

Ref: Sectl/X/002

5th October, 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: 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 Annexure - I & III for the quarter and half year ended 30th September, 2018.

Kindly acknowledge receipt of the same.

Yours faithfully
For India Power Corporation Ltd


(Prashant Kapoor)
Company Secretary



Encl.: as above

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

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**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: **30th September, 2018****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	2	1
Mr.	Raghav Raj Kanoria	07296482 BDDPK2091Q	Executive (Managing Director)	01/06/2017	--	1	1	--
Mr.	Sunil Kanoria	AFTPK7014E 00421564	Non-Executive	05/02/2010	--	4	5	--
Mr.	Amit Kiran Deb	AFOPD8770P 02107792	Independent	01/04/2014	5	3	3	3
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	5	3
Mr.	Tantra Narayan Thakur	AAAPT2207Q 00024322	Independent	01/04/2014	5	1	2	2
Mr.	S.Sundareshan	ABHPS3714K 01675195	Independent	13/10/2014	5	4	9	--
Mr.	Asok Kumar Goswami	ADOPG8910A 03331661	Executive	15/09/2014	--	1	2	--
Ms.	Dipali Khanna	ADBPK0704H 03395440	Independent	31/03/2015	5	3	1	--

\$PAN number of any director would not be displayed on the website of Stock Exchange &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 *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 (Not mandatory)	Tantra Narayan Thakur Hemant Kanoria Raghav Raj Kanoria Jyoti Kumar Poddar Debi Prasad Patra Amit Kiran Deb Asok Kumar Goswami	Chairperson - Independent-Non-Executive Non-Independent -Non-Executive Executive Director Non-Independent -Non-Executive Independent -Non-Executive Independent -Non-Executive Executive Director
4. Stakeholders Relationship Committee'	Hemant Kanoria Raghav Raj Kanoria Jyoti Kumar Poddar Debi Prasad Patra	Chairperson - Non-Independent-Non Executive Executive Director 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)
29-05-2018	14-08-2018	76



**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*
14-08-2018 Audit Committee	5 members were present	29-05-2018 Audit Committee	76
14-08-2018 Risk Management Committee	7 members were present	-	-
-	4 members were present	29-05-2018 Nomination and Remuneration Committee	-

* 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	NA
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.
6. 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: 05/10/2018

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.

**INDIAPOWER****ANNEXURE III**

Format to be submitted by listed entity at the end of 6 months after end of financial year along-with second quarter report of next financial year I Affirmations		
Broad heading	Regulation Number	Compliance status (Yes/No/NA) refer note below
Copy of the annual report including balance sheet, profit and loss account, directors report, corporate governance report, business responsibility report displayed on website	46(2)	Yes
Presence of Chairperson of Audit Committee at the Annual General Meeting	18(1)(d)	Yes
Presence of Chairperson of the nomination and remuneration committee at the annual general meeting	19(3)	Yes
Whether "Corporate Governance Report" disclosed in Annual Report	34(3) read with Para C of Schedule V	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.		
For India Power Corporation Limited  (Prashant Kapoor) Company Secretary & Compliance Officer		
Date: 05/10/2018 Place: Kolkata		
		