

NOTICE

Notice is hereby given that the **Eighteenth Annual General Meeting** of the Members of the Company will be held at **10.30 AM on Wednesday 27th day, September 2017 at Hotel Le Meridien, No. 28, Sankey Road (Opp Bangalore Golf Course), Bangalore 560052, 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, 2017, together with the Reports of the Board of Directors and Auditors' thereon.
2. To declare Dividend on Equity Shares.
3. To appoint Director in place of Mr. Mohib N. Khericha (DIN: 00010365) who retires by rotation and being eligible seeks re-appointment & in this regard to consider 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. Mohib N Khericha (DIN: 00010365) as Director liable 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, pursuant to Sections 139 and 142 and other applicable provisions, if any, of the Companies Act, 2013 (the "Act") read with the Companies (Audit and Auditors) Rules, 2014 (including any statutory modifications or re-enactments thereof for the time being in force), pursuant to the proposal of the Audit Committee of the Board and recommendation of the Board, M/s. Varma & Varma, Chartered Accountants (Firm Registration No. 004532S) be and are hereby appointed as the Statutory Auditors of the Company in place of B.K. Ramadhyani & Co. LLP, Chartered Accountants (Firm Registration No. 002878S/S200021), the retiring Auditors, for a period of five (5) consecutive years from the conclusion of this Annual General Meeting till the conclusion of the sixth Annual General Meeting thereof (subject to ratification of their appointment at every intervening Annual General Meeting held after this Annual General Meeting), to audit the Financial Statements of the Company from Financial Year 2017-18, at a remuneration as may be approved by the Board of Directors. (*refer Note 27 of this Notice of Meeting*)

SPECIAL BUSINESS

5. 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, 2018, be paid the remuneration as set out in the Explanatory 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.

6. To revise remuneration payable to Managing Director and in this regard, to consider and if thought fit, to pass the following resolution as a Special Resolution.

RESOLVED THAT, in partial modification of the Resolution passed by members of the Company at the Annual General Meeting held on September 23 2015, Mr. Nikhil Kumar, Managing Director, shall be eligible for payment of remuneration as specified in Part II of Section II of Schedule V of the Companies Act 2013 (including any statutory modifications or re-enactments thereof for the time being in force) in such financial years of the Company having no profits or having inadequate profits during a period of three years (including the financial year ended March 31 2017), subject however that remuneration payable would revert to 11% of net profits in terms of Section 197 read with Schedule V of the Companies Act 2013 (the Act), in the event the company has net profits to pay remuneration in terms of Part II of Section I of Schedule V of the Companies Act, 2013 in any financial year during the term of employment.

RESOLVED FURTHER THAT, the Board of Directors and the Company Secretary, be and are hereby authorized to do all acts, deeds, matters and things as may be considered necessary, desirable or expedient to give effect to this resolution.

7. To appoint Mr. K. G. Prabhakar (DIN: 07187463) as a Whole-time Director in this regard to consider and if thought fit, to pass, with or without modification, the following resolution as an Ordinary Resolution:

RESOLVED THAT, subject to the provisions of Sections 2(94), 196, 197 and other applicable provisions, if any, of the Companies Act, 2013 (the

“Act”), read with Schedule V to the Act and the rules made thereunder (including any statutory modification or reenactment thereof, for the time being in force), consent of the Company be and is hereby accorded for re appointment of Mr. K. G. Prabhakar (DIN: 07187463) as Whole-time Director of the Company (liable to retire by rotation) for a period of 3 (three) years effective June 28, 2018 on the terms and conditions approved by the Nomination & Remuneration Committee of the Board including remuneration set out in the Statement annexed to the Notice convening this Meeting with authority to the Board of Directors (hereinafter referred to as “the Board” which term shall include the Nomination & Remuneration Committee of the Board) to vary the terms and conditions of appointment including remuneration payable to Mr. K. G. Prabhakar as it may deem fit provided that such remuneration shall not exceed the limits specified under Schedule V to the Companies Act, 2013 (including the remuneration to be paid in the event of loss or inadequacy of profit in any financial year under Part II of Section II of Schedule V of the Companies Act, 2013) or any statutory modification(s) or re- enactment(s) thereof.

RESOLVED FURTHER THAT, the Board of Directors and the Company Secretary be and are hereby authorized to do all acts, deeds, matters and things as may be considered necessary, desirable or expedient to give effect to this resolution.

Bangalore
August 10, 2017

By Order of the Board
for TD Power Systems Limited

N. Srivatsa
Company Secretary

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

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 SEBI Listing Regulations are annexed hereto.
2. Brief profile of Mr. Mohib N Khericha who retires by rotation and being eligible, offers himself for re-appointment pursuant to 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. Profile of Mr. K G Prabhakar form part of the statement setting out material facts.
3. A member entitled to attend and vote at the 18th 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 (18th) including any adjournment thereof.
4. Corporate Members intending to send their authorized representatives to attend the Annual General Meeting pursuant to 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.
5. 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.
6. 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 Eighteenth Annual General Meeting.
7. 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 Thursday, September 21, 2017 to Wednesday,

September 27, 2017 (both days inclusive) for ascertaining entitlement of members eligible to receive the final dividend, if declared at the meeting.

8. The Instructions for shareholders voting electronically are as under:

9. Electronic Voting

I	<p><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></p>							
II	<p><i>The remote e-voting period commences on Sunday September 24, 2017 (9:00 AM IST) and ends on Tuesday September 26, 2017 (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, 2017, 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></p>							
III	<p><i>The process and manner for remote e-voting are as under:</i></p>							
	A.	<p><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></p>						
	i.	<p><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></p>						
	ii.	<p><i>Launch internet browser by typing the following URL: https://www.evoting.nsdl.com/</i></p>						
	iii.	<p><i>Click on Shareholder-Login.</i></p>						
	iv.	<p><i>Put User ID and Password as initial password noted in step (i) above. Click Login.</i></p>						
	v.	<p><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></p>						
	vi.	<p><i>Home page of e-voting opens. Click on e-voting Active Voting Cycles.</i></p>						
	vii.	<p><i>Select Electronic Voting Event Number (EVEN) of TD Power Systems Limited.</i></p>						
	viii.	<p><i>Now you are ready for “e-voting” as “Cast Vote” page opens.</i></p>						
	ix.	<p><i>Cast your vote by selecting appropriate option and click on “Submit” and also “Confirm” when prompted.</i></p>						
	x.	<p><i>Upon confirmation, the message “Vote cast successfully” will be displayed.</i></p>						
	xi.	<p><i>Once you have voted on the Resolution(s), you will not be allowed to modify your vote.</i></p>						
	xii.	<p><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></p>						
	B.	<p><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></p>						
	i.	<p><i>Initial password is provided at the bottom of the Attendance Slip for the AGM</i></p> <table border="1" data-bbox="399 1911 1309 2020"> <thead> <tr> <th data-bbox="399 1911 702 1976">EVEN (Remote e-voting Event Number)</th> <th data-bbox="702 1911 1005 1976">USER ID</th> <th data-bbox="1005 1911 1309 1976">PASSWORD/PIN</th> </tr> </thead> <tbody> <tr> <td data-bbox="399 1976 702 2020">107046</td> <td data-bbox="702 1976 1005 2020">xxxxxxx</td> <td data-bbox="1005 1976 1309 2020">xxxxxxx</td> </tr> </tbody> </table>	EVEN (Remote e-voting Event Number)	USER ID	PASSWORD/PIN	107046	xxxxxxx	xxxxxxx
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107046	xxxxxxx	xxxxxxx						
	ii.	<p><i>Please follow all steps from Sl. No. (ii) to Sl. No.(xii) above, to cast vote.</i></p>						

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. NOTE: Shareholders who forgot the User Details/Password can use “Forgot User Details/Password?” or “Physical User Reset Password?” option available on www.evoting.nsdl.com. In case Shareholders are holding shares in demat mode, USER-ID is the combination of (DPID+ClientID). In case Shareholders are holding shares in physical mode, USER-ID is the combination of (Even No+Folio No)</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 20, 2017 (“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 20, 2017, may obtain the Login ID and Password by sending a request at evoting@nsdl.co.in or Issuer/Registrar and Share Transfer (RTA). 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?” or “Physical User Reset Password?” option available on www.evoting.nsdl.com or contact NSDL at the following toll free no.: 1800-222-990.</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>

10. 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.
11. 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.
12. 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.
13. 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.
14. 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 20, 2017 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 20, 2017.
15. 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.
16. 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.
 17. 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, 2015 and 2016 as on the date of the last AGM held on September 22, 2016 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.
 18. 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.
 19. 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.
 20. 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.
 21. 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.
 22. 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 2016-17, the Notice of 18th 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.
 23. 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.
 24. Members may also note that the Notice of the 18th AGM and the Annual Report 2016-17 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

25. 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.
26. Guidelines for attending the Eighteenth AGM of the Company:
- 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 Eighteenth AGM.
 - 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 Eighteenth AGM.
 - Members are requested to bring the copy / notes of the Annual Report to the Eighteenth AGM.
 - 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 Eighteenth AGM.
 - 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 Eighteenth AGM.
 - 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.
27. Pursuant to Section 139 of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014, Messrs B.K. Ramadhyani & Co. LLP, Chartered Accountants, the Outgoing Statutory Auditors of the Company will retire at the conclusion of this Annual General Meeting of the Company. Pursuant to the provisions of the Companies Act, 2013 and the Companies (Audit and Auditors) Rules 2014, the Board of Directors has, on recommendation of the Audit Committee, recommended the appointment of Messrs Varma & Varma, Chartered Accountants (Firm Registration No. 004532S), as the new Statutory Auditors at this Annual General Meeting to audit financial statements for five financial years commencing from the Financial Year 2017-18.

Consent and certificate u/s 139 of the Companies Act, 2013 have been obtained from Varma & Varma to the effect that their appointment, if made, will be in accordance with the applicable provisions of the Act and the Rules framed thereunder.

Brief Profile of M/s. Varma & Varma, Chartered Accountants:

Varma & Varma, Chartered Accountants was founded on June 17, 1935. The firm has grown over the years and presently operates across India. At present, the firm has twenty seven partners who are based in the nine offices spread over the above prominent southern states of India and in Mumbai and offers the whole range of services required for the modern businesses.

The firm has more than 400 trained staff members, including Managers, other Senior Qualified Accountants. The firm has clients in diverse fields of activity including Banking, Infrastructure, Manufacturing & Services.

28. In this Notice and Annexure thereto the terms "Shareholders" and "Members" are used interchangeably.
29. The remuneration payable to Mr. K G Prabhakar, Whole Time Director, in terms of Schedule V of the Companies Act, 2013 was approved by the Shareholders at the Annual General Meeting of the Company held on September 23, 2015.

Due to continuing tough economic and business conditions, the profits of the Company have been affected resulting in inadequacy of profits requiring payment of remuneration to the Whole Time Director on minimum remuneration basis in terms of Part II of Section II of Schedule V of the Companies Act, 2013. Accordingly, as recommended by the Nomination & Remuneration Committee and approved by the Board of Directors, it is proposed that Mr. K G Prabhakar, Whole time Director, shall be eligible for payment of remuneration in terms of Agreement dated October 28, 2015 as specified in Part II of Section II of Schedule V of the Companies Act, 2013 in such financial years of the Company (including the financial year ended March 31, 2017) up to June 2018, having no profits or having inadequate profit, subject however that remuneration payable would revert to 11% of net profits in terms of Section 197 read with Schedule V of the Companies Act 2013, in the event the company has net profits to pay remuneration in terms of Part II of Section I of Schedule V of the Companies Act, 2013 in any financial year during the term of employment.

Accordingly, a statement pursuant to Section II of part-II of schedule V of the Companies Act, 2013 is provided as detailed under Explanatory statement in respect of item No. 7 of this Notice of Annual General Meeting.

ANNEXURE TO THE NOTICE

Profile of Mr. Mohib N Khericha pursuant to Regulation 36 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

Director Identification Number	00010365		
Date of Birth	04/08/1952		
Date of Appointment	22/02/2000		
Qualification	FCA		
Experience	35 years		
Directorships held in other listed companies/body corporates	Chartered Capital And Investment Ltd Photoquip (India) Ltd. Mazda Limited		
Chairmanship/Membership of Committees held in other Listed companies/body corporates	Name of the company	Audit Committee	Shareholders & Investor Grievance/ Stakeholders Relationship Committee
	Chartered Capital & Investment Ltd	Nil	Member
	Photoquip (India) Ltd	Chairman	Chairman
	Mazda Limited	Chairman	Nil
Relationship with other Directors and Key Managerial Personnel	Nil		
Number of Equity shares held in the Company	3730960		
Number of Board Meetings attended during last Financial Year (2016-17)	Four		
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. 5 TO 7 OF THE NOTICE

Item No. 5

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 18, 2017 to conduct the audit of the cost records of the Company for the financial year ending March 31, 2018 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. 5 of the Notice for the remuneration payable to the Cost Auditor in respect of the cost audit for the financial year ending March 31, 2018.

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. 5 of the Notice.

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

Item No. 6

The remuneration payable to Mr. Nikhil Kumar, Managing Director of the Company at 11% of net profits was approved at the AGM of the Company on September 23, 2015.

However, due to continuing tough economic and business conditions, the profits of the Company have been affected resulting in inadequacy of profits for payment of remuneration to the Managing Director.

Considering the onerous responsibilities discharged by the Managing Director including overall management of the Company's operations, strategic planning, technology alliances and sales and marketing certain remuneration is to be paid as minimum remuneration to the Managing Director throughout his tenure of office.

Accordingly, as recommended by the Nomination & Remuneration Committee and approved by the Board of Directors, it is proposed that Mr. Nikhil Kumar, Managing Director, shall be eligible for payment of remuneration up to as specified in Part II of Section II of Schedule V of the Companies Act, 2013 in such financial years of the Company having no profits or having inadequate Profits during a period of three (3) years (including the financial year ended March 31, 2017), subject however that remuneration payable would revert to 11% of net profits in terms of Section 197 read with Schedule V of the Companies Act 2013, in the event the company has net profits to pay remuneration in terms of Part II of Section

I of Schedule V of the Companies Act, 2013 in any financial year during the term of employment.

Subject to approval of the shareholders by a Special Resolution, it is proposed to pay Mr. Nikhil Kumar a remuneration up to as specified in Part II of Section II of Schedule V of the Companies Act, 2013 based on the effective capital of Rs. 250 crores and above i.e. up to Rs. 240 lacs plus 0.01 % of the effective capital in excess of effective capital of Rs. 250 crores read with Section IV Part II of Schedule V of the Companies Act, 2013. The company's effective capital as on March 31, 2017 stands at about Rs. 465.08 Crores.

Information pursuant to Secretarial Standard

Director Identification Number	00062243
Date of Birth	17/08/1967
Date of Appointment	January 17, 2011
Qualification	Engineering graduate from Karnataka Regional Engineering College, Suratkal and General Management in Harvard Business School
Experience	20 years
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	4,638,664
Number of Board Meetings attended during last Financial Year (2016-17)	Four
Last drawn salary	Due to inadequate of profit, remuneration drawn in FY 2016-17 on cost to Company (CTC) basis is Rs. 2,520,000 per annum which includes basic salary, allowances and contribution to PF.
Terms of remuneration	Please see note no. 5 below under the headline of Remuneration proposed

Brief resume of Mr. Nikhil Kumar and nature of his expertise in specific functional areas

Mr. Nikhil Kumar aged 49 years is an Engineering graduate from Karnataka Regional Engineering College, Suratkal and has studied General Management in Harvard Business School. He has over 20 years work experience in the manufacture of electrical rotating machines. He has worked in Kirloskar Electric Company Limited from 1990 to 2000 as General Manager in charge of their Bangalore factory. He possesses high caliber experience in marketing, strategic technology alliances, management and engineering. He is one of the promoters of the company and is instrumental in guiding the company to achieve and maintain market leadership in certain niche product and market segments. It is his vision to reach out to the overseas markets which has enabled the company to grow it's global foot print and establish a pan global market. This overseas foray has helped the company

in sustaining operations in these depressed market conditions for power equipment in the Country. He has been singularly responsible in establishing technology alliances with global giants in the sector. These technology alliances have enabled the company to sell generators to global OEM'S across the four continents. His leadership abilities has enabled the Company to retain core talent despite business vagaries. The much acclaimed world class manufacturing facilities of the company is mainly due to his vision to deliver a world class product.

He was first appointed as Director of the Company in April 1999 and as Joint Managing Director of the company in October 2001. He is responsible for overall management of the Company's operations, strategic planning, technology alliances and sales and marketing since inception of the Company in 1999.

STATEMENT PURSUANT TO SECTION II OF PART-II OF SCHEDULE V OF THE COMPANIES ACT, 2013

I. GENERAL INFORMATION:

1. Nature of Industry	Manufacturers of AC Generators, Motors		
2. Date or Expected Date of Commencement of Commercial Production	16/04/1999		
3. In case of New Companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus	Not Applicable		
4. Financial performance based on given indicators	Particulars	2016-17	2015-16
		(Rs. in lacs)	(Rs. in lacs)
	Total Income	38,738.06	47,436.15
	Profit Before Tax, Finance Cost and Depreciation	3,247.47	5,011.74
	Depreciation	2,772.21	2,837.62
	Finance cost	406.17	481.45
	Profit Before Tax	69.09	1,692.67
	Tax	60.18	194.78
	Profit After Tax	8.91	1,497.89
	Equity Capital (face value Rs. 10)	33237588	33237588
Earnings per Share (Rs.)	0.03	4.51	
5. Foreign Investments or Collaborators, if any	18.43% (nonresident shareholding)		

II. INFORMATION ABOUT THE APPOINTEE:**1. Background Details**

Mr. Nikhil Kumar is the Managing Director of the Company since October 2012. He is an Engineering graduate from Karnataka Regional Engineering College, Suratkal and has studied General Management in Harvard Business School. He has worked in Kirloskar Electric Company Limited from 1990 to 2000 as General Manager in charge of their Bangalore factory. He was first appointed as Director of the Company in April 1999 and as Joint Managing Director of the company in October 2001. He is responsible for overall management of the Company's operations, strategic planning, technology alliances and sales and marketing since inception of the Company in 1999.

He is also the Managing Director of the Company's wholly owned subsidiary DF Power Systems Private Limited and is a director of the overseas subsidiaries - TD Power Systems (USA) Inc. and TD Power Systems Japan Limited and TD Power Systems Europe GmbH.

2. Past Remuneration:

Details of past remuneration paid to Mr. Nikhil Kumar is mentioned herein below:

Period	Remuneration Paid (Rs. Lacs)
For 2014-15	209.67
For 2015-16	195.29
For 2016-17	25.20 (due to inadequacy of profits)

3. Recognition or awards:

Mr. Nikhil Kumar Managing Director is well recognized for his leadership, visionary, and entrepreneur skills in managing business activities and has been efficiently managing overall affairs of the Company under very difficult business conditions.

4. Job Profile and his suitability

In the capacity of Managing Director of the Company Mr. Nikhil Kumar is responsible for overall management of the Company's operations, defining and executing business strategy and providing overall leadership to the Company's operations and such other roles and responsibilities as may be assigned to him by the Board from time to time. For suitability please see under Resume above.

5. Remuneration proposed:

Subject to approval of the shareholders by a special resolution, it is proposed to pay Mr. Nikhil Kumar remuneration up to Rs. 240 lacs plus 0.01% of the effective capital in excess of effective capital of Rs. 250 crores read with Section IV Part II of Schedule V of the Companies Act, 2013.

The above remuneration is subject to revisions and increments (as applicable to top/senior management of the Company) at the discretion of the Board.

6. Comparative remuneration profile with respect to industry, size of the company, profile of the position and person (in case of expatriates the relevant details would be with respect to the country of his origin)

The proposed remuneration is sought to be paid as minimum remuneration due to inadequacy of profits and comparative remuneration profile would not be a determining factor. However, there is no direct comparable remuneration profile since there is no domestic company in the Private sector in India manufacturing similar products as the Company. Based on a broad comparison of power equipment sector remuneration, the proposed remuneration would be reasonable.

7. Pecuniary relationship directly or indirectly with the company, or relationship with the managerial personnel, if any.

Mr. Nikhil Kumar is not having pecuniary relationship directly and indirectly, with the Company.

III. OTHER INFORMATION:

1. Reasons of Loss or Inadequate Profits:

During Fiscal 2017, the company continued to experience challenging circumstances as the expected kick start of investments & industrial growth did not gain the desired momentum. The capital goods sector continued to face stress, with no visible uptick in key manufacturing and infrastructure sectors. Order intake and sales have remained weak reflecting an overhang of slow recovery. As in the last two to three years the domestic market for generators continued to be sluggish in Fiscal 2017. The global scenario offered no cause for cheer as it continued to encounter challenges including volatility, Eurozone instability, depression in crude oil and volatile commodity prices & currency depreciation in emerging markets. The above factors affected the company in both cost and realisations resulting in lower sales, steep competition both in domestic and overseas markets and lower profits.

2. Steps taken or proposed to be taken for improvement:

Increased focus has been initiated to improve overseas markets which is the mainstay of company's turnover considering the state of the domestic market. Concerted efforts are on to identify new markets, new applications and customers which have a potential for improved realizations. The management has also initiated rationalization measures to reduce costs and improve quality.

3. Expected increase in productivity and profits in measurable terms:

The steps initiated as above are expected to increase sales, improve capacity utilization, realizations and profitability by at least in the range of 10%-15% year on year.

IV. DISCLOSURES

The following disclosures are mentioned in the Board of Director's report under the heading "Corporate Governance", to the Financial statement:

- (i) All elements of remuneration package such as salary, benefits, bonuses, stock options, pension, etc., of all the directors;
- (ii) Details of fixed component and performance linked incentives along with the performance criteria;
- (iii) Service contracts, notice period, severance fees; and
- (iv) Stock option details, if any, and whether the same has been issued at a discount as well as the period over which accrued and over which exercisable.

Except Mr. Nikhil Kumar, none of the Directors or Key Managerial Personnel, or their relatives is in any way concerned or interested (financially or otherwise) in the resolution set out at Item No. 6 of the Notice.

The Board of Directors commends the Special Resolution set out at Item No. 6 of the Notice for approval of Members.

Item No. 7

The current tenure of the Whole Time Director Mr. K G Prabhakar comes to an end on June 27, 2018. The Board of Directors of the Company, on recommendation of the Nomination and Remuneration Committee, at their meeting held on May 18, 2017 approved re appointment of the Whole Time Director Mr. K G Prabhakar for a further term of 3 years commencing June 28, 2018 as per the provisions of Companies Act, 2013 subject to the approval of shareholders on terms and conditions as under:

- 1. Tenure 3 years- effective June 28, 2018 subject to being liable for retirement by rotation in terms of the companies Act, 2013.

2. Remuneration of Rs. 55,85,103 per annum on CTC basis (with such revisions that may be effected for Fiscal 2018) which includes basic salary, allowances and Company's contribution to Provident fund. In addition, he will be paid such bonus /ex gratia as may be approved for top/ senior management of the Company and approved by the Nomination and Remuneration Committee and is eligible for encashment of leave and Gratuity as per Company policy. The above remuneration is subject to revisions and increments (as applicable to top/senior management of the Company) at the discretion of the Board. However, the remuneration at any time during the tenure shall not exceed the limits specified under Schedule V of the Companies Act, 2013 or any statutory modification(s) or re-enactment thereof.
3. During the term of office the Whole time Director shall perform duties as such with regard to all work of the Company and will manage and attend to such business and carry out the orders and directions of the Board from time to time in all respects and conform and comply with all such directions and regulations as may from time to time be given and made by the Board and the functions of the whole time director will be under the overall authority of the Managing director.

Information pursuant to Regulation 36 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") and Secretarial Standard

Director Identification Number	07187463
Date of Birth	28/06/1956
Date of Appointment	May 20, 2015
Qualification	FCA
Experience	35 years
Brief resume of Mr. K. G. Prabhakar and nature of his expertise in specific functional areas	Mr. K. G. Prabhakar, aged 61 years, is a Chartered Accountant by qualification with over 35 years' experience. He is employed with the Company since 2001 with responsibilities of finance, accounts, taxation, HR and administration functions over the years and is the Chief Financial Officer of the Company.
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 (2016-17)	Four
Terms and conditions of appointment	Executive and Non-Independent Director, liable to retire by rotation
Last drawn salary	Rs. 55,85,103 per annum

STATEMENT PURSUANT TO CLAUSE (A) OF SECTION II OF PART-II OF SCHEDULE V OF THE COMPANIES ACT, 2013

I. GENERAL INFORMATION:

1.	Nature of Industry	Manufacturers of AC Generators, Motors		
2.	Date or Expected Date of Commencement of Commercial Production	16/04/1999		
3.	In case of New Companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus	Not Applicable		
4.	Financial performance based on given indicators	Particulars	2016-17	2015-16
			(Rs. in lacs)	(Rs. in lacs)
		Total Income	38,738.06	47,436.15
		Profit Before Tax, Finance Cost and Depreciation	3,247.47	5,011.74
		Depreciation	2,772.21	2,837.62
		Finance cost	406.17	481.45
		Profit Before Tax	69.09	1,692.67
		Tax	60.18	194.78
		Profit After Tax	8.91	1,497.89
		Equity Capital (face value Rs. 10)	33237588	33237588
Earnings per Share (Rs.)	0.03	4.51		
5.	Foreign Investments or Collaborators, if any	18.43% (nonresident shareholding)		

II. INFORMATION ABOUT THE APPOINTEE

1. Background Details

Whole Time Director of the Company since May 20, 2015. He is a Chartered Accountant with over 30 years of work experience in accounting, corporate finance, and tax management. Prior to joining our Company, he was working with Kirloskar Electric Company Limited. He joined our Company in October 2001. Currently he is the Chief Financial Officer (CFO) and Director of the company.

The services of Mr. K. G. Prabhakar, was extended up to June 27, 2018 consequent to his superannuation as of June 28, 2014, on terms of appointment (Letter dated October 19, 2001) and other terms including remuneration as per the current structure subject to such revisions approved by the management from time to time in terms of the Company's Policy.

2. Past Remuneration:

Details of past remuneration paid to Mr. K G Prabhakar mentioned herein below:

Period	Remuneration Paid (Rs. Lacs)
For 2015-16	48.13
For 2016-17	55.85

3. Recognition or awards: Mr. K G Prabhakar whole time Director is well recognized for his leadership, and entrepreneur skills in managing business activities and has been efficiently managing overall affairs of the Company under very difficult business conditions

4. Job Profile and his suitability

In the capacity of Whole Time Director of the Company Mr. K G Prabhakar shall perform duties as such with regard to all work of the Company and will manage and attend to such business and carry out the orders and directions of the Board from time to time in all respects, conform and comply with all such directions and regulations as may from time to time be given and made by the Board under the overall authority of the Managing Director. His vast experience in the industry and all aspects of working of the company coupled with financial expertise is expected to provide support and guidance in the company's operations.

5. Remuneration proposed:

a. Remuneration of Rs. 55,85,103 per annum on CTC basis (with such revisions that may be effected for Fiscal 2018) which includes basic salary, allowances and Company's contribution to Provident fund (PF).

- b. In addition, he will be paid such bonus/ex-gratia as may be approved for top/senior management of the Company and approved by the Nomination and Remuneration Committee and is eligible for encashment of leave and Gratuity as per Company's policy.

The above remuneration is subject to revisions and increments (as applicable to top/senior management of the Company) at the discretion of the Board.

6. Comparative remuneration profile with respect to industry, size of the company, profile of the position and person (in case of expatriates the relevant details would be with respect to the country of his origin)

The proposed remuneration is sought to be paid as minimum remuneration due to inadequacy of profits and comparative remuneration profile would not be a determining factor. However, there is no direct comparable remuneration profile since there is no domestic company in the Private sector in India manufacturing similar products as the Company. Based on a broad comparison of power equipment sector remuneration comparable, the proposed remuneration would be reasonable.

7. Pecuniary relationship directly or indirectly with the company, or relationship with the managerial personnel, if any.

Mr. KG Prabhakar is not having pecuniary relationship directly and indirectly, with the Company.

III. OTHER INFORMATION:

1. Reasons of Loss or Inadequate Profits:

During Fiscal 2017, the company continued to experience challenging circumstances as the expected kick start of investments & industrial growth did not gain the desired momentum. The capital goods sector continued to face stress, with no visible uptick in key manufacturing and infrastructure sectors. Order intake and sales have remained weak reflecting an overhang of slow recovery. As in the last two to three years the domestic market for generators continued to be sluggish in Fiscal 2017. The global scenario offered no cause for cheer as it continued to encounter challenges including volatility, Eurozone instability, depression in crude oil and volatile commodity prices & currency depreciation in emerging markets. The above factors affected the company in both cost and realisations resulting in lower sales, steep competition both in domestic and overseas markets and lower profits.

2. Steps taken or proposed to be taken for improvement:

Increased focus has been initiated to improve overseas markets which is the mainstay of company's turnover considering the state of the domestic market. Concerted efforts are on to identify new markets, new applications and customers which have a potential for improved realizations. The

management has also initiated rationalization measures to reduce costs and improve quality.

3. Expected increase in productivity and profits in measurable terms:

The steps initiated as above are expected to increase sales, improve capacity utilization, realizations and profitability by at least in the range of 5-10% year on year.

IV. DISCLOSURES

The following disclosures are mentioned in the Board of Director's report under the heading "Corporate Governance", to the Financial statement:

- (i) All elements of remuneration package such as salary, benefits, bonuses, stock options, pension, etc., of all the directors;
- (ii) Details of fixed component and performance linked incentives along with the performance criteria;
- (iii) Service contracts, notice period, severance fees; and
- (iv) Stock option details, if any, and whether the same has been issued at a discount as well as the period over which accrued and over which exercisable.

Except Mr. K. G. Prabhakar, none of the Directors or Key Managerial Personnel or their relatives are in any way concerned or interested (financially or otherwise) in the resolution set out at Item No. 7 of the Notice.

The Board of Directors commends the Ordinary Resolution set out at Item No. 7 of the Notice for approval of Members.

By Order of the Board
for TD Power Systems Limited

Bangalore
August 10, 2017

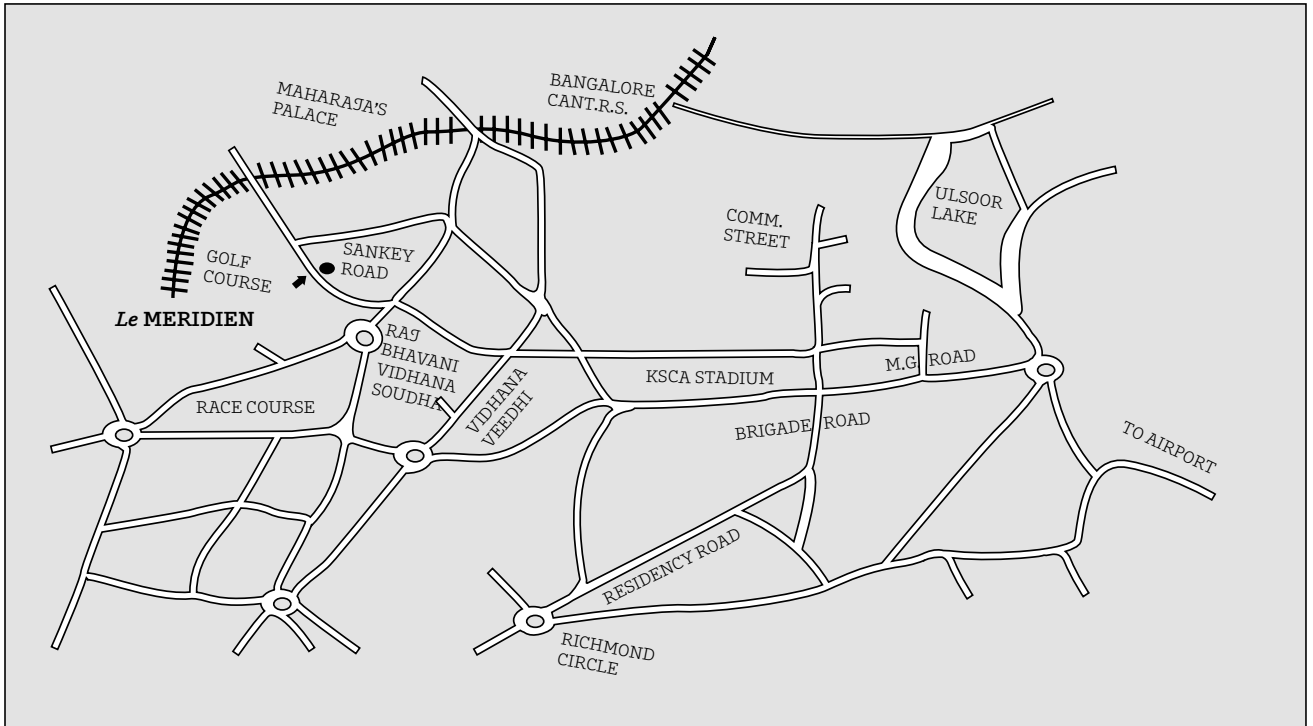
N. Srivatsa
Company Secretary

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

CIN: L31103KA1999PLC025071

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ROUTE MAP TO THE AGM VENUE



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