

*Mohib N. Khericha*

Chartered Accountant

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Mobile : +91 98240 29456, Email : mohibnkhericha@hotmail.com

March 28, 2017

**By Email and Courier/Post**

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

Dear Sirs,

**Sub: Intimation in terms of regulation 29(1) & 29(2) of SEBI (SAST) Regulations, 2011 and Regulations 7(2) of SEBI (Prohibition of Insider Trading) Regulations, 2015 for acquisition of Equity Shares of TD Power Systems Limited [Company Code No. 533553 (BSE) / TDPOWERSYS (NSE)].**

We are sending you herewith following documents in terms of regulations 29(1) & 29(2) of SEBI (SAST) Regulations, 2011 and Regulations 7(2) of SEBI (Prohibition of Insider Trading) Regulations, 2015 regarding acquisition of 20,84,100 equity shares representing 6.27% of the paid up capital of the of TD Power Systems Limited by me in block deal window of BSE Limited by way of Inter se transfer amongst promoter group:

- 1) Disclosure in terms of regulation 29(1) of SEBI (SAST) Regulations, 2011 in the prescribed format; and
- 2) Disclosure in terms of regulation 29(2) of SEBI (SAST) Regulations, 2011 in the prescribed format; and
- 3) Disclosure in terms of regulation 7(2) of SEBI (Prohibition of Insider Trading) Regulations, 2016 in the prescribed format (Form C).

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

Thanking You,

Yours Sincerely,

*Mohib N. Khericha*

**Mohib N Khericha**

cc to:

**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

**Format for Disclosure under Regulation 29(1) of SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011**

**Part – A - Details of the Acquisition**

Name of the Target Company (TC)	TD Power Systems Limited		
Name(s) of the acquirer and Persons Acting in Concert (PAC) with the acquirer	Mohib N Khericha (Acquirer) and others (As per Annexure-1)		
Whether the acquirer belongs to promoter / Promoter group	Yes		
Name(s) of the Stock Exchange(s) where the shares of TC are Listed	BSE Limited, National Stock Exchange of India Ltd		
Details of the acquisition as follows	Number	% w.r.t total share/voting capital wherever applicable(*)	% w.r.t total diluted share / voting capital of the TC(**)
<b>Before the acquisition under consideration, holding of acquirer along with PACs of :</b>			
a) Shares carrying voting rights	1,47,34,809	44.33	44.33
b) Shares in the nature of encumbrance (pledge/ lien/ non- disposal undertaking / other)	NA	NA	NA
c) Voting rights (VR) otherwise than by equity 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
<b>Total (a+b+c+d)</b>	<b>1,47,34,809</b>	<b>44.33</b>	<b>44.33</b>
<b>Details of acquisition</b>			
a) Shares carrying voting rights acquired#	20,84,100	6.27	6.27
b) VRs acquired otherwise than by equity shares	NA	NA	NA
c) Warrants/convertible securities / any other instrument that entitle the acquirer to receive shares carrying category) acquired	NA	NA	NA
d) Shares in the nature of encumbrance (pledge / lien / non-disposal undertaking /others)	NA	NA	NA
<b>Total (a+b+c+/-d)#</b>	<b>20,84,100</b>	<b>6.27</b>	<b>6.27</b>
<b>After the acquisition, holding of acquirer along with PACs of :</b>			
a) Shares carrying voting rights	1,47,34,809	44.33	44.33
b) VRs otherwise than by equity shares	NA	NA	NA
c) Warrants/convertible securities/any other	NA	NA	NA

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instrument that entitles the acquirer to receive shares carrying voting rights in the TC(specify holding in each category) after acquisition			
d) Shares in the nature of encumbrance (pledge / lien/ non-disposal undertaking / others)	NA	NA	NA
<b>Total (a+b+c+d)</b>	<b>1,47,34,809</b>	<b>44.33</b>	<b>44.33</b>
Mode of acquisition (e.g. open market / public issue / rights issue / preferential allotment / inter-se transfer/encumbrance, etc.)	Inter se transfer amongst promoter group by way of purchase and sale on block deal window of BSE		
Salient features of the securities acquired including time till redemption, ration at which it can be converted into equity share, etc.	Securities acquired are fully paid up Equity Shares of face value Rs.10 each.		
Date of acquisition of / date of receipt of intimation of allotment of shares/ VR / warrants /convertible securities /any other instrument that entitles the acquirer to receive shares in the TC.	March 27, 2017		
Equity share capital / total voting capital of the TC before the said acquisition	33237588 Equity Shares		
Equity shares capital /total voting capital of the TC after the said acquisition	33237588 Equity Shares		
Total diluted share/voting capital of the TC after the said acquisition	33237588 Equity Shares		

\* Shareholding of Acquirer and PACs after the acquisition remained the same as Mr. Mohib N Khericha has acquired 20,84,100 Equity Shares representing 6.27% of the paid up share capital of the Company from Mrs. Sofia M Khericha, one of the PAC, on 27.03.2017 on block deal window of the BSE Ltd.

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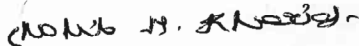
**Note:**

(\*) Total share capital/voting capital to be taken as per the latest filing done by the company to the Stock Exchange under Clause 35 of the listing Agreement.

(\*\*) 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.

(\*\*\*) Part-B shall be disclosed to the Stock Exchange but shall not be disseminated

**Signature of the Acquirer**



**Mohib N Khericha**

Place: Ahmedabad

Date: March 28, 2017

**Annexure – 1**

Sl. No.	Name of Shareholder	Category	Shareholding Pre-transaction		Transaction Details		Shareholding Post-transaction**	
			No	%	No	%	No	%
1	Mr. Mohib N. Khericha	Promoter	1646860	4.95	+20,84,100	+6.27	3730960	11.23
2	Mrs. Sofia M. Khericha	Persons acting in Concert	2284100	6.87	-20,84,100	-6.27	200000	0.60
3	M/s. Sapphire Finman Services LLP	Persons acting in Concert	5026433	15.12	--	--	5026433	15.12
4	M/s. Chartered Capital and Investment Limited	Persons acting in Concert	1134252	3.41	--	--	1134252	3.41
5	Mr. Nikhil Kumar	Persons acting in Concert	4638664	13.96	--	--	4638664	13.96
6	Mr. K. G. Prabhakar	Persons acting in Concert	4500	0.01	--	--	4500	0.01
	<b>Total</b>		<b>1,47,34,809</b>	<b>44.33</b>			<b>1,47,34,809</b>	<b>44.33</b>

\*\* Shareholding of Acquirer and PACs after the acquisition remained the same as Mr. Mohib N Khericha has acquired 20,84,100 Equity Shares representing 6.27% of the paid up share capital of the Company from Mrs. Sofia M Khericha, one of the PAC, on 27.03.2017 on block deal window of the BSE Ltd.

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**Mohib N. Khericha**

**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	Mohib N Khericha (Acquirer) and others (As per Annexure-1)		
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	1,47,34,809	44.33	44.33
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 T C (specify holding in each category)	NA	NA	NA
Total (a+b+c+d)	1,47,34,809	44.33	44.33
<u>Details of acquisition/sale</u>			
a) Shares carrying voting rights acquired/ <del>held</del>	20,84,100	6.27	6.27
b) VRs acquired / <del>held</del> otherwise than by shares	NA	NA	NA
c) 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	NA	NA	NA
d) Shares encumbered / invoked/ released by the acquirer	NA	NA	NA
Total (a+b+c+/-d)	20,84,100	6.27	6.27
<u>After the acquisition/sale, holding of:</u>			
a) Shares carrying voting rights <sup>#</sup>	1,47,34,809	44.33	44.33
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) <sup>#</sup>	1,47,34,809	44.33	44.33

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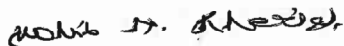
6. Mode of acquisition / <u>sale</u> (e.g. open market / off-market / public issue / rights issue / preferential allotment / inter-se transfer etc).	Inter se transfer amongst promoter group entities by way of purchase and sale on block deal window of BSE
7. Date of acquisition / <u>sale</u> of shares / VR or date of receipt of intimation of allotment of shares, whichever is applicable	March 27, 2017
8. Equity share capital / total voting capital of the TC before the said acquisition / <u>sale</u>	33237588 Equity Shares
9. Equity share capital/ total voting capital of the TC after the said acquisition- / <u>sale</u>	33237588 Equity Shares
10. Total diluted share/voting capital of the TC after the said acquisition/ <u>sale</u> .	33237588 Equity Shares

# Shareholding of Acquirer and PACs after the acquisition remained the same as Mr. Mohib N Khericha has acquired 20,84,100 Equity Shares representing 6.27% of the paid up share capital of the Company from Mrs. Sofia M Khericha, one of the PAC, on 27.03.2017 on block deal window of the BSE Ltd.

(\*) Total share capital/ voting capital to be taken as per the latest filing done by the company to the Stock Exchange under Clause 35 of the listing Agreement.

(\*\*) 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.

#### Signature of the Acquirer



**Mohib N Khericha**

Place: Ahmedabad

Date: March 28, 2017

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	<b>Total</b>		<b>1,47,34,809</b>	<b>44.33</b>			<b>1,47,34,809</b>	<b>44.33</b>

<sup>##</sup> Shareholding of Acquirer and PACs after the acquisition remained the same as Mr. Mohib N Khericha has acquired 20,84,100 Equity Shares representing 6.27% of the paid up share capital of the Company from Mrs. Sofia M Khericha, one of the PAC, on 27.03.2017 on block deal window of the BSE Ltd.

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