



INDIA POWER
Adding power to life

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 4300/08/09/10 Fax: + 91 33 2357 2452

E-mail: corporate@indiapower.com Website: www.indiapower.com

NOTICE OF THE 100TH ANNUAL GENERAL MEETING

NOTICE is hereby given that the **Hundredth Annual General Meeting** of the Members of **India Power Corporation Limited** (formerly DPSC Limited) will be held on **Wednesday, the 30th day of September, 2020 at 11:30 a.m. IST** through Video Conferencing ("VC") / Other Audio Visual Means ("OAVM") to transact the following business:

ORDINARY BUSINESS

1. To receive, consider and adopt the Audited Standalone Financial Statements and the Audited Consolidated Financial Statements of the Company for the financial year ended 31st March, 2020 together with 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, 2020.
3. To appoint a Director in place of Mr. Raghav Raj Kanoria (holding DIN 07296482), 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 an **Ordinary Resolution**:

"RESOLVED THAT pursuant to the provisions of Section 152 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), Mr. Somesh Dasgupta (holding DIN 01298835), who was appointed as an Additional Director by the Board of Directors of the Company with effect from 25th June, 2020 in accordance with the provisions of Section 161(1) of the Companies Act, 2013 and the Articles of Association of the Company and who holds office as such up to the date of this Annual General Meeting be and is hereby appointed as a Director of the Company, whose period of office shall be liable to retire by rotation."

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

"RESOLVED THAT pursuant to the provisions of Sections 196, 197, 203 and other applicable provisions, if any, of the Companies Act, 2013 read with the Rules framed thereunder and Schedule V to the Companies Act, 2013 (including any statutory modification(s) or re-enactment thereof for the time being in force), the consent of the Members of the Company be and is hereby accorded for appointment of Mr. Somesh Dasgupta (holding DIN 01298835), as the Whole-time Director of the Company, for a period of 5 (Five) years with effect from 25th June, 2020 i.e. till 24th June, 2025, whose period of office shall be liable to retire by rotation, on terms and conditions and

remuneration as set out in the Explanatory Statement annexed to the Notice, with liberty to the Board of Directors (hereinafter referred to as "the Board" which term shall be deemed to include any Committee thereof) to alter and vary the terms and conditions of appointment including remuneration from time to time and in such manner as the Board may deem fit, provided that the remuneration payable to Mr. Somesh Dasgupta shall be in compliance with the provisions of Companies Act, 2013;

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

"RESOLVED THAT pursuant to the provisions of 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 Rs. 85,000/- (Rupees Eighty Five Thousand Only) plus taxes as applicable and reimbursement of out-of-pocket expenses as may be incurred during the course of the cost audit, 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 2020-21;

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

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

Prashant Kapoor
Company Secretary & Compliance Officer

Date: 14th August, 2020
Place: Kolkata



NOTES:

1. In view of the outbreak and continuing COVID-19 pandemic, the Ministry of Corporate Affairs ("MCA") vide its circular dated 5th May, 2020 read with circulars dated 8th April, 2020 and 13th April, 2020 (collectively referred to as "MCA Circulars") permitted convening of the Annual General Meeting ("AGM") during the calendar year 2020 through Video Conferencing ("VC") or Other Audio Visual Means ("OAVM") without the physical presence of the Members at a common venue. In compliance with the provisions of the Companies Act, 2013 ("Act"), SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") and MCA Circulars, the AGM of the Company is being held through VC / OAVM and the voting for items to be transacted at the AGM shall be done only through remote electronic voting process or electronic voting at the AGM. The deemed venue for this AGM shall be the Registered Office of the Company. **The detailed procedure for participating in the AGM through VC / OAVM is provided in Annexure - A to the Notes.**
2. Pursuant to the provisions of the Act, a Member entitled to attend and vote at the AGM is entitled to appoint a proxy to attend and vote on his / her behalf and the proxy need not be a Member of the Company. Since this AGM is being held pursuant to the MCA Circulars through VC / OAVM, physical attendance of Members has been dispensed with. **Accordingly, the facility for appointment of proxies by the Members will not be available for this AGM and hence the Proxy Form is not annexed to this Notice. Since the AGM will be held through VC / OAVM, the Attendance Slip and Route Map are not annexed to this Notice.**
3. The Explanatory Statement pursuant to Section 102(1) of the Act, setting out the material facts concerning the items of Special Business to be transacted at the AGM which have been considered unavoidable by the Board of Directors of the Company is annexed to this Notice. The relevant details of the Directors seeking appointment / re-appointment as required under Regulation 36(3) of the Listing Regulations and Secretarial Standard on General Meetings is also annexed to this Notice.
4. The Statutory Registers will be available electronically for inspection by the Members during the AGM. All documents referred to in the Notice and accompanying Explanatory Statement, will also be available for electronic inspection without any fee by the Members from the date of circulation of this Notice up to the date of AGM. Members seeking to inspect such documents can send a request to ipclagm2020@indiapower.com.
5. Members who may like to ask questions during the AGM with regard to the financial statements or any other matter to be placed at the AGM, may register themselves as a Speaker Shareholder in advance by sending a request from their registered email address mentioning their name, DP ID and Client ID number / folio number, Permanent Account Number ("PAN") and mobile number along with the questions they wish to ask to reach the Company's e-mail address at ipclagm2020@indiapower.com **between Monday, 21st September, 2020 to Friday, 25th September, 2020 (both days inclusive)**. No communication shall be entertained thereafter. Such questions by the Members shall be taken up during the AGM and suitably replied to by the Company. The Management will decide, at its due discretion, whether and how it will answer the questions. It can either club similar questions or summarize questions in the interest of the other Shareholders. The Company reserves the right to restrict the number of questions and number of Speakers, depending upon the availability of time for smooth conduct of the AGM.

6. CB Management Services Private Limited having its office at P-22, Bondel Road, Kolkata-700 019 is the Registrar and Share Transfer Agent ("RTA") of the Company.
7. Requirement to place the matter relating to appointment of Statutory Auditors for ratification by Members at every AGM 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 AGM 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 AGM till the conclusion of the 102nd AGM of the Company to be held in the year 2022.

DISPATCH OF ANNUAL REPORT AND NOTICE THROUGH ELECTRONIC MODE:

8. Pursuant to the aforesaid MCA Circulars and SEBI Circular dated 12th May, 2020, Notice convening the 100th AGM along with the Annual Report for the financial year 2019-20 is being sent only through electronic mode to those Members whose email address are registered with the Company / RTA / Depository Participant(s) ("DPs"). These documents have also been uploaded on the Company's website i.e. www.indiapower.com and will also be available on the websites of the Stock Exchanges i.e. National Stock Exchange of India Limited and Metropolitan Stock Exchange of India Limited at www.nseindia.com and www.msei.in respectively. The Notice convening the 100th AGM will also be available on the website of National Securities Depository Limited ("NSDL") (agency providing e-voting facility) at www.evoting.nsdl.com.
9. Members holding shares in physical mode who have not registered / updated their e-mail address, are requested to register / update their e-mail address by sending scanned copy of signed request letter mentioning the folio number and attaching a legible self-attested copy of PAN Card at ipclagm2020@indiapower.com and / or rta@cbmsl.com.
10. Members holding shares in dematerialised mode are requested to register / update their e-mail address with their respective DPs. Any such updation effected by the DPs will automatically reflect in the Company's subsequent records.

DIVIDEND RELATED INFORMATION:

11. Pursuant to the provisions of Section 91 of the Act and Regulation 42 of the Listing Regulations, the Register of Members and Share Transfer Books of the Company will remain closed from **Thursday, 24th September, 2020 to Wednesday, 30th September, 2020 (both days inclusive)** for the purpose of declaration of Dividend.
12. Dividend for the financial year ended 31st March, 2020 on the Equity Shares of the Company as recommended by the Board of Directors, if declared at the AGM, shall be paid subject to deduction of income tax at source ("TDS") 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 **Wednesday, 23rd September, 2020** (i.e. record date) and to those Members whose names are furnished by the Depositories as Beneficial Owners as on that date.

13. Payment of Dividend shall be made through electronic mode to the Members who have updated their bank account details. For Members who have not updated their bank account details, dividend warrants / demand drafts / cheques will be dispatched to their registered address of the Members after normalisation of postal service.
14. To avoid delay in receiving the Dividend, Members are requested to register / update their bank details with their respective DPs (where shares are held in dematerialized mode) and with the Company / RTA (where shares are held in physical mode) to receive the Dividend directly into their bank account on the payout date. Members holding shares in physical mode are requested to register / update their address and bank mandates with the Company / RTA by sending scanned copy of a signed request letter mentioning their name and folio number and enclosing legible scan copy of cancelled cheque leaf with either name of Member printed or duly signed and a self attested copy of PAN card at ipclagm2020@indiapower.com and / or rta@cbmsl.com latest by **05:00 p.m. IST on Friday, 18th September, 2020.**
15. Members may note that the Income Tax Act, 1961, ("the IT Act") as amended by the Finance Act, 2020, mandates that Dividends paid or distributed by a company after 1st April, 2020 shall be taxable in the hands of Members. The Company shall therefore be required to deduct TDS at the time of making the payment of Dividend. To enable us to determine the appropriate TDS rates as applicable, Members are requested to complete and / or update their Residential Status, PAN with the Company / RTA (in case of shares held in physical mode) and DP (in case of shares held in demat mode) by sending the relevant documents through email at ipclagm2020@indiapower.com and / or rta@cbmsl.com on or before **Friday, 18th September, 2020.** No communication on the tax determination / deduction shall be entertained by the Company post **Friday, 18th September, 2020.** The detailed process is available on the Company's website www.indiapower.com. and can be assessed at the link <https://www.indiapower.com/pdf/TDS%20on%20Dividend.pdf>.
18. The Members whose dividend / shares has been transferred to the IEPF Authority can claim their dividend / shares from the IEPF Authority by following the Refund Procedure as detailed on the website of IEPF Authority <http://www.iepf.gov.in/IEPF/refund.html>. In case the Members have any query on the subject matter and the IEPF Rules, they may contact the RTA of the Company.
19. The unpaid / unclaimed Dividend declared during the financial year 2012-13, which remains unpaid / unclaimed for a period of 7 (Seven) years has become due for transfer to IEPF during the financial year 2020-21. Pursuant to the provisions of Section 124(6) of the Act 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. Necessary intimation of such proposed transfer has been sent to the concerned shareholders, and a public notice has been published in this regard. Names of such shareholders are also available on the Company's website www.indiapower.com.

OTHER INFORMATION:

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 in terms of Section 72 of the Companies Act, 2013.
22. As per Regulation 40 of the Listing Regulations, no sale or purchase is allowed in physical form w.e.f. 1st April, 2019 except in case of request received for transmission or transposition of securities. In view of the above and to avail various benefits of dematerialisation, Members are advised to dematerialise the shares held by them in physical form. **The ISIN Number allotted to the Equity Shares of the Company is INE360C01024.**

INFORMATION AND INSTRUCTIONS RELATING TO REMOTE E-VOTING:

INVESTOR EDUCATION AND PROTECTION FUND RELATED INFORMATION:

16. Members who have not yet encashed their dividend warrants for the financial year ended 31st March, 2013 or any subsequent financial years are requested to make their claim to the RTA of the Company. Members are requested to note that Dividends not encashed or claimed within 7 (Seven) years from the date of transfer to the Company's Unpaid Dividend Account, will be transferred to the fund established by the Central Government, namely the Investor Education and Protection Fund ("IEPF"). Further, once the unclaimed Dividend is transferred to IEPF, no further claim shall be entertained by the Company in respect thereof. Details of Dividend remaining unclaimed by the Members for the past years which have not yet been transferred to IEPF are available on the Company's website i.e. www.indiapower.com.
17. 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 7 (Seven) consecutive years or more would be transferred to the IEPF Authority. In terms of the aforesaid provisions, during the financial year 2019-20, the Shares in respect of which dividend was declared during the financial year 2011-12 which remained unpaid / unclaimed by the Members for 7 (Seven) consecutive years or more was transferred to the designated Demat Account of IEPF Authority.
23. In compliance with the provisions of Section 108 of the Act read with the Companies (Management and Administration) Rules, 2014, Regulation 44 of the Listing Regulations and the MCA Circulars, 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 AGM. In addition, the facility for voting through electronic voting system shall also be made available at the AGM and the Members attending the AGM who have not cast their vote by remote e-voting shall be eligible to vote at the AGM. The Company has engaged the services of NSDL to provide e-voting facility. **The detailed procedure for remote e-voting is provided in Annexure - B to the Notes. The procedure for e-voting at the AGM is provided in Annexure - C to the Notes.**
24. The remote e-voting facility will commence on **Sunday, 27th September, 2020 (9:00 a.m. IST) and end on Tuesday, 29th September, 2020 (5:00 p.m. IST)**. The remote e-voting facility shall be disabled at the end of the remote e-voting period by NSDL. 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.
25. 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. **Wednesday, 23rd September, 2020**. 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 e-voting at the AGM. In case of joint holders, the Member whose name appears as the first holder in the order of names as per the Register of Members of the Company will be entitled to vote. A person who is not a Member as on the cut-off date should treat this notice for information purpose only.
26. Any person, who acquires shares of the Company and becomes Member of the Company after dispatch of the Notice and holding shares as on the cut-off date i.e. **Wednesday, 23rd September, 2020**, may obtain the User ID and password by sending a request at evoting@nsdl.co.in or rta@cbmsl.com.
 27. A Member can opt for only single mode of voting i.e., through remote e-voting or e-voting at the AGM. If a Member cast votes by both modes, then voting done through remote e-voting shall prevail and votes cast through e-voting at the AGM shall be treated as "INVALID"
 28. The Board of Directors of the Company has appointed Mr. Mohan Ram Goenka, Partner of MR & Associates, Practising Company Secretaries (holding CP No. 2551) as the Scrutinizer to scrutinize the voting process (both remote e-voting and e-voting at the AGM) in a fair and transparent manner.
 29. Corporate Members / Institutional Shareholders (i.e. other than individuals, HUF, NRI etc.) intending to authorize their representatives for the purpose of voting through remote e-voting, participation in the AGM through VC / OAVM and e-voting at the AGM 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) to the Scrutinizer by e-mail to goenkamohan@gmail.com with a copy marked to evoting@nsdl.co.in.
 30. 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.
 31. Members whose e-mail ids are not registered with the Company / Depositories can procure the user id and password and register their e-mail ids for e-voting by following:
 - a) Members holding shares in physical mode are requested to send scanned copy of signed request letter mentioning the name, folio no., address along with legible scanned copy of the share certificate (front and back), self-attested copy of the PAN card and self-attested copy of any document (eg.: Driving License, Bank Statement, Election Identity Card, Passport, Aadhar Card) by email to ipclagm2020@indiapower.com and / or rta@cbmsl.com.
 - b) Members holding shares in demat mode are requested to send scanned copy of signed request letter mentioning the name, DP ID and Client ID number (16 digit DPID + CLID or 16 digit beneficiary ID), along with legible scanned copy client master or copy of consolidated account statement, self-attested copy of the PAN card and self-attested copy of any document (eg.: Driving License, Bank Statement, Election Identity Card, Passport, Aadhar Card) by email to ipclagm2020@indiapower.com and / or rta@cbmsl.com.
 - c) Alternatively, Members may send an e-mail request to evoting@nsdl.co.in by providing the details mentioned in point (a) or (b) above as the case may be.
 32. Members who need assistance before or during the AGM or in respect of remote e-voting or e-voting at the AGM may contact Mr. Amit Vishal, Senior Manager, NSDL at amitv@nsdl.co.in / 022-24994360 or Ms. Pallavi Mhatre, Manager, NSDL at pallavid@nsdl.co.in / 022-24994545 or call on toll free no.: 1800-222-990. Members may refer to the Frequently Asked Questions (FAQ) for Shareholders and e-voting User Manual for Shareholders available under the downloads section of NSDL's e-voting website <https://www.evoting.nsdl.com> or contact Mr. Pradeep Kumar Singh, Deputy Manager (Secretarial), India Power Corporation Limited, Plot No. X1-2 & 3, Block-EP, Sector-V, Salt Lake City, Kolkata-700 091, Mobile No.: +91 98317 52502, Telephone: +91 33 6609 4300/08/09/10, E-mail: ipclagm2020@indiapower.com. Members may also email their queries if any, to the RTA at rta@cbmsl.com.
 33. The Scrutinizer shall immediately after the conclusion of e-voting at the AGM, first download the votes cast at the AGM and thereafter unblock the votes cast through remote e-voting in the presence of at least 2 (two) witnesses, not in the employment of the Company and make, not later than 48 (forty-eight) hours of the conclusion of the AGM, 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.
 34. The Results declared alongwith the report of the Scrutinizer shall be forwarded to the Stock Exchanges where the Equity Shares of the Company are listed and also shall be simultaneously placed on the Company's website i.e. www.indiapower.com and on the website of NSDL i.e. www.evoting.nsdl.com.

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

Prashant Kapoor
Company Secretary & Compliance Officer

Date: 14th August, 2020
Place: Kolkata

ANNEXURE - A TO THE NOTES

INSTRUCTION FOR MEMBERS FOR ATTENDING THE AGM THROUGH VC / OAVM

1. Members will be able to attend the AGM through VC / OAVM through the NSDL e-Voting system at <https://www.evoting.nsd.com> under shareholders login by using their remote e-voting credentials and selecting the EVEN for the Company's AGM i.e. 113753 The link for VC / OAVM will be available in shareholders login where the EVEN of Company will be displayed. Please note that the Members who do not have the User ID and Password for e-voting or have forgotten the User ID and Password may retrieve the same by following the remote e-voting instructions mentioned in the Notice. Further, Members can also use the OTP based login for logging into the e-voting system of NSDL.
2. Facility of joining the AGM through VC / OAVM shall open 30 (Thirty) minutes before the time scheduled for the AGM and shall be available for Members on first-come-first-served-basis.
3. Facility of joining the AGM through VC / OAVM provided by NSDL allows participation of atleast 1,000 members on first-come-first-served basis. However, the participation of members holding 2% or more shares, Promoters, Institutional Investors, Directors, Key Managerial Personnel, Chairpersons of the Audit Committee, Stakeholders Relationship Committee, Nomination and Remuneration Committee and Auditors are not restricted on first-come-first-served-basis.
4. Members may join the AGM through their Desktops / Laptops / Smartphones, etc. Members are encouraged to join the AGM through Laptops for better experience. Further, Members will be required to use Internet with a good speed to avoid any disturbance during the AGM. Please note that Members connecting from Mobile Devices or Tablets or through Laptops connecting via mobile hotspot may experience Audio / Video loss due to fluctuation in their respective network. It is therefore recommended to use stable Wi-Fi or LAN connection to mitigate any kind of glitches.
5. Members attending the AGM through VC / OAVM shall be counted for the purpose of reckoning the quorum under Section 103 of the Act.
6. Members who need assistance before or during the AGM, can contact NSDL on evoting@nsdl.co.in / 1800-222-990 or contact Mr. Amit Vishal, Senior Manager, NSDL at amitv@nsdl.co.in / 022-24994360 or Ms. Pallavi Mhatre, Manager, NSDL at pallavid@nsdl.co.in / 022-24994545.

ANNEXURE - B TO THE NOTES

INSTRUCTION RELATING TO REMOTE E-VOTING

The process and manner for remote e-voting are explained 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.

Step 1: 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.
 - 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 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, please follow steps mentioned in Note no. 31.
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.
 - d) Members can also use the One Time Password (OTP) based login for casting the votes on the e-Voting system of NSDL.
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.

Step 2: Cast your vote electronically

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**" which is **113753**.
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.

ANNEXURE - C TO THE NOTES

INSTRUCTIONS FOR E-VOTING AT THE DAY OF THE AGM

1. The procedure for e-voting on the day of the AGM is same as the instructions mentioned in Annexure B for remote e-voting.
2. Only those Members, who will be present in the meeting through VC / OAVM facility and have not casted their vote on the Resolutions through remote e-voting and are otherwise not barred from doing so, shall be eligible to vote through e-voting system at the AGM.
3. Members who have casted their vote through remote e-voting prior to the AGM shall be eligible to attend the AGM. However, they will not be eligible to vote at the AGM.

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

Item No. 4 & 5

The Board of Directors of the Company at its Meeting held on 25th June, 2020 upon the recommendation of the Nomination & Remuneration Committee and considering the experience of Mr. Somesh Dasgupta, appointed Mr. Somesh Dasgupta as an Additional Director of the Company w.e.f. 25th June, 2020 pursuant to the provisions of Section 161 of the Companies Act, 2013 who holds office as such upto the date of this Annual General Meeting. The Board at the said Meeting also appointed Mr. Somesh Dasgupta as the Whole-time Director of the Company w.e.f.

25th June, 2020 for a term of 5 (five) years pursuant to the provisions of Sections 196, 197 and 203 read with Schedule V to the Companies Act, 2013 and the Rules framed thereunder, on terms and conditions and remuneration as set out in the Agreement entered into between the Company and Mr. Somesh Dasgupta, subject to the approval of the Members. The brief terms and conditions of the said appointment as extracted from the Agreement are as follows:

Remuneration:

Particulars	Per Month (In INR)
A. MONTHLY SALARY	
Basic Salary	86,589
House Rent Allowance	43,295
Composite Allowance	1,22,956
Special Allowance	81,380
Medical Allowances (Payable Monthly)	7,216
TOTAL MONTHLY SALARY	3,41,436
B. PERQUISITES & REIMBURSEMENTS	
Vehicle Hiring Charges (Payable Monthly)	1,00,000
Leave Travel Allowance (Payable Monthly / Annually)	7,216
Bonus / Ex-Gratia (Payable Annually)	7,216
TOTAL PERQUISITES & REIMBURSEMENTS	1,14,432
C. STATUTORY BENEFITS	
Provident Fund (12%)	25,145
Employer's Contribution towards Superannuation II	1,330
Gratuity	10,074
TOTAL STATUTORY BENEFITS & CONTRIBUTIONS	36,549
D. TOTAL MONTHLY CTC (A+B+C)	4,92,417
FIXED CTC (YEARLY)	59,09,009
E. PLI (MAXIMUM)	6,69,665
TOTAL CTC	65,78,674

Gratuity would be payable as per the Payment of Gratuity Act, 1972

Special Allowance is inclusive of the premium amount against Medical Insurance

Variable Pay (PLI): The amount, if any, as mentioned in Sl. No. "E" above shall be based on three parameters, i.e. (i) individual parameters, (ii) business unit performance and (iii) organization performance as per the PMS framework.

Club subscription and fees as per company rule and reimbursement of electricity expenses of residence (1/3 of bill amount).

Overall Remuneration:

The remuneration payable to Whole-time Director in any financial year shall be in due compliance with the provisions of Sections 196 and 197 and other applicable provisions of the Companies Act, 2013 read with Schedule V to the Companies Act, 2013 as may be applicable for the time being in force.

If any time, the Whole-time Director holds the position of a managerial person in two companies, including any Subsidiary Company, the total

remuneration drawn from both the Companies shall not exceed the higher maximum limit admissible from any one of the Companies of which Whole-time Director is a managerial personnel.

Minimum Remuneration:

In the event of loss or inadequacy of profits in any financial year during the currency of tenure of service of Whole-time Director, the above remuneration or any other remuneration as may be revised from time to time shall be paid to the Whole-time Director as minimum remuneration.

Whole-time Director shall not be paid any sitting fee for attending Meetings of the Board of Directors or Committee(s) thereof or Commission.

Resignation and Removal:

The resignation and removal of Whole-time Director shall be governed by the provisions of Sections 168 and 167 and other applicable provisions of the Companies Act, 2013 as may be applicable for the time being in force. The appointment of Whole-time Director is terminable by a notice of 90 (Ninety) days or salary in lieu thereof on either side.

Subject to the provisions of Companies Act, 2013, Whole-time Director shall while he continues to hold office of the Whole-time Director, be subject to retirement by rotation but shall ipso facto immediately cease to be the Whole-time Director if he ceases to hold office of Director for any cause. However, the Whole-time Director re-appointed as a Director of the Company immediately on retirement by rotation, shall continue to hold his office of the Whole-time Director and such re-appointment shall not be deemed to constitute a break in his appointment / service as the Whole-time Director of the Company.

Mr. Somesh Dasgupta has given his consent to act as a Director of the Company. Further as per the declaration received by the Company, Mr. Somesh Dasgupta is not disqualified to be appointed as Director under Section 164 of the Companies Act, 2013. The Company has also received a notice pursuant to Section 160 of the Companies Act, 2013 from a Member signifying their intention to propose the appointment of Mr. Somesh Dasgupta as a Director of the Company.

The relevant details of the Director seeking 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 annexed to the Notice.

Date: 14th August, 2020
Place: Kolkata

The Board of Directors, recommends the Resolutions as set out at item No. 4 and 5 to be passed as Ordinary and Special Resolution respectively by the Members.

None of the Directors or Key Managerial Personnel of the Company, either directly or through their relatives except Mr. Somesh Dasgupta and his relatives are, in any way, concerned or interested, whether financially or otherwise, in the proposed Resolutions.

Item No. 6

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. Accordingly, on the recommendation of the Audit Committee, the Board of Directors of the Company have approved the appointment of M/s. Mani & Co., Cost Accountants, having Firm Registration No. 000004, as the Cost Auditors of the Company for the financial year 2020-21, at a remuneration of Rs. 85,000/- (Rupees Eighty Five Thousand only) excluding taxes as applicable and reimbursement of out-of-pocket expenses as may be incurred in connection with the cost audit of the Company.

Pursuant to Section 148 of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014, the consent of the Members is sought for ratification of the remuneration payable to the Cost Auditors of the Company for the financial year 2020-21.

The Board of Directors, therefore, recommends the Resolution set out at item No. 6 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. Raghav Raj Kanoria (DIN: 07296482)
Qualification	B. Com (Hons.)
Expertise in specific functional area	Experience in Power and Finance Industry
Directorship held in other Listed Companies	Nil
Chairman / Member of the Committees of the Board of Directors of the Listed Companies (Audit Committee and Stakeholders Relationship Committee)	Stakeholders Relationship Committee India Power Corporation Limited (Member)
Shareholding in the Company	Nil
Inter-se Relation-ships between Directors	None

DETAILS OF THE DIRECTOR SEEKING 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. Somesh Dasgupta (DIN: 01298835)
Date of Birth	28th May, 1960
Date of Appointment	25th June, 2020
Qualification	Graduate in Mechanical Engineering, Post Graduate in Human Resource Management and Certificate in Total Quality Management from BITS, Sweden.
Expertise in specific functional area	Corporate Affairs, Government / Business Relationship, Public Relations, Corporate Communications, People Management, Corporate Social Responsibility and Corporate Administration.
Directorship held in other Companies	MP Smart Grid Private Limited Matsya Shipping & Ports Private Limited
Chairman / Member of the Committees of the Board of Directors of the Company	Corporate Social Responsibility Committee, Member Risk Management Committee, Member Committee of Directors, Member
Chairman / Member of the Committees of the Board of Directors of other Companies in which he is a Director	None
Shareholding in the Company	Nil
Inter-se Relation-ships between Directors and Key Managerial Personnel	None
No. of Board Meetings attended during the financial year 2019-20	Not Applicable
Terms and conditions of Appointment / Re-appointment	As per the resolution at Item no. 5 of this Notice read with the explanatory statement thereto.
Details of Remuneration sought to be paid and the Remuneration last drawn	As per the resolution at Item no. 5 of this Notice read with the explanatory statement thereto.