



Ref: Sectl/X/002

28th August, 2018

The Secretary,
National Stock Exchange of India Ltd.,
Exchange Plaza, Plot No. C/1, G Block
Bandra Kurla Complex, Bandra (E),
Mumbai- 400 051.
Scrip Symbol: DPSCLTD

The Vice President
Metropolitan Stock Exchange of India Ltd
4th floor, Vibgyor Towers, Plot No C 62,
G Block, Opp. Trident Hotel, Bandra Kurla
Complex, Bandra (E), Mumbai- 400098.
Scrip Symbol: DPSCLTD

Dear Sir(s),

Sub: Notice of the 98th Annual General Meeting

Pursuant to Regulation 30 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, please find enclosed herewith the Notice convening the 98th Annual General Meeting of the Company scheduled to be held on Saturday, the 22nd day of September, 2018 at the Registered office: Plot X1-2&3, Block-EP, Sector-V, Salt Lake City, Kolkata - 700091 at 11.30 a.m.

This is for your kind information and records.

Yours faithfully
for **India Power Corporation Limited**

(Prashant Kapoor)
Company Secretary & Compliance Officer



Encl: as above

Cc: **National Securities Depository Ltd.,**
Trade World, 4th Floor, Kamala Mills Compound
Senapati Bapat Marg, Lower Parel
Mumbai- 400 013

Central Depository Services (India) Ltd.
Marathon Futurex, A-Wing, 25th floor
NM Joshi Marg, Lower Parel, Mumbai – 400013

India Power Corporation Limited

CIN: L40105WB1919PLC003263

[formerly DPSC Limited]

Registered Office: Plot No. X1- 2&3, Block-EP, Sector -V, Salt Lake City, Kolkata – 700 091

Tel.: + 91 33 6609 4308/09/10, Fax: + 91 33 2357 2452

Central Office: Sanctoria, Dishergarh 713 333, Telephone: (0341) 6600454/457 Fax: (0341) 6600464

E: corporate@indiapower.com W: www.indiapower.com



INDIA POWER CORPORATION LIMITED

CIN: L40105WB1919PLC003263

[Formerly DPSC Limited]

Registered Office: Plot No. X-1, 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 THE 98TH ANNUAL GENERAL MEETING

NOTICE is hereby given that the **Ninety Eighth Annual General Meeting** of the Members of India Power Corporation Limited (formerly DPSC Limited) will be held at its Registered Office at **Plot No. X-1, 2 & 3, Block EP, Sector V, Salt Lake City, Kolkata – 700 091** on **Saturday, the 22nd day of September, 2018** at **11:30 a.m.** to transact the following business:

ORDINARY BUSINESS

1. To receive, consider and adopt the Audited Standalone Financial Statement and the Audited Consolidated Financial Statement of the Company for the financial year ended 31st March, 2018, including the Balance Sheet as at 31st March, 2018, 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 Dividend on the Equity Shares of the Company for the financial year ended 31st March, 2018.
3. To appoint a Director in place of Mr. Sunil Kanoria (holding DIN 00421564), who retires by rotation and being eligible, seeks re-appointment.

SPECIAL BUSINESS

4. To consider and if thought fit, to pass, the following resolution as a **Special Resolution**:

“RESOLVED THAT pursuant to the provisions of Sections 149, 152 and other applicable provisions, if any, of the Companies Act, 2013 and the Rules framed thereunder read with Schedule IV to the Companies Act, 2013 and the applicable Regulations of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment thereof for the time being in force), Mr. Amit Kiran Deb (holding DIN 02107792) who was appointed as an Independent Director of the Company by the Members for a term of five (5) consecutive years with effect from 1st April, 2014 i.e. till 31st March, 2019, being eligible, be and is hereby re-appointed as an Independent Director of the Company for a further term of five (5) consecutive years with effect from 1st April, 2019 i.e. till 31st March, 2024, whose period of office shall not be liable to determination by retirement of Directors by rotation;

RESOLVED FURTHER THAT pursuant to the applicable Regulations of the SEBI (Listing Obligations and Disclosure Requirements) (Amendment) Regulations, 2018, consent of the

Members of the Company be and is hereby accorded to Mr. Amit Kiran Deb (holding DIN 02107792) to continue as an Independent Director of the Company beyond the age of seventy-five (75) years i.e. from 26th December, 2023 to 31st March, 2024;

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board of Directors of the Company be and are 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.”

5. To consider and if thought fit, to pass, the following resolution as a **Special Resolution**:

“RESOLVED THAT pursuant to the provisions of Sections 149, 152 and other applicable provisions, if any, of the Companies Act, 2013 and the Rules framed thereunder read with Schedule IV to the Companies Act, 2013 and the applicable Regulations of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment thereof for the time being in force), Mr. Nand Gopal Khaitan (holding DIN 00020588) who was appointed as an Independent Director of the Company by the Members for a term of five (5) consecutive years with effect from 1st April, 2014 i.e. till 31st March, 2019, being eligible, be and is hereby re-appointed as an Independent Director of the Company for a further term of five (5) consecutive years with effect from 1st April, 2019 i.e. till 31st March, 2024, whose period of office shall not be liable to determination by retirement of Directors by rotation;

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board of Directors of the Company be and are 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.”

6. To consider and if thought fit, to pass, the following resolution as a **Special Resolution**:

“RESOLVED THAT pursuant to the provisions of Sections 149, 152 and other applicable provisions, if any, of the Companies Act, 2013 and the Rules framed thereunder read with Schedule IV to the Companies Act, 2013 and the applicable Regulations of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment thereof for the time being in force), Mr. Debi Prasad Patra (holding DIN 00067269) who was appointed as an Independent Director of the Company by the Members for a term of five (5) consecutive years with effect from 1st April, 2014 i.e. till 31st March, 2019, being eligible, be and is hereby re-appointed as an Independent Director of the Company for a further term of five (5) consecutive years with effect from 1st April, 2019 i.e. till 31st March, 2024, whose period of office shall not be liable to determination by retirement of Directors by rotation;

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board of Directors of the Company be and are 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.”

7. To consider and if thought fit, to pass, the following resolution as a **Special Resolution**:

“RESOLVED THAT pursuant to the provisions of Sections 149, 152 and other applicable provisions, if any, of the Companies Act, 2013 and the Rules framed thereunder read with Schedule IV to the Companies Act, 2013 and the applicable Regulations of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment thereof for the time being in force), Mr. Tantra Narayan Thakur (holding DIN 00024322) who was appointed as an Independent Director of the Company by the Members for a term of five (5) consecutive years with effect from 1st April, 2014 i.e. till 31st March, 2019, being eligible, be and is hereby re-appointed as an Independent Director of the Company for a further term of five (5) consecutive years with effect from 1st April, 2019 i.e. till 31st March, 2024, whose period of office shall not be liable to determination by retirement of Directors by rotation;

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board of Directors of the Company be and are 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.”

8. To consider and if thought fit, to pass, the following resolution as a **Special Resolution**:

“RESOLVED THAT pursuant to the provisions of Section 13 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) and subject to such approvals, permissions and sanctions as may be necessary and subject to such conditions and modifications as may be prescribed or imposed while granting such approvals, permissions and sanctions, the consent of the Members of the Company be and is hereby accorded for alteration of the existing Clause 3 of the Memorandum of Association with the following Clause:

3a) The Objects to be pursued by the Company are:

- i. To supply electrical energy for public and private purposes anywhere in India or elsewhere and to set up, plan, design, promote, generate, store, distribute, take on lease or on hire, acquire by purchase in bulk, develop, transmit, use for own purposes or supply to others, electrical energy or power or other energy or power in India or elsewhere and to construct, lay down, establish, fix and carry out necessary power stations and projects including establishing captive power plants on standalone or co-operative basis for an individual identity or a group of industrial or other consumers and deal in equipment, metering devices, communication devices, spare parts, accessories, appliances of all types, required for generating, distributing, supplying, storing, accumulating, banking, measuring, communicating, propagating through any medium, transmitting or selling electricity, power or energy for all purposes and to undertake execution of civil, electrical and mechanical construction of all types necessary or useful for or in connection with dealing in or installing turbines, power generators, pumps, treatment plants, and construction and maintenance of any electrical installation for the transmission of electric power for all purposes and distribution thereof and to process, make, market, use, sell and dispose of ash or any other material produced as a result of the above activities within India and/or to other countries by any mode and to prepare, manufacture, sell and deal in any products capable of being produced from such ash or such other materials.
- ii. To carry out business in India or elsewhere to generate, transmit, distribute, purchase, sell, trade, clear, finance, import, export or accumulate or otherwise deal in all forms of electrical power and all other forms of energy in all aspects including both conventional and non-conventional for public, captive and private purposes and in physical form or as derivatives or as Certificates or as any other market mechanism and to plan, promote, develop, establish transmission and distribution networks or systems, trading platforms, clearing platforms, depository systems and services and to acquire, in any manner, these networks or systems or platforms from power generating and transmission companies, Central or State Government undertakings, local authorities or statutory bodies or other persons within India or abroad and to act as agent or representative or operator or licensee or franchisee of any person, public or private sector enterprises, financial institutions, banks or Central Government or State Government undertakings

engaged in the planning, development, generation, transmission, distribution, supply, trading, clearing or financing of power or all other forms of energy and to construct, lay down, establish, fix and carry out all necessary power stations, smart grid, SCADA, Decentralised Distributed Generation and other value added services such as demand side management technologies, energy conservation techniques, customer care centres, control rooms, cables, wires, lines, accumulators, storage systems, lamps and works and to engage in activities of investigation, research, rendering of operations and maintenance and management and consultancy services, design and preparation of feasibility, appraisal or other project reports for generation, transmission, distribution, supply, purchase, sale, trading, clearing import, export, storage, utilization and accumulation of all forms of electrical power or energy and all other forms of energy, both conventional and non-conventional, in physical form or as derivatives or as certificates or as any other market mechanism and to engage in all activities incidental thereto and to set up, design, customize, install, maintain, organize, manage, control, promote, lease, finance, sponsor, purchase, acquire, build and operate renewable energy plants and systems including solar energy plants, solar thermal plants, wind energy plants, hydro energy plants, biomass plants, waste to energy plants and all ancillary plants and systems thereto and to establish the business of producing, generating, acquiring, storing, trading, selling, renting, leasing, dealing, managing, planning, transmitting, distributing etc. or otherwise dealing in energy and power which is derived from renewable sources of energy including solar, wind, hydro, biomass, waste and/or geothermal including all power or energy that may be directly or indirectly derived there from or may be incidentally hereafter discovered in dealing with electricity.

- iii. To carry on in India or elsewhere the business to produce, treat, clean, commercialize, develop, distribute, derive, discover, explore, compound, mix, refine, quarry, excavate, dig, blast, grade, handle, manipulate, operate, organize, prepare, promote, supply, import, export, buy, sell, trade, store, finance, lease, hire purchase, turn to account and to act as agent, broker, concessionaires, consultant, mine owner, quarry owner, loader, unloader, transporter, collaborator, job worker, selling agent, commissioning agents, or otherwise to do deal in all types of minerals and natural resources, their concentrates, compounds, products, by-products, derivatives, mixtures, ingredients & residues, available on the planet of earth i.e. on land, water or otherwise, present or future and to do all incidental acts & things necessary for the attainment of forgoing objects and to construct, carry out, maintain, improve, manage, work, control and superintend any roads, ways bridges, reservoirs, water courses, aqueducts, pipes, pipelines, cross country piping systems, wharves, furnaces, whether electric or otherwise, saw mills crushing works, hydraulic works, electrical works, factories shops and other works and conveniences.
- iv. To carry on in India or elsewhere the business of electrical engineers, electricians, engineers, contractors, manufacturers, constructors, suppliers of and dealers in electrical and other appliances, cables, wires, lines, accumulators, lamps and works and to generate, accumulate, distribute and supply electricity for the purpose of light, heat, motive power and for all other purposes for which electric energy can be employed, and to manufacture

and deal in all apparatus and things required for or capable of being used in connection with the generation, distribution, supply, accumulation and employment of electricity, including in the term electricity all power that may be directly or indirectly derived there from, or may be incidentally hereafter discovered in dealing with electricity and to enter into contracts with the Government of India or any municipal or local authority, company or person in India and elsewhere for the construction, maintenance, licensing, sourcing of any electric installation, device, equipment for the production, storage, transmission or use of electric power for lighting, heating, signaling, communicating, telephonic or traction or motive purpose, including the application thereof to meters, metering devices, vehicles, tramcars, carriages, ships, conveyances and other objects.

3b) Matters which are necessary for furtherance of the Objects specified in Clause 3(a) are:

- i. To carry on the business of manufacturers, distributors, marketers of and dealers in electrical, electronics, chemicals, structural engineering and industrial equipment components, appliances, devices, goods, materials, products, apparatus of all kinds and description.
- ii. To carry on the business of importers and exporters, buyers and sellers of and dealers in electrical batteries, machinery, apparatus and appliances for accumulation or storage of electrical energy of all kinds and description and all accessories and things incidental thereto.
- iii. To carry on the business of manufacturers, assemblers, converters, repairers of and dealers in all kind of machinery and equipment for energy saving and conservation and non-conventional and renewable source of energy and devices, components and systems and used in or relating to the above and to act as Consultants and Advisors for providing technical knowhow, technical services, design, engineering and allied services in connection with the above.
- iv. To carry on the business as electrical and mechanical contractors.
- v. To carry on the business of manufacturers of and dealers in filaments, for all kinds of electric lamps, General Lighting Services and fluorescent lamps of all kinds and description, electrical equipment and systems and auxiliary equipment of all kinds and description.
- vi. To construct and equip, purchase, take on lease and otherwise acquire any workshops or works, together with foundries, pattern shops, moulding shops and carpentering shops for the manufacture and repair of all classes of electrical and mechanical plant apparatus and instruments.
- vii. To carry on the business domestically and internationally of shipping, freight forwarding carriers, ship-owners, ship brokers, ship agents, ship underwriters, ship managers and operator, tug-owners, freight brokers, freight contractors, carriers of coal by land, air and water, transport haulage and general contractors, barge owners, and wharfingers in connection with carrying on the business of the Company.
- viii. To carry on business as colliery proprietors, gas makers, coal and coke merchants and manufactures of patent or special fuel.

- ix. To purchase, lease, acquire, sublease, act as agents, sell, license any mine, mining rights, mines and lands in India or elsewhere believed to contain coal, lignite and other minerals and to prospect, explore, excavate, open and work mines, drill and sink shafts or wells in connection with carrying on the business of the Company.
- x. To acquire by purchase, lease, exchange, or otherwise, lands, buildings and hereditaments of any tenure or description and any estate or interest therein and any rights over or connected with land and either to retain the same for the purpose of the Company's business or to turn the same to account as may seem expedient.
- xi. To lend and advance money or give credit to such persons or companies either with or without security and on such terms, conditions and stipulations as may seem expedient and in particular to customers and others having dealings with the Company and to guarantee the performance of any contract or obligation and the payment of money of or by any such persons or companies and generally to give guarantees and indemnities.
- xii. To apply for, purchase or otherwise acquire trademarks, patents, licenses, concessions and the like concerning any exclusive or non exclusive or limited right of any kind which may appear to be necessary or convenient for the business of the Company and to purchase or otherwise acquire any secret or other information as to any invention which may seem capable of being used for any of the purposes of the Company.
- xiii. To establish, provide, maintain, conduct, and/or subsidize training institutes, research laboratories, power units, experimental workshops and testing laboratories for scientific and technical research and experiments, to undertake and carry on scientific and technical investigations by providing, subsidizing, endowing and/or assisting laboratories, workshops, libraries, meetings and conferences of scientific or technical persons and by providing for financial assistance in the form of scholarships, prizes, grants and loans to students and others; allowances to scientific or technical professors or teachers or experts or institutions and generally to encourage, promote and reward studies, research, experiments, tests and inventions of any kind that may be considered likely to assist in any business which the Company is entitled to carry on.
- xiv. To manufacture, import, export, buy, sell, exchange, alter, improve, manipulate, prepare for market and otherwise deal in all kinds of plant, machinery, devices, apparatus, tools, utensils, substances, materials and things necessary or convenient for carrying on any of the above specified business or proceedings or usually dealt in by persons engaged in the like business.
- xv. To adopt such means of making known the services rendered by the Company and the products of the Company as may seem expedient and in particular by advertising in the press, audio-visual media by circulars, by purchase and exhibition of works of art or interest, by publication of books and periodicals and by granting prizes, rewards and donations.
- xvi. To establish and support or aid in the establishment and support of associations, institutions, funds, trusts and conveniences calculated to benefit employees or ex-employees of the Company or its predecessors in business or the dependents or connections of such persons and to grant pensions and allowances and to make payments towards insurance and to subscribe or guarantee money for charitable or benevolent objects or for any exhibition or for any public, general or useful object.
- xvii. To acquire and undertake the whole or any part of the business, property or liabilities of any person, company, carrying on any business, which the Company is authorized to carry on or possessed of property suitable for the purposes of the Company or which can be carried on in conjunction therewith or which is capable of being conducted so as directly or indirectly benefit the Company.
- xviii. To acquire concessions or licenses granted by or to enter into contracts with the Government of India or any State Government, Municipal or Local Authority, company or person in India for the construction, operation and maintenance of any electric power for lighting, heating, signaling, telephone traction, motive or any other purposes for trade, industrial, manufacturing or any other purposes as may be mutually agreed together with required movable and immovable facilities, such as land, building, railway siding, site or lists of Central/State Governments/Electricity Boards as per the terms and conditions conducive to the interest of the Company and to pay therefore in terms of shares of the Company or to execute such agreements, guarantees, deeds and documents as may be proper, necessary or expedient.
- xix. To amalgamate, enter into partnership, or into any arrangement for sharing profits or losses, or into any union of interests, joint venture, reciprocal concession or co-operation with any person or persons, or company or companies carrying on, or engaged in, or about to carry on or engage in, or being authorised to carry on, or engage in any business or transaction which this Company is authorised to carry on or engage in, or any business or transaction capable of being conducted so as directly or indirectly benefit the Company.
- xx. To buy, purchase, sell, lease, take on lease, exchange or otherwise acquire lands, buildings, flats, easements and hereditaments of any tenure or description in India and abroad whether for residential, business or other purposes required for the Company and any rights, easements, advantages and privileges relating thereto and either for investment or resale or for trafficking in the same and to turn the same into account as may seem expedient and to construct, alter, improve, decorate, develop, furnish and maintain offices, flats, houses, factories, warehouses, godowns, shops, buildings and other structures, works and conveniences of all kinds on any of the lands or immovable properties purchased or acquired by the Company.
- xxi. To sell, mortgage, assign, lease, pledge, dispose of or in any manner deal with all or any part of the undertaking, property and assets of the Company for such consideration as the Company may think fit and in particular for shares, debentures or other securities of any company held by the Company.
- xxii. To establish, promote or concur in establishing or promoting any company or companies for the purpose of acquiring all or any of the property, rights and liabilities of the Company or for any other purpose which may seem directly or indirectly calculated to benefit the Company and to place

or guarantee the placing of, subscribe for or do otherwise acquire all or any part of the shares, debentures or other securities of any such other company or companies.

- xxiii. To invest and deal with the funds of the Company not immediately required in any manner from time to time in such assets, properties, securities, shares, bullion, specie or investments or otherwise and sell or vary all such investments and to execute all assignments, transfers, receipts and documents that may be necessary in that behalf.
- xxiv. To receive money on deposit or loan and borrow or raise money in such manner, as the Company shall think fit and secure and discharge any debt or obligation binding on the Company in such manner as may be thought fit and in particular, by mortgages of the undertaking and all or any of the immovable and movable property (both present and future) and the uncalled Capital of the Company or by the creation and issue on such terms as may be thought expedient, debentures or debenture stock (Perpetual or otherwise) or other securities of any description, and also performance and discharge by the Company or any other person or Company any obligation undertaken by the Company or any other person or Company as the case may be.
- xxv. To take or otherwise acquire and hold shares in any other company having objects altogether or in part similar to those of the Company or carrying on any business capable of being conducted so as directly or indirectly benefit the Company.
- xxvi. To undertake and execute any trust, the undertaking of which may seem to the Company desirable, and either gratuitously or otherwise.
- xxvii. To negotiate loans, to draw, make, accept, endorse, discount, buy, sell and deal in bills of exchange, promissory notes, bonds, debentures, coupons, bills of lading, warrants and other negotiable or transferable instruments and securities.
- xxviii. To insure the whole or any part of the property of the Company either fully or partially to protect and indemnify the Company from availability or loss in any respect either fully or partially and also to insure and to protect and indemnify any part or portion thereof either on mutual principle or otherwise.
- xxix. To remunerate any persons or company for services rendered, or to be rendered in placing of any shares in the Company's capital, or any debentures, debenture-stock, or other securities of the Company, or in or about the formation or promotion of the Company, or the conduct of its business.
- xxx. To sell, improve, manage, develop, exchange, lease, mortgage, dispose of, turn to account, or otherwise deal with, all or any part of the property and rights of the Company.
- xxxi. To distribute all or any of the property of the Company amongst the members in specie or kind.
- xxxii. To do all or any of the above things in India or elsewhere, either as principals, agents, trustees, contractors or otherwise and either alone or in conjunction with others and either by or through, agents, sub-contractors, trustees

or otherwise and to establish offices, agencies or branches for carrying out any of the objects, in India or elsewhere.

- xxxiii. To carry on any other business which may seem to the Company capable of being conveniently carried on in connection with any of the above or calculated, directly or indirectly, to enhance the value of or render profitable any of the Company's property or rights.
- xxxiv. To do all or other things as may be deemed incidental or conducive to the attainments of the main objects of the Company or any of them.

And it is hereby declared that the word "Company" save when used in reference to this Company, in this clause shall be deemed to include any partnership or other body of persons, whether incorporated or not incorporated and the intention is that the objects specified in any paragraph of this clause shall, except when otherwise expressed in such paragraph, be in no way limited or restricted by reference to or inference from the terms of any other paragraph;

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board of Directors of the Company be and are 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, the following resolution as a **Special Resolution:**

"RESOLVED THAT pursuant to the provisions of Section 14 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) and subject to such approvals, permissions and sanctions as may be necessary and subject to such conditions and modifications as may be prescribed or imposed while granting such approvals, permissions and sanctions, a new set of Articles of Association of the Company be and is hereby approved and adopted as the Articles of Association of the Company in total exclusion, substitution and supersession of the existing Articles of Association of the Company;

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board of Directors of the Company be and are 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."

- 10. To consider and if thought fit, to pass, the following resolution as a **Special Resolution:**

"RESOLVED THAT pursuant to the provisions of Sections 42, 71 and other applicable provisions, if any, of the Companies Act, 2013 and the Rules framed thereunder 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 subject to such approvals, permissions and sanctions as may be necessary and subject to such conditions and modifications as may be prescribed or imposed while granting such approvals, permissions and sanctions, consent of the Members of the Company be and is hereby accorded to the Board of Directors (hereinafter referred to as "the Board" which term shall deem to include any Committee thereof) to offer, issue and allot, secured and/or unsecured, listed and/or unlisted Non-Convertible Debentures and/or other Debt Securities (hereinafter collectively referred to as "Debt Securities") on private placement basis, in one or more series/tranches, aggregating upto ₹ 1,000 Crores (Rupees One Thousand Crores only), whether rupee denominated or denominated in foreign currency, during the period of 1 (one) year from the date of passing of the Special Resolution 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 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 of Directors of the Company be and are 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."

11. To consider and if thought fit to pass the following resolution as an **Ordinary Resolution:**

"RESOLVED THAT pursuant to the provisions of Sections 73 and 76 of the Companies Act, 2013 read with Companies (Acceptance of Deposits) Rules, 2014 and other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modification(s) or re-enactment thereof for the time being in force) and subject to such conditions, approvals, permissions, as may be necessary, consent of the Members of the Company be and is hereby

accorded for inviting/accepting/renewing from time to time unsecured/secured deposits from its Members and/or from the public, in any form or manner, through circular, advertisement or through any other mode as permitted, upto the maximum permissible limits prescribed under the applicable provisions of the Companies Act, 2013 and on such terms and conditions as the Board of Directors of the Company (hereinafter referred to as "the Board" which term shall deem to include any Committee thereof) may in its absolute discretion deem fit and necessary;

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board of Directors of the Company be and are 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."

12. To consider and if thought fit, to pass, 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 framed thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force), the Company hereby ratifies the remuneration of ₹ 1,00,000/- (Rupees One Lakh Only) plus taxes as applicable and reimbursement of out-of-pocket expenses as may be incurred in connection with the cost audit of the Company, payable to M/s. Mani & Co., Cost Accountants (Firm Registration No. 000004) who are appointed as Cost Auditors of the Company to conduct the audit of cost records maintained by the Company for the financial year 2018-19;

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board of Directors of the Company be and are 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."

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

Date: 14th August, 2018

Registered Office:

Plot No. X – 1, 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

**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 INSTEAD OF HIMSELF AND THAT THE PROXY NEED NOT BE A MEMBER OF THE COMPANY.**
2. 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 and such person shall not act as Proxy for any other person or shareholder.
3. 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 (48) 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.
4. Every Member entitled to vote at the meeting shall be entitled during the period beginning twenty-four (24) hours before the time fixed for the commencement of the meeting and ending with the conclusion of the meeting, to inspect the proxies lodged (between 9:00 a.m. to 6:00 p.m.), provided that not less than three (3) days notice in writing of the intention to inspect is given by the Member to the Company before the commencement of the meeting.
5. The 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 SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 [SEBI (LODR) Regulations] and the Secretarial Standard on General Meetings is also annexed to the Notice.
6. Pursuant to the provisions of Section 91 of the Companies Act, 2013 and Regulation 42 of the SEBI (LODR) Regulation, the Register of Members and Share Transfer Books of the Company will remain closed from Monday, 17th September, 2018 to Saturday, 22nd September, 2018 (both days inclusive) for the purpose of declaration of Dividend.
7. Requirement to place the matter relating to appointment of Statutory Auditors for ratification by Members at every Annual General Meeting has been done away with vide notification dated 7th May, 2018 issued by the Ministry of Corporate Affairs. Accordingly no resolution is proposed for ratification of appointment of M/s. S. S. Kothari Mehta & Co., Chartered Accountants (Firm Registration No. 000756N), the Statutory Auditors of the Company, who have been appointed at the 97th Annual General Meeting of the Company held on 12th August, 2017 to hold office for a period of 5 (five) consecutive years, from the conclusion of the 97th Annual General Meeting till the conclusion of the 102nd Annual General Meeting of the Company to be held in the year 2022.
8. M/s. C B Management Services (P) Ltd. having its office at P – 22, Bondel Road, Kolkata – 700 019 is the Registrar and Share Transfer Agent (RTA) of the Company for both physical and demat modes of Equity Shares.
9. Dividend for the financial year ended 31st March, 2018 on the Equity Shares of the Company as recommended by the Board of Directors, if declared 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 Saturday, 15th September, 2018 and to those whose names are furnished by the Depositories as Beneficial Owners as on that date.
10. 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.
11. 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.
12. Members who have not yet encashed their dividend warrants for the financial year ended 31st March, 2011 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 seven (7) 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 available on the Company's Website i.e. www.indiapower.com.
13. Pursuant to the provisions of Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016 as amended from time to time (IEPF Rules), all Shares in respect of which Dividend has not been paid or claimed by the Members for seven (7) consecutive years or more would be transferred to the IEPF Authority. In terms of the aforesaid provisions, during the financial year 2017-18, the Shares in respect of which dividend has not been paid or claimed by the Members for seven (7) consecutive years or more completing during the period from 7th September, 2016 to 31st October, 2017 has been transferred to the designated Demat Account of IEPF Authority.
14. The unpaid/unclaimed Dividend or the Shares transferred to IEPF may be claimed by the Members from the IEPF Authority by making an application in prescribed Form IEPF-5 online and sending the physical copy of the same duly signed along with requisite documents to the Nodal Officer of the Company at its Registered Office for verification of the claim. The application form (Form IEPF-5) as prescribed by the Ministry of Corporate Affairs for claiming back of the Shares/Dividend, is available on the Company's Website i.e. www.indiapower.com as well as Website of IEPF i.e. www.iepf.gov.in. In case the Members have any query on the subject matter and the IEPF Rules, they may contact the RTA of the Company.
15. The unpaid/unclaimed Dividend declared during the financial year 2010-11, which remained unclaimed for a period of seven (7) years would become due for transfer to IEPF during the financial year 2018-19. Pursuant to the provisions of Section 124(6) of the Companies Act, 2013 read with the IEPF Rules, the transfer of the Dividend would trigger the action for transfer of the next lot of Shares to the Demat Account of the IEPF Authority, details

of which have been uploaded on the Company's Website i.e. www.indiapower.com and necessary action would be taken by the Company subsequently.

16. Electronic copy of the Annual Report for the financial year 2017 – 18 and the Notice convening the 98th 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 for communication purposes. However, Members who have not registered their email IDs, shall be furnished with physical copies of the aforesaid documents in permitted mode. These documents have also been uploaded on the Company's Website i.e. www.indiapower.com.
17. Members who have not registered their e-mail address, are requested to register their e-mail address with the RTA of the Company for receiving all communications including Annual Reports, Notices etc. from the Company electronically.
18. In accordance with the provisions of Section 136 of the Companies Act, 2013, the Company will provide a copy of separate financial statement in respect of its Subsidiary(ies), to any Member of the Company, on making requisition to the Company Secretary at the Registered Office of the Company or at the email: corporate@indiapower.com.
19. A Statement containing the salient features of the financial statements of Subsidiary Companies forms part of the Annual Report of the Company. The financial statements of the Subsidiary(ies) will also be available for inspection at the Registered Office of the Company and the concerned Subsidiary Company during business hours (i.e. 11:00 a.m. to 1:00 p.m.) on any working day (excluding Saturday), till the conclusion of the meeting. Further, these documents would also be available on the Company's Website i.e. www.indiapower.com.
20. Members holding 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 certificate(s) to enable the Company to consolidate their holdings into a single folio.
21. Members holding shares in single name and physical form are advised to make nomination in respect of their shareholding in the Company.
22. Non-Resident Indian Members are requested to inform RTA, immediately of:
 - Change in their residential status on return to India for permanent settlement.
 - 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.
23. In terms of SEBI Circular No. SEBI/HO/MIRSD/DOP1/CIR/P/2018/73 dated 20th April, 2018, the Company and the RTA has been mandated to maintain copy of the Permanent Account Number (PAN) and the Bank Account details of all the Members. The Company through their RTA will be sending communications to those Members who have not registered their PAN/Bank Account details. Members are, therefore, requested to submit their self-attested PAN and original cancelled cheque leaf/attested bank passbook showing name of the Account Holder to the Company/RTA.
24. SEBI vide notification No. SEBI/LAD-NRO/GN/2018/24 dated 8th June 2018 has amended Regulation 40 of the SEBI (LODR) Regulations subsequent to which no sale or purchase will be allowed in physical form w.e.f. 180 days from the date of publication of the said notification in the official gazette i.e. w.e.f 5th December, 2018. In view of the above and to avail various benefits of dematerialisation, Members are advised to dematerialise shares held by them in physical form.
25. All the documents referred to in the Notice and accompanying Explanatory Statement and the Statutory Registers shall be open for inspection, during business hours (i.e. 11:00 a.m. to 1:00 p.m.) on any working day (excluding Saturday), at the Registered Office of the Company till the conclusion of the meeting.
26. 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 & 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.
27. Members desirous of obtaining any relevant information as regards to the Accounts of the Company are requested to write to the Company at least seven (7) days prior to the date of the meeting so as to enable the Company to keep the information ready.
- 28. A route map showing directions to reach the venue along with the prominent landmark for easy location is enclosed with this notice.**
29. 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 to the paid-up equity share capital of the Company as on the cut-off date i.e. Saturday, 15th September, 2018. 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 Mr. Mohan Ram Goenka, Practising Company Secretary (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, 19th September, 2018 (10:00 a.m.) and end on Friday, 21st September, 2018 (5:00 pm). 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 steps:

How do I vote electronically using NSDL e-Voting system?

The way to vote electronically on NSDL e-Voting system consists of “Two Steps” which are mentioned below:

Step 1: Log-in to NSDL e-Voting system at <https://www.evoting.nsdl.com/>

Step 2: Cast your vote electronically on NSDL e-Voting system.

A. Details on Step 1 are mentioned below:

How to Log-in to NSDL e-Voting website?

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.
2. Once the home page of e-Voting system is launched, click on the icon “**Login**” which is available under ‘**Shareholders**’ section.
3. A new screen will open. You will have to enter your User ID, your Password and a Verification Code as shown on the screen.

Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.

4. Your User ID details are given below:

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is
a) For Members who hold shares in demat account with NSDL	8 Character DP ID followed by 8 Digit Client ID <i>For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****</i>
b) For Members who hold shares in demat account with CDSL	16 Digit Beneficiary ID <i>For example if your Beneficiary ID is 12***** then your user ID is 12*****</i>
c) For Members holding shares in Physical Form	EVEN Number followed by Folio Number registered with the Company <i>For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001***</i>

5. Your password details are given below:

- a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
- b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the ‘initial password’ which was communicated to you. Once you retrieve your ‘initial password’, you need to enter the ‘initial password’ and the system will force you to change your password.

mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your ‘User ID’ and your ‘initial password’.

- (ii) If your email ID is not registered, your ‘initial password’ is communicated to you on your postal address.

- c) How to retrieve your ‘initial password’

- (i) If your email ID is registered in your demat account or with the company, your ‘initial password’ is communicated to you on your email ID. Trace the email sent to you from NSDL from your

6. If you are unable to retrieve or have not received the “Initial password” or have forgotten your password:

- a) Click on “**Forgot User Details/Password?**” (If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com.

- b) Click on **“Physical User Reset Password?”** (If you are holding shares in physical mode) option available on www.evoting.nSDL.com.
 - c) If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.co.in mentioning your demat account number/folio number, your PAN, your name and your registered address.
7. After entering your password, tick on Agree to “Terms and Conditions” by selecting on the check box.
 8. Now, you will have to click on **“Login”** button.
 9. After you click on the “Login” button, Home page of e-Voting will open.

B. Details on Step 2 are given below:

How to cast your vote electronically on NSDL e-Voting system?

1. After successful login at Step 1, you will be able to see the Home page of e-Voting. Click on **e-Voting**. Then, click on **Active Voting Cycles**.
2. After click on Active Voting Cycles, you will be able to see all the companies “EVEN” in which you are holding shares and whose voting cycle is in active status.
3. Select **“EVEN”** of **“India Power Corporation Limited”**.
4. Now you are ready for e-Voting as the Voting page opens.
5. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on **“Submit”** and also **“Confirm”** when prompted.
6. Upon confirmation, the message **“Vote cast successfully”** will be displayed.
7. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
8. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

- h) 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. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to goenkamohan@gmail.com with a copy marked to evoting@nsdl.co.in.
- i) It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting Website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the “Forgot User Details/Password?” or “Physical User Reset Password?” option available on www.evoting.nSDL.com to reset the password.
- j) In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of www.evoting.nSDL.com or call on toll free no.: 1800-222-990 or send a request at evoting@nsdl.co.in or contact Mr. Pradeep Kumar Singh, Deputy Manager (Secretarial), India Power Corporation Limited, Plot No. X – 1, 2 & 3, Block EP, Sector V, Salt Lake City, Kolkata – 700 091, telephone: (033) 6609 4308/09/10, e-mail: pradeep.singh@indiapower.com.
- 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 immediately after the conclusion of voting at the meeting, 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 (2) witnesses, not in the employment of the Company and make, not later than forty-eight (48) hours 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 Person authorized by the Chairman 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 Company’s Website i.e. www.indiapower.com and on the Website of NSDL i.e. www.evoting.nSDL.com. Such Results shall simultaneously be forwarded to the Stock Exchanges where the Equity Shares of the Company are listed and also be placed on the Notice Board of the Company at its Registered Office for three (3) days.

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

Date: 14th August, 2018

Registered Office:

Plot No. X – 1, 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

**Prashant Kapoor
Company Secretary & Compliance Officer**

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

Item No. 4, 5, 6 & 7

Mr. Amit Kiran Deb (holding DIN 02107792), Mr. Nand Gopal Khaitan (holding DIN 00020588), Mr. Debi Prasad Patra (holding DIN 00067269) and Mr. Tantra Narayan Thakur (holding DIN 00024322) were appointed as Independent Directors of the Company pursuant to Section 149 and all other applicable provisions of the Companies Act, 2013 read with the Rules framed thereunder and the applicable provisions of the erstwhile Listing Agreement with the Stock Exchanges, to hold office for a term of five (5) consecutive years w.e.f. 1st April, 2014 i.e. till 31st March, 2019.

In terms of the provisions of Section 149(10) of the Companies Act, 2013, an Independent Director shall hold office for a term of upto five (5) consecutive years on the Board of the Company, but shall be eligible for re-appointment on passing of Special Resolution by the Company and disclosure of such appointment in the Board's Report. Further, as per Schedule IV to the Companies Act, 2013 the re-appointment shall be on the basis of report of performance evaluation. The performance evaluation shall be done by the entire Board, excluding the Director being evaluated. On the basis of the report of performance evaluation, it shall be determined whether to extend or continue the term of the Independent Director.

The performance evaluation of the Independent Director was conducted by the entire Board excluding the Director being evaluated on the basis of various criteria such as attendance at Board/Committee meetings; understanding of the operating and business environment; contribution at the meetings; guidance/support to management; safeguarding the interest of various stakeholders; application of independent judgement while taking decisions at Board/Committee meetings; etc.

The Board of Directors of the Company on the basis of the report of performance evaluation and the recommendation of the Nomination and Remuneration Committee, approved and recommended to the Members the re-appointment of Mr. Amit Kiran Deb, Mr. Nand Gopal Khaitan, Mr. Debi Prasad Patra and Mr. Tantra Narayan Thakur as Independent Directors of the Company, for a further period of five (5) consecutive years w.e.f. 1st April, 2019. The Directors, if appointed, shall hold office for a period of five (5) consecutive years commencing from 1st April, 2019 and shall not be liable to determination by retirement of Directors by rotation.

Mr. Amit Kiran Deb, Mr. Nand Gopal Khaitan, Mr. Debi Prasad Patra and Mr. Tantra Narayan Thakur have given their consent to act as Independent Directors of the Company and have furnished necessary declarations to the Board of Directors that they meet the criteria of independence as provided under Section 149(6) of the Companies Act, 2013 and Regulation 16(1)(b) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. Further as per the declarations received by the Company, Mr. Amit Kiran Deb, Mr. Nand Gopal Khaitan, Mr. Debi Prasad Patra and Mr. Tantra Narayan Thakur are not disqualified to be appointed as Directors under Section 164 of the Companies Act, 2013.

Pursuant to the recently notified SEBI (Listing Obligations and Disclosure Requirements) (Amendment) Regulations, 2018, consent of the Members by way of Special Resolution is required for continuation of the

directorship of a Non-Executive Director beyond the age of seventy five (75) years. The said provision is effective from 1st April, 2019.

Mr. Amit Kiran Deb shall attain the age of seventy-five (75) years on 26th December, 2023 i.e. during his term of re-appointment. Accordingly, approval of the Members is also sought for continuation of Mr. Amit Kiran Deb as an Independent Director from the day he attains the age of seventy-five (75) years i.e. 26th December, 2023, till the conclusion of his second term i.e. upto 31st March, 2024.

In the opinion of the Board, Mr. Amit Kiran Deb, Mr. Nand Gopal Khaitan, Mr. Debi Prasad Patra and Mr. Tantra Narayan Thakur fulfils the conditions specified under the Companies Act, 2013 and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 for re-appointment as Independent Directors.

Copy of the draft letter of appointment to be issued to Mr. Amit Kiran Deb, Mr. Nand Gopal Khaitan, Mr. Debi Prasad Patra and Mr. Tantra Narayan Thakur upon their re-appointment as Independent Directors of the Company setting out the terms and conditions of re-appointment would be available for inspection without any fee by the Members at the Registered Office of the Company during business hours (i.e. 11:00 a.m. to 1:00 p.m.) on any working day (excluding Saturday).

The relevant details of the Directors seeking re-appointment as required under Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the Secretarial Standard on General Meetings is also annexed to the Notice.

The Board considers that the continued association of the Independent Directors would be of immense benefit to the Company and it is desirable to continue to avail the services of the Independent Directors.

The Board of Directors, therefore, recommends the Resolutions as set out at item No.s 4, 5, 6 and 7 to be passed as Special Resolutions by the Members.

None of the Directors or Key Managerial Personnel of the Company, either directly or through their relatives except Mr. Amit Kiran Deb, Mr. Nand Gopal Khaitan, Mr. Debi Prasad Patra and Mr. Tantra Narayan Thakur and their relatives with regard to their respective re-appointment are, in any way, concerned or interested, whether financially or otherwise, in the proposed Resolutions.

Item No. 8

The Company is presently engaged in the business of generating and distributing electricity. In view of emerging business opportunities in the line of business in which the Company operates, it is proposed to alter the Object Clause (i.e. Clause 3) of the existing Memorandum of Association (hereinafter referred to as "MOA") of the Company by incorporating suitable Clauses in the Object Clause of the MOA.

Further, with the promulgation of the Companies Act, 2013, together with various Schedules thereto and the Rules made there under, in replacement of the Companies Act, 1956, the Company proposes to modify the existing Clause 3 of the MOA to align it with the Companies Act, 2013.

In this connection, the Clause 3 of MOA is being changed, clubbed, added or altered in place of the existing Clause 3 in the manner as mentioned in the Resolution.

In terms of Section 13 of the Companies Act, 2013 read with the Rules framed thereunder, the proposed alteration of the Object Clause of the MOA of the Company requires the approval by means of Special Resolution from the Members of the Company.

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

None of the Directors or Key Managerial Personnel 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. 9

The existing Articles of Association (hereinafter referred to as "AOA") of the Company have been framed pursuant to the provisions of the erstwhile Companies Act, 1956. The Members are aware that the Ministry of Corporate Affairs has notified and brought into force most of the Sections and corresponding Rules of the Companies Act, 2013 which replaces the provisions of the Companies Act, 1956. In order to bring the existing AOA of the Company in line with the requirements of the Companies Act, 2013, the Company would be required to make numerous changes in the existing AOA. It is therefore considered desirable to adopt a new set of AOA in substitution of and to the complete exclusion of the existing AOA.

The summary of key changes to the AOA of the Company includes the following:

- Reference to the sections, sub-sections, clauses etc. of the Companies Act, 1956 have been substituted with corresponding sections, sub-sections, clauses etc. of the Companies Act, 2013;
- Provisions relating to Independent Directors, electronic voting, postal ballot, participation in meetings through video conferencing or other audio-visual means and Key Managerial Personnel have been included;
- The provisions of the Companies Act, 2013, which permit the Company to do some acts, if so authorised by the AOA or which require the Company to do acts in a prescribed manner unless AOA otherwise provide, have been specifically included;
- The adoption of the Common Seal of the Company has been made optional;
- The AOA allows maintenance of statutory registers physically as well as in electronic mode;
- The AOA also provides for maintenance of books of accounts in electronic mode as well.

In terms of Section 14 of the Companies Act, 2013 read with the Rules framed thereunder, the proposed alteration of the AoA of the Company requires the approval by means of Special Resolution from the Members of the Company.

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

Further, a copy of the proposed set of new AOA of the Company shall be available for inspection by the Members at the Registered Office of the Company during business hours (i.e. 11:00 a.m. to 1:00 p.m.) on any working day, excluding Saturday.

None of the Directors or Key Managerial Personnel 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. 10

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 and/or other Debt Securities (hereinafter collectively referred to as "Debt Securities"), in one or more series/tranches on private placement basis.

Sections 42 and 71 of the Companies Act, 2013 read with Rules framed thereunder, deals with private placement of Debt Securities by a Company. The said provisions require that in case of an offer or invitation to subscribe to Securities of a Company on private placement basis, the Company shall obtain previous approval of its Members by means of a Special Resolution. It also 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 Non-Convertible Debentures during the year.

This Resolution enables the Board of Directors of the Company/its duly authorised Committee to offer or invite subscription for Debt Securities aggregating upto ₹ 1,000 Crores (Rupees One Thousand Crores Only), whether rupee denominated or denominated in foreign currency, in one or more series or tranches, as deemed fit, from 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 Special Resolution. The Board/its duly authorised Committee shall decide, inter alia, other terms and conditions for such fund raising.

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

None of the Directors or Key Managerial Personnel 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. 11

The Board of Directors of the Company at their meeting held on 29th May, 2018 decided to invite/accept/renew from time to time secured/unsecured deposits from its Members and/or the public pursuant to the provisions of Sections 73 and 76 of the Companies Act, 2013 read with the Rules made thereunder to support business operations of the Company and for general corporate purpose.

In compliance with the aforesaid provisions of Companies Act, 2013, the approval of the Members of the Company is required to accept Deposits from the Members and/or the public.

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 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. 12

Pursuant to the provisions of Section 148 of the Companies Act, 2013, the Company is required to have the audit of its cost records conducted by a Cost Accountant. On the recommendation of the Audit Committee, the Board of Directors of the Company has approved the appointment of M/s. Mani & Co., Cost Accountants, having Firm Registration No. 000004 as the Cost Auditors of the Company to conduct audit of cost records maintained by the Company for the financial year 2018-19, at a remuneration of ₹ 1,00,000/- (Rupees One Lakh Only) excluding taxes

Date: 14th August, 2018

Registered Office:

Plot No. X – 1, 2 & 3, Block EP, Sector V,
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Fax: + 91 33 2357 2452

as applicable and reimbursement of out-of-pocket expenses as may be incurred in connection with the cost audit of the Company.

The consent of the Members is sought for ratification of the remuneration payable to the Cost Auditors of the Company for the financial year 2018-19.

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 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 of Directors
For India Power Corporation Limited**

**Prashant Kapoor
Company Secretary & Compliance Officer**

DETAILS OF THE DIRECTOR RETIRING BY ROTATION AT THE ENSUING ANNUAL GENERAL MEETING

[In terms of Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015]

Particulars	Name of Director : Mr. Sunil Kanoria (DIN: 00421564)	
Qualification	Chartered Accountant (FCA)	
Expertise in specific functional area	Experience in the Financial Services Industry	
Directorship held in other Listed Companies	<ol style="list-style-type: none"> Srei Infrastructure Finance Limited Srei Equipment Finance Limited Avadh Sugar & Energy Limited 	
Chairman / Member of the Committees of the Board of Directors of the Listed Companies (Audit Committee and Stakeholders' Relationship Committee)	Audit Committee <ol style="list-style-type: none"> Srei Infrastructure Finance Limited Srei Equipment Finance Limited India Power Corporation Limited 	Stakeholders' Relationship Committee <ol style="list-style-type: none"> Srei Infrastructure Finance Limited Srei Equipment Finance Limited
Shareholding in the Company	Nil	
Inter-se Relation-ships between Directors	Brother of Mr. Hemant Kanoria	

DETAILS OF THE INDEPENDENT DIRECTORS SEEKING RE-APPOINTMENT AT THE ENSUING ANNUAL GENERAL MEETING

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

Particulars	Name of Director			
	Mr. Amit Kiran Deb (DIN: 02107792)	Mr. Nand Gopal Khaitan (DIN: 00020588)	Mr. Debi Prasad Patra (DIN: 00067269)	Mr. Tantra Narayan Thakur (DIN: 00024322)
Date of Birth	26th December, 1948 (69 years)	21st May, 1951 (67 years)	7th October, 1955 (62 years)	1st June, 1949 (69 years)
Date of Appointment	5th February, 2010	29th January, 2010	29th January, 2010	27th May, 2013
Qualification	Master Degree in Political Science	Attorney-At-Law	Master Degree in Political Science	Bachelor of Science (Engineering)
Expertise in specific functional area	Power Business Consultancy, Business Valuation and Corporate Management	Experience in all aspects of Laws and more particularly Real Estate, Corporate Laws, Mergers & Acquisition, Restructuring and De-mergers	Corporate Governance, Power Business Consultancy, Business Valuation and Corporate Management	Treasury Management, Financial Management including Resource Mobilisation, Investment Decisions and appraisal of Project Lending
Directorship held in other Companies	<ol style="list-style-type: none"> Bengal Ambuja Housing Development Limited Skipper Limited Emami Limited Hiranmaye Energy Limited India Power Corporation (Bodhgaya) Limited Skipper Plastics Limited 	<ol style="list-style-type: none"> Mangalam Timber Products Limited Xenix Servis Private Limited Rowdon Business Private Limited Srijan Vinimay Private Limited Bharat Chamber of Commerce Ushodaya Marketing Pvt Limited JK Lakshmi Cement Limited Reliance Chemotex Industries Limited Mangalam Cement Limited Chase Bright Steel Limited 	<ol style="list-style-type: none"> Ascent Infocon Private Limited Asia Pacific Infrastructure Enterprises Private Limited Industrial Promotion And Investment Corporation of Odisha Limited SPD Constructions Limited MCPI Private Limited 	<ol style="list-style-type: none"> BSE Institute Limited Kristan Advisors Private Limited Karaat Infrastructure Development Private Limited Minerva Powergen Private Limited Malana Power Company Limited Ad Hydro Power Limited Sembcorp Gayatri Power Limited Bhoruka Power Corporation Limited Utkarsh Small Finance Bank Limited Hindustan Powerprojects Private Limited Lone Star India Asset Reconstruction Private Limited

Particulars	Name of Director			
	Mr. Amit Kiran Deb (DIN: 02107792)	Mr. Nand Gopal Khaitan (DIN: 00020588)	Mr. Debi Prasad Patra (DIN: 00067269)	Mr. Tantra Narayan Thakur (DIN: 00024322)
Chairman / Member of the Committees of the Board of Directors of the Company	Audit Committee - Chairman Nomination and Remuneration Committee - Member Corporate Social Responsibility Committee - Member Risk Management Committee - Member	Nomination and Remuneration Committee - Chairman Audit Committee - Member	Audit Committee - Member Nomination and Remuneration Committee - Member Shareholders'/ Investors' Grievance and Stakeholders' Relationship Committee - Member Risk Management Committee - Member	Risk Management Committee - Chairman
Chairman/Member of the Committees of the Board of Directors of other Companies in which he is a Director	Audit Committee 1. Skipper Limited – Chairman 2. India Power Corporation (Bodhgaya) Limited – Chairman 3. Emami Limited 4. Hiranmaye Energy Limited Nomination and Remuneration Committee 1. Emami Limited – Chairman 2. Skipper Limited 3. Hiranmaye Energy Limited 4. India Power Corporation (Bodhgaya) Limited Corporate Social Responsibility Committee 1. Emami Limited Stakeholders' Relationship Committee 1. Skipper Limited – Chairman Corporate Governance Committee 1. Emami Limited	Audit Committee 1. Mangalam Cement Limited– Chairman 2. JK Lakshmi Cement Limited – Chairman 3. HSIL Limited 4. Reliance Chemotex Industries Limited 5. Mangalam Timber Products Limited Nomination and Remuneration Committee 1. Mangalam Cement Limited – Chairman 2. JK Lakshmi Cement Limited – Chairman 3. Mangalam Timber Products Limited Stakeholders' Relationship Committee 1. JK Lakshmi Cement Limited – Chairman 2. HSIL Limited Committee of Directors 1. JK Lakshmi Cement Limited Investment Committee 1. Mangalam Cement Limited Internal Complaint Committee 1. Mangalam Cement Limited	None	Audit Committee 1. Malana Power Company Limited 2. Ad Hydro Power Limited 3. Utkarsh Small Finance Bank Limited 4. Sembcorp Gayatri Power Limited Nomination and Remuneration Committee 1. Malana Power Company Limited 2. Ad Hydro Power Limited 3. Sembcorp Gayatri Power Limited
Shareholding in the Company	Nil	Nil	Nil	Nil
Inter-se Relationships between Directors and Key Managerial Personnel	None	None	None	None
No. of Board Meetings attended during the FY 2017-18 [Out of 4 (Four) held]	4	4	4	3
Terms and conditions of Appointment/Re-appointment	Not liable to retirement by rotation	Not liable to retirement by rotation	Not liable to retirement by rotation	Not liable to retirement by rotation
Details of Remuneration sought to be paid and the Remuneration last drawn	The Directors are entitled to 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 and Sitting Fees for attending meeting of the Board and the Committees thereof as fixed/may be fixed by the Board of Directors of the Company from time to time.			
	The details of the Remuneration paid to the Directors during the financial year 2017-18 is provided in the Corporate Governance Report.			

ROUTE MAP TO THE VENUE OF THE 98TH ANNUAL GENERAL MEETING



Address:

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



INDIA POWER CORPORATION LIMITED

CIN: L40105WB1919PLC003263

[Formerly DPSC Limited]

Registered Office: Plot X-1, 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

(to be handed over at the Registration Counter)

I/We hereby record my/our presence at the 98th Annual General Meeting of the Company on Saturday, 22nd September, 2018 at 11:30 a.m. at the Registered Office of the Company situated at Plot No. X – 1, 2 & 3, Block EP, Sector V, Salt Lake City, Kolkata – 700 091.

Regd. Folio No./DP Id & Client Id*:

Name of the sole / first named Shareholder:

Address of the sole / first named Shareholder:

Joint Holder(s):

Details of Shares:

Class of Shares

Number of Shares

Equity

* Applicable for Share(s) held in electronic form

Name of the Member/Proxy (in BLOCK LETTERS)

Signature of the Member/Proxy

ELECTRONIC VOTING PARTICULARS

EVEN (Electronic Voting Event Number)	USER ID	PASSWORD/PIN
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For Electronic Voting instructions kindly refer to the Notice of the 98th Annual General Meeting.



INDIA POWER CORPORATION LIMITED

CIN: L40105WB1919PLC003263

[Formerly DPSC Limited]

Registered Office: Plot X-1, 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

PROXY FORM FORM NO. MGT-11

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

CIN:	L40105WB1919PLC003263
Name of the Company:	India Power Corporation Limited
Registered Office:	Plot No. X – 1, 2 & 3, Block EP, Sector V, Salt Lake City, Kolkata – 700 091
Name of the Member(s):	
Registered address:	
Email Id:	
Folio No./Client Id:	DP Id:

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

- | | |
|-----------------|-------------------------------------|
| 1. Name: | Address: |
| Email Id: | Signature: or failing him/her |
| 2. Name: | Address: |
| Email Id: | Signature: or failing him/her |
| 3. Name: | Address: |
| Email Id: | Signature: |

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 98th Annual General Meeting of the Company, to be held on Saturday, 22nd September, 2018 at 11:30 a.m. at the Registered Office situated at Plot No. X – 1, 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:

Reso- lution No.	Resolution	Vote (Refer Note 3)	
		For	Against
Ordinary Business			
1	Adoption of the Audited Standalone Financial Statement including Audited Consolidated Financial Statement of the Company for the financial year ended 31st March, 2018 and the Reports of the Board of Directors and the Auditors thereon.		
2	Declaration of Dividend for the financial year ended 31st March, 2018.		
3	Appointment of Director in place of Mr. Sunil Kanoria (holding DIN 00421564) who retires by rotation and being eligible, seeks re-appointment.		
Special Business			
4	Re-appointment of Mr. Amit Kiran Deb (holding DIN 02107792) as an Independent Director for a second term of five (5) consecutive years w.e.f. 1st April, 2019.		
5	Re-appointment of Mr. Nand Gopal Khaitan (holding DIN 00020588) as an Independent Director for a second term of five (5) consecutive years w.e.f. 1st April, 2019.		
6	Re-appointment of Mr. Debi Prasad Patra (holding DIN 00067269) as an Independent Director for a second term of five (5) consecutive years w.e.f. 1st April, 2019.		
7	Re-appointment of Mr. Tantra Narayan Thakur (holding DIN 00024322) as an Independent Director for a second term of five (5) consecutive years w.e.f. 1st April, 2019.		
8	Alteration of Object Clause (Clause 3) of the Memorandum of Association of the Company.		
9	Adoption of new Articles of Association of the Company.		
10	Issue and allotment of Non-Convertible Debentures and/or other Debt Securities on private placement basis.		
11	Inviting/accepting/reviewing Deposits from Members or Public.		
12	Ratification of remuneration payable to the Cost Auditors for financial year 2018-19.		

Signed this day of 2018.

Signature of shareholder: Signature of 1st Proxy holder:

Signature of 2nd Proxy holder: Signature of 3rd Proxy holder:

Note:

- This Form of Proxy in order to be effective should be duly completed, stamped and deposited at the Registered Office of the Company, not less than forty-eight (48) hours before the commencement of the meeting.
- Any alteration or correction made to this Proxy Form must be initialed by the signatory(ies).
- 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
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