

No. 79 / 80, 1st Main, 1st  
Block, RMV Extension-2,  
Bangalore – 560 094

**Nikhil Kumar**

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January 07, 2019

**BSE Limited**  
P J Tower,  
Dalal Street, Fort,  
Mumbai-400001

**National Stock Exchange of India Limited**  
Exchange Plaza,  
Plot no. C/1, G Block,  
Bandra-Kurla Complex  
Bandra (E), Mumbai - 400 051

Dear Sirs,

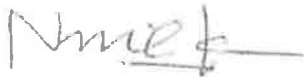
**Sub: Disclosure in terms of regulation 29(2) of SEBI (SAST) Regulations, 2011 for acquisition of Voting Rights of TD Power Systems Limited [Company Code No. 533553 (BSE) / TDPOWERSYS (NSE)].**

Enclosed is the disclosure in terms of Regulation 29(2) of SEBI (SAST) Regulations, 2011 consequent to the increase of voting rights of the Promoters & Promoter Group by 2.11% of the paid up capital of the Target Company -TD Power Systems Limited, resulting due to the extinguishment of Equity Shares bought back by the Target Company under its ongoing Buyback offer.

Kindly take the same on your record and acknowledge the receipt.

Thanking You,

Yours Sincerely,  
**By and on behalf of Promoters and Promoter Group**



**Nikhil Kumar**

cc to:

The Company Secretary,  
**TD Power Systems Limited**  
# 27,28,29, KIADB Industrial Area,  
Dabaspeta, Nelamangala Taluk,  
BANGALORE – 562111

**Format for disclosures under Regulation 29(2) of SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011**

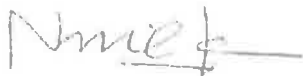
1. Name of the Target Company (TC)	TD Power Systems Limited		
2. Name(s) of the acquirer and Persons Acting in Concert (PAC) with the acquirer	Nikhil Kumar (Acquirer) and others (As per Annexure-1) (for self and on behalf of entire promoter Group)		
3. Whether the acquirer belongs to Promoter/ Promoter group	Yes		
4. Name(s) of the Stock Exchange(s) where the shares of TC are Listed	BSE Limited, National Stock Exchange of India Ltd		
5. Details of the acquisition / disposal/holding of shares/voting rights/holding of the Acquirer and PAC	Number	% w.r.t. total share/voting capital wherever applicable	% w.r.t. total diluted share/voting capital of the TC(*)
<u>Before the acquisition/disposal under consideration, holding of:</u>			
a) Shares carrying voting rights	1,80,18,213	54.21	54.21
b) Shares in the nature of encumbrance	NA	NA	NA
c) Voting rights (VR) otherwise than by shares	NA	NA	NA
d) Warrants/convertible securities/any other instrument that entitles the acquirer to receive shares carrying voting rights in the TC (specify holding in each category)	NA	NA	NA
Total (a+b+c+d)	1,80,18,213	54.21	54.21
<u>Details of acquisition/sale</u>			
a) Shares carrying voting rights acquired/ <del>sold</del>	Voting rights increased	2.11	2.11
b) <del>VRs acquired /sold</del> otherwise than by shares	consequent upon	NA	NA
c) <del>Warrants/convertible securities /any other instrument that entitles the acquirer to receive shares carrying voting rights in the TC (specify holding in each category) acquired/sold</del>	extinguishment of 12,43,693 Equity shares bought back by the Company during October 10, 2018 to January 01, 2019	NA	NA
d) <del>Shares encumbered / invoked/ released by the acquirer</del>		NA	NA
Total (a+b+c+/-d)	1,80,18,213	2.11	2.11
<u>After the acquisition/sale, holding of:</u>			
a) Shares carrying voting rights	1,80,18,213	56.32	56.32
b) Shares encumbered with the acquirer	NA	NA	NA
c) VRs otherwise than by shares	NA	NA	NA
d) Warrants/convertible securities/ any other instrument that entitles the acquirer to receive shares carrying voting rights in the TC (specify holding in each category) after acquisition.	NA	NA	NA
Total (a+b+c+d)	1,80,18,213	56.32	56.32

6. Mode of acquisition / <u>sale</u> (e.g. open market / off-market / public issue / rights issue / preferential allotment / inter-se transfer etc).	Voting rights of Promoters & Promoter Group increased consequent upon extinguishment of shares bought back by the Company in terms of regulation 16 of SEBI (Buyback) Regulations, 2018. There is no fresh acquisition of shares.
7. Date of acquisition / <u>sale</u> of shares / VR or date of receipt of intimation of allotment of shares, whichever is applicable (i.e. Date of extinguishment of shares bought back)	05.01.2019 (Extinguishment of shares as confirmed by CDSL)
8. *Equity share capital / total voting capital of the TC before the said acquisition / <u>sale</u> (Pre Buyback Share Capital of Company i.e as on 30.09.2018)	3,32,37,588 Equity Shares
9. Equity share capital/ total voting capital of the TC after the said acquisition- / <u>sale</u> (i.e. after the extinguishment of shares as given in point no. 7 above)	3,19,93,895 Equity Shares
10. Total diluted share/voting capital of the TC after the said acquisition/ <u>sale</u> . (i.e. after the extinguishment of shares as given in point no. 7 above)	3,19,93,895 Equity Shares

**Note:** The Disclosure is being by the promoter for himself and on behalf of all the promoters and PAC as required under Regulation 29(2) of SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011.

(\*) Total share capital/ voting capital has been taken on the basis of shareholding pattern filed with Stock exchange for the period ended September 30, 2018. However the Company has filed a shareholding pattern on November 06, 2018 consequent upon the corporate restructuring resulting from the Buyback offer. The Promoters shareholding' has increased by 2.11% & 0.75% of the Company's Total Paid up Shares 3,32,37,588 (i.e. as on September 30, 2018) or 3,24,26,658 (filed on November 06, 2018) respectively.

(\*\*) Diluted share/voting capital means the total number of shares in the TC assuming full conversion of the outstanding convertible securities/warrants into equity shares of the TC.



**Nikhil Kumar**  
(On behalf of Promoters & promoter group of TD Power Systems Ltd)

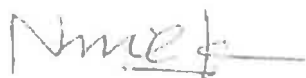
Date: 07.01.2019

**Annexure – 1**

Sl. No.	Name of Shareholder	Category	Shareholding Pre-transaction		Transaction Details		Shareholding Post-transaction <sup>##</sup>	
			No	%	No	%	No	%
1	Mr.Nikhil Kumar	Promoter	4638664	13.96	Promoters and Promoters' Group Voting rights increased consequent upon the extinguishment of 12,43,693 Equity shares bought back by the Company.  No Fresh acquisition of shares by Promoters and Promoters' Group	0.54	4638664	14.50
2	Mr. Mohib N. Khericha	Promoter	3730960	11.23		0.44	3730960	11.66
3	M/s. Saphire Finman Services LLP	Promoter	5026433	15.12		0.59	5026433	15.71
4	Mr.Hitoshi Matsuo	Promoter	3235254	9.73		0.38	3235254	10.11
5	M/s. Chartered Capital and Investment Limited	Persons acting in Concert	1134252	3.41		0.13	1134252	3.55
6	Mrs. Sofia M. Khericha	Persons acting in Concert	200000	0.60		0.02	200000	0.63
7	Mrs. Lavanya Sankaran	Persons acting in Concert	52650	0.16		0.01	52650	0.16
	<b>Total</b>		<b>1,80,18,213</b>	<b>54.21</b>			<b>1,80,18,213</b>	<b>56.32</b>

**Note:** Shareholding of Acquirer and PACs after the acquisition will remain same as the shareholding and voting rights of Promoters and Promoter Groups' increased due to the extinguishment of 12,43,693 Equity Shares as confirmed by CDSL on January 05, 2018, which were bought back by the Company under the buyback offer.

Thanking you,  
By and on behalf of Promoters and Promoter Group



**Nikhil Kumar**