

March 30, 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: Report in terms of regulation 10(6) of SEBI (SAST) Regulations, 2011 for transaction in the Equity Shares of TD Power Systems Limited [Company Code No. 533553 (BSE) / TDPOWERSYS (NSE)].**

With reference to above and in continuation of our disclosure dated March 20, 2017, made under regulation 10(5) of SEBI (SAST) Regulations, 2011, we would like to submit herewith report under regulation 10(6) of SEBI (SAST) Regulations, 2011 in the prescribed format. The said report is being submitted for inter se transfer of Shares on March 27, 2017 amongst qualifying promoters in terms of regulation 10(1)(a)(i) of SEBI (SAST) Regulations, 2011 (i.e. transfer of 20,84,100 Equity Shares representing 6.27% of the paid up capital of the Company to Mohib N Khericha from Mrs. Sofia M Khericha, both of which are part of the promoter group of TD Power Systems Limited).

Kindly take the same on your record.

Thanking You,

Yours Sincerely,

*Mohib N. Khericha*

**Mohib N Khericha**

(For self and Mrs. Sofia M Khericha)

**Format for Disclosure under Regulation 10(6) – Report to Stock Exchange in respect of any acquisition made in reliance upon exemption provided for in Regulation 10 of SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011**

|    |                                                                                                                                                                                                                                                                |                                                                                                                                                              |                                                                  |
|----|----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------------------------------------------------|------------------------------------------------------------------|
| 1. | Name of the Target Company (TC)                                                                                                                                                                                                                                | TD Power Systems Limited                                                                                                                                     |                                                                  |
| 2. | Name of the acquirer(s) <sup>@</sup>                                                                                                                                                                                                                           | 1. Mr. Mohib N Khericha<br>2. Mrs. Sofia M Khericha                                                                                                          |                                                                  |
| 3. | Name of the Stock exchange where shares of the TC are listed                                                                                                                                                                                                   | BSE Limited,<br>National Stock Exchange of India Ltd                                                                                                         |                                                                  |
| 4. | Details of the transaction including rationale, if any, for the transfer / acquisition of shares.                                                                                                                                                              | Restructuring of promoter holding by inter se transfer amongst promoter group by way of purchase and sale on the block sale window of BSE Ltd                |                                                                  |
| 5. | Relevant regulation under which the acquirer is exempted from making open offer.                                                                                                                                                                               | 10(1) (a) (i)                                                                                                                                                |                                                                  |
| 6. | Whether disclosure of proposed acquisition was required to be made under regulation 10(5) and if so,<br>- whether disclosure was made and whether it was made within the timeline specified under the regulations<br>- date of filing with the stock exchange. | Yes<br><br>The disclosure was made within the timeline specified under the regulations<br><br>20.03.2017 on BSE Ltd and National Stock Exchange of India Ltd |                                                                  |
| 7. | Details of acquisition                                                                                                                                                                                                                                         | Disclosures required to be made under regulation 10(5)                                                                                                       | Whether the disclosures under regulation 10(5) are actually made |
|    | a. Name of the transferor / seller :<br>Mrs. Sofia M. Khericha<br>Mr. Mohib N. Khericha                                                                                                                                                                        | Yes<br>Yes                                                                                                                                                   | Yes<br>Yes                                                       |
|    | b. Date of acquisition                                                                                                                                                                                                                                         | On or after 27.03.2017                                                                                                                                       | 27.03.2017                                                       |
|    | c. Number of shares / voting rights in respect of the acquisitions from each person mentioned in 7(a) above<br>Mrs. Sofia M. Khericha (as a seller)<br>Mr. Mohib N. Khericha (as a seller)                                                                     | 2084100<br>1646860                                                                                                                                           | 2084100<br>-                                                     |
|    | d. Total shares proposed to be acquired / actually acquired as a % of diluted share capital of TC<br>Mr. Mohib N. Khericha (as an acquirer)<br>Mrs. Sofia M. Khericha (as an acquirer)                                                                         | 6.27<br>4.95                                                                                                                                                 | 6.27<br>-                                                        |
|    | e. Price at which shares are proposed to be acquired / actually                                                                                                                                                                                                | At the prevailing market price on the                                                                                                                        | 189.00                                                           |

*Mohib N. Khericha*

|    |                      |                                |                                                                                                                                            |                                            |                                                                        |
|----|----------------------|--------------------------------|--------------------------------------------------------------------------------------------------------------------------------------------|--------------------------------------------|------------------------------------------------------------------------|
|    |                      | acquired                       | date of transaction<br>subject to proviso of<br>Regulation 10 (1) (a)<br>and subject to rules<br>relating to block deals,<br>if applicable |                                            |                                                                        |
| 8. | Shareholding details |                                | Pre-Transaction                                                                                                                            |                                            | Post –Transaction                                                      |
|    |                      |                                | No. of<br>shares<br>held                                                                                                                   | % w.r.t<br>total share<br>capital of<br>TC | No. of<br>shares held<br>% w.r.t<br>total<br>share<br>capital of<br>TC |
|    | a                    | Each Acquirer / Transferee (*) |                                                                                                                                            |                                            |                                                                        |
|    |                      | Mr. Mohib N. Khericha          | 1646860                                                                                                                                    | 4.95                                       | 3730960 11.23                                                          |
|    | b                    | Each Seller / Transferor       |                                                                                                                                            |                                            |                                                                        |
|    |                      | Mrs. Sofia M. Khericha         | 2284100                                                                                                                                    | 6.87                                       | 200000 0.60                                                            |

@ Doesn't include PACs.

**Note :**

- (\*) Shareholding of each entity shall 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 30, 2017  
Place: Ahmedabad