

March 20, 2017

**By Email and Courier/Post**

To,

**National Stock Exchange of India Limited**

Exchange Plaza,

Plot no. C/1, G Block,

Bandra-Kurla Complex

Bandra (E), Mumbai - 400 051

**BSE Limited**

P J Towers,

Dalal Street, Fort,

Mumbai-400001

Dear Sirs,

**Sub: Intimation in terms of regulation 10(5) of SEBI (SAST) Regulations, 2011 for proposed transaction in the Equity Shares of TD Power Systems Limited [Company Code No. 533553 (BSE) / TDPOWERSYS (NSE)].**

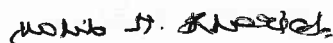
With reference to above, we would like to intimate the exchanges that we (being Mohib N Khericha and Mrs. Sofia M Khericha) are part of the promoter group of TD Power Systems Limited and intend to acquire/sell shares from/to immediate relatives who also form part of the Promoter group of the Company by way of *inter se* transfer of shares amongst qualifying promoters in terms of regulation 10(1)(a)(i) of SEBI (SAST) Regulations, 2011.

Necessary disclosure in terms of regulation 10(5) of SEBI (SAST) Regulations, 2011 in the prescribed format for the proposed transaction(s) in the Equity Shares of TD Power Systems Limited by way of inter se transfer is attached herewith.

Kindly take the same on your record.

Thanking You,

Yours Sincerely,



**Mohib N Khericha**

(For self and Mrs. Sofia M Khericha)

**Format for Disclosures under Regulation 10(5) - Intimation to Stock Exchanges in respect of acquisition under Regulation 10(1)(a) of SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011**

1.	Name of the Target Company (TC)	T D Power Systems Limited
2.	Name of the acquirer(s)	1. Mr. Mohib N Khericha 2. Mrs. Sofia M Khericha
3.	Whether the acquirer(s) is/ are promoters of the TC prior to the transaction. If not, nature of relationship or association with the TC or its promoters	Yes
4.	Details of the proposed acquisition	
	a Name of the person(s) from whom shares are to be acquired	As per Annexure A
	b Proposed date of acquisition	
	c Number of shares to be acquired from each person mentioned in 4(a) above	
	d Total shares to be acquired as % of share capital of TC	
	e Price at which shares are proposed to be acquired	
	f Rationale, if any, for the proposed transfer	
5.	Relevant sub-clause of regulation 10(1)(a) under which the acquirer is exempted from making open offer	10(1)(a)(i)
6.	If, frequently traded, volume weighted average market price for a period of 60 trading days preceding the date of issuance of this notice as traded on the stock exchange where the maximum volume of trading in the shares of the TC are recorded during such period.	Rs.171.60  (On NSE where maximum volume of trading is recorded during 60 trading days & where shares are frequently trade.)
7.	If in-frequently traded, the price as determined in terms of clause (e) of sub-regulation (2) of regulation 8.	Not Applicable
8.	Declaration by the acquirer, that the acquisition price would not be higher by more than 25% of the price computed in	The acquirers confirm that the acquisition price would not be higher by more than 25% of the price computed in point 6.

*[Signature]*

	point 6 or point 7 as applicable.					
9.	i. Declaration by the acquirer, that the transferor and transferee have complied (during 3 years prior to the date of proposed acquisition) / will comply with applicable disclosure requirements in Chapter V of the Takeover Regulations, 2011 (corresponding provisions of the repealed Takeover Regulations, 1997) ii. The aforesaid disclosures made during previous 3 years prior to the date of proposed acquisition to be furnished.		Transferors and transferees have complied during 3 years prior to the date of proposed acquisitions and will comply with the applicable disclosures requirements in Chapter V of SEBI (SAST) Regulations 2011 (corresponding provisions of the repealed Takeover Regulations, 1997).  As per Annexure - B			
10.	Declaration by the acquirer that all the conditions specified under regulation 10(1)(a) with respect to exemptions has been duly complied with.		The acquirers have complied with the conditions specified under regulation 10(1)(a)(i) read with proviso to regulation 10(1)(a) with respect to exemption.			
11.	Shareholding details		Before the proposed Transaction		After the proposed transaction	
			No. of shares / voting rights	% w.r.t total share capital of TC	No. of shares /voting rights	% w.r.t total share capital of TC
	a	Acquirer(s) and PACs (other than sellers)(*)	As per Annexure - C			
	b	Seller (s)				

**Note:**

- (\*) Shareholding of each entity may be shown separately and then collectively in a group.
- The above disclosure shall be signed by the acquirer mentioning date & place. In case, there is more than one acquirer, the report shall be signed either by all the persons or by a person duly authorized to do so on behalf of all the acquirers.

*Mohib N. Khericha*

**Mohib N Khericha**  
(For self and Mrs. Sofia M Khericha)

Date: March 20, 2017

Place: Ahmedabad