

# 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 the **Twenty-Sixth Annual General Meeting (AGM)** of the Members of TD Power Systems Limited (Company) will be held at 2:30 p.m. on Wednesday 06<sup>th</sup> day of August 2025 through Video Conferencing ("VC") / Other Audio-Visual Means ("OAVM"), to transact the following business:

## ORDINARY BUSINESS

1. To receive, consider and adopt the Audited Financial Statements of the Company (including consolidated financial statements) for the financial year ended March 31, 2025, together with the Reports of the Board of Directors and Auditors' thereon.
2. To confirm the payment of Interim Dividend (₹ 0.60 per share) and declare final dividend (₹0.65 per share) for the financial year ended March 31, 2025.
3. To appoint a Director in place of Mr. Mohib N Khericha (DIN: 00010365) who retires by rotation and being eligible seeks re-appointment.

## SPECIAL BUSINESS

4. **RATIFICATION OF REMUNERATION PAYABLE TO M/S. RAO, MURTHY & ASSOCIATES, COST AUDITORS, FOR THE FINANCIAL YEAR 2025-26**

To consider and if thought fit, to pass with or without modification(s), the following resolution as an Ordinary Resolution.

**RESOLVED THAT**, pursuant to the provisions of Section 148 and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Audit & Auditors) Rules, 2014 (including any statutory modification or re-enactment(s) thereof, for the time being in force) M/s. Rao, Murthy & Associates, Cost Auditors (Firm Registration No.000065) appointed by the Board of Directors of the Company on the recommendation of the Audit Committee, to conduct the audit of the cost records of the Company for the financial year ending March 31, 2026, be paid a remuneration as set out in the Statement annexed to the Notice convening this Meeting.

5. **TO APPOINT MR. SUDHIR VISHNUPANT HULYALKAR, COMPANY SECRETARY IN PRACTICE AS SECRETARIAL AUDITOR FOR A**

## TERM OF UPTO 5(FIVE) CONSECUTIVE YEARS AND FIX HIS REMUNERATION

To consider and if thought fit, to pass with or without modification(s), the following resolution as an Ordinary Resolution.

**RESOLVED THAT**, pursuant to the provisions of Section 204 of the Companies Act 2013 ("the Act") read with Rule 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules 2014 and other applicable provisions of the Act and rules made thereunder, and Regulation 24A of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (Including any statutory modification or re-enactment(s) thereof, for the time being in force), and based upon the recommendation of Audit Committee and the Board of Directors of the Company, Mr. Sudhir Vishnupant Hulyalkar, Company Secretary in Practice, (Membership Number 6040 - Certificate of Practice Number 6137), Bangalore be and are hereby appointed as Secretarial Auditor of the Company for a term of five (5) consecutive years from the Financial Year 2025-26 to Financial Year 2029-30, at such remuneration, plus applicable taxes and other out-of-pocket expenses as may be mutually agreed between the Board of Directors of the Company and the Secretarial Auditor.

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

6. **TO RE-APPOINT MR. NIKHIL KUMAR (DIN: 00062243) AS MANAGING DIRECTOR OF THE COMPANY FOR A FURTHER TERM OF FIVE YEARS**

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

**RESOVLED THAT**, pursuant to the provisions of Section 196, 197, 203, Schedule V and other applicable provisions, if any of the Companies Act, 2013 ("the Act") (including any statutory modification or re-enactment thereof for the time being in force) read with the Companies (Appointment and Remuneration of Managerial Personnel) Rules

2014 and Regulation 17(6)(e) and other applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time and based upon the recommendation of Nomination and Remuneration Committee and Board of Directors, Mr. Nikhil Kumar (DIN:00062243) be and is hereby re-appointed as Managing Director of the Company with effect from January 17, 2026 for a period of five years (up to January 16, 2031) on the terms & conditions of appointment including payment of remuneration, perquisites & other benefits including the remuneration to be paid in the event of loss or inadequacy of profit in any financial year during the tenure of his appointment, as set out in the Explanatory Statement annexed to the Notice of convening this Meeting.

**RESOLVED FURTHER THAT,** the Board of Directors (which term shall be deemed to include

any Committee of the Board authorised in the said behalf) be and is hereby authorised to alter, amend, vary or modify the terms and conditions of remuneration as it may deem fit and as may be acceptable to Mr. Nikhil Kumar, subject to the overall ceiling as set out in the Explanatory Statement annexed to this Notice.

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

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

Bangalore  
May 12, 2025

**Bharat Rajwani**  
Company Secretary

**NOTES:**

1. The AGM of the Company is being conducted through video conferencing (VC) or other audio-visual means (OAVM) in compliance with General Circular No. 09/2024 dated September 19, 2024 read with General Circular Nos. 14/2020, 17/2020, 20/2020, issued by the Ministry of Corporate Affairs and read with Circular No. SEBI/HO/CFD/CFD-PoD-2/P/CIR/2024/133 dated October 03, 2024 issued by the Securities and Exchange Board of India (SEBI) read with the circulars issued earlier on the subject (collectively referred to as "Circulars"), which details the procedure and manner of holding AGM through VC and provide certain relaxations from compliance with Listing Regulation.
2. Accordingly, soft copies of the Annual Report 2025 and the Notice of the General Meeting will be emailed to shareholders. However, a hard copy of the full annual report 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 Annual Report and Notice of AGM.
3. The venue of the AGM shall be deemed at the Registered Office of the Company situated at #27, 28 & 29 KIADB Industrial Area, Dabaspeta, 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. The relevant details, pursuant to Regulation 36(3) of SEBI Listing Regulations and Secretarial Standard on General Meetings issued by The Institute of Company Secretaries of India, in respect of the Director seeking appointment and re-appointment at this AGM, are annexed.
6. A member entitled to attend and vote at the AGM 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 AGM 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 AGM. 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 AGM through VC/OAVM and cast their votes through e-voting.
7. Mr. Sudhir V. Hulyalkar, Company Secretary in Practice (CP No. 6137), Bangalore, has been appointed as the Scrutiniser to scrutinise the e-voting process in a fair and transparent manner. After the conclusion of voting at the AGM, the Scrutinisers will submit a report after taking into account votes cast at the AGM and through remote e-voting in accordance with provisions of Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended. The consolidated results in respect of voting, along with the Scrutiniser's Report will be sent to the Stock Exchanges and will also be hosted on website of the Company.
8. Members of the Company under the category of Institutional Investors are encouraged to attend and vote at the AGM through VC. Corporate Members intending to authorise their representatives to participate and vote at the meeting are requested to send a certified copy of the Board resolution/ authorisation letter to the Scrutiniser 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).
9. Participation of Members through VC will be reckoned for the purpose of quorum for the AGM as per Section 103 of the Act.
10. In compliance with the aforesaid Circulars, Notice of the AGM along with the Annual Report 2024-25 is being sent only through electronic mode to those members whose email addresses are registered with the Company/Depositories. A letter providing the web-link, including the exact path, where the Annual Report 2024-25 shall be available, is being sent to Members who have not registered their e-mail Ids with the Company/RTA/ Depositories. Members may note that the Notice and Annual Report for the year 2024-25 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](http://www.bseindia.com) and [www.nseindia.com](http://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 dematerialised/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.18. The voting facility through the electronic voting system shall be made available during the AGM 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. Pursuant to the Finance Act, 2020, dividend income will be taxable in the hands of shareholders, w.e.f. April 01, 2020 and the Company is required to deduct tax at source from dividends paid to shareholders at the prescribed rates. For the prescribed rates for various categories, the shareholders are requested to refer to the Finance Act, 2020 and amendments thereof.

The prescribed forms (Form 15G/15H/10F) for tax exemption can be downloaded from MUFG Link Intime's website. The URL for the same is as under: <https://web.in.mpms.mufg.com/client-downloads.html> On this page select the section - Resources→downloads→General. All the forms are available under the head "Form 15G/15H/10F"

The aforementioned documents (duly completed and signed) are required to be uploaded to the url mentioned above. On this page, the user shall be prompted to select/share the following information to register their request:

- I. Select the Company (Dropdown)s
- II. Folio / DP-Client ID
- III. PAN
- IV. Financial year (Dropdown)
- V. Form selection
- VI. Document attachment – 1 (PAN)
- VII. Document attachment – 2 (Forms)
- VIII. Document attachment – 3 (Any other supporting document)

Please note that the upload of documents (duly completed and signed) on the website of MUFG Intime India Private Ltd should be done on or before the Record date for the final dividend in order

to enable the Company to determine and deduct appropriate TDS/Withholding Tax. Incomplete and/or unsigned forms and declarations will not be considered by the Company. No communication on the tax determination/ deduction shall be considered after 6:00 pm of the record date fixed for the purpose of the dividend.

14. Shareholders may note that in case the tax on said final dividend is deducted at a higher rate in absence of receipt of the aforementioned details/ documents, the option is available to shareholder to file the return of income as per the Income Tax Act, 1961 and claim an appropriate refund, if eligible.
15. The Statutory Registers & a certificate from Secretarial Auditors of the Company certifying that the ESOP Schemes of the Company are being implemented in accordance with the SEBI (Share Based Employee Benefits and Sweat Equity) Regulations 2021 and relevant documents referred to in the Notice or explanatory statement will be available electronically for inspection by the members during the AGM.
16. All 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 at the Twenty-Sixth Annual General Meeting of the Company.
17. The Notice of the AGM of the Company along with the Annual Report for the financial year 2024-25, containing inter alia Directors Report, Statement of Profit and Loss, Balance Sheet and Auditors thereon, is being sent through electronic means to those shareholders, whose email addresses are registered with the Company/depository participants as on July 05, 2025. The Notice of the AGM along with the Annual Report 2024-25 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](http://www.bseindia.com) and National Stock Exchange of India Limited at [www.nseindia.com](http://www.nseindia.com). Detailed procedure for attending the AGM and voting through remote e-voting and e-voting at the AGM is provided in the Notice of AGM.

Members want to update their details with the Company, the following procedure may be followed:

#### **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.mufig.com/EmailReg/Email\\_Register.html](https://web.in.mpms.mufig.com/EmailReg/Email_Register.html) in their web site in.mpms.mufig.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.mufig.com/EmailReg/Email\\_Register.html](https://web.in.mpms.mufig.com/EmailReg/Email_Register.html) in their website in.mpms.mufig.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.mufig.com/EmailReg/Email\\_Register.html](https://web.in.mpms.mufig.com/EmailReg/Email_Register.html) in their web site in.mpms.mufig.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.

## **18. 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 dated April 08, 2020, April 13, 2020, May 05, 2020, January 13, 2021, May 05, 2022, December 28, 2022, September 25, 2023 and September 19, 2024, the Company is providing facility of remote e-voting to its Members in respect of the business to be transacted at the AGM. 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 authorised 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 AGM, 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 AGM:**

The Members can join the AGM 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 AGM 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 AGM without restriction on account of first come first served basis.

19. Members may note that the Board at its meeting held on May 12, 2025 has recommended a final dividend of ₹ 0.65 per share. The record date for the purpose of final dividend for the fiscal year 2025 is July 30, 2025. The final dividend, once approved by the members in the ensuing AGM, will be paid within the statutory period of 30 days electronically through various online transfer modes to those members who have updated their bank account details. For members who have not updated their bank account details, dividend warrants/demand drafts/cheques will be sent to their registered addresses. To avoid delay in receiving dividend, members are requested to update their KYC with their depositories (where shares are held in dematerialised mode) and with the Company's Registrar and Transfer Agent (RTA) (where the shares are held in physical mode) to received dividend directly into their bank account on the payout date.
20. The Company is obliged to print such bank details on the dividend payment Instruments as furnished by the DP and the Company cannot entertain any request for deletion/change of bank details already printed on the dividend payment Instruments based on the information received from the concerned DPs, without confirmation from them. In this regard, Members are advised to contact their DPs and furnish them with the particulars of any change desired, if not already provided.
21. In terms of the IEPF Rules, the Company has uploaded the information in respect of the Unclaimed Dividends in respect of the Financial Year 2017, 2018, 2019, 2020, 2021, 2022, 2023 and 2024 as on the date of the last AGM held on August 13, 2024 on the website of the IEPF viz. [www.iepf.gov.in](http://www.iepf.gov.in) and under Investors' section on the website of the Company [www.tdps.co.in](http://www.tdps.co.in) under Unclaimed/ Unpaid Dividend.
22. Members who have not encashed their dividend instruments are advised to write to the Company or Registrar and Share Transfer Agents of the Company, immediately claiming dividends declared by the Company. Members are also requested to note that dividends that are not claimed within seven years from the date of transfer to the Company's Unpaid Dividend Account, will be transferred to the Investor Education and Protection Fund (IEPF). Shares on which the dividend remains unclaimed for seven consecutive years shall be transferred to IEPF as per Section 124 of the Act, read with applicable IEPF rules.
23. Members are requested to address all correspondence including dividend related correspondence, to the Registrar and Share Transfer Agents, (RTA) MUFG Intime India Private Limited, C 101, 247 Park, L B S Marg, Vikhroli West, Mumbai 400 083, Phone: +91 8108116767, Fax: +91 22 4918 6060. Members must quote their Folio Number/DP ID & Client ID and contact details such as e-mail address, contact no. etc., in all correspondences with the Company/RTA.
24. 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.
25. Members may please note that SEBI vide its Circular No. SEBI/HO/MIRSD/MIRSD\_RTAMB/P/CIR/2022/8 dated January 25, 2022 has mandated the listed companies to issue securities in dematerialised 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.mufig.com/client-downloads.html> and click on general section.
26. Effective April 01, 2024, SEBI has mandated that the shareholders, who hold shares in physical mode and whose folios are not updated with any of the KYC details [viz., (i) PAN (ii) Contact Details (iii) Mobile Number (iv) Bank Account Details and (v) Signature], shall be eligible to get dividend only in electronic mode. Accordingly, payment of the final dividend, subject to approval at the AGM, shall be paid to physical holders only after the above details are updated in their folios. Shareholders are requested to complete their KYC by writing to the Company's RTA, MUFG Intime India Private Limited at [rnt.helpdesk@in.mpms.mufig.com](mailto:rnt.helpdesk@in.mpms.mufig.com). The forms for updating the same are available at <https://www.tdps.co.in/investor-relations>.

27. 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**

Bangalore  
May 12, 2025

**Bharat Rajwani**  
Company Secretary

**EXPLANATORY STATEMENT SETTING OUT MATERIAL FACTS (STATEMENT) PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013, IN RESPECT OF ITEM NO.4 TO ITEM NO.6 OF THE NOTICE.**

**Item No.4**

The Board of Directors of the Company, on the recommendation of the Audit Committee, approved the appointment of M/s. Rao, Murthy & Associates, Cost Auditors (Firm Registration No.000065), Bangalore at their meeting held on May 12, 2025 to conduct the audit of the cost records of the Company for the financial year ending March 31, 2026 at a remuneration of ₹ 1,75,000 plus applicable taxes and reimbursement of out of pocket expenses.

In terms of the provisions of Section 148 of the Companies Act, 2013 read with Rule 14 of the Companies (Audit and Auditors) Rules, 2014, the aforesaid remuneration payable to the Cost Auditor for the financial year ending March 31, 2026, recommended by the Audit Committee and approved by the Board of Directors, is to be ratified by the members of the Company.

None of the Directors or Key Managerial Personnel of the Company or their relatives are in any way concerned or interested (financially or otherwise) in the Resolution as set out at Item No.4 of the Notice.

The Board recommends the resolution as set out at Item No.4 for the approval of members as an Ordinary Resolution.

**Item No.5**

In accordance with Regulation 24A of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and other applicable statutory provisions and based on the recommendation of the Audit Committee, the Board of Directors of the Company at its meeting held on May 12, 2025, has proposed the appointment of Mr. Sudhir Vishnupant Hulyalkar, Company Secretary in Practice (Membership No. 6040, Certificate of Practice No. 6137), Bengaluru, as the Secretarial Auditor of the Company for a term of five (5) consecutive financial years, from Financial Year 2025–26 to Financial Year 2029–30.

The recommendation is based on the fulfilment of eligibility criteria and qualifications prescribed under the Companies Act, 2013, the rules made thereunder and

the SEBI LODR Regulations, including assessment of the firm's experience, secretarial audit expertise, audit capability, independence, and evaluation of the quality of audit work previously carried out.

Mr. Sudhir Vishnupant Hulyalkar is a Fellow Member of the Institute of Company Secretaries of India and holds degrees in Science and Law from Karnataka University. He has over 20 years of experience as a Practicing Company Secretary and has worked with various corporates.

Mr. Sudhir Hulyalkar has consented to his proposed appointment for a term of five years and confirmed that he is peer-reviewed and eligible to be appointed as Secretarial Auditor. He has further confirmed that he is not disqualified for appointment under the provisions of the Company Secretaries Act, 1980, the rules and regulations made thereunder and the ICSI Auditing Standards, as amended from time to time.

The terms and conditions of the appointment of Mr. Sudhir Vishnupant Hulyalkar include a tenure of five (5) consecutive years, commencing from Financial Year 2025–26 to Financial Year 2029–30. The proposed remuneration to be paid for secretarial audit services for the financial year ending March 31, 2026, is ₹ 2,30,000/- (Rupees Two Lakh Thirty Thousand only) plus applicable taxes and out-of-pocket expenses. The Board of Directors, in consultation with the Audit Committee, may determine the remuneration, as may be mutually agreed with the Secretarial Auditor for subsequent years.

The Company may also avail permissible non-audit services, including certifications required under statutory regulations or as may be requested by customers, banks, or statutory authorities. Such services shall be remunerated separately on mutually agreed terms, as approved by the Board in consultation with the Audit Committee.

None of the Directors, Key Managerial Personnel of the Company, or their relatives are, in any way, concerned or interested (financially or otherwise) in the resolution set out at Item No. 5 of the Notice.

The Board recommends the resolution as set out at Item No.5 for the approval of members as an Ordinary Resolution.

#### Item No.6

The current tenure of the Managing Director, Mr. Nikhil Kumar, ends on January 16, 2026. Based on the recommendation of the Nomination and Remuneration Committee and subject to the approval of the members, the Board of Directors, at its meeting held on May 12 2025, approved the reappointment of Mr. Nikhil Kumar as Managing Director for a further term of five years, commencing from January 17, 2026, to January 16, 2031. The recommendation of the Nomination and Remuneration Committee (NRC) and the Board of Directors, after evaluating the performance and leadership of Mr. Nikhil Kumar during his current tenure, is based on their collective view that his reappointment is in the best interests of the Company.

Mr. Nikhil Kumar has demonstrated exceptional leadership and strategic foresight, contributing significantly to the Company's sustained growth and operational excellence. Under his guidance, the Company has consistently delivered strong financial and operational performance, enhanced its global presence and reinforced its position in the industry. His commitment to long-term value creation, prudent risk management and continuous improvement has played a vital role in strengthening stakeholder confidence and building the Company's reputation in both domestic and international markets. With a deep understanding of the sector, Mr. Nikhil Kumar has steered the organisation through various industry challenges with resilience and vision. The Board acknowledges his unwavering dedication, extensive experience and strong execution capabilities, which make him well-suited to continue leading the Company through its next phase of growth.

Pursuant to the provisions of Regulation 17(6)(e) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), approval of the Members of the Company by way of a Special Resolution is required to be obtained if the fees or compensation payable to executive directors who are promoters or members of the promoter group, exceed the thresholds specified therein. Since Mr. Nikhil Kumar is one of the promoters of the Company and the proposed remuneration exceeds the specified threshold limits, the approval of the members is also being sought under this regulation by way of a Special Resolution.

Accordingly, the NRC and the Board find Mr. Nikhil Kumar's reappointment to be in the best interest of the Company and its stakeholders.

The terms and conditions & remuneration of his re-appointment as approved by the Board based on recommendation of Nomination and Remuneration Committee are as follows:

1. Tenure - for a period of 5 years (Five) from January 17, 2026.
2. Fixed remuneration by way of Salary (including annual increment of 4%) as follows:

Period	Remuneration
January 17, 2026 to January 16, 2027	₹ 32,119,637/-
January 17, 2027 to January 16, 2028	₹ 33,404,422/-
January 17, 2028 to January 16, 2029	₹ 34,740,599/-
January 17, 2029 to January 16, 2030	₹ 36,130,223/-
January 17, 2030 to January 16, 2031	₹ 37,575,432/-

3. a) Variable remuneration - Such remuneration by way of profit linked commission, in addition to the salary, perquisites and allowances payable, not exceeding 3% of the consolidated net profits, as defined in the Companies Act, 2013, of the Company in a particular financial year, as may be determined by the Board of the Company at the end of each financial year.

OR

- b) Incentive Remuneration: In case where the net profits of the Company are inadequate for payment of profit-linked commission in any financial year, an incentive remuneration may be paid, in compliance with the Companies Act 2013, at the discretion of the Board. An indicative list of factors that may be considered for determining the extent of commission/incentive remuneration, by the Board, which will be payable annually after the Annual Accounts have been approved, is:

- Sudden surge in the input material cost, Supply chain disruptions,
- Increase in labour and other operational costs
- Currency fluctuation.
- Product-mix change.
- Design failure of any particular product,
- Change in market dynamics
- Political disturbance, introduction of traffic etc.

- New competitors entering the market or aggressive price wars can pressure margins.

4. Other benefits

- a. Provident Fund Contribution at 12% of the Basic Salary.
- b. Gratuity at half a month's salary for each completed year of service.

Subject to a total remuneration not exceeding ₹15,00,00,000 (Rupees Fifteen Crore only) in any period stated above.

5. Reimbursements

- a. Reimbursement of actual expenses incurred on travel and stay outside Bangalore on the Company's work.
- b. Reimbursement of medical expenses of a sum not exceeding one month's salary in each year.
- c. Reimbursement of telephone expenses and running expenses of the car used for official purposes.

6. Leave facilities

- a. Privilege Leave at the rate of one month for every completed year of service.
- b. Casual & Sick leave as per the rules of the Company.
- c. Leave travel assistance of a sum of not exceeding one month's salary in each year.

7. Compensation

In the event of determination of the contract by the Company before the contract period, the Company shall pay Mr. Nikhil Kumar compensation for the unexpired period of the contract at equal to and same terms had the contract been continued.

8. Mr. Nikhil Kumar's Headquarters will continue to be in Bangalore.

9. Mr. Nikhil Kumar, as Managing Director of the Company shall, subject to the superintendence, control and directions of the Board of Directors, shall continue to carry out such duties and functions and exercise all such powers for the purpose of management and administration of the Company as may be assigned to and vested in him by the Board of Directors of the Company.

Mr. Nikhil Kumar is not disqualified from being appointed as Director in terms of Section 164 of the Act and he is not debarred from holding the office of Director by virtue of any order passed by SEBI or any such authority. The details with respect to Mr. Nikhil Kumar are disclosed in the Annexure attached to the notice as above.

Mr. Nikhil Kumar satisfies all the conditions set out in the relevant provisions of the Act for being eligible for his re-appointment. The Company has received from Mr. Nikhil Kumar (i) Consent in writing to act as Director and Managing Director in Form DIR-2 pursuant to Rule 8 of the Companies (Appointment & Qualification of Directors) Rules, 2014 and (ii) Intimation in Form DIR-8 in terms of the Companies (Appointment & Qualification of Directors) Rules, 2014 to the effect that he is not disqualified under Section 164(2) of the Act. Mr. Nikhil Kumar, being eligible, offers himself for re-appointment.

None of the Directors, Key Managerial Personnel (KMP) of the Company or their relatives, except Mr. Nikhil Kumar, who is a Director and KMP, are concerned or interested (financially or otherwise) in this Special Resolution as set out at Item No.6 of the Notice.

The Board recommends the resolution as set out at Item No.6 for the approval of members as a Special Resolution.

## ANNEXURE TO THE NOTICE

### DISCLOSURE RELATING TO DIRECTORS PURSUANT TO REGULATION 36(3) OF THE SEBI LISTING REGULATIONS AND CLAUSE 1.2.5 OF THE SECRETARIAL STANDARDS ON GENERAL MEETINGS

Name	Mr. Mohib N Khericha	Mr. Nikhil Kumar
Director Identification Number	00010365	00062243
Date of Birth and Age	04-08-1952 and 73 Years	17-08-1967 and 58 Years
Date of first appointment on the Board	22-02-2000	24-04-1999
Qualification	Chartered Accountant	Engineer

Brief Resume & Nature of his expertise in specific functional areas and Experience	He is a Chartered Accountant with over four decades experience in capital structuring, restructuring, financial management and loan syndication. He ventured into merchant banking in the year 1994.	He is an engineering graduate from Karnataka Regional Engineering College, Surathkal and has studied General Management in Harvard Business School.  He is associated with the Company since April 1999 and has over 30 years of work experience in the manufacture of electrical rotating machines. Before he was associated with TDPS, he worked with Kirloskar Electric Company Limited.  He possesses high caliber experience in marketing, strategic technology alliances, management and engineering.  He is one of the promoters of the Company and is instrumental in leading the Company to achieve and maintain market leadership in certain niche products and market segments.
Directorships held in Indian Companies.	Chartered Capital and Investment Limited Mazda Limited DF Power Systems Private Limited Kirloskar power build gears limited Laburnum chemicals private limited	DF Power Systems Private Limited Nilarya Trading & Developers Private Limited Centre For Sports Excellence Private Limited
Chairmanship/ Membership of Committees held in Indian Company	<b>TD Power Systems Limited:</b> Audit Committee - Member Stakeholders Relationship Committee – Chairman Nomination and Remuneration Committee - Member  <b>Chartered Capital and Investment Limited:</b> Stakeholders Relationship Committee - Member  <b>Mazda Limited:</b> Audit Committee - Member	Nil
Relationship with other Directors and Key Managerial Personnel	NIL	Nil
Number of Equity Shares held in the Company (as on May 12, 2025)	NIL	1,74,65,320 (11.18 %)
Number of Board Meetings attended during the Financial Year (2024-25)	4/4	4/4
Terms and conditions of re-appointment	Non-Executive and Non-Independent Director, liable to retire by rotation	As set out in the explanatory statement above.
Remuneration last drawn (FY2024- 25)	Mr. Mohib N Khericha was paid ₹6.40/- lakhs in the form of sitting fees for attending the Board meetings and committee meetings held during the financial year 2024-25.	Mr. Nikhil Kumar was paid ₹4.44 Crore in the form of remuneration on a standalone financial basis during the financial year 2024-25.
Remuneration proposed to be paid	As per the existing approved terms of appointment	As set out in the explanatory statement above.

Listed entities from which the Director has resigned in the past three years	Nil	Nil
--	-----	-----

### 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 Friday, August 01, 2025 at 9:00 AM (IST) and ends on Tuesday, August 05, 2025 at 5:00 PM (IST). During this period shareholders' of the Company, holding shares either in physical form or in dematerialised form, as on the cut-off date of July 30, 2025, 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 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 facility 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 09, 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 <b>CDSL Depository</b>	<ol style="list-style-type: none"> <li>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 <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login icon &amp; My Easi New (Token) Tab.</li> <li>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 &amp; 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.</li> </ol>

		<p>3) If the user is not registered for Easi/Easiest, option to register is available at cdsi website <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login &amp; My Easi New (Token) Tab and then click on registration option.</p> <p>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 <a href="http://www.cdslindia.com">www.cdslindia.com</a> home page. The system will authenticate the user by sending OTP on registered Mobile &amp; 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.</p>
Individual Shareholders holding securities in demat mode with <b>NSDL Depository</b>		<p>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: <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a> 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 &amp; voting during the meeting.</p> <p>2) If the user is not registered for IDeAS e-Services, option to register is available at <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a>. Select “Register Online for IDeAS “Portal or click at <a href="https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp</a></p> <p>3) Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <a href="https://www.evoting.nsdl.com/">https://www.evoting.nsdl.com/</a> 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 &amp; voting during the meeting.</p>
Individual Shareholders (holding securities in demat mode) login through their <b>Depository Participants (DP)</b>		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 <b>CDSL</b>	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or contact at toll free no. 1800 21 09911
Individual Shareholders holding securities in Demat mode with <b>NSDL</b>	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at <a href="mailto:evoting@nsdl.co.in">evoting@nsdl.co.in</a> 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](http://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](http://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:

	<b>For Physical shareholders and other than individual shareholders holding shares in Demat.</b>
PAN	Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) <ul style="list-style-type: none"> <li>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.</li> </ul>
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. <ul style="list-style-type: none"> <li>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.</li> </ul>

- (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 scrutiniser 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](http://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](mailto: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 scrutiniser 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 authorised signatory who are authorised to vote, to the Scrutiniser on his email id [sudhir.compsec@gmail.com](mailto:sudhir.compsec@gmail.com) or to the Company on the email id [bharat.rajwani@tdps.co.in](mailto:bharat.rajwani@tdps.co.in) if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutiniser to verify the same.
- 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 AGM 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](mailto: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 AGM 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 AGM.
- If any Votes are cast by the shareholders through the e-voting available during the AGM 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.

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

- The procedure for attending meeting & e-Voting on the day of the AGM 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 AGM.
- 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.

**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 AGM & e-Voting from the CDSL e-Voting System, you can write an email to [helpdesk.evoting@cdslindia.com](mailto: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, 25<sup>th</sup> Floor, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400013 or send an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) or call toll free no. 1800 21 09911.

=====