

March 28, 2017

**By Email and Courier/Post**

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

Dear Sirs,

**Sub: Intimation in terms of regulation 29(2) of SEBI (SAST) Regulations, 2011 and Regulations 7(2) of SEBI (Prohibition of Insider Trading) Regulations, 2015 for sale 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 regulation 29(2) of SEBI (SAST) Regulations, 2011 and Regulations 7(2) of SEBI (Prohibition of Insider Trading) Regulations, 2015 regarding sale of 20,84,100 equity shares representing 6.27% of the paid up capital of TD Power Systems Limited by me on block deal window of BSE Limited by way of Inter se transfer amongst promoter group:

- 1) Disclosure in terms of regulation 29(2) of SEBI (SAST) Regulations, 2011 in the prescribed format; and
- 2) 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,

  
**Sofia M 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 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	Sofia M Khericha (Seller) & 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	1,00,91,645	30.36	30.36
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)	1,00,91,645	30.36	30.36
<u>Details of acquisition/sale</u>			
a) Shares carrying voting rights acquired/sold	20,84,100	6.27	6.27
b) VRs acquired /sold 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>	1,00,91,645	30.36	30.36
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>	1,00,91,645	30.36	30.36

*Sofia M. Khericha*

6. Mode of acquisition / sale (e.g. open market / off-market / public issue / rights issue / preferential allotment / inter-se transfer etc).	Inter se transfer amongst promoter group by way of purchase and sale on block deal window of BSE
7. Date of acquisition / sale 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 / sale	33237588 Equity Shares
9. Equity share capital/ total voting capital of the TC after the said acquisition/ sale	33237588 Equity Shares
10. Total diluted share/voting capital of the TC after the said acquisition/sale.	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 Seller**

*Sofia M. Khericha*  
**Sofia M Khericha**

Place: Ahmedabad  
Date: March 28, 2017

**Annexure – 1**

Sl. No.	Name of Shareholder	Category	Shareholding Pre-transaction		Transaction Details		Shareholding Post-transaction <sup>##</sup>	
			No	%	No	%	No	%
1	Mrs. Sofia M. Khericha	Promoter Group	2284100	6.87	-20,84,100	-6.27	200000	0.60
2	Mr. Mohib N. Khericha	Persons acting in Concert	1646860	4.95	+20,84,100	+6.27	3730960	11.23
3	M/s. Saphire 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
	<b>Total</b>		<b>1,00,91,645</b>	<b>30.36</b>			<b>1,00,91,645</b>	<b>30.36</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.

  
Sofia M. Khericha