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TD Power Systems Limited
(CIN -L31103KA1999PLC025071)

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

Tel +91 80 229 95700 / 6633 7700
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www.tdps.co.in

August 17, 2026

The Corporate Service Department
BSE Limited
P J Towers, Dalal Street
Mumbai – 400 001
Scrip Code: **533553**

The Listing Department
The National Stock Exchange of India Ltd.
Exchange Plaza, Bandra- Kurla Complex
Bandra (East)
Mumbai- 400 051
Symbol: **TDPOWERSYS**

Dear Sir/Madam,

SUB: NOTICE OF THE EXTRAORDINARY GENERAL MEETING OF THE COMPANY

We wish to inform you that, the Extraordinary General Meeting (EGM) of the Company will be held on Thursday, September 10, 2026 at 02:30 P.M (IST) through Video Conferencing (”VC”) / Other Audio- Visual Means (“OAVM”). Enclosed herewith a copy of the notice of the EGM for your records.

The notice is also uploaded on the company’s website www.tdps.co.in

Kindly take the same into your records.

Yours faithfully,
For TD Power Systems Limited

BHARAT RAJWANI
Digitally signed by BHARAT RAJWANI
Date: 2026.08.17 18:27:47 +05'30'

Bharat Rajwani
Company Secretary & Compliance Officer

Encl: A/a

tdps®

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

NOTICE

Notice is hereby given that an Extraordinary General Meeting of the Members of TD Power Systems Limited (Company) will be held at 02:30 P.M. (IST) on Thursday 10th day of September 2026 through Video Conferencing ("VC") / Other Audio-Visual Means ("OAVM"), to transact the following businesses:

SPECIAL BUSINESS

1. **ISSUANCE OF EQUITY SHARES ON A PREFERENTIAL BASIS TO CERTAIN PROMOTERS OF THE COMPANY FOR AN AGGREGATE CONSIDERATION NOT EXCEEDING ₹ 75.00 CRORE**

   To consider and if thought fit, to pass, with or without modification(s), the following resolution as a **Special Resolution:**

   RESOLVED THAT subject to the approval of shareholders, pursuant to the provisions of Sections 23, 42, 62 and other applicable provisions, if any, of the Companies Act, 2013 (hereinafter referred to as the **"Companies Act"**) read with the Companies (Prospectus and Allotment of Securities) Rules, 2014, as amended and the Companies (Share Capital and Debentures) Rules, 2014, as amended and other relevant rules made there under (including any statutory modification(s) thereto or re-enactment thereof for the time being in force), enabling provisions in Memorandum and Articles of Association of the Company, provisions of the uniform listing agreement entered into with BSE Limited and National Stock Exchange of India Limited, where the shares of the Company are listed (**"Stock Exchanges"**), and in accordance with the guidelines, rules and regulations of the Securities and Exchange Board of India (**"SEBI"**), as amended including the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended (**"SEBI ICDR Regulations"**), the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (**"SEBI Listing Regulations"**), as amended, the SEBI (Substantial Acquisition of Shares & Takeovers) Regulations, 2011 (**"Takeover Regulations"**) as amended, the Foreign Exchange Management Act, 1999 as amended, the Foreign Exchange Management (Non-Debt Instruments) Rules, 2019, as amended and in accordance with other applicable rules, regulations, circulars, notifications, clarifications and guidelines issued thereon, from time to time, by the Reserve Bank of India (**"RBI"**), Ministry of Corporate Affairs, SEBI and / or any other competent authorities, and subject to the approvals, consents, permissions and / or sanctions, as may be required from the Government of India, SEBI, RBI, Stock Exchange, and any other relevant statutory, regulatory, governmental authorities or departments, institutions or bodies and subject to such terms, conditions, alterations, corrections, changes, variations and / or modifications, if any, as may be prescribed by any one or more or all of them in granting such approvals, consents, permissions and / or sanctions and which may be agreed to by the Board of Directors of the Company (hereinafter referred to as the **"Board"** which term shall be deemed to include any Committee, which the Board has constituted or may hereafter constitute, to exercise one or more of its powers, including the powers conferred hereunder), the consent of the Members be and is hereby accorded to the Board to create, offer, issue and allot on a preferential allotment on a private placement basis details as given below, as determined in accordance with the applicable provisions of Regulation 164 read with regulation 166 of Chapter V of the SEBI ICDR Regulations, for an aggregate consideration not exceeding **₹ 75.00 Crore** (Rupees Seventy Five Crore only), for cash, to below mentioned Proposed Allottee belonging to the Promoter category, in the following manner:

Sr. No	Name of Proposed Allottee	Category	At pre-split face value of ₹ 2 per Equity Share			At post-split face value of ₹ 1 per Equity Share*		
			Proposed Number of Equity shares to be issued	Issue Price (₹)	Consideration (₹)	Proposed Number of Equity shares to be issued	Issue Price (₹)	Consideration (₹)
1	Nikhil Kumar	Promoter	3,12,500	1,200	37,50,00,000	6,25,000	600	37,50,00,000
2	Mohib Nomanbhai Khericha	Promoter	3,12,500	1,200	37,50,00,000	6,25,000	600	37,50,00,000
Total			**6,25,000**		**75,00,00,000**	**12,50,000**		**75,00,00,000**

Note: *The number of Equity Shares to be issued and the issue price set out herein have been proportionately adjusted to give effect to the sub-division/split of the existing equity shares of the Company, under which 1 (one) equity share of face value ₹ 2/- (Rupees Two only) each, fully paid-up, was sub-divided into 2 (two) equity shares of face value ₹ 1/- (Rupee One only) each, as approved by the Board of Directors on May 14, 2026 and by the members of the Company at the Annual General Meeting held on August 12, 2026, with August 24, 2026 as the Record Date fixed for the said sub-division. For the avoidance of doubt, the Equity Shares shall be allotted at the post sub-division/ spilt adjusted issue price and at the post sub-division/spilt face value of ₹ 1/- (Rupee One only) each.*

RESOLVED FURTHER THAT, in accordance with the provisions of Regulation 161 of Chapter V of the SEBI ICDR Regulations and other applicable law, the "Relevant Date" for determination of the price for the issue of Equity Shares as per Regulation 164 read with regulation 166 of Chapter V of the SEBI ICDR Regulations, is August 11, 2026, being 30 (thirty) days prior to the date of proposed EGM.

RESOLVED FURTHER THAT without prejudice to the generality of the above resolution, the issue of the Equity Shares to the Proposed Allottee under the Preferential Issue shall be subject to the following terms and conditions apart from others as prescribed under applicable laws;

- The allotment of Equity Shares by the Company to the Proposed Allottee(s) pursuant to this resolution shall be made within a period of 15 (fifteen) days from the date of receipt of approval of the shareholders, provided that if any approval or permission by any regulatory authority/ Stock Exchanges/ the Central Government for allotment is pending, the period of 15 (fifteen) days shall be counted from the last date of receipt of such approval or permission, as specified under Regulation 170 of the SEBI ICDR Regulations;
- The Proposed Allottee(s) shall be required to bring in 100% of the consideration, for the Equity Shares to be allotted, on or prior to the date of allotment thereof, from their respective bank account in line with the requirement of Regulation 169(1) of the SEBI ICDR Regulations;
- The Equity Shares to be allotted and pre-preferential shareholding if any shall be subject to lock-in for such period as specified in the provisions of Chapter V of the SEBI ICDR Regulations;
- The Equity Shares to be allotted shall be listed on the Stock Exchanges, where the existing equity shares of the Company are listed, subject to receipt of necessary permissions and approvals, as the case may be;
- The Equity Shares so allotted to the Proposed Allottee(s) under this resolution shall not be sold, transferred, hypothecated or encumbered in any manner during the period of lock-in provided under SEBI ICDR Regulations except to the extent and in the manner permitted thereunder;
- Allotment of Equity Shares under the Preferential Issue shall only be made in dematerialized form;
- The Equity Shares proposed to be issued shall rank *pari passu* with the existing Equity Shares of the Company in all respects and that the Equity Shares so allotted shall be entitled to the dividend declared/voting powers and/ or any other corporate action/benefits, from the date of allotment and be subject to the requirements of all applicable laws and shall be subject to the provisions of the Memorandum of Association and Articles of Association of the Company.

RESOLVED FURTHER THAT, subject to the receipt of such approvals as may be required under applicable law, consent of the Members of the Company be and is hereby accorded to record the name and details of the Proposed Allottee in Form PAS-5 and make an offer to the Proposed Allottee through Letter of offer/Private Placement Offer Letter cum application letter in Form PAS-4 or such other form as prescribed under the Companies Act and the SEBI ICDR Regulations containing the terms and conditions ("Offer Document") after passing of this resolution with a stipulation that the allotment would be made only upon receipt of in-principle approval from the Stock Exchanges and within the timelines prescribed under the applicable laws.

RESOLVED FURTHER THAT for the purpose of giving effect to the Preferential Issue, the Board be and is hereby authorized to accept any modification(s) in the terms of issue of Equity Shares, subject to the provisions of the Act and the SEBI ICDR Regulations, without being required to seek any further consent or approval of the Members.

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, Mr. Deepak Kumar Sinha, Chief Executive Officer, Mrs. M N Varalakshmi, Chief Financial Officer and Mr. Bharat Rajwani, Company Secretary & Compliance Officer of the Company be and is hereby severally authorized on behalf of the Company to apply to Stock Exchanges for obtaining in-principle and listing approval of the Equity Shares and other activities as may be necessary for obtaining listing and trading approvals, if any, file necessary forms with the appropriate authority and undertake all such actions and compliances as may be necessary, desirable or expedient for the purpose of giving effect to this resolution in accordance with applicable law including the SEBI ICDR Regulations and the SEBI Listing Regulations and to do all such acts, deeds, matters and things as it may in its absolute discretion consider necessary, desirable or expedient, including without limitation issuing clarifications, resolving all questions of doubts, effecting any modifications or changes to the foregoing (including modification to the terms of the issue), entering into contracts, arrangements, agreements, documents (including for appointment of agencies, intermediaries and advisors for the Preferential Issue, as may be necessary for the purpose and to authorize all such persons as may be necessary, in connection therewith and incidental thereto as the Board or Fund Raising Committee in its absolute discretion shall deem fit without being required to seek any fresh approval of the Members and to settle all questions, difficulties or doubts that may arise in regard to the offer, issue and allotment of the Equity Shares and listing thereof with the Stock Exchanges as appropriate and utilization of proceeds of the Preferential Issue, open one or more bank accounts in the name of the Company or otherwise, as may be necessary or expedient in connection with the Preferential Issue, and take all other steps which may be incidental, consequential, relevant or ancillary in this connection and to effect any modification to the foregoing and the decision of the Board or Fund Raising Committee shall be final and conclusive.

RESOLVED FURTHER THAT the Board be and is hereby authorized to do all such acts and deeds as may be required and deemed fit in order to give effect to the said resolution and further authorized to delegate all or any of the powers herein conferred, as it may deem fit in its absolute discretion, to Fund Raising Committee of the Board or any one or more Director(s)/Chief Financial Officer or Company Secretary/any Officer(s) of the Company to give effect to the aforesaid resolution.

RESOLVED FURTHER THAT all actions taken by the Board or Fund Raising Committee duly constituted for this purpose in connection with any matter(s) referred to or contemplated in the foregoing resolution be and are hereby approved, ratified, and confirmed in all respects."

2. **RAISING CAPITAL IN ONE OR MORE TRANCHES THROUGH AN ISSUANCE OF EQUITY SHARES AND/OR OTHER ELIGIBLE SECURITIES BY WAY OF A QUALIFIED INSTITUTIONS PLACEMENT**

To consider and, if thought fit, to pass with or without modification(s) the following Resolution as a **Special Resolution:**

RESOLVED THAT pursuant to Sections 23, 42, 62 and other applicable provisions, if any, of the Companies Act, 2013 and the applicable rules made thereunder ("**Act**") (including the Companies (Prospectus and Allotment of Securities) Rules, 2014 and the Companies (Share Capital and Debentures) Rules, 2014), and other applicable rules made thereunder each including any amendment(s), statutory modification(s), or re-enactment(s) thereof for the time being in force and in accordance with the provisions of the Memorandum of Association and Articles of Association of the Company, the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended (**"SEBI ICDR Regulations"**), the Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations, 2021, as amended (**"SEBI NCS Regulations"**), the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (**"SEBI LODR Regulations"**) and the Foreign Exchange Management Act, 1999 and the rules and regulations issued thereunder including the Foreign Exchange Management (Non-debt Instruments) Rules, 2019, the Consolidated FDI Policy issued by the Department for Promotion of Industry and Internal Trade, Ministry of Commerce and Industry, Government of India from time to time, each as amended; the listing agreements entered into by the Company with the stock exchanges where the equity shares of face value of ₹ 1 each* of the Company are listed (**"Stock Exchanges"**, and such equity shares, the **"Equity Shares"**), and any other provisions of applicable law (including all other applicable statutes, clarifications, rules, regulations, circulars, notifications, and guidelines issued by the Government of India (**"GOI"**), Ministry of Corporate Affairs (**"MCA"**), Reserve Bank of India (**"RBI"**), Securities and Exchange Board of India (**"SEBI"**), Stock Exchanges, Registrar of Companies (**"RoC"**) and such other statutory/regulatory authorities), and subject to all approvals, permissions, consents, and/or sanctions as may be necessary or required from SEBI, the Stock Exchanges, RBI, MCA, GOI, RoC, or any other concerned statutory/regulatory authority, and subject to such terms, conditions, or modifications as may be prescribed or imposed while granting such approvals, permissions, consents, and/or sanctions by any of the aforesaid authorities, which may be agreed to by the Board of Directors of the Company (**"Board"**), which term shall include any committee which the Board has constituted to exercise its powers, including the powers conferred by this resolution, the Fund Raising Committee (hereinafter referred to as the **"Committee"**), and subject to any other alterations, modifications, conditions, changes and variations that may be decided by the Board, the members of the Company be and is hereby authorised to create, offer, issue and allot (including with provisions for reservations on firm and/or competitive basis, or such part of issue and for such categories of persons as may be permitted) such number of Securities (as defined hereinafter), for cash, with or without green shoe option, by way of an issue of fully paid-up Equity Shares or any other securities (hereinafter referred to as **"Securities"**), combination of any of the aforementioned Securities in one or more tranches and/or one or more issuances simultaneously or otherwise for an aggregate amount of up to and not exceeding ₹ 600 Crores (Rupees Six Hundred Crores only) which may include a discount of not more than 5 (five) percent on the floor price calculated as per Regulation 176 of the SEBI ICDR regulations, at such time or times, (inclusive of such premium to face value as may be fixed on such Securities), in Rupee denominated, through qualified institutions placement(s) to eligible investors in the course of domestic or international offerings, through issue of prospectus and/ or preliminary placement document and/or placement document and/or other permissible/ requisite offer documents or other permissible/requisite documents/writings/ circulars/memoranda in such a manner to any eligible person, including qualified institutional buyers in accordance with Chapter VI of the SEBI ICDR Regulations, or otherwise, a mutual fund, venture capital fund, alternative investment fund and foreign venture capital investor registered with SEBI, foreign portfolio investor other than individuals, corporate bodies and family offices, public financial institution, scheduled commercial bank, multilateral and bilateral development financial institution, state industrial development corporation, insurance company registered with the Insurance Regulatory and Development Authority of India, provident fund with minimum corpus of ₹ 25 crores, pension fund with minimum corpus of ₹ 25 crore registered with the Pension Fund Regulatory and Development Authority established under Section 3(1) of the Pension Fund Regulatory and Development Authority Act, 2013, and/or any other categories of investors, who are authorised to invest in the Securities of the Company in terms of Regulation 2(1)(ss) of the SEBI ICDR Regulations, whether they be holders of the Securities or not (collectively referred to as the **"Investors"**), as may be decided by the Board/ Committee in its absolute discretion and permitted under applicable laws and regulations, at such price or prices, at a discount or premium to market price or prices permitted under applicable laws, with authority to retain over subscription up to such percentage as may be permitted under applicable regulations, in such manner and on such terms and conditions including the discretion to determine the categories of Investors to whom the offer, issue and allotment of Securities shall be made to the exclusion of others, in such manner, including allotment to stabilising agent in terms of green shoe option, if any, exercised by the Company, in such manner and on such terms and conditions as may be deemed appropriate by the Board/Committee in its absolute discretion, including the discretion to determine the categories of Investors to whom to offer, issue and allot such Securities, and without requiring any further approval or consent from the members at the time of such issue and allotment considering the prevailing market conditions and other relevant factors in consultation with the merchant banker(s) to be appointed by the Company so as to enable the Company to list its Securities on any stock exchange in India.

**Note: Adjusted to give effect to the sub-division/ split of the existing equity shares of the Company, under which 1 (one) equity share of face value ₹ 2/- (Rupees Two only) each, fully paid-up, was sub-divided into 2 (two) equity shares of face value ₹ 1/- (Rupee One only) each, as approved by the Board of Directors on May 14, 2026 and by the members of the Company at the Annual General Meeting held on August 12, 2026, with August 24, 2026 as the Record Date fixed for the said sub-division/spilt.*

RESOLVED FURTHER THAT, the Company proposes to allot any Securities by way of Qualified Institutions Placement (**"QIP"**) to Qualified Institutional Buyers (**"QIBs"**) in terms of Chapter VI of the SEBI ICDR Regulations (hereinafter referred to as **"Eligible Securities"** within the meaning of SEBI ICDR Regulations):

(i) the Eligible Securities to be issued shall be listed with the stock exchanges, where the existing securities of the Company are listed;

(ii) The allotment of Eligible Securities shall only be made to QIBs as defined in the SEBI ICDR Regulations;

(iii) The allotment of the Eligible Securities shall be completed within 365 days from the date of passing of the special resolution by the Shareholders or such other time as may be allowed under the Act and/ or SEBI ICDR Regulations, from time to time;

(iv) the Equity Shares of the same class, which are proposed to be allotted through the Issue or pursuant to conversion or exchange of eligible Securities being offered through Issue, have been listed on the Stock Exchanges for a period of at least 1 (one) year, prior to the date of issuance of this notice to shareholders of the Company;

(v) The Eligible Securities to be issued, and allotted, shall be subject to the provisions of the Memorandum of Association and Articles of Association of the Company;

(vi) The relevant date for determination of the floor price of the Eligible Securities to be issued shall be:

(a) in case of allotment of Equity Shares, the date of meeting in which the Board/Committee decides to open the issue, and/or,

(b) in case of allotment of eligible convertible Securities, either the date of the meeting in which the Board/Committee decides to open the issue of such convertible securities and/ or warrants simultaneously with non-convertible debentures, or the date on which the holders of such convertible securities become entitled to apply for the Equity Shares, as may be determined by the Board/Committee;

(vii) The Eligible Securities (excluding warrants) shall be allotted as fully paid up and in dematerialised form;

(viii) The issuance and allotment of the Securities by way of the QIP shall be made at such price that is not less than the price determined in accordance with the pricing formula provided under Chapter VI of the SEBI ICDR Regulations (**"Floor Price"**), the Act and other applicable laws, and the price determined for the QIP shall be subject to appropriate adjustments as per the provisions of the applicable laws, including SEBI ICDR Regulations. However, the Board/ Committee, in consultation with the book running lead manager(s), may offer a discount of not more than 5% or such other percentage as may be permitted under applicable law on the Floor Price;

(ix) The number and/or price of the Eligible Securities or the underlying Equity Shares issued on conversion of Eligible Securities shall be appropriately adjusted for corporate actions such as bonus issue, rights issue, stock split, merger, demerger, transfer of undertaking, sale of division, reclassification of equity shares into other securities, issue of shares issue of equity shares by way of capitalisation of profit or reserves, or any such capital or corporate restructuring;

(x) The Eligible Securities shall not be eligible to be sold by the allottee for a period of one year from the date of allotment, except on a recognized stock exchange, or except as may be permitted under the SEBI ICDR Regulations or other applicable laws, from time to time;

(xi) In the event that convertible securities and/ or warrants which are convertible into Equity Shares of the Company are issued along with non-convertible debentures to qualified institutional buyers under Chapter VI of the SEBI ICDR Regulations, the relevant date for the purpose of pricing of such securities, shall be the date of the meeting in which the Board/Committee decides to open the issue of such convertible securities and/ or warrants simultaneously with non-convertible debentures or any other date in accordance with applicable law, and at such price being not less than the price determined in accordance with the pricing formula provided under Chapter VI of the SEBI ICDR Regulations;

(xii) No single allottee shall be allotted more than 50% of the issue size and the minimum number of allottees in a manner as may be prescribed from time to time under the SEBI ICDR Regulations and a minimum of 10% of the Securities shall be allotted to mutual funds and if mutual funds do not subscribe to the aforesaid minimum percentage or part thereof, such minimum portion may be allotted to other QIBs;

(xiii) The Company shall not undertake any subsequent QIP until the expiry of two weeks or such other time as may be prescribed by the SEBI, from the date of the QIP to be undertaken pursuant to the special resolution;

(xiv) The tenure of the convertible or exchangeable Eligible Securities issued through the QIP shall not exceed sixty months from the date of allotment;

(xv) Application for allotment of Eligible Securities, and allotment of Eligible Securities through the QIP shall be in accordance with the criteria provided under Chapter VI of the SEBI ICDR Regulations.

(xvi) No allotment shall be made, either directly or indirectly, to any QIB who is a promoter, or any person related to the promoters of the Company; and

(xvii) The credit rating agency will monitor the use of proceeds and submit its report in the specified format of Schedule XI of SEBI ICDR Regulations on quarterly basis until hundred percent of the proceeds have been utilized.

RESOLVED FURTHER THAT in pursuance of the aforesaid resolution the Securities to be created, offered, issued, and allotted shall be subject to the provisions of the memorandum and articles of association of the Company and any Equity Shares that may be created, offered, issued and allotted by the Company shall rank *pari-passu* in all respects including with respect to entitlement to dividend, voting rights or otherwise with the existing Equity Shares of the Company.

RESOLVED FURTHER THAT the Board or the Fund Raising committee thereof, be and is hereby authorized to issue and allot such number of Equity Shares as may be required to be issued and allotted upon conversion of any Securities or as may be necessary in accordance with the terms of the offering. All such Equity Shares shall rank pari-passu with the existing Equity Shares in all respects.

RESOLVED FURTHER THAT in case of offering of any Securities convertible into equity shares, consent of the members of the Company, be and is hereby accorded to the Board to issue and allot such number of equity shares as may be required to be issued and allotted upon conversion, redemption or cancellation of any such Securities referred to above in accordance with the terms of issue/ offering in respect of such Securities and such equity shares shall rank pari-passu with the existing equity shares of the Company in all respects, except as may be provided otherwise under the terms of issue/ offering and in the offer document and/or placement document and/or offer letter and/or offering circular and/or listing particulars.

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board or the Fund Raising Committee thereof, in consultation with the book running lead manager(s), advisors and/or other intermediaries as may be appointed in relation to the Issue, be and is hereby authorized to do such acts, deeds, matters and take all steps as may be necessary including without limitation, the determination of the terms and conditions of the QIP including among other things, the date of opening and closing of the QIP, the class of investors to whom the Securities are to be issued, determination of the number of Securities, tranches, issue price, finalisation and approval of preliminary and final placement document(s), interest rate, listing, premium/discount, permitted under applicable law (now or hereafter), conversion of Securities, if any, redemption, allotment of Securities, listing of securities at Stock Exchange(s) and to sign and execute all deeds, documents, undertakings, agreements, papers, declarations and writings as may be required in this regard including without limitation, the private placement offer letter (along with the application form), information memorandum, disclosure documents, the preliminary placement document and the placement document, placement agreement, escrow agreement and any other documents as may be required, approve and finalise the bid cum application form and confirmation of allocation notes, seek any consents and approvals as may be required, provide such declarations, affidavits, certificates, consents and/or authorities as required from time to time, finalize utilisation of the proceeds of the QIP, give instructions or directions and/ or settle all questions, difficulties or doubts that may arise at any stage from time to time, and give effect to such modifications, changes, variations, alterations, deletions, additions as regards the terms and conditions as may be required by the SEBI, the MCA, the book running lead manager(s), or other authorities or intermediaries involved in or concerned with the QIP and as the Board may in its absolute discretion deem fit and proper in the best interest of the Company without being required to seek any further consent or approval of the members or otherwise, and that all or any of the powers conferred on the Company and the Board pursuant to this resolution may be exercised by the Board to the end and intent that the members shall be deemed to have given their approval thereto expressly by the authority of this resolution, and all actions taken by the Board or a duly constituted committee of the Board to exercise its powers, in connection with any matter(s) referred to or contemplated in any of the foregoing resolutions be and are hereby approved, ratified and confirmed in all respects.

RESOLVED FURTHER THAT the Board or the Fund Raising Committee be and is hereby authorized, to approve, finalise, execute, ratify, and/or amend/modify agreements and documents, including any power of attorney, lock up letters, and agreements in connection with the appointment of any intermediaries and/ or advisors including for marketing, listing, trading and appointment of book running lead managers/ legal counsel/ bankers/ advisors/ registrar/ monitoring agency and other intermediaries as required) and to pay any fees, commission, costs, charges and other expenses in connection therewith.

RESOLVED FURTHER THAT the Board or the Fund Raising Committee thereof or its delegated officials be and is hereby authorised to appoint /engage BRLM(s), underwriters, depositories, custodians, registrar, bankers, lawyers, advisors, credit rating agencies, debenture trustees, guarantors, stabilizing agents, monitoring agency and any other intermediaries, agencies and professionals as may be required to be appointed, involved or concerned in such proposed issuance and to pay them by way of commission, brokerage, fees or the like and also to reimburse them out of pocket expenses incurred by them and also to enter into and execute all such arrangements, agreements, memoranda, documents, etc. with such agencies and to approve, finalise, execute, ratify, and/or amend/ modify agreements and documents, including any power of attorney, agreements, contracts, memoranda, documents, etc. in connection with the appointment of the aforesaid intermediaries and seek the listing of Eligible Securities on any stock exchange(s) submitting the listing applications to such stock exchange(s) and taking all actions that may be necessary in connection with obtaining such listing approvals (both in-principal and final listing and trading approvals), filing of requisite documents/ making declarations with the MCA, ROC, RBI, SEBI and any other statutory/regulatory authority(ies), and any other deed(s), document(s), declaration(s) as may be required under the applicable laws as may be necessary to give effect to this resolution

RESOLVED FURTHER THAT the Board or the Fund-Raising Committee or its duly authorised officials thereof, is authorised to open one or more bank accounts in the name of the Company, as may be required, subject to requisite approvals, if any, and to give such instructions including closure thereof as may be required and deemed appropriate by the Board.

RESOLVED FURTHER THAT, subject to applicable law, the Board be and is hereby authorized to delegate all or any of the powers herein conferred to any Director(s), committee(s), executive(s), officer(s) or representatives(s) of the Company or to any other person to do all such acts, deeds, matters and things and also to execute such documents, writings etc., and to represent the Company before any governmental authorities, as may be necessary to give effect to this resolution."

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

Bharat Rajwani
Company Secretary &
Compliance Officer

Bangalore
Date: August 14, 2026

NOTES:

1. The EGM of the Company is being conducted through video conferencing (VC) or other audio-visual means (OAVM) in compliance with General Circular No. 03/2025 dated September 22, 2025 in continuation with the circulars issued earlier in this regard (collectively referred to as "Circulars"), which have allowed conducting Extraordinary General Meeting (EGM) through Video Conferencing (VC) or Other Audio-Visual Means (OAVM) without the physical presence of Members.
2. The Notice of the Extraordinary General Meeting will be emailed to shareholders. However, a hard copy of the Notice will be sent to shareholders who request the same. Members whose email ID is not registered with the Company may write to **investor.relations@tdps.co.in** or **rnt.helpdesk@in.mpms.mufg.com** for obtaining the soft copy of the Notice of EGM.
3. The venue of the EGM shall be deemed at the Registered Office of the Company situated at #27, 28 & 29 KIADB Industrial Area, Dabaspet, Nelamangala Taluk, Bangalore, Karnataka- 562111, as the meeting is being convened through video conferencing (VC) or other audio-visual means (OAVM). Accordingly, the route map of the venue is not annexed to this notice.
4. The explanatory statement pursuant to Section 102 of the Companies Act, 2013 ("the Act") in respect of the special business set out in this Notice and the relevant details according to SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations") are annexed hereto.
5. A member entitled to attend and vote at the EGM is entitled to appoint a proxy to attend and vote on his/her behalf and the proxy need not be a Member of the Company. Since the EGM is being held in accordance with the aforesaid Circulars through VC, the facility for appointment of proxies by the Members will not be available for this EGM. Accordingly, the Proxy Form and Attendance Slip are not annexed to this Notice. However, in pursuance of Section 112 and Section 113 of the Act, representatives of the members, such as the President of India or the Governor of a State or body corporate can attend the EGM through VC/OAVM and cast their votes through e-voting.
6. Mr. Sudhir V. Hulyalkar, Company Secretary in Practice (CP No. 6137), Bangalore, has been appointed as the Scrutinizer to scrutinize the e-voting process in a fair and transparent manner. After the conclusion of voting at the EGM, the Scrutinizers will submit a report after taking into account votes cast at the EGM and through remote e-voting in accordance with provisions of Rule 20 of the 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.
7. Members of the Company under the category of Institutional Investors are encouraged to attend and vote at the EGM through VC. Corporate Members intending to authorize their representatives to participate and vote at the meeting are requested to send a certified copy of the Board resolution/authorization letter to the Scrutinizer at his email id **sudhir.compsec@gmail.com** or to the Company at the email id **bharat.rajwani@tdps.co.in** or upload on the VC portal/e-voting portal (CDSL).
8. Participation of Members through VC will be reckoned for the purpose of quorum for the EGM as per Section 103 of the Act.
9. In accordance with Sections 101 and 136 of the Act read with Rule 18(1) of the Companies (Management and Administration) Rules, 2014 and Circulars issued by MCA and SEBI, the notice of the EGM is being sent only in electronic mode to Shareholders whose e-mail address are registered with the Company or the Depository Participant(s), unless any Shareholder has requested for the physical copy of the same.
10. Members may note that the Notice of EGM will be made available on the Company's website at https://www.tdps.co.in/investor-relations and websites of the Stock Exchanges, i.e. BSE Limited and National Stock Exchange of India Limited at www.bseindia.com and www.nseindia.com, respectively.
11. Members are required to immediately inform the Company's Registrars and Transfer Agents, MUFG Intime India Private Limited (formerly known as Link Intime India Private Limited) at C 101, 247 Park, L B S Marg, Vikhroli West, Mumbai 400 083, Tel No: +91 22 49186000, in case of shares held in physical form and to the respective Depository Participants, in case of shares held in dematerialized/electronic form, the details about their email addresses, if any, so that all notices and other statutory documents which are required to be sent to the members, as per the provisions of the Act and SEBI Listing

Regulations, can be sent to their registered email addresses.

12. The business set out in the Notice will be transacted through an electronic voting system and the Company is providing the facility for voting by electronic means. Instructions and other information relating to e-voting are given in this Notice under note no.15. The voting facility through the electronic voting system shall be made available during the EGM and members attending the meeting through VC who have not cast their vote by remote e-voting shall be able to exercise their right during the meeting through electronic voting system.

13. All Statutory Registers and relevant documents 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 electronically for inspection by the members during the Extraordinary General Meeting of the Company.

14. The Notice of the EGM of the Company, is being sent through electronic means to those shareholders, whose email addresses are registered with the Company/depository participants as on 12th August, 2026. The Notice of the EGM is being made available on the Company's website https://www.tdps.co.in and on the website of stock exchanges i.e. BSE Limited at www.bseindia.com and National Stock Exchange of India Limited at www.nseindia.com. Detailed procedure for attending the EGM and voting through remote e-voting and e-voting at the EGM is provided in the Notice of EGM.

    Members who want to update their details with the company may follow the procedure below:

    I. **REGISTRATION OF EMAIL ID FOR SHAREHOLDERS HOLDING PHYSICAL SHARES:**

    The Members of the Company holding Equity Shares of the Company in physical Form and who have not registered their e-mail addresses may get their e-mail addresses registered with MUFG Intime India Private Limited, by clicking the link: https://web.in.mpms.mufg.com/EmailReg/Email_Register.html in their web site in.mpms.mufg.com at the Investor Services tab by choosing the E-mail Registration heading and follow the registration process as guided therein. The members are requested to provide details such as Name, Folio Number, Certificate number, PAN, mobile number and e-mail id and also upload the image of share certificate in PDF or JPEG format. (upto 1 MB). On submission of the shareholders details an OTP will be received by the shareholder which needs to be entered in the link for verification.

    II. **FOR PERMANENT EMAIL REGISTRATION FOR DEMAT SHAREHOLDERS:**

    It is clarified that for permanent registration of e-mail address, the Members are requested to register their e-mail address, in respect of demat holdings with the respective Depository Participant (DP) by following the procedure prescribed by the Depository Participant.

    III. **FOR TEMPORARY EMAIL REGISTRATION FOR DEMAT SHAREHOLDERS:**

    The Members of the Company holding Equity Shares of the Company in Demat Form and who have not registered their e-mail addresses may temporarily get their e-mail addresses registered with MUFG Intime India Private Limited by clicking the link: https://web.in.mpms.mufg.com/EmailReg/Email_Register.html in their website in.mpms.mufg.com at the Investor Services tab by choosing the E-mail Registration heading and follow the registration process as guided therein. The members are requested to provide details such as Name, DPID, Client ID/ PAN, mobile number and e-mail id. (This will only help us in getting in touch with them in case of reminder emails for unclaimed dividends. If any further data will only be used as referral data and will not be updated in the system.)

    IV. **REGISTRATION OF BANK DETAILS FOR SHAREHOLDERS HOLDING SHARES IN PHYSICAL FORM:**

    The Members of the Company holding Equity Shares of the Company in physical Form and who have not registered their bank details, can get the same registered with MUFG Intime India Private Limited, by clicking the link: https://web.in.mpms.mufg.com/EmailReg/Email_Register.html in their web site in.mpms.mufg.com at the Investor Services tab by choosing the E mail/Bank Registration heading and follow the registration process as guided therein. The members are requested to provide details such as Name, Folio Number, Certificate number, PAN, e-mail id along with the copy of the cheque leaf with the first named shareholders name imprinted in the face of the cheque leaf containing bank name and branch, type of account, bank account number, MICR details and IFSC code in PDF or JPEG format. It is very important that the shareholder submits the request letter duly signed.

MUFG Intime India Private Limited will verify the documents uploaded and will take on record documents only for valid cases. On submission of the shareholder's details, an OTP will be received by the shareholder, which needs to be entered in the above link for verification.

15. **ELECTRONIC VOTING**

According to the provisions of Section 108 of the Act, read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI Listing Regulations (as amended), and MCA Circulars, the Company is providing the facility of remote e-voting to its Members in respect of the business to be transacted at the EGM. For this purpose, the Company has entered into an agreement with Central Depository Services (India) Limited (CDSL) for facilitating voting through electronic means, as the authorized e-Voting's agency. The facility of casting votes by a member using remote e-voting as well as the e-voting system on the date of the EGM, will be provided by CDSL. The instructions for shareholders for remote e-voting and joining the meeting are set out the end of the Notice.

The remote e-voting module shall be disabled by CDSL for voting thereafter. Once the vote on a resolution is cast by the member, the member shall not be allowed to change it subsequently.

Participation in the EGM:

The Members can join the EGM in the VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the EGM through VC/OAVM will be made available to at least 1000 members on first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the EGM without restriction on account of first come first served basis.

16. 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, MUFG Intime India Private Limited Unit: TD Power Systems Limited, C 101, 247 Park, L B S Marg, Vikhroli West, Mumbai 400 083.

17. Members may please note that SEBI vide its Circular No. SEBI/HO/MIRSD/MIRSD_ RTAMB/P/CIR/2022/8 dated January 25, 2022 read with SEBI Master Circular No. HO/38/13/(4)2026-MIRSD-POD/I/4298/2026 dated February 06, 2026 has mandated the listed companies to issue securities in dematerialized form only while processing service requests viz. Issue of duplicate securities certificate; claim from unclaimed suspense account; renewal/ exchange of securities certificate; endorsement; sub-division/splitting of securities certificate; consolidation of securities certificates/folios; transmission and transposition. Accordingly, Members are requested to make service requests by submitting a duly filled and signed Form ISR – 4, the format of which is available on the Company's website at **https://www.tdps.co.in** and on the website of the Company's Registrar and Transfer Agents, MUFG Intime India Private Limited at https://web.in.mpms.mufg.com/client-downloads.html and click on general section.

18. Pursuant to the provisions of Section 72 of the Companies Act, 2013, Shareholders holding shares in physical form may file a 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 the Shareholders.

In this Notice and Annexure thereto, the terms "Shareholders" and "Members" are used interchangeably.

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

Bharat Rajwani
Company Secretary &
Compliance Officer

Bangalore
Date: August 14, 2026

EXPLANATORY STATEMENT SETTING OUT MATERIAL FACTS (STATEMENT) PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013 AND THE SECURITIES AND EXCHANGE BOARD OF INDIA (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015, AS AMENDED, IN RESPECT OF ITEM NO.1 TO ITEM NO.2 OF THE NOTICE

ITEM NO. 1

As required under Section 102 of the Companies Act, 2013 (including any re-enactment(s) made thereunder, if any, for the time being in force) (hereinafter referred to as the "Companies Act") and the SEBI Listing Regulations, the following explanatory statement sets out all material facts relating to the Special business as set out in item No.1 of this Notice.

The Board has, at its meeting held on August 14, 2026, approved issue and allotment on a preferential allotment on a private placement basis as given below (the **"Preferential Issue"**):-

Sr. No	Name of Proposed Allottee	Category	At pre-split face value of ₹ 2 per Equity Share			At post-split face value of ₹ 1 per Equity Share*		
			Proposed Number of Equity shares to be issued	Issue Price (₹)	Consideration (₹)	Proposed Number of Equity shares to be issued	Issue Price (₹)	Consideration (₹)
1	Nikhil Kumar	Promoter	3,12,500	1,200	37,50,00,000	6,25,000	600	37,50,00,000
2	Mohib Nomanbhai Khericha	Promoter	3,12,500	1,200	37,50,00,000	6,25,000	600	37,50,00,000
Total			**6,25,000**		**75,00,00,000**	**12,50,000**		**75,00,00,000**

**Note: The number of Equity Shares to be issued and the issue price set out herein have been proportionately adjusted to give effect to the sub-division/split of the existing equity shares of the Company, under which 1 (one) equity share of face value ₹ 2/- (Rupees Two only) each, fully paid-up, was sub-divided into 2 (two) equity shares of face value ₹ 1/- (Rupee One only) each, as approved by the Board of Directors on May 14, 2026 and by the members of the Company at the Annual General Meeting held on August 12, 2026, with August 24, 2026 as the Record Date fixed for the said sub-division. For the avoidance of doubt, the Equity Shares shall be allotted at the post sub-division/spilt adjusted issue price and at the post sub-division/spilt face value of ₹ 1/- (Rupee One only) each.*

In accordance with Sections 23(1)(b), 42, 62(1)(c) and other applicable provisions of the Act, the Companies (Prospectus and Allotment of Securities) Rules, 2014, the Companies (Share Capital and Debentures) Rules, 2014 and other applicable rules made thereunder (including any amendment(s), statutory modification(s) or re-enactment thereof), enabling provisions of the Memorandum of Association and the Articles of Association of the Company and in accordance with the SEBI ICDR Regulations, the SEBI Listing Regulations, the listing agreements entered into by the Company with the Stock Exchanges on which the Equity Shares having face value of ₹ 1 each* (Rupees one only) of the Company are listed, and subject to other applicable rules, regulations and guidelines issued by the Applicable Regulatory Authorities, approval of shareholders of the Company is being sought by way of special resolution on Preferential Issue at its Extra Ordinary General Meeting (**"EGM"**) through Video Conferencing or Other Audio-Visual Means (**"VC/OAVM"**).

**Note: Adjusted to give effect to the sub-division/split of the existing equity shares of the Company, under which 1 (one) equity share of face value ₹ 2/- (Rupees Two only) each, fully paid-up, was sub-divided into 2 (two) equity shares of face value ₹ 1/- (Rupee One only) each, as approved by the Board of Directors on May 14, 2026 and by the members of the Company at the Annual General Meeting held on August 12, 2026, with August 24, 2026 as the Record Date fixed for the said sub-division/spilt.*

The relevant disclosures in relation to the Preferential Issue, as required under the SEBI ICDR Regulations and the Act, read with the rules issued thereunder, are as set forth below:

1) Object(s) of the Preferential Issue:

The Company intends to utilize the proceeds raised through the Preferential Issue towards Working capital requirements of the Company.

- **Utilization of Net Proceeds**

Sr. No.	Particulars	Total estimated amount to be utilized (₹)	Tentative timelines for utilization of net proceeds from the date of receipt of funds
1	Working capital Requirement	75,00,00,000	Within Financial Year 2027
	TOTAL	75,00,00,000	

In terms of the NSE Circular No. NSE/CML/2022/56 dated December 13, 2022 and the BSE Circular No. 20221213-47 dated December 13, 2022, the amount specified for the aforementioned Objects may deviate +/- 10% depending upon the future circumstances, given that the Objects are based on management estimates and other commercial and technical factors. Accordingly, the same is dependent on a variety of factors such as financial, market and sectoral conditions, business performance and strategy, competition and other external factors, which may not be within the control of the Company and may result in modifications to the proposed schedule for utilization of the Issue Proceeds at the discretion of the Board, subject to compliance with applicable laws. If the Issue Proceeds are not utilised (in full or in part) for the Objects to any such factors, the remaining Issue Proceeds shall be utilised to any other object or Company can add new object in such manner as may be determined by the Board, in accordance with applicable laws.

Also, the proceeds of the preferential issue shall not be used for any repayment of loans taken from promoters or promoter group.

- **Interim Use of Proceeds**

  Our Company, in accordance with the policies formulated in accordance with the applicable laws and guidelines and description as given in this Notice. The pending utilization of the proceeds from the Preferential Issue, the Company may invest such proceeds in deposits in scheduled commercial banks, government securities, money/debt market instruments as permitted under applicable laws. The Company further undertakes that the unutilized proceeds shall not be invested in capital-eroding and high-risk taking instruments and all other investment shall be done in compliance with applicable laws.

- **Monitoring of Utilization of Funds**

  Given that the issue size in terms of Regulation 162A of the SEBI ICDR Regulations, the Company is not required to appoint a SEBI registered credit rating agency as the monitoring agency to monitor the use of the proceeds of the Preferential Issue.

2) **Particulars of the offer including date of passing of board resolution, kind of securities offered, maximum number of specified securities to be issued**

   The Board has, at its meeting held on August 14, 2026, has, subject to approval of the members of the Company ("Members") and such other approvals as may be required, approved issue on a preferential allotment on a private placement basis details as given below, as determined in accordance with Regulation 164 read with Regulation 166 of Chapter V of the SEBI ICDR Regulations, for an aggregate consideration not exceeding ₹ **75.00** Crore (Rupees Seventy Five Crore only), to the following Proposed Allottee belonging to the Promoter (the "**Preferential Issue**"):

Sr. No	Name of Proposed Allottee	Category	At pre-split face value of ₹ 2 per Equity Share			At post-split face value of ₹ 1 per Equity Share*		
			Proposed Number of Equity shares to be issued	Issue Price (₹)	Consideration (₹)	Proposed Number of Equity shares to be issued	Issue Price (₹)	Consideration (₹)
1	Nikhil Kumar	Promoter	3,12,500	1,200	37,50,00,000	6,25,000	600	37,50,00,000
2	Mohib Nomanbhai Khericha	Promoter	3,12,500	1,200	37,50,00,000	6,25,000	600	37,50,00,000
Total			**6,25,000**		**75,00,00,000**	**12,50,000**		**75,00,00,000**

**Note:* The number of Equity Shares to be issued and the issue price set out herein have been proportionately adjusted to give effect to the sub-division/split of the existing equity shares of the Company, under which 1 (one) equity share of face value ₹ 2/- (Rupees Two only) each, fully paid-up, was sub-divided into 2 (two) equity shares of face value ₹ 1/- (Rupee One only) each, as approved by the Board of Directors on May 14, 2026 and by the members of the Company at the Annual General Meeting held on August 12, 2026, with August 24, 2026 as the Record Date fixed for the said sub-division. For the avoidance of doubt, the Equity Shares shall be allotted at the post sub-division/spilt adjusted issue price and at the post sub-division/spilt face value of ₹ 1/- (Rupee One only) each.*

In respect of the Equity shares proposed to be allotted, an amount equivalent to 100% of the consideration for the Equity shares shall be payable at the time of allotment of Equity shares.

3) **Intention of Promoters / Directors / Key Managerial Personnel / Senior Management to subscribe:**

Mr. Nikhil Kumar and Mr. Mohib Nomanbhai Khericha (Promoters) intends to subscribe to the Equity Shares as set out in Point No. 2 above. Apart from the said Proposed Allottee, none of the other Promoters, Directors, Key Managerial Personnel or Senior Management Personnel or their relatives intend to subscribe to the Preferential Issue.

4) **The Shareholding Pattern of the issuer before and after the preferential issue:**

The shareholding pattern of the Company before and after the proposed preferential issue to the Promoter Category is likely to be as follows:

Category	Pre-issue No. of shares held (Equity shares of Face value ₹2 each)	Pre-issue percentage of shareholding	Post-issue No. of shares held (Equity shares of Face value ₹2 each)	Post-issue percentage of shareholding
Promoters' & Promoters Group holding (A)				
Indian				
Individual	1,33,79,950	8.56	1,40,04,950	8.93
Bodies Corporate	2,06,58,225	13.22	2,06,58,225	13.17
Sub-total	3,40,38,175	21.79	3,46,63,175	22.10
Foreign Promoters	79,40,486	5.08	79,40,486	5.06
Sub-total (A)	4,19,78,661	26.87	4,26,03,661	27.16
Non-promoters 'holding (B)				
Institutional Investors (Domestic)	4,08,09,565	26.12	4,08,09,565	26.02
Institutional Investors (Foreign)(FPI)	3,72,68,639	23.86	3,72,68,639	23.76
Non-Institutional Investors	3,45,808	0.22	3,45,808	0.22
Private corporate bodies	49,74,375	3.18	49,74,375	3.17
Directors and relatives	2,62,130	0.17	2,62,130	0.17
Indian public	2,74,68,766	17.58	2,74,68,766	17.51
Others (including Non-resident Indians (NRIs))	31,20,486	2.00	31,20,486	1.99
Sub-total (B)	11,42,49,769	73.13	11,42,49,769	72.84
Grand Total	15,62,28,430	100.00	15,68,53,430	100.00

Note:

1) Pre-issue shareholding has been taken as per the latest available Benpos i.e. as on August 11, 2026.
2) The number of Equity Shares in the Post- issue shareholding shall be proportionately adjusted to give effect to the sub-division/split of the existing equity shares of the Company, under which 1 (one) equity share of face value ₹ 2/- (Rupees Two only) each, fully paid-up, is being sub-divided into 2 (two) equity shares of face value ₹ 1/- (Rupee One only) each, as approved by the Board of Directors on May 14, 2026 and by the members of the Company at the Annual General Meeting held on August 12, 2026, with August 24, 2026 as the Record Date fixed for the said sub-division. For the avoidance of doubt, the Equity Shares shall be allotted at the post sub-division/split adjusted issue price and at the post sub-division/split face value of ₹ 1/- (Rupee One only) each.

5) **Proposed time within which the Preferential Issue shall be completed:**

As required under the SEBI ICDR Regulations, preferential allotment of said Equity Shares shall be completed within a period of 15 (fifteen) days from the date of passing of special resolution. Provided that if any approval or permission by any regulatory authority/ Stock Exchanges/ the Central Government for allotment or in-principle approval from NSE/ BSE is pending, the period of 15 (fifteen) days shall be counted from the last date of receipt of such approval or permission, as specified under Regulation 170 of the SEBI ICDR Regulations.

6) **Number of persons to whom allotment on a preferential basis has already been made during the year, in terms of the number of securities as well as price:**

The Company has not made any preferential allotment during the current financial year 2026-27.

7) **The identity of the natural persons who are the ultimate beneficial owners of the securities proposed to be allotted and/or who ultimately control the Proposed Allottee(s):**

Sr. No.	Name of Proposed Allottee	Class (Promoter / Promoter Group)	QIB Investor / Non-QIB Investor	Identity of natural persons who are Ultimate Beneficial Owner of and/ or control the Proposed Allottee
1	Nikhil Kumar	Promoter	Non-QIB Investor	Not Applicable as the Proposed Allottee is a natural person
2	Mohib Nomanbhai Khericha	Promoter	Non-QIB Investor	Not Applicable as the Proposed Allottee is a natural person

8) **Consequential changes in the Voting Rights and change in control, if any, in the issuer consequent to the preferential issue:**

As a result of the proposed preferential issue of Equity Shares, there will be no change in the control of the Company. However, voting rights will change in proportion to the change in shareholding.

9) **The percentage of the post-preferential issue that may be held by the Proposed Allottees:**

Sr. No.	Name of Proposed Allottee	Category	Pre-Issue % Holding	Proposed Number of shares to be issued		Post Issue % Holding
				At pre-split face value of ₹ 2 per Equity Share	At post-split face value of ₹ 1 per Equity Share*	
1	Nikhil Kumar	Promoter/ Non-QIB	8.30	3,12,500	6,25,000	8.47
2	Mohib Nomanbhai Khericha	Promoter/ Non-QIB	Nil	3,12,500	6,25,000	0.20

**Note:* *The number of Equity Shares to be issued set out herein have been proportionately adjusted to give effect to the sub-division/split of the existing equity shares of the Company, under which 1 (one) equity share of face value ₹ 2/- (Rupees Two only) each, fully paid-up, was sub-divided into 2 (two) equity shares of face value ₹ 1/- (Rupee One only) each, as approved by the Board of Directors on May 14, 2026 and by the members of the Company at the Annual General Meeting held on August 12, 2026, with August 24, 2026 as the Record Date fixed for the said sub-division. For the avoidance of doubt, the Equity Shares shall be allotted at the post sub-division/spilt adjusted issue price and at the post sub-division/spilt face value of ₹ 1/- (Rupee One only) each.*

10) **The justification for the allotment proposed to be made for consideration other than cash together with valuation report of the registered valuer**

Not applicable as the preferential issue will be undertaken for cash consideration.

11) **The class or classes of persons to whom the allotment is proposed to be made**

The allotment is proposed to be made to the Proposed Allottees belonging to the Promoter Category as detailed in point 9 above.

12) **Lock-in Requirements:**

- Equity Shares to be issued and allotted on a preferential basis shall be subject to lock-in as provided in the applicable provisions of the Regulation 167 of Chapter V of the SEBI ICDR Regulations.
- The entire pre-preferential shareholding of the allottees, if any, shall be locked in from the relevant date upto a period of 90 trading days from the date of trading approval in terms of provisions of Regulation 167(6) of SEBI ICDR Regulations, 2018.

13) **Basis or justification for the price (including premium, if any) has been arrived at:**

At pre-split face value of ₹ 2 per Equity Share

The Equity Shares of the Company are listed on Bombay Stock Exchange Limited ("BSE") and National Stock Exchange of India Limited ("NSE") (together referred to as the "Stock Exchanges"). The existing Equity Shares of the Company are frequently traded within the meaning of explanation provided in Regulation 164(5) of Chapter V of the SEBI ICDR Regulations. NSE, being the Stock Exchange where the shares are frequently traded with higher trading volumes has been considered for determining the price in terms of the ICDR Regulations.

In terms of the ICDR Regulations, the minimum price at which the Equity Shares can be issued is ₹ **1,152.34** per Equity Share, as per the pricing formula prescribed under the ICDR Regulations for the Preferential Issued and is the highest of the following:

(i) 90 Trading Days volume weighted average price (VWAP) of the Equity Shares of the Company preceding the Relevant Date: i.e., ₹ **1,152.34** per Equity Share or

(ii) 10 Trading Days volume weighted average price (VWAP) of the Equity Shares of the Company preceding the Relevant Date: i.e., ₹ **1,112.20** per Equity Share.

In view of the above, the Board of Directors of the Company, at its meeting held on August 14, 2026, approved the issuance of Equity Shares to the Proposed Allottee at an issue price of ₹ 1,200/- (Rupees Twelve Hundred only), being not less than the price computed in accordance with Chapter V of the SEBI ICDR Regulations.

At post-split face value of ₹ 1 per Equity Share

Further, in terms with Regulation 166 of the SEBI ICDR Regulations, the number of Equity Shares to be issued and the issue price are subject to proportionate adjustment on account of the sub-division/split of the existing equity shares of the Company, under which 1 (one) equity share of face value ₹ 2/- (Rupees Two only) each, fully paid-up, is sub-divided into 2 (two) equity shares of face value ₹ 1/- (Rupee One only) each, as approved by the Board of Directors on May 14, 2026 and by the members of the Company at the Annual General Meeting held on August 12, 2026. The Board of Directors has, vide its intimation dated August 12, 2026, fixed August 24, 2026 as the Record Date for the purpose of determining the entitlement of shareholders for the said sub-division. The minimum price basis the adjustment for spilt, the Equity Shares can be issued is ₹ **576.17** per Equity Share, as per the pricing formula prescribed under the ICDR Regulations for the Preferential Issued and is the highest of the following:

(i) 90 Trading Days volume weighted average price (VWAP) of the Equity Shares of the Company preceding the Relevant Date: i.e., ₹ **576.17** per Equity Share or

(ii) 10 Trading Days volume weighted average price (VWAP) of the Equity Shares of the Company preceding the Relevant Date: i.e., ₹ **556.10** per Equity Share.

In view of the above, the Board of Directors of the Company, at its meeting held on August 14, 2026, approved the issuance of Equity Shares to the Proposed Allottee at an issue price of ₹ 600/- (Rupees Six Hundred only), being not less than the price computed in accordance with Chapter V of the SEBI ICDR Regulations.

The Articles of Association of the Company do not prescribe a particular method to determine the price of the Preferential Issue.

14) Relevant Date:

In terms of Regulation 161 of the SEBI ICDR Regulations, the "Relevant Date" for determination of the price per Equity Share for the Preferential Issue is **August 11, 2026**, being the date 30 (thirty) days prior to the date of this EGM.

15) Requirements as to re-computation of price:

Since the Equity Shares of the Company are listed on recognized stock exchanges for more than 90 (Ninety) trading days, the price computation and lock-in restrictions, required pursuant to Regulations 164(3) and 167(5) of the ICDR Regulations and the disclosures and undertakings required pursuant to Regulation 163(1)(g) and (h) of the ICDR Regulations are not applicable.

16) Principal terms of assets charged as securities:

Not Applicable

17) Undertakings:

The Company hereby undertakes that:

i. Neither the Company, nor its directors or promoters are categorized as wilful defaulter(s) or a fraudulent borrower by any bank or financial institution or consortium thereof, in accordance with the guidelines on wilful defaulters issued by Reserve Bank of India. Consequently, the undertaking required under Regulation 163(1)(i) is not applicable.

ii. None of its Directors or Promoters is fugitive economic offenders as defined under the SEBI ICDR Regulations.

iii. The Company is in compliance with the conditions for continuous listing of Equity Shares as specified in the listing agreement with the Stock Exchanges and the SEBI Listing Regulations, as amended and circulars and notifications issued by SEBI thereunder;

iv. The Company is eligible to make the Preferential Issue to its Proposed Allottee under Chapter V of the SEBI ICDR Regulations;

v. The Company confirms that the issue proceeds shall not be utilized for investment in any Virtual Digital Assets.

18) **Disclosures specified in Schedule VI of ICDR Regulations, if the issuer or any of its promoters or directors is a wilful defaulter or fraudulent borrower:**

Not Applicable

19) **The current and proposed status of the allottee(s) post the preferential issues namely, promoter or non-promoter/ class or classes of persons to whom the allotment is proposed to be made:**

Sr. No.	Name of Proposed Allottee	Current Status	Post Issue Status
1	Nikhil Kumar	Promoter	Promoter
2	Mohib Nomanbhai Khericha	Promoter	Promoter

20) **Practicing Company Secretary's Certificate:**

The certificate from CS Shreyansh M Jain (Membership No. F7105), M D Baid & Associates, Practicing Company Secretaries, certifying that the preferential issue of Equity Shares is being made in accordance with requirements of Chapter V of SEBI ICDR Regulations has been obtained considering the said Preferential Issue. A copy of said certificate shall be available for inspection by the members and the same may be accessed on the Company's website at the link: https://www.tdps.co.in

21) **Details of the Directors, Key Managerial Persons, or their relatives, in any way, concerned or interested in the said resolution:**

Mr. Nikhil Kumar and Mr. Mohib Nomanbhai Khericha (the Proposed Allottee) and his/its relatives are interested in Item No. 1 to the extent of the Equity Shares proposed to be allotted; save as aforesaid, none of the other Directors / Key Managerial Personnel of the Company and/or their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution set out at Item No. 1 of the Notice except to the extent of their respective shareholding in the Company, if any. The Board recommends the Resolution set forth in Item No.1 for the approval of the Members.

ITEM NO. 2:

As required under Section 102 of the Companies Act, 2013 (including any re-enactment(s) made thereunder, if any, for the time being in force) (hereinafter referred to as the "Companies Act") and the SEBI Listing Regulations, the following explanatory statement sets out all material facts relating to the Special business as set out in item No.2 of this Notice.

The Company is engaged in the business of designing and manufacturing AC generators (alternators) and electric motors for diverse power generation applications including steam turbines, gas turbines, hydro turbines, diesel and gas engines and wind turbines, as well as traction motors for railway electrification. The Company also executes turbine-generator island projects and provides aftermarket and refurbishment services. The Company foresees growth opportunities in its existing and new business verticals driven by increasing global demand for power generation equipment, expanding AI and data centre infrastructure, adoption of renewable energy and co-generation solutions, railway electrification and the growing industrial motor market. Towards this, the Company proposes to undertake, inter alia, a qualified institutions placement ("QIP") to raise capital and accordingly, subject to compliance with applicable law, the Company proposes to raise capital for any one or more or a combination of the following objects, as may be determined by the Board of Directors (the "Board") or a duly constituted committee thereof from time to time: (i) funding the expansion and augmentation of manufacturing capacity, including setting up, construction, equipping and commissioning of new manufacturing facilities and production lines including the 2-Pole Generator Segment; (ii) funding capital expenditure for technology upgradation, capacity modernisation and operational excellence initiatives; (iii) product development across existing and new verticals; (iv) meeting long-term and short-term working capital requirements; (v) pre-payment and/or repayment of outstanding borrowings or other financial obligations of the Company in whole or in part; (vii) general corporate purposes or any combination of the above, as may be permissible under the applicable law and approved by the Board or a duly constituted committee thereof from time to time.

The schedule of implementation and deployment of the proceeds will be determined by the Board at the relevant time.

In line with the above, the Company proposes to raise funds aggregating to ₹ 600 Crores (Rupees Six Hundred Crores only), through the issuance of fully paid-up Equity Shares, or other securities (hereinafter referred to as "**Securities**"), combination of any of the aforementioned Securities in one or more tranches and/ or one or more issuances simultaneously or otherwise, in Rupee denominated, through one or more tranches through qualified institutions placement(s) to eligible investors in the course of domestic or international offerings, through issue of prospectus and/or placement document and/or other permissible/ requisite offer documents or other permissible/requisite documents/ writings/ circulars/memoranda in such a manner to any eligible person, including qualified institutional buyers in accordance with the Chapter VI of SEBI ICDR Regulations, or otherwise, foreign/ resident investors (whether institutions, banks, incorporated bodies, mutual funds, individuals, trustees, stabilizing agent or otherwise), venture capital funds (foreign or Indian), alternative investment funds, foreign portfolio investors, Indian and/or multilateral financial institutions, mutual funds, non-resident Indians, pension funds and/or any other categories of investors, who are authorised to invest in the Securities of the Company as per extant regulations/guidelines or any combination of the above in terms of (a) the SEBI ICDR Regulations; (b) applicable provisions of the Act and the applicable rules made thereunder (including the Companies (Prospectus and Allotment of Securities) Rules, 2014 and the Companies (Share Capital and Debentures) Rules, 2014), each including any amendment(s), statutory modification(s), or re-enactment(s) thereof; and (c) other applicable law including the Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations, 2021, as amended.

Accordingly, the Board, at its meeting held on August 14, 2026, subject to the approval of the members of the Company, approved the issuance of Securities at such price and on such terms and conditions as may be deemed appropriate by the Board/Fund Raising Committee at its sole and absolute discretion, taking into consideration market conditions and other relevant factors and wherever necessary, in consultation with the book running lead manager(s) and/or other advisor(s) appointed in accordance with applicable laws, and subject to regulatory approvals (as necessary). The Board (including any duly authorized committee thereof) may in their discretion adopt any one or more of the mechanisms prescribed above to meet its objectives as stated in the aforesaid paragraphs without the need for fresh approval from the shareholders of the Company.

In case the Issue is made through a qualified institutions placement: (a) the allotment of the Securities shall be completed within a period of 365 days from passing this resolution or such other time as may be allowed under the SEBI ICDR Regulations from time to time; and (b) the pricing of the Securities that may be issued to qualified institutional buyers pursuant to a qualified institutions placement, shall be determined by the Board, in accordance with applicable laws, which shall be subject to appropriate adjustments as per the provisions of the applicable laws, including SEBI ICDR Regulations. The resolution enables the Board to offer such discount as permitted under applicable law, on the price determined pursuant to the SEBI ICDR Regulations. The Company may, in accordance with applicable law, and in consultation with the book running lead managers offer a discount, of not more than 5% or such percentage as permitted under applicable law, on the floor price determined pursuant to the SEBI ICDR Regulations. The 'Relevant Date' for this purpose would be the date when the Board or a duly authorized committee of the Board decides to open the qualified institutions placement for subscription, if Equity Shares are issued, or, in case of issuance of convertible securities to QIBs by way of QIPs, either the date of the meeting in which the Board decides to open the issue of such convertible securities or the date on which the holders of such convertible securities become entitled to apply for the Equity Shares, as may be determined by the Board;

Pending utilisation of the proceeds from the Issue, the Company shall invest such proceeds in fixed deposits in one or more scheduled commercial banks included in the second schedule of the Reserve Bank of India Act, 1934 or to temporarily or invest the funds in creditworthy instruments, including money market / liquid, debt mutual funds, or in any other investment as permitted under applicable laws as approved by the Board and/or a duly authorised committee of the Board, from time to time. In case of a QIP, in accordance with applicable law, the Company shall not utilise the proceeds from such QIP unless allotment is made and the corresponding return of allotment is filed with the RoC.

The special resolution also seeks to give the Board powers to issue Securities in one or more tranche or tranches, at such time or times, at such price or prices and to such person(s) including institutions, incorporated bodies, qualified institutions buyers and/ or individuals or otherwise as the Board in its absolute discretion deem fit. The resolution proposed is an enabling resolution and the exact price, proportion and timing of the issue of the Securities in one or more tranches and the remaining detailed terms and conditions for the Issue will be decided by the Board/ its duly constituted committee, in accordance with the SEBI ICDR Regulations and such other applicable laws, in consultation with book running lead manager(s) and/ or other advisor(s) appointed in relation to the Issue and such other authorities and agencies as may be required to be consulted by the Company, considering the prevailing market conditions and in accordance with the applicable provisions of law and other relevant factors. Further, the Company is yet to identify the investor(s) and decide the quantum of Securities to be issued to them. Hence, the details of the proposed allottees, percentage of their post Issue shareholding and the shareholding pattern of the Company are not provided. The proposal, therefore, seeks to confer upon the Board/ its duly constituted committee the absolute discretion and adequate flexibility to determine the terms of the Issue, including but not limited to the identification of the proposed investors in the Issue and quantum of Securities to be issued and allotted to each such investor, in accordance with the provisions of the SEBI ICDR Regulations, the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended; the Act; the Foreign Exchange Management Act, 1999 and the regulations made thereunder, including the Foreign Exchange Management (Non-debt Instruments) Rules, 2019, the Consolidated FDI Policy issued by the Department for Promotion of Industry & Internal Trade, Ministry of Commerce and Industry, Government of India from time to time, each as amended; and other applicable law.

Further, Section 62(1)(a) of the Act provides, inter alia, that when it is proposed to increase the issued capital of a company by allotment of further equity shares, such further equity shares shall be offered to the existing shareholders of such company in the manner laid down therein unless the shareholders by way of a special resolution decide otherwise. Since the special resolution proposed in the business of the notice may result in the issue of Equity Shares of the Company to persons other than existing Members of the Company, approval of the shareholders is also being sought pursuant to the provisions of Section 62(1)(c) and other applicable provisions of the Act as well as applicable rules notified by the Ministry of Corporate Affairs and in terms of the provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended.

The Securities offered, issued, and allotted by the Company pursuant to the Issue in terms of the resolution would be subject to the provisions of the memorandum of association and articles of association of the Company and any Equity Shares that may be created, offered, issued and allotted by the Company pursuant to QIP, shall rank, in all respects, *pari-passu* with the existing Equity Shares of the Company.

The Securities allotted as above would be listed on the Stock Exchanges. As and when the Board takes a decision on matters on which it has the discretion, necessary disclosures will be made to the Stock Exchanges as may be required under the provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended.

The approval of the members is being sought to enable the Board to decide on the issuance of Securities, to the extent and in the manner stated in the special resolution, as set out in item no. 2 of this notice, without the need for any fresh approval from the members of the Company in this regard.

If the Issue is made through a QIP, the Promoters will not participate in the Issue.

None of the directors or key managerial personnel, senior management personnel of the Company, or their respective relatives, is concerned or interested, financially or otherwise, except their shareholding, if any, in the Company, in the resolution set out at item no. 2 of this Notice.

Accordingly, the approval of the Members by way of Special Resolution is required in term of the applicable provisions of Sections 42 and 62 of the Act read with applicable rules thereto and relevant provisions of the ICDR Regulations and accordingly the approval of the Members of the Company is being sought.

The Board of Directors of the Company believes that the proposed issue is in the best interest of the Company and its Members and therefore recommends the Special Resolution in the accompanying notice for your approval.

THE INSTRUCTIONS OF SHAREHOLDERS FOR E-VOTING AND JOINING VIRTUAL MEETINGS ARE AS UNDER:

Step 1 : Access through Depositories CDSL/NSDL e-Voting system in case of individual shareholders holding shares in demat mode.

Step 2 : Access through CDSL e-Voting system in case of shareholders holding shares in physical mode and non-individual shareholders in demat mode.

(i) The voting period begins on Monday, September 07, 2026 at 9:00 AM (IST) and ends on Wednesday, September 9, 2026 at 5:00 PM (IST). During this period, shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of September 3, 2026, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.

(ii) Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.

(iii) Pursuant to SEBI Circular No. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 09.12.2020, under Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, listed entities are required to provide a remote e-voting facility to its shareholders, in respect of all shareholders' resolutions. However, it has been observed that the participation by the public non-institutional shareholders/retail shareholders is at a negligible level.

Currently, there are multiple e-voting service providers (ESPs) providing e-voting facilities to listed entities in India. This necessitates registration on various ESPs and maintenance of multiple user IDs and passwords by the shareholders.

In order to increase the efficiency of the voting process, pursuant to a public consultation, it has been decided to enable e-voting to all the demat account holders, by way of a single login credential, through their demat accounts/ websites of Depositories/ Depository Participants. Demat account holders would be able to cast their vote without having to register again with the ESPs, thereby, not only facilitating seamless authentication but also enhancing ease and convenience of participating in e-voting process.

Step 1 : Access through Depositories CDSL/ NSDL e-Voting system in case of individual shareholders holding shares in demat mode.

(iv) In terms of SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

Pursuant to the aforesaid SEBI Circular, Login method for e-Voting and joining virtual meetings **for Individual shareholders holding securities in Demat mode CDSL/NSDL** is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in Demat mode with **CDSL Depository**	1) Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login to Easi / Easiest are requested to visit cdsl website www.cdslindia.com and click on login icon & My Easi New (Token) Tab. 2) After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers., so that the user can visit the e-Voting service providers' website directly. 3) If the user is not registered for Easi/Easiest, option to register is available at cdsl website www.cdslindia.com and click on login & My Easi New (Token) Tab and then click on registration option. 4) Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with **NSDL Depository**	1) If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: https://eservices.nsdl.com either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services. Click on "Access to e-Voting" under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider name and you will be re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. 2) If the user is not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select "Register Online for IDeAS "Portal or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp 3) Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. 4) For OTP based login you can click on https://eservices.nsdl.com/SecureWeb/evoting/evotinglogin.jsp. You will have to enter your 8-digit DP ID,8-digit Client Id, PAN No., Verification code and generate OTP. Enter the OTP received on registered email id/mobile number and click on login. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider name and you will be re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.
Individual Shareholders (holding securities in demat mode) login through their **Depository Participants (DP)**	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. After Successful login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.

Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at the abovementioned website.

Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. CDSL and NSDL:

Login type	Helpdesk details
Individual Shareholders holding securities in Demat mode with **CDSL**	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 21 09911
Individual Shareholders holding securities in Demat mode with **NSDL**	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or or call at : 022 - 4886 7000 and 022 - 2499 7000

Step 2 : Access through CDSL e-Voting system in case of shareholders holding shares in physical mode and non-individual shareholders in demat mode.

(v) Login method for e-Voting and joining virtual meetings for Physical shareholders and shareholders other than individual holding in Demat form.

1) The shareholders should log on to the e-voting website www.evotingindia.com.

2) Click on "Shareholders" module.

3) Now enter your User ID

   a. For CDSL: 16 digits beneficiary ID,

   b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,

   c. Shareholders holding shares in Physical Form should enter Folio Number registered with the Company.

4) Next enter the Image Verification as displayed and Click on Login.

5) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier e-voting of any company, then your existing password is to be used.

6) If you are a first-time user follow the steps given below:

	For Physical shareholders and other than individual shareholders holding shares in Demat
PAN	Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) • Shareholders who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number sent by Company/RTA or contact Company/RTA.
Dividend Bank Details OR Date of Birth (DOB)	Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login. • If both the details are not recorded with the depository or company, please enter the member id / folio number in the Dividend Bank details field.

(vi) After entering these details appropriately, click on **"SUBMIT"** tab.

(vii) Shareholders holding shares in physical form will then directly reach the Company selection screen. However, shareholders holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.

(viii) For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.

(ix) Click on the EVSN of TD Power Systems Limited to vote.

(x) On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same, the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.

(xi) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.

(xii) After selecting the resolution, you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.

(xiii) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.

(xiv) You can also take a print of the votes cast by clicking on "Click here to print" option on the Voting page.

(xv) If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.

(xvi) There is also an optional provision to upload BR/POA if any uploaded, which will be made available to scrutinizer for verification.

(xvii) Additional Facility for Non – Individual Shareholders and Custodians –For Remote Voting only.

- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to www.evotingindia.com and register themselves in the "Corporates" module.
- A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
- After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
- The list of accounts linked in the login will be mapped automatically & can be delink in case of any wrong mapping.
- It is Mandatory that, a scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
- Alternatively Non Individual shareholders are required mandatory to send the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory who are authorized to vote, to the Scrutinizer on his email id sudhir.compsec@gmail.com or to the Company on the email id bharat.rajwani@tdps.co.in if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

INSTRUCTIONS FOR SHAREHOLDERS ATTENDING THE EGM THROUGH VC/OAVM & E-VOTING DURING MEETING ARE AS UNDER:

- The procedure for attending meeting & e-Voting on the day of the EGM is same as the instructions mentioned above for e-voting.
- The link for VC/OAVM to attend meeting will be available where the EVSN of Company will be displayed after successful login as per the instructions mentioned above for e-voting.
- Shareholders who have voted through Remote e-Voting will be eligible to attend the meeting. However, they will not be eligible to vote at the EGM.
- Shareholders are encouraged to join the Meeting through Laptops/IPads for better experience.
- Further shareholders will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
- Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
- Shareholders who would like to express their views/ask questions during the meeting may register themselves as a speaker by sending their request in advance at least 7 days prior to meeting mentioning their name, demat account number/folio number, email id, mobile number at (company email id). The shareholders who do not wish to speak during the EGM but have queries may send their queries in advance, 7 days prior to meeting mentioning their name, demat account number/folio number, email id, mobile number at bharat.rajwani@tdps.co.in These queries will be replied to by the company suitably by email.
- Those shareholders who have registered themselves as a speaker will only be allowed to express their views/ask questions during the meeting.
- Only those shareholders, who are present in the EGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system available during the EGM.

- If any Votes are cast by the shareholders through the e-voting available during the EGM and if the same shareholders have not participated in the meeting through VC/OAVM facility, then the votes cast by such shareholders may be considered invalid as the facility of e-voting during the meeting is available only to the shareholders attending the meeting.

PROCESS FOR THOSE SHAREHOLDERS WHOSE EMAIL/MOBILE NO. ARE NOT REGISTERED WITH THE COMPANY/DEPOSITORIES.

1. For Physical shareholders- please provide necessary details like Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) by email to Company/RTA email id.
2. For Demat shareholders - Please update your email id & mobile no. with your respective Depository Participant (DP).
3. For Individual Demat shareholders – Please update your email id & mobile no. with your respective Depository Participant (DP) which is mandatory while e-Voting & joining virtual meetings through Depository.

If you have any queries or issues regarding attending EGM & e-Voting from the CDSL e-Voting System, you can write an email to helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 21 09911.

All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Sr. Manager, (CDSL,) Central Depository Services (India) Limited, A Wing, 25th Floor, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400013 or send an email to helpdesk.evoting@cdslindia.com or call toll free no. 1800 21 09911.

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