to Section 91 of the Companies Act, 2013, the Register of Members and the Share Transfer Books of the Company will remain closed from Friday, September 16, 2016 to Thursday, September 22, 2016 (both days inclusive).
6. **Electronic Voting**

I	<i>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 National Securities Depository Limited (NSDL).</i>	
II	<i>The remote e-voting period commences on September 19, 2016 (9:00 AM IST) and ends on September 21, 2016 (5:00 PM IST). During this period members' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of September 15, 2016, may cast their vote by remote e-voting. The remote e-voting module shall be disabled by NSDL for voting thereafter. Once the vote on a resolution is cast by the member, the member shall not be allowed to change it subsequently.</i>	
III	<i>The process and manner for remote e-voting are as under:</i>	
	A.	<i>In case a Member receives an e-mail from NSDL [for members whose e-mail Id's are registered with the Company/ Depository Participants(s)]</i>
	i.	<i>Open e-mail and open PDF file viz. “TDPS e-voting.pdf” with your Client ID or Folio No. as password. The said PDF file contains your User ID and Password for e-voting. Please note that the password is an initial password.</i>
	ii.	<i>Launch internet browser by typing the following URL: https://www.evoting.nsdl.com/</i>
	iii.	<i>Click on Shareholder-Login.</i>
	iv.	<i>Put User ID and Password as initial password noted in step (i) above. Click Login.</i>

	v.	<i>Password change menu appears, Change the password with new password of your choice with minimum 8 digits /characters or combination thereof. Note your new password. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.</i>							
	vi.	<i>Home page of e-voting opens. Click on e-voting Active Voting Cycles.</i>							
	vii.	<i>Select Electronic Voting Event Number (EVEN) of TD Power Systems Limited.</i>							
	viii.	<i>Now you are ready for “e-voting” as “Cast Vote” page opens.</i>							
	ix.	<i>Cast your vote by selecting appropriate option and click on “Submit” and also “Confirm” when prompted.</i>							
	x.	<i>Upon confirmation, the message “Vote cast successfully” will be displayed.</i>							
	xi.	<i>Once you have voted on the Resolution(s), you will not be allowed to modify your vote.</i>							
	xii.	<i>Institutional Shareholders (i.e., other than individuals, HUF, NRI etc.) are required to send scanned (PDF/JPG Format) of the relevant Board Resolution/Authority Letter etc., together with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer through e-mail: sudhir.compsec@gmail.com with a copy marked to evoting@nsdl.co.in</i>							
	B.	<i>In case a Member receives physical copy of the Notice of AGM [for members whose e-mail Id's are not registered with the Company/Depository Participants(s) or requested physical copy]</i>							
	i.	<i>Initial password is provided at the bottom of the Attendance Slip for the AGM</i>							
		<table border="1" style="margin-left: auto; margin-right: auto;"> <thead> <tr> <th style="text-align: center;">EVEN (Remote e-voting Event Number)</th> <th style="text-align: center;">USER ID</th> <th style="text-align: center;">PASSWORD/PIN</th> </tr> </thead> <tbody> <tr> <td style="text-align: center;">xxxxxxx</td> <td style="text-align: center;">xxxxxxx</td> <td style="text-align: center;">xxxxxxx</td> </tr> </tbody> </table>	EVEN (Remote e-voting Event Number)	USER ID	PASSWORD/PIN	xxxxxxx	xxxxxxx	xxxxxxx	
EVEN (Remote e-voting Event Number)	USER ID	PASSWORD/PIN							
xxxxxxx	xxxxxxx	xxxxxxx							
	ii.	<i>Please follow all steps from Sl. No. (ii) to Sl. No.(xii) above, to cast vote.</i>							
IV	<i>In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Members and remote e-voting user manual for Members available at the download section of www.evoting.nsdl.com or call on toll free no.: 1800-222-990.</i>								
V	<i>If you are already registered with NSDL for e-voting then you can use your existing User ID and Password/PIN for casting your vote.</i>								
VI	<i>You can also update your mobile number and e-mail id in the user profile details of the folio which may be used for sending future communication(s).</i>								
VII	<i>The voting rights of members shall be in proportion to their shares of the paid up equity share capital of the Company as on September 15, 2016 (“Cut-off date”) and a person who is not a member as on cut-off date and receives this notice shall treat the same for information purposes only.</i>								
VIII	<i>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. September 15, 2016, may obtain the Login ID and Password by sending a request at evoting@nsdl.co.in or Issuer/Registrar and Share Transfer (RTA). <i>However, if you are already registered with NSDL for remote e-voting then you can use your existing User ID and Password for casting your vote. If you forgot your password, you can reset your password by using “Forgot User Details/ Password” option available on www.evoting.nsdl.com or contact NSDL at the following toll free no.: 1800-222-990.</i></i>								
IX	<i>A member may participate in the AGM even after exercising his right to vote through remote e-voting but shall not be allowed to vote again at the AGM.</i>								
X	<i>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.</i>								

7. 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.
8. Mr. Sudhir V. Hulyalkar, Company Secretary in Practice, Bangalore or failing him Mr. Nagendra D. Rao Company Secretary in Practice, Bangalore, has been appointed as the Scrutinizer to scrutinize the e-voting process in a fair and transparent manner.

9. 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.
10. 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.
11. 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 and NSDL.
12. Subject to provision of the companies Act, 2013, 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 at the close of business on September 15, 2016 and in respect of shares held in dematerialized form, as per the list of beneficiary owners provided by the National Securities Depository Limited and Central Depository Services (India) Limited as at the close of business on September 15, 2016.
13. 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, DP ID 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, Link Intime India Private Limited (RTA) in the NECS/NEFT/RTGS form available with the Company/Company's RTA.
14. 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.
15. In terms of the said IEPF Rules, the Company has uploaded the information in respect of the Unclaimed Dividends in respect of the Financial Year 2012, 2013, 2014 and 2015 as on the date of the last AGM held on September 23, 2015 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 immediately claiming dividends declared by the Company.
16. Members are requested to address all correspondence including dividend related correspondence, to the Registrar and Share Transfer Agents, (RTA) Link Intime India Private Limited, C-13, Pannalal Silk Mills Compound, L. B. S. Marg, Bhandup (West), Mumbai - 400 078, Telephone No. 022- 25963838. 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.
17. 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-13, Pannalal Silk Mills Compound, L. B. S. Marg, Bhandup (West), Mumbai-400078. 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.
18. Pursuant to 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.

19. 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 DPs with whom the Members are holding the demat account.
20. Pursuant to 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 2015-16, the Notice of 17th 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 the 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.
21. Members may also note that the Notice of the 17th AGM and the Annual Report 2015-16 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
22. 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.
23. Guidelines for attending the Seventeenth AGM of the Company:
 - a. Members/proxies are requested to affix their signature at the space provided for in the attendance slip and handover the same at the entrance of the venue of the Seventeenth 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 Seventeenth AGM.
 - c. Members are requested to bring the copy / notes of the Annual Report to the Seventeenth 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 Seventeenth AGM.
24. 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 Seventeenth AGM.
25. 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.
26. Additional information, pursuant to Regulation 36 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), in respect of Directors seeking appointment/ re-appointment at the AGM Scheduled to be held on September 22, 2016, is stated under Corporate Governance Report (Page No. 42) of the Annual Report 2016. The Director has furnished consent/declaration for their appointment/re-appointment as required under the Companies Act, 2013 and Rules made thereunder.

**ANNEXURE TO THE NOTICE
EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013 ('ACT')**

Item No. 6

The Board of Directors of the Company, on the recommendation of the Audit Committee, approved appointment of M/s. Rao, Murthy & Associates, Cost Auditors, Bangalore at the meeting held on May 11, 2016 to conduct the audit of the cost records of the Company for the financial year ending March 31, 2017 at a remuneration of Rs. 150,000 subject to taxes as applicable 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. 6 of the Notice for the remuneration payable to the Cost Auditor in respect of the cost audit for the financial year ending March 31, 2017.

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. 6 of the Notice.

The Board commends the Ordinary Resolution as set out at Item No. 6 of the Notice for approval by the members.

Bangalore
August 03, 2016

By Order of the Board
for TD Power Systems Limited

Regd. Off: No. 27, 28 & 29, KIADB Industrial Area,
Dabaspet, Nelamangala Taluk, Bengaluru - 562 111

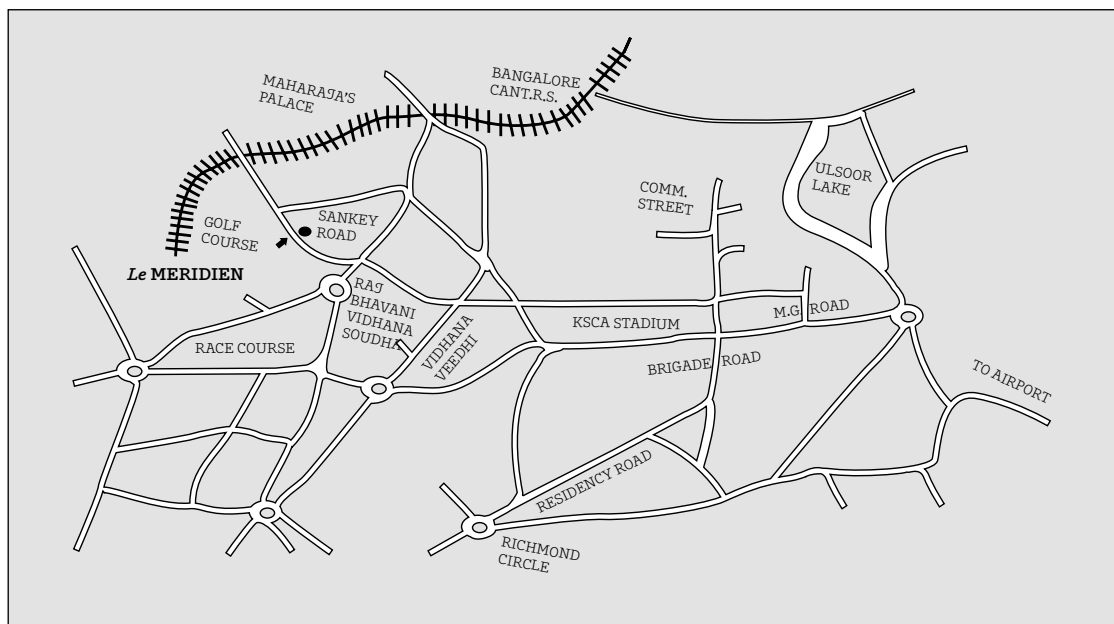
N. Srivatsa
Company Secretary

CIN: L31103KA1999PLC025071

E-mail Id: tdps@tdps.co.in, **Website:** www.tdps.co.in,

Tel. No.: + 91 80 22995700, **Fax:** + 91 80 22995718

ROUTE MAP TO THE AGM VENUE



TD POWER SYSTEMS LIMITED

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,
 Tel. No.: + 91 80 22995700, Fax: + 91 80 22995718

SEVENTEENTH ANNUAL GENERAL MEETING

ATTENDANCE SLIP

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

- I hereby record my presence at the **SEVENTEENTH ANNUAL GENERAL MEETING** of the Company being held at 10:30 AM on Thursday, September 22, 2016, at Hotel Le Meridien, No. 28 Sankey Road, Opp Bangalore Golf Course, Bangalore 560 052.
- Signature of the Shareholder/Proxy Present
- Shareholder/Proxy holder wishing to attend the meeting must bring the Attendance Slip to the meeting and handover at the entrance duly signed.
- 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 Sequence Number (EVSN)	User ID	Password

Note:

Please read the instructions printed under Note No. 6 to the Notice dated August 3, 2016 of the Seventeenth Annual General Meeting of the company.

The e-voting period commences on September 19, 2016 at 9.00 AM (IST) and ends on September 21, 2016 at 5.00 PM (IST). The e-voting module shall be disabled by NSDL 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

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,
Tel. No.: + 91 80 22995700, Fax: + 91 80 22995718

Seventeenth Annual General Meeting – September 22, 2016

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

- 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 17th Annual General Meeting of the Company, to be held on Thursday, **September 22, 2016 at 10.30 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
<ol style="list-style-type: none"> To receive, consider and adopt the Audited Financial Statements of the Company (including consolidated financial statements) for the financial year ended March 31, 2016, together with the Reports of the Directors and Auditors' thereon. To declare Dividend on Equity Shares To appoint Director in place of Mr. K. G. Prabhakar (DIN: 07187463) who retires by rotation and being eligible seeks re-appointment Appoint M/s. B. K. Ramadhyani & Co. LLP, Chartered Accountants, Bangalore as Auditors and fix their remuneration. Appoint Mr. Mitsuo Sekino, Certified Public Accountant, Tokyo, Japan as Auditor of Company's Japan Branch and fix remuneration.
Special Business
<ol style="list-style-type: none"> Ratification of payment of remuneration to the Cost Auditors.

Signed this day of 2016
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 Notice of the 17th Annual General Meeting.