



# INDIA POWER CORPORATION LIMITED

CIN: L40105WB1919PLC003263

[Formerly DPSC Limited]

Registered Office: Plot X1 – 2 & 3, Block EP, Sector V, Salt Lake City, Kolkata – 700 091

Tel.: + 91 33 6609 4300/08/09/10, Fax: + 91 33 2357 2452

E-mail: corporate@indiapower.com

Website: www.indiapower.com

## NOTICE OF 96TH ANNUAL GENERAL MEETING

**NOTICE** is hereby given that the **Ninety Sixth Annual General Meeting** of the Members of India Power Corporation Limited (formerly DPSC Limited) will be held at its Registered Office at **Plot X1 - 2 & 3, Block EP, Sector V, Salt Lake City, Kolkata – 700 091** on **Saturday, the 10th Day of September, 2016** at **11:30 a.m.** to transact the following business:

### ORDINARY BUSINESS

1. To receive, consider and adopt the Audited Financial Statements (including Audited Consolidated Financial Statements) of the Company for the financial year ended 31st March, 2016, including the Balance Sheet as at 31st March, 2016, the Statement of Profit and Loss and the Cash Flow Statement for the financial year ended on that date and the Reports of the Board of Directors and the Auditors thereon.
2. To declare a dividend for the financial year ended 31st March, 2016 on the Equity Shares of the Company.
3. To appoint a Director in place of Shri Hemant Kanoria (holding DIN 00193015), who retires by rotation and being eligible, offers himself for re-appointment.
4. To consider and, if thought fit, to pass the following resolution as an **Ordinary Resolution**:

**“RESOLVED THAT** pursuant to the provisions of Sections 139, 141, 142 and other applicable provisions, if any, of the Companies Act, 2013 and the Rules framed thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force), the Company hereby ratifies the appointment of M/s. Lodha & Co., Chartered Accountants, having ICAI Registration No. 301051E, as the Statutory Auditors of the Company, to hold office from the conclusion of this Annual General Meeting (AGM) till the conclusion of the Ninety

Seventh AGM of the Company, on such remunerations as may be mutually agreed upon between the Board of Directors of the Company and the Auditors, plus service tax, as applicable and reimbursement of out-of-pocket expenses.”

### SPECIAL BUSINESS

5. To consider and, if thought fit, to pass with or without modification, the following resolution as a **Special Resolution**:

**“RESOLVED THAT** in supersession of the Resolution passed by the Members of the Company at the Annual General Meeting held on 13th September, 2014 and pursuant to the provisions of Section 180(1)(a) and any other applicable provisions, if any, of the Companies Act, 2013 read with the Rules framed thereunder (including any statutory modification(s) or re-enactment thereof, for the time being in force) and the Articles of Association of the Company, the consent of the members of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as “the Board” which term shall be deemed to include any Committee thereof) to create mortgage/hypothecation and/or charge in addition to the existing mortgages/hypothecations and/or charges created/to be created by the Company in such form and manner and with such ranking and on such terms as the Board may in its absolute discretion think fit, on all or any of the movable and/or immovable properties, both

present and future or substantially the whole of the undertaking(s) or the undertaking(s) of the Company for securing any loan / credit facility obtained or as may be obtained by the Company and / or the Company's Subsidiary(ies) / Associate(s), both present and future, from any Lender, Financial Institution or Person(s) from time to time together with interest, costs, charges, expenses and any other money payable and that any mortgages/hypothecations and/or charges created/to be created on the movable and/or immovable properties of the Company in respect of the earlier resolution passed under the aforesaid Section be and is hereby approved;

**RESOLVED FURTHER THAT** for the purpose of giving effect to this resolution, the Board be and is hereby authorised to finalise, settle, execute and amend such documents / deeds / writings / papers / agreements as may be required and to do all such acts, deeds, matters and things, as it may in its absolute discretion deem necessary, proper or desirable and to settle any question, difficulty or doubt that may arise in this regard and also to delegate to the extent permitted by law, all or any of the powers herein conferred to any Director(s) or any Key Managerial Personnel or any other Officer(s) of the Company."

6. To consider and, if thought fit, to pass with or without modification, the following resolution as a **Special Resolution**:

**"RESOLVED THAT** pursuant to the provisions of Section 186 and any other applicable provisions, if any, of the Companies Act, 2013 read with the Rules framed thereunder (including any statutory modification(s) or re-enactment thereof, for the time being in force) and provisions of the Articles of Association of the Company and subject to such approvals, consents, sanctions and permissions of the appropriate authorities, as may be necessary, consent of the Members of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as "the Board" which term shall be deemed to include any Committee thereof) to acquire by way of subscription, purchase, or otherwise, the securities of any body corporate, whether in India or outside, which may or may not be subsidiary(ies) and/or associate(s) of the Company, notwithstanding that the aggregate of the securities so far acquired or to be acquired in all bodies corporate (excluding the wholly-owned subsidiary(ies)) from time to time and/or in one or more tranches may exceed

the limits prescribed under the said Section, provided however that the investment(s) made shall not exceed at any time a sum of Rs. 3000 Crores (Rupees Three Thousand Crores Only);

**RESOLVED FURTHER THAT** the Board of the Company be and is hereby authorised to agree, make, accept and finalise all such term(s), condition(s), modification(s) and alteration(s) as it may deem beneficial and in the interest of the Company, including the power to transfer / dispose of the investments so made, from time to time and to do all such acts, deeds, matters and things and give such directions as it may in its absolute discretion deem necessary, proper or desirable and to settle any question, difficulty or doubt that may arise in this regard and also to delegate to the extent permitted by law, all or any of the powers herein conferred to any Director(s) or any Key Managerial Personnel or any other Officer(s) of the Company."

7. To consider and, if thought fit, to pass with or without modification, the following resolution as a **Special Resolution**:

**"RESOLVED THAT** in partial modification of the Special Resolution passed by the Members of the Company at the Annual General Meeting held on 11th September, 2015 and pursuant to the provisions of Sections 196, 197 and any other applicable provisions of the Companies Act, 2013 ("the Act") read with Schedule V of the Act and the Rules framed thereunder (including any statutory modification(s) or re-enactment thereof, for the time being in force) and provisions of the Articles of Association of the Company, the consent of the Members of the Company be and is hereby accorded for revision in remuneration payable to Shri Asok Kumar Goswami, Whole-time Director of the Company, with effect from 1st June, 2016 (as set out in the explanatory statement annexed to the notice) with authority to the Board of Directors of the Company (hereinafter referred to as "the Board" which term shall be deemed to include any Committee thereof) to decide and vary the terms and conditions including remuneration from time to time payable to Shri Asok Kumar Goswami as it may deem fit, subject to the overall limits specified under the Act;

**RESOLVED FURTHER THAT** save as aforesaid, all other terms and conditions of appointment of Shri Asok Kumar Goswami, as approved by the shareholders at the Annual General Meeting held on 11th September, 2015, shall remain unchanged;

**RESOLVED FURTHER THAT** the Board of the Company be and is hereby authorised to do all such acts, deeds, matters and things and give such directions as it may in its absolute discretion deem necessary, proper or desirable and to settle any question, difficulty or doubt that may arise in this regard and also to delegate to the extent permitted by law, all or any of the powers herein conferred to any Director(s) or any Key Managerial Personnel or any other Officer(s) of the Company.”

8. To consider and, if thought fit, to pass with or without modification, the following resolution as an **Ordinary Resolution**:

“**RESOLVED THAT** pursuant to the provisions of Section 188 and any other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Meetings of Board and its Powers) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and Regulation 23 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and in accordance with the Related Party Transaction Policy of the Company and subject to such approvals, consents, sanctions and permissions as may be necessary, consent of the Members of the Company be and is hereby accorded to one or more contracts / arrangements / transactions / agreements entered into or to be entered into from time to time, involving making investment and/or providing any security(ies) / guarantee(s) in connection with loan(s) and/or any form of debt and/or any sale/purchase/service contract(s)/transaction(s) and/or any transaction that may be decided by the Board from time to time or a combination thereof, with India Power Corporation (Haldia) Limited (IPCHL), being a related party, as defined under the relevant provisions of Companies Act, 2013 and / or SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, in any financial year on such terms and conditions as may be mutually agreed upon between the Company and IPCHL, for an aggregate amount exceeding the threshold limit of 10 (ten) per cent of annual consolidated turnover of the Company, however not exceeding a limit of Rs. 500 Crores (Rupees Five Hundred Crores only) during a financial year for the total value of all such transactions with IPCHL;

**RESOLVED FURTHER THAT** for the purpose of giving effect to this resolution, the Board of Directors (including its Committee thereof) be and is hereby authorised to finalise, settle, execute and amend such documents / deeds / writings / papers / agreements as may be required

and to do all such acts, deeds, matters and things, as it may in its absolute discretion deem necessary, proper or desirable and to settle any question, difficulty or doubt that may arise in this regard and also to delegate to the extent permitted by law, all or any of the powers herein conferred to any of Director(s) or any Key Managerial Personnel or any other Officer(s) of the Company.”

9. To consider and, if thought fit, to pass with or without modification, the following resolution as a **Special Resolution**:

“**RESOLVED THAT** pursuant to the provisions of Sections 42, 71 and other all applicable provisions, if any, of the Companies Act, 2013 (“the Act”) read with the Companies (Prospectus and Allotment of Securities) Rules, 2014, the Companies (Share Capital and Debentures) Rules, 2014 framed thereunder and all other applicable rules, if any, and other applicable Guidelines and Regulations issued by the Securities and Exchange Board of India or any other applicable law for the time being in force (including any statutory modification(s) or re-enactment thereof for the time being in force) and subject to the provisions of the Articles of Association of the Company and such other approvals as may be required from regulatory authorities from time to time, approval of the Members be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as “the Board” which term shall be deemed to include any Committee thereof) to offer, issue and allot, secured and / or unsecured, listed and / or unlisted Non-Convertible Debentures (“NCDs”) and / or other debt securities, including Bonds, Commercial Paper (“CP”), etc., on private placement basis, in one or more series/tranches, aggregating upto Rs. 500 Crores (Rupees Five Hundred Crores Only), whether rupee denominated or denominated in foreign currency, during the period of 1 (one) year from the date of this Annual General Meeting on such terms and conditions and at such times and at par or at such premium, as the Board may, from time to time determine and consider proper and most beneficial to the Company including as to when the said NCDs and / or CP and / or other debt securities be issued, the consideration for the issue, utilisation of the issue proceeds and all matters connected with or incidental thereto;

**RESOLVED FURTHER THAT** for the purpose of giving effect to this resolution, the Board be and is hereby authorised to do all such acts, deeds, matters and things, and execute all such deeds, documents, instruments and writings, and take all such steps as it may in its

sole and absolute discretion deem necessary including for the purpose of determining terms of issue of NCDs and / or CP and / or other debt securities and to settle all questions, difficulties and doubts that may arise in relation thereto and to delegate to the extent permitted by law, all or any of the powers herein conferred to any Director(s) or any Key Managerial Personnel or any other Officer(s) of the Company.”

10. To consider and, if thought fit, to pass with or without modification, the following resolution as an **Ordinary Resolution**:

“**RESOLVED THAT** pursuant to Section 148 and other applicable provisions, if any, of the Companies Act, 2013 and the Rules made thereunder, (including any statutory modification(s) or re-enactment thereof for the time being in force), the Company hereby ratifies the

remuneration of Rs. 90,000/- (Rupees Ninety Thousand Only) plus service tax and actual out-of-pocket expenses payable to M/s. Mani & Co., Cost Accountants, having Firm Registration No. 000004, who are appointed as Cost Auditors to conduct the audit of cost records maintained by the Company for the Financial Year 2016-17;

**RESOLVED FURTHER THAT** the Board of the Company be and is hereby authorised to do all such acts, deeds, matters and things and give such directions as it may in its absolute discretion deem necessary, proper or desirable and to settle any question, difficulty or doubt that may arise in this regard and also to delegate to the extent permitted by law, all or any of the powers herein conferred to any Committee of Directors or any Director(s) or any Key Managerial Personnel or any other Officer(s) of the Company.”

**Registered Office:**

Plot X1- 2 & 3, Block – EP, Sector – V,  
Salt Lake City, Kolkata –700 091

Place: Kolkata

Date:5th August, 2016

**By Order of the Board**  
**For India Power Corporation Limited**

**Prashant Kapoor**  
**Company Secretary & Compliance Officer**

**NOTES:**

1. **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE ANNUAL GENERAL MEETING ('THE MEETING') IS ENTITLED TO APPOINT A PROXY, TO ATTEND AND VOTE ON A POLL INSTEAD OF HIMSELF/HERSELF AND SUCH PROXY NEED NOT BE A MEMBER OF THE COMPANY.**

A person can act as Proxy on behalf of members not exceeding fifty (50) and holding in the aggregate not more than ten (10) percent of the total share capital of the Company carrying voting rights. However, a Member holding more than ten (10) per cent of the total share capital of the Company carrying voting rights may appoint a single person as Proxy for his entire shareholding and such person shall not act as Proxy for any other Member.

2. The instrument appointing the proxy, in order to be valid, should be deposited at the Registered Office of the Company, duly filed, stamped and signed, not less than forty-eight hours before the commencement of the meeting. Further, proxies submitted on behalf of the companies, societies etc. must be supported by an appropriate resolution/

authority, as applicable. The Proxy – holder should prove his identity at the time of attending the meeting. The Proxy Form is attached to the notice convening the meeting.

3. Every member entitled to vote at the meeting shall be entitled during the period beginning twenty-four hours before the time fixed for the commencement of the meeting and ending with the conclusion of the meeting, to inspect the proxies lodged, at any time during business hours (i.e. 9:30 a.m. to 6:30 p.m.) on any working day (excluding Saturday), provided that not less than three days notice in writing of the intention to inspect is given by the member to the Company.
4. The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013, setting out the material facts concerning each item of Special Business to be transacted at the meeting is annexed to this Notice. The relevant details of the Directors seeking re-appointment as required under Regulation 36(3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI (LODR) Regulations”) and the Secretarial Standard – 2 on General Meeting is also annexed.

5. **Pursuant to the Provisions of Section 91 of the Companies Act, 2013 and Regulation 42 of the SEBI (LODR) Regulations the Register of Members and Share Transfer Books of the Company will remain closed from 5th September, 2016 to 10th September, 2016 (both days inclusive) for the purpose of declaration of Dividend.**
6. Members are informed that pursuant to the Circular issued by Depositories & Custodian Division, SEBI for appointment of common agency for share registry work, the Company has appointed M/s. C B Management Services (P) Ltd., as Registrar and Share Transfer Agent (RTA) of P – 22, Bondel Road, Kolkata – 700 019 for both Physical and Demat modes of equity shares of the Company.
7. Dividend for the financial year ended 31st March, 2016 on the equity shares of the Company as recommended by the Board of Directors, if approved at the meeting, shall be paid within a period of 30 days from the date of declaration, to those members whose names shall appear on the Company's Register of Members as on 3rd September, 2016 and to those whose names are furnished by the Depositories as Beneficial Owners as on that date.
8. Members holding shares in electronic form may note that the bank particulars registered against their respective depository accounts will be used by the Company for payment of dividend.
9. Members holding shares in physical mode are requested to notify change in their address, bank mandates, etc. if any, to the Company or its RTA and Members holding shares in demat mode are requested to notify change of address, bank mandates, etc. to their respective Depository Participants (DP). Any such changes effected by the DPs will automatically reflect in the Company's subsequent records.
10. Members who have not yet encashed their dividend warrants for the financial year ended 31st March, 2009 or any subsequent financial years are requested to make their claim to the RTA of the Company. Members are requested to note that dividends not encashed or claimed within 7 (Seven) years from the date of transfer to the Company's Unpaid Dividend Account, will be transferred to the fund established by the Central Government, namely the Investor Education and Protection Fund (IEPF). Further, once the unclaimed dividend is transferred to IEPF, no further claim shall be entertained by the Company in respect thereof. Details of dividend remaining unclaimed by the members for the past years which have not yet been transferred to IEPF are readily available for view by the members on the Company's Website i.e. [www.indiapower.com](http://www.indiapower.com).
11. Electronic copy of the Annual Report for the Financial Year 2015 – 16 and the Notice convening the 96th Annual General Meeting inter alia indicating the process and manner of e-voting along with Attendance Slip and Proxy Form is being sent to all the members whose email IDs are registered with the Company's RTA /DP(s) for communication purposes. However, members who have not registered their email IDs, shall be furnished with physical copies of the aforesaid Documents in the permitted mode. These documents have also been uploaded on the website of the Company.  
  
Members who have not registered their e-mail addresses so far, are requested to register their e-mail addresses for receiving all communications including Annual Report, Notices etc. from the Company electronically.
12. In accordance with the provisions of Section 136 of the Companies Act, 2013, the Company will provide a copy of separate audited financial statements in respect of its subsidiary(ies), to any member of the Company on making requisition to the Company Secretary or at the email: [corporate@indiapower.com](mailto:corporate@indiapower.com).  
  
A Statement containing the salient features of the financial statements of subsidiary companies forms part of the Annual Report of the Company. The audited financial statements of the Subsidiaries will also be available for inspection at the Registered Office of the Company and the concerned subsidiary companies during business hours (i.e. 9:30 a.m. to 6:30 p.m.) on any working day (excluding Saturday), upto the date of the meeting. Further, these documents would also be available on the website of the Company.
13. Members, who are still holding shares in physical form are requested to take immediate action to demat their shares to avail easy liquidity.
14. Members who hold shares in physical form in multiple folios in identical names or joint holding in the same order of names are requested to write to the Company's RTA, enclosing their share certificates to enable the Company to consolidate their holdings into a single folio.

15. Members holding shares in single name and physical form are advised to make nomination in respect of their shareholding in the Company.
16. Non-Resident Indian Members are requested to inform RTA, immediately of:
  - i. Change in their residential status on return to India for permanent settlement.
  - ii. Particulars of their bank account maintained in India with complete name, branch, account type, account number and address of the bank with PIN code, if not furnished earlier.
17. Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit their PAN to their respective DP. Members holding shares in physical form can submit their PAN to the Company/RTA.
18. All the documents referred to in the accompanying Notice and accompanying Explanatory Statement shall be open for inspection, during business hours (i.e. 9:30 a.m. to 6:30 p.m.) on any working day (excluding Saturday), at the Registered Office of the Company upto the date of the meeting.
19. Members, Proxies or Authorised Representatives are requested to kindly bring their copy of the Annual Report and Attendance Slip at the meeting. Members are requested to mention the details of their Client ID and DP ID/Folio No. in the Attendance Slip and in all other correspondence with the Company. Members, Proxies or Authorised Representatives need to furnish a valid Identity Proof for attendance at the meeting.
20. Members desirous of obtaining any relevant information as regards the accounts of the Company are requested to write to the Company at least 7 (seven) days prior to the date of the meeting so as to enable the Company to keep the information ready.
21. **A route map showing directions to reach the venue along with the prominent landmark for easy location is enclosed with this notice.**
22. **Information and other instructions relating to e-voting are as under:**
  - a. In compliance with the provisions of Section 108 of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and Regulation 44 of the SEBI (LODR) Regulations, the members are provided with the facility to cast their vote electronically (remote e-voting), in respect of the business to be transacted at the meeting. The Company has engaged the services of National Securities Depository Limited (NSDL) to provide e-voting facility.
  - b. The voting rights of the members shall be in proportion of the paid - up equity share capital of the Company as on the cut-off date i.e. 3rd September, 2016. A person whose name is recorded in the Register of Members or in the Register of Beneficial Owners maintained by the depositories as on the cut - off date only shall be entitled to avail the facility of remote e-voting as well as voting at the meeting. A person who is not a member as on the cut-off date should treat this notice for information purpose only.
  - c. Facility of voting through Ballot Paper shall be made available at the meeting and the members attending the meeting who have not already cast their vote by remote e-voting shall be able to exercise their right at the meeting.
  - d. Members who have cast their vote by remote e-voting prior to the meeting may also attend the meeting but shall not be entitled to cast their vote again.
  - e. The Board of Directors of the Company has appointed Shri Mohan Ram Goenka, Partner of M/s. MR & Associates, Company Secretaries (holding CP No. 2551) as the Scrutinizer to scrutinize the voting process (both remote e-voting and voting at the meeting) in a fair and transparent manner.
  - f. The remote e-voting facility will commence on Wednesday, 7th September, 2016 (10:00 a.m.) and end on Friday, 9th September, 2016 (5:00 p.m.). The e-voting facility shall be blocked at the end

of the remote e-voting period. Once the vote on a resolution is cast by the member, the member shall not be allowed to change it subsequently or cast the vote again.

- g. Members desiring to vote through remote e-voting may refer to the following process for remote e-voting:

**A. In case a member receives an email from NSDL [for members whose email IDs are registered with the Company/RTA/Depository Participants(s)] :**

- (i) Open email and open PDF file viz; **"India Power remote e-voting.pdf"** with your Client ID or Folio No. as password. The said PDF file contains your user ID and password/PIN for remote e-voting. Please note that the password is an initial password.
- (ii) Launch internet browser by typing the following URL: **<https://www.evoting.nsd.com/>**
- (iii) Click on **Shareholder - Login**
- (iv) Put User ID and password as initial password/PIN noted in step (i) above. Click **Login**.
- (v) Password change menu appears. Change the password/PIN with new password of your choice with minimum 8 digits/characters or combination thereof. Note new password. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (vi) Home page of e-voting opens. Click on e-voting: **Active Voting Cycles**.
- (vii) Select **"EVEN"** of **"India Power Corporation Limited"**.
- (viii) Now you are ready for remote e-voting as Cast Vote page opens.
- (ix) Cast your vote by selecting appropriate option and click on **"Submit"** and also **"Confirm"** when prompted.
- (x) Once you have voted on the resolution, you will not be allowed to modify your vote.

- (xi) Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorised signatory(ies) who are authorised to vote, to the Scrutinizer through e-mail to [goenkamohan@gmail.com](mailto:goenkamohan@gmail.com) with a copy marked to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in)

**B. In case a member receives physical copy of the Notice of meeting [for members whose email IDs are not registered or for members requesting physical copy]:**

- (i) Initial password is provided as below/at the bottom of the Attendance Slip for the meeting:

|                                 |         |              |
|---------------------------------|---------|--------------|
| EVEN<br>(E-Voting Event Number) | User ID | PASSWORD/PIN |
| Refer Attendance Slip           |         |              |

- (ii) Please follow all steps from Sl. No. A(ii) to Sl. No. A(xi) above, to cast vote.

- h. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and remote e-voting user manual for Shareholders available under the Downloads section of NSDL e-voting website [www.evoting.nsd.com](http://www.evoting.nsd.com) or call on toll free no.: 1800-222-990 or contact Mr. Pradeep Kumar Singh, Deputy Manager (Secretarial), India Power Corporation Limited, Plot X1 - 2 & 3, Block EP, Sector V, Salt Lake City, Kolkata 700 091, Telephone (033) 6609 4308/09/10, e-mail:[pradeep.singh@indiapower.com](mailto:pradeep.singh@indiapower.com).
- i. If you are already registered with NSDL for e-voting then you can use your existing user ID and password/PIN for casting your vote.
- j. Any person, who acquires shares of the Company and becomes a member of the Company after dispatch of the Notice and holding shares as of the cut-off date i.e. 3rd September, 2016 may obtain the User ID and password by sending a request at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) or Company at [corporate@indiapower.com](mailto:corporate@indiapower.com) or RTA at [rta@cbmsl.com](mailto:rta@cbmsl.com). However, if you are already registered with NSDL for e-voting then you can use your existing User ID and password for casting your vote. If you

forgot your password, you can reset your password by using "Forgot User Details/Password" option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com) or contact NSDL on toll free no.: 1800-222-990.

- k. The Chairman shall, at the meeting, at the end of discussion on the resolutions on which voting is to be held, allow voting with the assistance of Scrutinizer, by use of "Ballot Paper" for all those members who are present at the meeting but have not cast their votes by availing the remote e-voting facility.
- l. The Scrutinizer shall after the conclusion of voting at the meeting, will first count the votes cast at the meeting and thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses, not

in the employment of the Company and shall make, not later than two days of the conclusion of the Meeting, a consolidated scrutinizer's report of the total votes cast in favour or against, if any, to the Chairman or a Director authorised by him in writing, who shall countersign the same and declare the result of the voting forthwith.

- m. The Results declared alongwith the report of the Scrutinizer shall be placed on the website of the Company [www.indiapower.com](http://www.indiapower.com) and on the website of NSDL, i.e. [www.evoting.nsdl.com](http://www.evoting.nsdl.com) immediately after the declaration of result by the Chairman or a Director authorised by him in writing. Such results shall also be immediately forwarded to the Stock Exchanges where the Company's shares are listed.

**Registered Office:**

Plot X1- 2 & 3, Block – EP, Sector – V,  
Salt Lake City, Kolkata –700 091

Place: Kolkata

Date:5th August, 2016

**By Order of the Board**  
**For India Power Corporation Limited**

**Prashant Kapoor**  
**Company Secretary & Compliance Officer**

**EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013**

**Item No. 5**

Interms of the provisions of Section 180(1)(a) of the Companies Act, 2013 read with the Rules, if any, made there under ("the Act"), no Company shall sell, lease or otherwise dispose of the whole or substantially the whole of the undertaking of the Company unless approval by means of a Special Resolution is obtained from the members of the Company.

The Members of the Company at their Annual General Meeting held on 13th September, 2014 had, inter alia, authorised the Board for creating mortgage/hypothecation and/or charge on all or any of the movable and/or immovable properties, both present and future or substantially the whole of the undertaking(s) or the undertaking(s) of the Company.

In connection with the loan/credit facility availed or to be availed by the Company from any lender, financial institution or person or persons, the Company might be required to secure such loan / credit facility by creating mortgage/hypothecation and/or charge on all or any of the movable and/or immovable properties, both present and future or substantially the

whole of the undertaking(s) or the undertaking(s) of the Company. Further the Company might also be required to create mortgage/hypothecation and/or charge on all or any of the movable and/or immovable properties, both present and future or substantially the whole of the undertaking(s) or the undertaking(s) of the Company for securing any loan/ credit facility availed or to be availed by the Company's Subsidiary(ies) / Associate(s) from any lender, financial institution or person or persons, to support their growth.

Accordingly, the approval of the members of the Company by way of Special Resolution is sought to authorise the Board of Directors for creating mortgage/hypothecation and/or charge on all or any of the movable and/or immovable properties, both present and future or substantially the whole of the undertaking(s) or the undertaking(s) of the Company.

The Directors, therefore, recommend the Resolution to be passed as a Special Resolution by the members.

None of the Directors or Key Managerial Personnel (KMPs) of the Company either directly or through their relatives are, in any way, concerned or interested, whether financially or otherwise, in the proposed Resolution.



**Item No. 6**

In terms of the provisions of Section 186 of the Companies Act, 2013 read with Rule 13 of the Companies (Meetings of Board and its Powers) Rules, 2014, no Company shall directly or indirectly give any loan to any person or other body corporate, give any guarantee or provide security in connection with a loan to any other body corporate or person, and acquire by way of subscription, purchase or otherwise, the securities of any other body corporate exceeding 60% (sixty per cent) of its paid-up share capital, free reserves and securities premium account or 100% (one hundred per cent) of its free reserves and securities premium account, whichever is more, unless prior approval by means of a Special Resolution is obtained from the members of the Company.

The Company being engaged in the business of providing infrastructural facilities (as defined in Schedule VI to the Companies Act, 2013) the loans made, guarantees given or security provided by it are exempt from the provisions of Section 186 of the Act. However, as per the Section 186 of the Act, the Company is required to obtain the prior approval of the members by way of a Special Resolution for acquisition by way of subscription, purchase or otherwise, the securities of any other body corporate (excluding the wholly-owned subsidiary(ies) in excess of the aforesaid limits).

Based on the Audited Financial Statements for the financial year ended 31st March, 2016, 60% of the paid - up share capital plus free reserves including securities premium is approximately Rs. 575 Crore and 100% of free reserves including securities premium is approximately Rs. 860 Crore. As such, any investments in securities in excess of Rs. 860 Crore would require approval by way of a Special Resolution of the Members in general meeting.

As on 31st March 2016, the Company had investment in securities amounting to Rs. 604 Crore approximately.

The Company has growth plans in the fields of generation in thermal, renewable; transmission for inter-connecting Company's own Generation and/or Distribution assets; electricity distribution, value-add business of solar modules and cells; EPC and O&M business; fuel securitisation and intends to pursue Greenfield and operating assets.

The Company, therefore, proposes limit for additional equity and equivalent investment in instruments of upto Rs. 3,000 Crores (Rupees Three Thousand Crores Only) for new projects/assets.

Accordingly, the approval of the members is being sought by way of a Special Resolution under Section 186 of the Act, within the limit as set out in the resolution, in excess of and in addition to the investments already made by the Company as on 31st March, 2016.

The Directors, therefore, recommend the Resolution to be passed as a Special Resolution by the members.

None of the Directors or Key Managerial Personnel (KMPs) of the Company either directly or through their relatives are, in any way, concerned or interested, whether financially or otherwise, in the proposed Resolution.

**Item No. 7**

Shri Asok Kumar Goswami was appointed as an Additional Director w.e.f. 15th September, 2014 by the Board of Directors, based on the recommendations of the Nomination and Remuneration Committee. The Members at the Annual General Meeting held on 11th September, 2015 had approved the appointment of Shri Asok Kumar Goswami as the Whole-time Director of the Company for a period of 5 (five) years with effect from 15th September, 2014. The terms and conditions of his appointment including remuneration were also approved by the Members.

Shri Asok Kumar Goswami, aged 69 years, a District, State and National Scholar, is an Engineer and MBA. He is member of different societies and a Chartered Engineer and has around 40 years of working experience in India and Abroad. He has worked as Executive Director and Vice President in reputed Indian and Multinational Companies. He has earlier worked as Commissioned Officer in Indian Air Force. He has attended Technical and Management course at Air Force Technical College at Bangalore and Commanders Course at Air Force Administrative College at Coimbatore. He is a recipient of Commendation from Air Officer Commanding in Chief for excellence of service.

Taking into consideration the increasing duties and responsibilities of the Whole-time Director, the Board at their meeting held on 14th May, 2016, based on the recommendation of the Nomination and Remuneration Committee has revised the compensation structure of Shri Asok Kumar Goswami, subject to the approval of the Members.

The revised remuneration [as extracted from the Letter of Appointment (copy of which would be available for inspection without any fee by the members at the Registered office of the Company during business hours (i.e. 9:30 a.m. to 6:30

p.m.) on any working day, excluding Saturday)] with effect from 1st June, 2016 are as specified below:

|  |  |
|--|--|
| Basic  | Rs. 70,000/- per month   |
| HRA  | Rs. 8,000/- per month  |
| Special Allowance  | Rs. 33,902/- per month   |
| Medical Benefits   | Rs. 5,833/- per month  |
| Provident Fund   | As per Rules of the Company                                    |
| Gratuity   | As per Rules of the Company                                    |
| LTA (Payable Annually)                                       | Rs. 70,000/- per annum   |
| Ex-Gratia (Payable Annually)                                 | Rs. 70,000/- per annum   |
| Reimbursement of Entertainment & Business Promotion expenses | Rs. 75,000/- per month against self declaration/ supporting(s) |
| Reimbursement of Vehicle expenses                            | Rs. 43,000/- per month against self declaration/ supporting(s) |

Shri Asok Kumar Goswami, shall be entitled to other benefits and perquisites as per Rules of the Company. Save as aforesaid, all other terms and conditions of the appointment

as approved earlier by the members remains unchanged. The revised remuneration will be subject to the overall limits as provided under Sections 197 and 198 of the Companies Act, 2013 read with Schedule V and other applicable provisions of the Act.

As per the declaration received by the Company, Shri Asok Kumar Goswami, is not disqualified to be appointed as a Director under Section 164 of the Companies Act, 2013. Shri Asok Kumar Goswami, does not hold by himself or for any other person on a beneficial basis, any shares in the Company. The Details of the remuneration last drawn by Shri Asok Kumar Goswami, have been disclosed in the annexure to the Directors' Report. He has no inter-se relationship with Directors and other Key Managerial Personnel of the Company. The directorships held by Shri Asok Kumar Goswami are within the limits prescribed under the Companies Act, 2013 and Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

Details of other Directorships and Committee positions held in such other Companies by Shri Asok Kumar Goswami are given below:

| Name of the other companies in which he is Director (excluding Directorships in foreign companies and Section 8 Companies) | Details of Committee positions held |          |
|--|-------------------------------------|----------|
|  | Committee*                          | Position |
| India Power Corporation (Haldia) Limited   | Audit Committee                     | Member   |
| India Power Corporation (Bodhgaya) Limited   |                                     | NIL      |
| India Power Green Utility Private Limited  |                                     | NIL      |
| Matsya Shipping & Ports Private Limited  |                                     | NIL      |
| IPCL Power Trading Private Limited   |                                     | NIL      |
| India Power Corporation (Bihar) Private Limited  |                                     | NIL      |
| Dhar Cement Limited  |                                     | NIL      |

\*Chairmanship and Membership of the Audit Committee and Stakeholders' Relationship Committee has been considered.

Shri Asok Kumar Goswami is a Member of the Risk Management Committee and Committee of Directors of the Company. He attended all the 5 Board Meetings held during the Financial Year 2015 - 16.

The Board of Directors, therefore, recommend the Resolution to be passed as Special Resolution by the members.

Except Shri Asok Kumar Goswami and his relative, as it relates to his remuneration, none of the other Directors or Key Managerial Personnel (KMPs), of the Company either directly or through their relatives are, in any way, concerned or interested, whether financially or otherwise, in the proposed Resolution.

#### Item No. 8

The provisions of Section 188(1) and any other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Meetings of Board and its Powers) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and Regulation 23 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 [SEBI LODR Regulations] requires a company to obtain prior approval of the Audit Committee for all Related Party Transactions and in case the transactions are material related party transactions (i.e. transactions that exceed 10 % of the Annual Consolidated turnover as per the latest Audited Financial Statements), the approval of shareholders by way of ordinary resolution shall also be

required. Further, as per Regulation 23 of the SEBI LODR Regulations, all existing material related party transactions which are likely to continue beyond 01st December, 2015 (i.e. the date of notification of the Regulation) shall be placed for approval of the Members in the first General Meeting subsequent to 01st December, 2015.

Based on the Audited Financial Statements for the financial year ended 31st March, 2016, the transaction entered into with India Power Corporation (Haldia) Limited (IPCHL), during the financial year 2015-16, are material, exceeding the threshold limit pursuant to Regulation 23 of the SEBI LODR Regulations (the details of the same are provided in the Financial Statements of the Company for the Financial Year 2015-16). However the same being on arms length basis and in ordinary course of business, does not falls under the ambit of Companies Act, 2013.

The transactions entered with IPCHL, during the financial year 2015-16, were placed before the Audit Committee every quarter for their review pursuant to the applicable provisions of the Companies Act, 2013 and / or SEBI LODR Regulations.

The Company proposes to enter into transactions with IPCHL, from time to time, subject to the approval of the Audit Committee and the Board, wherever required, on such terms and conditions as may be mutually agreed upon between the Company and IPCHL within an annual limit and such transactions may qualify as material transactions. The approval of the Members is being sought for one or more existing contracts / arrangements / transactions / agreements entered into by the Company with IPCHL and/or to be entered into from time to time for each of the consecutive financial years beginning 2016-17, within a threshold limit of Rs. 500 Crores (Rupees Five Hundred Crores Only) for each financial year, as a matter of abundant precaution.

The disclosures required to be provided under the provisions of the Companies Act, 2013 read with the Companies (Meeting of Board and its Powers) Rules, 2014 are given herein below for perusal of the members.

**Name of the Related Party and nature of relationship:** India Power Corporation (Haldia) Limited (IPCHL), being the Subsidiary Company as per the Provisions of Section 2(76) of the Companies Act, 2013 and the SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015.

**Name of the Director or Key Managerial Personnel who is related, if any:** Except Shri Asok Kumar Goswami, Shri Jyoti Kumar Poddar and Shri Amit Kiran Deb, being Common Directors, none of the other Directors or Key Managerial Personnel are related except to the extent of their shareholdings, if any, in the subsidiary company.

**Nature of relationship:** Subsidiary Company as per the Provisions of Section 2(87) of the Companies Act, 2013 and Regulation 2(zm) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015.

**Nature, material terms, monetary value and particulars of the contract or arrangement:** The proposed contract(s)/ arrangement(s)/transaction(s) involves making investment and/or providing any security(ies) / guarantee(s) in connection with loan(s) and/or any form of debt and/or any sale/purchase/service contract(s)/transaction(s) and/or any transaction that may be decided by the Board from time to time or a combination thereof as, on such terms and conditions as may be mutually agreed between the Company and IPCHL within the overall limits approved by the members.

**Any other information relevant or important for the members to take a decision on the proposed resolution:** All related party contracts/arrangements/transactions are generally carried out on arms-length basis in the ordinary course of business on terms and conditions as mutually agreed between the Company and IPCHL.

As IPCHL is a material subsidiary of your Company and it is setting up a 450 MW (3 x 150) Thermal Power Plant at Haldia, so for funding its growth, it becomes imperative that the Company, being holding company, should fully support its expansion plan keeping in view the long term growth potential. Moreover, in view of the compliance with Statutory requirements required under Section 188 of the Companies Act, 2013 and SEBI LODR Regulations, approval of the members for entering into material related party transactions by the holding company as described above, is being sought by way of ordinary resolution.

None of the Directors or Key Managerial Personnel and/or their relatives, except Shri Asok Kumar Goswami, Shri Jyoti Kumar Poddar, Shri Amit Kiran Deb, being Common Directors in the Company are deemed to be concerned or interested in the resolution. In compliance with the provisions of the SEBI LODR

Regulations, all the related parties shall abstain from voting on the proposed resolution whether the entity is a related party to the particular transaction or not.

**Item No. 9**

In order to augment resources inter alia, for financing capital expenditure and / or for general corporate purposes, the Company may offer or invite subscription for secured and / or unsecured, listed and / or unlisted Non-Convertible Debentures ("NCDs") and / or other debt securities, including Bonds, Commercial Paper ("CP"), etc., in one or more series / tranches on private placement basis.

Sections 42 and 71 of the Companies Act, 2013 (hereinafter referred to as "the Act"), read with the Companies (Prospectus and Allotment of Securities) Rules, 2014, and all other applicable rules, if any, inter alia, deals with private placement of debt securities by a Company. Rule 14(2) of the said Rules requires that in case of an offer or invitation to subscribe for securities (including non-convertible debentures, etc.) on private placement basis, the Company shall obtain previous approval of its shareholders by means of a special resolution. Also, it further provides that in case of non-convertible debentures, it shall be sufficient if the Company passes the special resolution only once in a year, for all the offers or invitations for such debentures during the year.

The Board of Directors, therefore, recommends the Resolution to be passed as a Special Resolution by the members.

This resolution enables the Board of Directors of the Company / its duly authorised Committee to offer or invite subscription for debt securities, including but not limited to non-convertible debentures, commercial paper, bonds, etc., aggregating upto Rs. 500 Crores (Rupees Five Hundred Crores Only), whether rupee denominated or denominated in foreign currency, in one or more series or tranches, as deemed fit, from

**Registered Office:**

Plot X1- 2 & 3, Block – EP, Sector – V,  
Salt Lake City, Kolkata –700 091

Place: Kolkata

Date: 5th August, 2016

time to time within a period of one year from the date of this Annual General Meeting within the overall borrowing limits of the Company, as approved by the Members from time to time and as per the details specified in the said special resolution. The Board/its duly authorised Committee shall decide, inter alia, other terms and conditions for such fund raising.

None of the Directors, Key Managerial Personnel of the Company and their relatives are, in any way, except to the extent of their respective shareholding in the Company, concerned or interested, financially or otherwise, in the proposed special resolution. The Board recommends the resolution set forth for approval of the Members.

**Item No. 10**

Pursuant to Section 148 of the Act, the Company is required to have the audit of its cost records conducted by a cost accountant in practice. On the recommendation of the Audit Committee of Directors, the Board of Directors has approved the appointment of M/s. Mani & Co., Cost Accountants, having Registration No. 000004 as the Cost Auditors of the Company to conduct audit of cost records maintained by the Company for the Financial Year 2016-17, at a remuneration of Rs. 90,000/- (excluding applicable taxes and reimbursement of out-of pocket expenses, if any).

Accordingly, consent of the members is sought for ratification of the remuneration payable to the Cost Auditors of the Company for the Financial Year 2016-17.

The Board of Directors, therefore, recommends the Resolution to be passed as an Ordinary Resolution by the members.

None of the Directors or Key Managerial Personnel (KMPs) of the Company either directly or through their relatives are, in any way, concerned or interested, whether financially or otherwise, in the proposed Resolution.

**By Order of the Board  
For India Power Corporation Limited**

**Prashant Kapoor  
Company Secretary & Compliance Officer**

**DETAILS OF THE DIRECTOR SEEKING RE-APPOINTMENT AT THE ENSUING ANNUAL GENERAL MEETING**

[In terms of Regulation 36(3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the Secretarial Standard 2 on General Meetings]

|   |   |
|---|---|
| <b>Name of Director</b>   | <b>Shri Hemant Kanoria (DIN: 00193015)</b>  |
| <b>Date of Birth</b>  | 05.08.1962 (54 years)   |
| <b>Date of Appointment</b>  | 29th January, 2010  |
| <b>Qualification</b>  | B. Com (Hons.)  |
| <b>Expertise in specific functional area</b>  | Shri Hemant Kanoria has over 36 years of experience in industry, trade and financial services. He is currently serving as Board Member in the Indian Institute of Information Technology, Guwahati, Neotia University and New Delhi Institute of Management. He has held several prestigious positions like President of Calcutta Chamber of Commerce, Chairman of the FICCI National Committee on Infrastructure and served on the Board of Governors of Indian Institute of Management, Calcutta (IIM-C) besides being a Member of the Regional Direct Taxes Advisory Committee, Government of India. |
| <b>Directorship held in other Public Companies</b>  | 1) SREI Infrastructure Finance Limited<br>2) SREI Equipment Finance Limited   |
| <b>Chairman / Member of the Committees of the Board of Directors of the Company</b>   | Chairman - Shareholders'/Investors' Grievance and Stakeholders' Relationship Committee<br>Chairman - Corporate Social Responsibility Committee<br>Chairman - Committee of Directors<br>Member - Nomination and Remuneration Committee   |
| <b>Chairman/Member of the Committees of the Board of Directors of other Public Companies in which he is a Director</b><br>(Chairmanship and Membership of the Audit Committee and Stakeholders' Relationship Committee has been considered) | Member - Stakeholders' Relationship Committee (SREI Infrastructure Finance Limited)   |
| <b>Shareholding in the Company</b>  | Nil   |
| <b>Inter-se Relation-ships between Director</b>   | Shri Sunil Kanoria (Brother)  |
| <b>No. of Board Meetings attended during the FY 2015-16 (Out of 5 (five) held)</b>  | 5 (five)  |
| <b>Terms and conditions of Appointment or Re-appointment</b>  | Liabie to retirement by rotation  |
| <b>Details of Remuneration sought to be paid and the Remuneration last drawn</b>  | Shri Hemant Kanoria is entitled to receive Commission (not exceeding the limits prescribed under the Companies Act, 2013) as may be approved by the Nomination and Remuneration Committee and / or the Board of Directors of the Company, from time to time and Sitting Fees (paid at the rate of Rs. 25,000/- for attending each meeting of the Board and Rs. 10,000/- for attending each meeting of the Committees thereof).  |

**ROUTE MAP TO THE VENUE OF THE AGM**



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# INDIA POWER CORPORATION LIMITED

CIN: L40105WB1919PLC003263

[Formerly DPSC Limited]

Registered Office: Plot X1 – 2 & 3, Block EP, Sector V, Salt Lake City, Kolkata – 700 091

Tel.: + 91 33 6609 4300/08/09/10, Fax: + 91 33 2357 2452

E-mail: corporate@indiapower.com

Website: www.indiapower.com

## ATTENDANCE SLIP

I/We hereby record my/our presence at the 96th Annual General Meeting of the Company being held on Saturday, 10th September, 2016 at 11:30 a.m. at the Registered Office of the Company: Plot X1-2 & 3, Block – EP, Sector – V, Salt Lake City, Kolkata – 700 091.

Regd. Folio/DP-ID & Client ID

Name and Address of the sole / first named Shareholder

Joint Holder(s)

Details of Shares held

Class of shares

Number of shares

Equity

Name of the Proxy (in BLOCK LETTERS)

Signature of the Shareholder/Proxy present

## ELECTRONIC VOTING

**EVEN**  
**(E-Voting Event Number)**

**USER ID**

**PASSWORD/PIN**

For E-voting Instructions kindly refer to the Notice of the 96th Annual General Meeting





# INDIA POWER CORPORATION LIMITED

CIN: L40105WB1919PLC003263  
Registered Office: Plot No. X 1- 2 & 3, Block-EP, Sector -V,  
Salt Lake City, Kolkata – 700 091

## Form No. MGT- 11 PROXY FORM

[Pursuant to Section 105(6) of the Companies Act, 2013 and rule 19(3) of the Companies  
(Management and Administration) Rules, 2014)

Name of the member(s): .....

Registered address: .....

E-mail Id: .....

Folio No/ Client Id: ..... DP ID: .....

I/ We, being the member (s) holding ..... shares of the above named Company, hereby appoint

1. Name:..... E-mail Id: .....

Address: .....

..... Signature: ..... or failing him

2. Name:..... E-mail Id: .....

Address: .....

..... Signature: ..... or failing him

3. Name:..... E-mail Id: .....

Address: .....

..... Signature: ..... or failing him

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 96th Annual General Meeting of the Company, to be held on Saturday, the 10th day of September, 2016 at 11.30 a.m. at the Registered Office: Plot X1 - 2 & 3, Block- EP, Sector-V, Salt Lake City, Kolkata – 700 091 and at any adjournment thereof in respect of such resolutions as are indicated below:

| Ordinary Business |  | For | Against |
|-------------------|--|-----|---------|
| 1                 | To receive, consider and adopt the Audited Financial Statements (including Audited Consolidated Financial Statements) of the Company for the financial year ended 31st March, 2016, including the Balance Sheet as at 31st March, 2016, the Statement of Profit and Loss and the Cash Flow Statement for the financial year ended on that date and the Reports of the Board of Directors and the Auditors thereon. |     |         |
| 2                 | To declare a dividend for the financial year ended 31st March, 2016 on the Equity Shares of the Company.   |     |         |
| 3                 | To appoint a Director in place of Shri Hemant Kanoria (holding DIN 00193015) who retires by rotation and being eligible, offers himself for re-appointment.  |     |         |
| 4                 | Ratification of the appointment of M/s. Lodha & Co., the Statutory Auditors of the Company and to fix their remuneration.  |     |         |
| Special Business  |  |     |         |
| 5                 | Creation of Charge/Mortgage/Hypothecation in terms of Provisions of Section 180(1)(a) of the Companies Act, 2013.  |     |         |
| 6                 | Approval of investment of the Company in excess of the prescribed limit in terms of the provisions of Section 186 (2) of the Companies Act, 2013   |     |         |
| 7                 | Approval for variation in remuneration of Shri Asok Kumar Goswami [holding DIN 03331661] as a Whole-time Director.   |     |         |
| 8                 | Approval for Related Party Transactions in terms of Provisions of Section 188 of the Companies Act, 2013.  |     |         |
| 9                 | Approval for issue and allotment of secured and / or unsecured, listed and / or unlisted Non-Convertible Debentures ("NCDs") and / or other debt securities, including Bonds, Commercial Paper ("CP"), etc., on private placement basis.   |     |         |
| 10                | Ratification of remuneration payable to the Cost Auditors for financial year 2016-17.  |     |         |

Signed this ..... Day of ..... 2016

Signature of shareholder .....

Signature of proxy holder(s) .....

Affix  
revenue stamp  
of Re. 1/-

**Note:**

- This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Meeting.
- If you wish to vote for a Resolution, place a tick in the corresponding box under the column marked "For". If you wish to vote against a Resolution, place a tick in the corresponding box under the column marked "Against". If no direction is given, your Proxy may vote or abstain as he/she thinks fit.

**If undelivered, please return to:**

India Power Corporation Limited  
Plot no. X1- 2 & 3, Block-EP,  
Sector - V, Salt Lake City,  
Kolkata - 700 091.  
Telephone: +91 33 6609 4300/08/09/10  
Fax: 033 2357 2452