

## NOTICE

Notice is hereby given that the **Nineteenth Annual General Meeting (AGM)** of the Members of TD Power Systems Limited (Company) will be held at **10.30 AM on Wednesday 26th day of September 2018 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, 2018, 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. K.G. Prabhakar (DIN: 07187463) 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 provisions 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. K.G. Prabhakar (DIN: 07187463) as a Director of the Company liable to retire by rotation.

### SPECIAL BUSINESS

4. To appoint Ms. Prathibha Sastry (DIN: 01505172) as an Independent Director 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**, Ms. Prathibha Sastry (DIN:01505172), who was appointed as an Additional Director of the Company effective from September 27, 2017 pursuant to Article 134 of Articles of Association of the Company, to hold office up to the date of this Annual General Meeting in accordance with the provisions of Section 161 of the Companies Act, 2013, be and is hereby appointed as an Independent Director of the Company to hold office up to September 26, 2022 pursuant to the provisions of Sections 149 & 152 and any other applicable provisions of the Companies Act, 2013 and rules made thereunder read with Schedule IV of Companies Act, 2013 (including any statutory modification(s) or re-enactment thereof for the time being in force).

5. To re-appoint Mr. Nithin Bagamane (DIN: 00136704) as an Independent Director in this regard, to consider and if thought fit, to pass with or without modification(s), the following resolution as Special Resolution:

**RESOLVED THAT**, pursuant to the provisions of Sections 149 & 152, and any other applicable

provisions of the Companies Act, 2013 and rules made thereunder read with Schedule IV of the Companies Act, 2013, (including any statutory modification(s) or re-enactment thereof for the time being in force), Mr. Nithin Bagamane (DIN 00136704) Independent Director of the Company, whose period of office is liable to expire on March 31, 2019 and who is eligible for re-appointment for a second term under the provisions of the Companies Act, 2013 and rules made thereunder be and is hereby appointed as an Independent Director of the Company from April 01, 2019 to March 31, 2024.

6. To re-appoint Mr. Ravi Kanth Mantha (DIN: 03630968) as an Independent Director in this regard, to consider and if thought fit, to pass with or without modification(s) the following resolution as Special Resolution:

**RESOLVED THAT**, pursuant to the provisions of Sections 149 & 152, and any other applicable provisions of the Companies Act, 2013 and rules made thereunder read with Schedule IV of the Companies Act, 2013, (including any statutory modification(s) or re-enactment thereof for the time being in force), Mr. Ravi Kanth Mantha (DIN 03630968) Independent Director of the Company, whose period of office is liable to expire on March 31, 2019 and who is eligible for re-appointment for a second term under the provisions of the Companies Act, 2013 and rules made thereunder be and is hereby appointed as an Independent Director of the Company from April 01, 2019 to March 31, 2024.

7. 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, 2019, be paid the remuneration as set out in the Statement annexed to the Notice convening this Meeting.

Regd. Off: No. 27, 28 & 29 By Order of the Board  
 KIADB Industrial Area for TD Power Systems Ltd.  
 Dabaspet, Nelamangala  
 Taluk, Bengaluru - 562 111  
 CIN: L31103KA1999PLC025071, Company Secretary  
 E-mail Id: tdps@tdps.co.in, Bangalore  
 Website: www.tdps.co.in, August 08, 2018  
 Tel. No.: + 91 80 22995700, Fax: + 91 80 22995718

### 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 Ms. Prathibha Sastry, who will hold office of the director up to the date of this Annual General Meeting and is proposed to be appointed as an Independent director of the Company is annexed herewith as required under Regulation 36 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.
3. Brief profile of Mr. K.G. Prabhakar 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.
4. Brief profile of Mr. Nithin Bagamane and Mr. Ravi Kanth Mantha who are proposed to be appointed as Independent Directors of the Company pursuant to the provisions of Section 149 of the Companies Act, 2013 is annexed herewith as required under Regulation 36 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.
5. A member entitled to attend and vote at the 19th 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 (19th) including any adjournment thereof.
6. 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.
  7. 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.
  8. 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 Nineteenth Annual General Meeting of the Company.
  9. Pursuant to the provisions of Section 91 of the Companies Act, 2013, the Register of Members and the Share Transfer Books of the Company will remain closed from Saturday September 21, 2018 to Wednesday, September 26, 2018 (both days inclusive) for ascertaining entitlement of members eligible to receive the final dividend, if declared at the meeting.
  10. The Instructions for shareholders voting electronically are as under:
  11. 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 National Securities Depository Limited (NSDL).*

*The remote e-voting period commences on Sunday September 23, 2018 (9:00 AM IST) and ends on Tuesday September 25, 2018 (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 20, 2018, 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.

The process and manner for remote e-voting are as under:

The way to vote electronically on NSDL e-Voting system consists of “Two Steps” which are mentioned below:

**Step 1 : Log-in to NSDL e-Voting system at <https://www.evoting.nsdl.com/>**

**Step 2 : Cast your vote electronically on NSDL e-Voting system.**

Details on Step 1 is mentioned below:

<b>Log-in to NSDL e-Voting website</b>		
1.	Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <a href="https://www.evoting.nsdl.com/">https://www.evoting.nsdl.com/</a> either on a Personal Computer or on a mobile.	
2.	Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholders’ section.	
3.	A new screen will open. You will have to enter your User ID, your Password and a Verification Code as shown on the screen.  <i>Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <a href="https://eservices.nsdl.com/">https://eservices.nsdl.com/</a> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.</i>	
4.	Your User ID details are given below :	
	<b>Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical</b>	<b>Your User ID is:</b>
a)	For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID <i>For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****.</i>
b)	For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID <i>Forexample if your Beneficiary ID is 12***** then your user ID is 12*****</i>
c)	For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the company <i>For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001***</i>
5.	Your password details are given below:	
a)	If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.	
b)	If you are using NSDL e-Voting system for the first time, you will need to retrieve the ‘initial password’ which was communicated to you. Once you retrieve your ‘initial password’, you need to enter the ‘initial password’ and the system will force you to change your password.	
c)	How to retrieve your ‘initial password’?	
	(i) If your email ID is registered in your demat account or with the company, your ‘initial password’ is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your ‘User ID’ and your ‘initial password’.	
	(ii) If your email ID is not registered, your ‘initial password’ is communicated to you on your postal address.	

6. If you are unable to retrieve or have not received the “Initial password” or have forgotten your password:
  - a) Click on **“Forgot User Details/Password?”** (If you are holding shares in your demat account with NSDL or CDSL) option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
  - b) **Physical User Reset Password?”** (If you are holding shares in physical mode) option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
  - c) If you are still unable to get the password by aforesaid two options, you can send a request at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) mentioning your demat account number/folio number, your PAN, your name and your registered address.
7. After entering your password, tick on Agree to “Terms and Conditions” by selecting on the check box.
8. Now, you will have to click on “Login” button.
9. After you click on the “Login” button, Home page of e-Voting will open.

**Details on Step 2 is given below:**

**How to cast your vote electronically on NSDL e-Voting system?**

1. After successful login at Step 1, you will be able to see the Home page of e-Voting. Click on e-Voting. Then, click on Active Voting Cycles.
2. After click on Active Voting Cycles, you will be able to see all the companies “EVEN” in which you are holding shares and whose voting cycle is in active status.
3. Select “EVEN” of company for which you wish to cast your vote.
4. Now you are ready for e-Voting as the Voting page opens.
5. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on “Submit” and also “Confirm” when prompted.
6. Upon confirmation, the message “Vote cast successfully” will be displayed.
7. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
8. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

**General Guidelines for shareholders**

1. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to [sudhir.compsec@gmail.com](mailto:sudhir.compsec@gmail.com) with a copy marked to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in).
2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the “Forgot User Details/Password?” or “Physical User Reset Password?” option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com) to reset the password.
3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of [www.evoting.nsdl.com](http://www.evoting.nsdl.com) or call on toll free no.: 1800-222-990 or send a request at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in)
4. 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).
5. 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 20, 2018 (“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.
6. 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 20, 2018, may obtain the Login ID and Password by sending a request at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) or Issuer/Registrar and Share Transfer (RTA).
7. 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.



8.	<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 shall only be entitled to avail the facility of remote e-voting or voting at the AGM through ballot paper</i>
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12. 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.
13. 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.
14. 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.
15. 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 and NSDL.
16. 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 of the Company as on the record date (i.e. cut off date) on September 20, 2018 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 on September 20, 2018.
17. 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.
18. 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.
19. 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, 2016 and 2017 as on the date of the last AGM held on September 27, 2017 on the website of the IEPF viz. [www.iepf.gov.in](http://www.iepf.gov.in) and under Investors’ section on the website of the Company [www.tdps.co.in](http://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.
20. 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 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.
21. 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.
22. 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.
  23. 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.
  24. 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.
  25. 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.
  26. 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 2017-18, Notice of the 19th 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.
  27. 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.
  28. Members may also note that the Notice of the 19th AGM and the Annual Report 2017-18 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.
  29. 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.
  30. Guidelines for attending the Nineteenth 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 Nineteenth 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 Nineteenth AGM.
    - c. Members are requested to bring the copy / notes of the Annual Report at the Nineteenth 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 Nineteenth 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 Nineteenth 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.

31. In this Notice and Annexure thereto the terms “Shareholders” and “Members” are used interchangeably.

## ANNEXURE TO THE NOTICE

### PROFILE OF Mr. K.G. PRABHAKAR SEEKING RE-APPOINTMENT

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

Name	Mr. K.G. Prabhakar
Director Identification Number	07187463
Date of Birth	28/06/1956
Qualification	Chartered Accountant
Nature of his expertise in specific functional areas	Mr. K. G. Prabhakar, was employed with the Company since 2001 with responsibilities of finance, accounts, taxation, HR and administration functions over the years and retired as CFO of the Company on June 27, 2018.
Directorships held in other listed companies/body corporates	NIL
Chairmanship/Membership of Committees held in other Listed companies/body corporates	NIL
Relationship with other Directors and Key Managerial Personnel	NIL
Number of Equity shares held in the Company	4500
Number of Board Meetings attended during last Financial Year (2017-18)	Five
Terms and conditions of appointment	Non-Executive and Non-Independent Director, liable to retire by rotation

STATEMENT SETTING OUT MATERIAL FACTS, PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013, IN RESPECT OF ITEM NOS. 4 TO 7 OF THE NOTICE

#### Item No. 4

Ms. Prathibha Sastry was appointed as an Additional Director of the Company effective September 27, 2017, pursuant to the provisions of Section 161 of the Companies Act, 2013 and Article 134 of the Article of Association of the Company, to hold the office of director up to the date of this AGM i.e. September 26, 2018.

Pursuant to the recommendation of the Nomination & Remuneration Committee of the Board, Ms. Prathibha Sastry is to be appointed as Director of the Company pursuant to Section 152 of the Companies Act 2013, to hold office as an Independent Director in terms of Section 149(10) of the Companies Act, 2013 and rules made thereunder (including any statutory modification or re-enactment thereof for the time being in force), read with Schedule IV of the Companies Act, 2013, for a fixed initial term of five years up to September 26, 2022 (effective from September 27, 2017).

Profile of Ms. Prathibha Sastry pursuant to Regulation 36 of SEBI (Listing Obligations and Disclosure Requirements)

Regulations, 2015 is provided as an Annexure to this Statement. None of the Directors or Key Managerial Personnel of the Company or their relatives other than the Director proposed to be appointed is in any way concerned or interested (financially or otherwise) in the Resolution as set out at Item No.4.

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

#### Item No. 5 & 6

Mr. Nithin Bagamane and Mr. Ravi Kanth Mantha were appointed as Independent Directors of the Company, vide resolution passed by the Members at their 15th Annual General Meeting held on August 12, 2014 for a period of 5 years expiring on March 31, 2019.

Pursuant to the recommendation of Nomination and Remuneration Committee of the Board Mr. Nithin Bagamane and Mr. Ravi Kanth Mantha are proposed to be re-appointed as Independent Directors of the Company for another term of five years commencing from April 1, 2019 to March 31, 2024 in terms of Section 152 & 149(10), read with Schedule IV and any other applicable provisions of the Act, rules and the Listing Regulations.

Profile of Mr. Nithin Bagamane and Mr. Ravi Kanth Mantha pursuant to the provisions of Regulation 36 of

SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 provided as an Annexure to this Statement.

None of the Directors or Key Managerial Personnel of the Company or their relatives other than Independent Directors of their respective appointment is in any way concerned or interested (financially or otherwise) in the Resolution as set out at Item No.5 & 6 of the Notice.

The Board commends the Special Resolution as set out at Item No.5& 6 of the Notice for approval by the members

**Item No. 7**

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 23, 2018 to conduct the audit of the cost records of the Company for the financial year ending March 31, 2019 at a remuneration of Rs.1,50,000

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 Auditors 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. 7 of the Notice for the remuneration payable to the Cost Auditors in respect of the cost audit for the financial year ending March 31, 2019.

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. 7 of the Notice.

The Board commends the Ordinary Resolution as set out at Item No. 7 of the Notice for approval by the members.

**ANNEXURE (to the Statement setting out Material facts)**

**PROFILE OF DIRECTORS SEEKING RE-APPOINTMENT PURSUANT TO REGULATION 36 OF SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015**

Name	Mr. Nithin Bagamane	Mr. Ravi Kanth Mantha	Ms. Prathibha Sastry
Director Identification Number	00136704	03630968	01505172
Date of Birth	22/08/1963	03/09/1972	20/08/1976
Qualification	B.A. from St. Joseph College of Arts and Science, Bangalore	B.A in liberal arts from the University of Puget Sound in Washington State and Chartered Financial Analyst (CFA)	Masters in English from Karnataka Open University
Nature of his expertise in specific functional areas	Mr. Nithin Bagamane has over 25 years of work experience in business and industry. He is associated with manufacture and export of granite products as well as real estate and construction activities for the past twenty years. Currently, he manages a Special Economic Zone for IT activity in Bangalore.	Mr. Ravi Kanth Mantha is an author, social entrepreneur, angel investor and corporate adviser. He is developing an affordable housing community, is an investor in an affordable school project, as well as a project employing disabled youth in a commercial venture. He also serves on the advisory board of the action for India forum.	Ms. Prathibha Sastry is an Advisor at emPower program for Zone Startups which is a Canadian government initiative. She was heading the Operations at Microsoft Ventures in India for almost 3 years and considers her time extremely rewarding. A pioneer in creating travel with a purpose within the Startup eco system, she has launched Digital Dash for a Hyderabad based startup. She has been the recipient of the British Council's Young Creative Entrepreneur- India 2008-09 and she has represented the country at the International Young Creative Entrepreneurs Program held in London in October, 2008. She has been a contributing author on books like Indian Cinema and Women Entrepreneurs.



Directorships held in other listed companies/body corporates	NIL	NIL	NIL
Chairmanship/ Membership of Committees held in other Listed companies/body corporates	NIL	NIL	NIL
Relationship with other Directors and Key Managerial Personnel	NIL	NIL	NIL
Number of Equity shares held in the Company	NIL	NIL	NIL
Number of Board Meetings attended during last Financial Year (2017-18)	Four	Four	Two out of Two
Terms and conditions of appointment	Re-appointment for another term of 5 consecutive years.	Re-appointment for another term of 5 consecutive years.	Appointment for a fixed initial term of five consecutive years.

By Order of the Board  
for **TD Power Systems Limited**

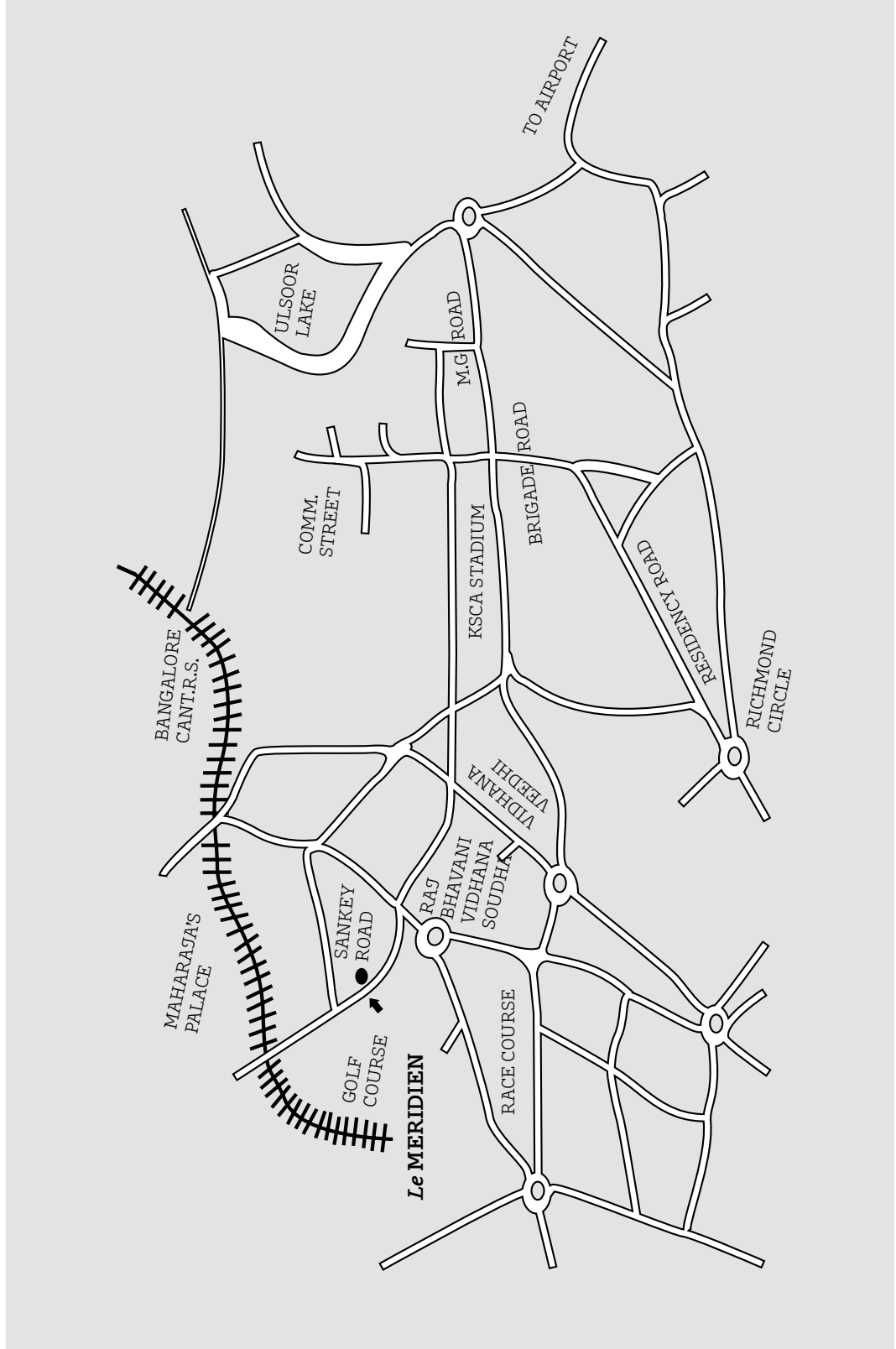
**N. Srivatsa**  
Company Secretary

Bangalore  
August 08, 2018

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

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ROUTE MAP TO THE AGM VENUE



TD POWER SYSTEMS LIMITED  
 Regd. Off: No. 27, 28 & 29, KIADB Industrial Area,  
 Dabaspet, Nelamangala Taluk, Bengaluru - 562 111  
 CIN: L31103KA1999PLC025071, E-mail Id: tdps@tdps.co.in, Website: www.tdps.co.in,  
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**NINETEENTH ANNUAL GENERAL MEETING**

**ATTENDANCE SLIP**

<b>Regd. Folio/DP ID &amp; Client ID</b>	
<b>Name and Address of the Shareholder</b>	
<b>No. of shares held</b>	

1. I hereby record my presence at the **NINETEENTH ANNUAL GENERAL MEETING** of the Company being held at 10:30 AM on Wednesday, September 26, 2018, at Hotel Le Meridien, No. 28 Sankey Road, Opp Bangalore Golf Course, Bangalore 560 052.
2. Signature of the Shareholder/Proxy Present
3. Shareholder/Proxy holder wishing to attend the meeting must bring the Attendance Slip to the meeting and handover at the entrance duly signed.
4. Shareholder/Proxy holder desiring to attend the meeting may bring his/her copy of the Annual Report for reference at the meeting.

..... cut here .....

**ELECTRONIC VOTING PARTICULARS**

Electronic Voting Sequence Number (EVSN)	User ID	Password
109453		

**Note:**

Please read the instructions printed under Note No. 11 to the Notice dated August 08, 2018 of the Nineteenth Annual General Meeting of the company.

The e-voting period commences on September 23, 2018 at 9.00 AM (IST) and ends on September 25, 2018 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,  
Dabaspet, 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

**Nineteenth Annual General Meeting – September 26, 2018**

<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 19th Annual General Meeting of the Company, to be held on Wednesday, September 26, 2018 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:

<b>Resolutions</b>	
<b>Ordinary Business</b>	
1.	To receive, consider and adopt the Audited Financial Statements of the Company (including consolidated financial statements) for the financial year ended March 31, 2018, 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
<b>Special Business</b>	
4.	To appoint Ms. Prathibha Sastry (DIN: 01505172) as an Independent Director
5.	To Re-appoint Mr. Nithin Bagamane (DIN: 00136704) as an Independent Director
6.	To Re-appoint Mr. Ravi Kanth Mantha (DIN: 03630968) as an Independent Director
7.	Ratification of payment of remuneration to the Cost Auditors.

Signed this ..... day of ..... 2018

Signature of Shareholder: .....

Signature of Proxyholder(s): .....

Affix Re.1/- Revenue Stamp
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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 19th Annual General Meeting.