

Ref: Sectl/X/002

11th April, 2016

**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 Secretary,
The Calcutta Stock Exchange Ltd,
7, Lyons Range,
Kolkata- 700 001.
Scrip Code: 10014021

**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,

Sub: Compliance Report on Corporate Governance

Pursuant to Regulation 27(2) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), Please find enclosed herewith compliance report on Corporate Governance as per the prescribed format:

Annexure - I - for quarter ended 31st March, 2016;

Annexure - II - for whole of the financial year ended 31st March, 2016.

Kindly acknowledge receipt of the same.

Yours faithfully
For India Power Corporation Ltd

(Prashant Kapoor)
Company Secretary



Encl.: as above



India Power Corporation Limited
(Formerly DPSC Limited)

CIN - L40105WB1919PLC003263

Registered Office : Plot No. X1 - 2 & 3, Block - EP, Sector - V, Salt Lake City, Kolkata - 700091

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Central Office : Sanctoria, P.O. - Dishergarh, District - Burdwan, Pin - 713333 (W.B.)

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E-mail : pr@indiapower.com, Web : www.indiapower.com



Format to be submitted by listed entity on quarterly basis

1. Name of Listed Entity: India Power Corporation Limited (formerly DPSC Limited)
2. Quarter ending: 31st March, 2016

I. Composition of Board of Directors

Title (Mr. / Ms)	Name of the Director	PAN\$ & DIN	Category (Chairperson / Executive / Non-Executive / independent / Nominee) &	Date of Appointment in the current term / cessation	Tenure *	No of Directors hip in listed entities including this listed entity	Number of memberships in Audit / Stakeholder Committee(s) including this listed entity	No of post of Chairperson in Audit / Stakeholder Committee held in listed entities including this listed entity
Mr.	Hemant Kanoria	AKSPK3708R 00193015	Non-Executive Chairperson	29/01/2010	--	3	1	1
Mr.	Sunil Kanoria	AFTPK7014E 00421564	Non-Executive	05/02/2010	--	3	3	--
Mr.	Amit Kiran Deb	AFOPD8770P 02107792	Independent	01/04/2014	5	3	2	2
Mr.	Jyoti Kumar Poddar	AIAPP6206D 00690650	Non-Executive	29/01/2010	--	1	2	--
Mr.	Debi Prasad Patra	AGCPP3380Q 00067269	Independent	01/04/2014	5	1	2	--
Mr.	Nand Gopal Khaitan	AFLPK3827K 00020588	Independent	01/04/2014	5	7	6	2
Mr.	Tantra Narayan Thakur	AAAPT2207Q 00024322	Independent	01/04/2014	5	1	2	--
Mr.	Sunirmal Talukdar	ABNPT6999B 00920608	Independent	01/04/2014 to 06/02/2016	5	4	3	1
Mr.	S.Sundareshan	ABHPS3714K 01675195	Independent	13/10/2014	5	4	8	--
Mr.	Asok Kumar Goswami	ADOPG8910A 03331661	Executive	15/09/2014	--	1	1	--
Ms.	Dipali Khanna	ADBPK0704H 03395440	Independent	31/03/2015	5	2	--	--

*SPAN number of any director would not be displayed on the website of Stock Exchange & Category of directors mean executive / non-executive / independent / Nominee. if a director fits into more than one category write all categories separately with hyphen *to be filled only for Independent Director. Tenure would mean total period from which Independent director is serving on Board of directors of the listed entity in continuity without any cooling off period.



**II. Composition of the Committees**

Name of Committee	Name of Committee members	Category (Chairperson/Executive/Non-Executive/independent/Nominee) \$
1. Audit Committee	Amit Kiran Deb Debi Prasad Patra Nand Gopal Khaitan Sunil Kanoria S. Sundareshan Jyoti Kumar Poddar	Chairperson - Independent-Non-Executive Independent -Non-Executive Independent -Non-Executive Independent -Non-Executive Independent -Non-Executive Non-Independent -Non-Executive
2. Nomination & Remuneration Committee	Nand Gopal Khaitan Amit Kiran Deb Debi Prasad Patra Jyoti Kumar Poddar Hemant Kanoria	Chairperson - Independent-Non-Executive Independent -Non-Executive Independent -Non-Executive Non-Independent -Non-Executive Non-Independent -Non-Executive
3. Risk Management Committee(if applicable)	Not Applicable	--
4. Stakeholders Relationship Committee'	Hemant Kanoria Jyoti Kumar Poddar Debi Prasad Patra	Chairperson - Non-Independent-Non-Executive Non-Independent -Non-Executive Independent -Non-Executive

&Category of directors means executive/non-executive/independent/Nominee. if a director fits into more than one category write all categories separating them with hyphen

III. Meeting of Board of Directors

Date(s) of Meeting (if any) in the previous quarter	Date(s) of Meeting (if any) in the relevant quarter	Maximum gap between any two consecutive (in number of days)
09-11-2015	06-02-2016 and 25-02-2016	17



**IV. Meeting of Committees**

Date(s) of meeting of the committee in the relevant quarter	Whether requirement of Quorum met (details)	Date(s) of meeting of the committee in the previous quarter	Maximum gap between any two consecutive meetings in number of days*
06-02-2016 Audit Committee	All the members were present at the meeting	09-11-2015 Audit Committee	88

* This information has to be mandatorily be given for audit committee, for rest of the committees giving this information is optional

V. Related Party Transactions

Subject	Compliance status (Yes/No/NA)refer note below
Whether prior approval of audit committee obtained	Yes
Whether shareholder approval obtained for material RPT	N A
Whether details of RPT entered into pursuant to omnibus approval have been reviewed by Audit Committee	Yes

Note

1. In the column "Compliance Status", compliance or non-compliance may be indicated by Yes/No/N.A.. For example, if the Board has been composed in accordance with the requirements of Listing Regulations, "Yes" may be indicated. Similarly, in case the Listed Entity has no related party transactions, the words "N.A." may be indicated.
2. If status is "No" details of non-compliance may be given here.

VI. Affirmations

1. The composition of Board of Directors is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015.
2. The composition of the following committees is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015
 - a. Audit Committee
 - b. Nomination & remuneration committee
 - c. Stakeholders relationship committee
 - d. Risk management committee (applicable to the top 100 listed entities)





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3. The committee members have been made aware of their powers, role and responsibilities as specified in SEBI (Listing Obligations and disclosure requirements) Regulations, 2015.
4. The meetings of the board of directors and the above committees have been conducted in the manner as specified in SEBI (Listing obligations and disclosure requirements) Regulations, 2015.
5. This report and/or the report submitted in the previous quarter has been placed before Board of Directors. Any comments/observations/advice of Board of Directors may be mentioned here:

For India Power Corporation Limited

(Prashant Kapoor)

Company Secretary & Compliance Officer



Date: 11/04/2016
Place: Kolkata

Note:

Information at Table I and II above need to be necessarily given in 1st quarter of each financial year. However if there is no change of information in subsequent quarter(s) of that financial year, this information may not be given by Listed entity and instead a statement "same as previous quarter" may be given.



ANNEXURE II

Format to be submitted by listed entity at the end of the financial year 31 03 2016 (for the whole of financial year)

I. Disclosure on website in terms of Listing Regulations		Compliance status (Yes/No/NA)
Item		
Details of business		
Terms and conditions of appointment of independent directors		Yes
Composition of various committees of board of directors		Yes
Code of conduct of board of directors and senior management personnel		Yes
Details of establishment of vigil mechanism/ Whistle Blower policy		Yes
Criteria of making payments to non-executive directors		Yes
Policy on dealing with related party transactions		Yes
Policy for determining 'material' subsidiaries		Yes
Details of familiarization programmes imparted to independent directors		Yes
Contact information of the designated officials of the listed entity who are responsible for assisting and handling investor grievances		Yes
email address for grievance redressal and other relevant details		Yes
Financial results		Yes
Shareholding pattern		Yes
Details of agreements entered into with the media companies and/or their associates		NA
New name and the old name of the listed entity		Yes
II Annual Affirmations		
Particulars	Regulation Number	Compliance status (Yes/No/NA)
Independent director(s) have been appointed in terms of specified criteria of 'independence' and/or 'eligibility'	16(1)(b) & 25(6)	Yes
Board composition	17(1)	Yes
Meeting of Board of directors	17(2)	Yes
Review of Compliance Reports	17(3)	Yes
Plans for orderly succession for appointments	17(4)	Yes
Code of Conduct	17(5)	Yes
Fees/compensation	17(6)	Yes
Minimum Information	17(7)	Yes
Compliance Certificate	17(8)	Yes
Risk Assessment & Management	17(9)	Yes
Performance Evaluation of Independent Directors	17(10)	Yes
Composition of Audit Committee	18(1)	Yes
Meeting of Audit Committee	18(2)	Yes
Composition of nomination & remuneration committee	19(1) & (2)	Yes
Composition of Stakeholder Relationship Committee	20(1) & (2)	Yes
Composition and role of risk management committee	21(1),(2),(3),(4)	Yes
Vigil Mechanism	22	Yes
Policy for related party Transaction	23(1),(5),(6),(7) & (8)	Yes
Prior or Omnibus approval of Audit Committee for all related party transactions	23(2), (3)	Yes





Approval for material related party transactions	23(4)	NA
Composition of Board of Directors of unlisted material Subsidiary	24(1)	NA
Other Corporate Governance requirements with respect to subsidiary of listed entity	24(2),(3),(4),(5) & (6)	Yes
Maximum Directorship & Tenure	25(1) & (2)	Yes
Meeting of independent directors	25(3) & (4)	Yes
Familiarization of independent directors	25(7)	Yes
Memberships in Committees	26(1)	Yes
Affirmation with compliance to code of conduct from members of Board of Directors and Senior management personnel	26(3)	Yes
Disclosure of Shareholding by Non-Executive Directors	26(4)	Yes
Policy with respect to Obligations of directors and senior management	26(2) & 26(5)	Yes

Note:

- 1 In the column "Compliance Status", compliance or non-compliance may be indicated by Yes/No/N.A., For example, if the Board has been composed in accordance with the requirements of Listing Regulations, "Yes" may be indicated. Similarly, in case the Listed Entity has no related party transactions, the words "N.A." may be indicated.
- 2 If status is "No" details of non-compliance may be given here.
- 3 If the Listed Entity would like to provide any other information the same may be indicated here.

III Affirmations:

The Listed Entity has approved Material Subsidiary Policy and the Corporate Governance requirements with respect to subsidiary of Listed Entity have been complied.

For India Power Corporation Limited

(Prashant Kapoor)

Company Secretary & Compliance Officer



Date: 11/04/2016

Place: Kolkata