

Ref: Sectl/X/002

4th October, 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(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 in Annexure - I & III for the quarter and half year ended 30th September, 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

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

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

Ph : (0341) 6600452 / 454 / 455 / 456 / 457, Fax : (0341) 6600464

E-mail : corporate@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: **30th September, 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 | AKSPK3708R00193015 | Non-Executive Chairperson | 29/01/2010 | -- | 2 | 1 | 1 |
| Mr. | Sunil Kanoria | AFTPK7014E00421564 | Non-Executive | 05/02/2010 | -- | 3 | 3 | 1 |
| Mr. | Amit Kiran Deb | AFOPD8770P02107792 | Independent | 01/04/2014 | 5 | 3 | 3 | 2 |
| Mr. | Jyoti Kumar Poddar | AIAPP6206D00690650 | Non-Executive | 29/01/2010 | -- | 1 | 2 | -- |
| Mr. | Debi Prasad Patra | AGCPP3380Q00067269 | Independent | 01/04/2014 | 5 | 1 | 2 | -- |
| Mr. | Nand Gopal Khaitan | AFLPK3827K00020588 | Independent | 01/04/2014 | 5 | 7 | 5 | 3 |
| Mr. | Tantra Narayan Thakur | AAAPT2207Q00024322 | Independent | 01/04/2014 | 5 | 1 | -- | -- |
| Mr. | S.Sundarshan | ABHPS3714K01675195 | Independent | 13/10/2014 | 5 | 4 | 8 | -- |
| Mr. | Asok Kumar Goswami | ADOPG8910A03331661 | Executive | 15/09/2014 | -- | 1 | 1 | -- |
| Ms. | Dipali Khanna | ADBPK0704H03395440 | Independent | 31/03/2015 | 5 | 2 | -- | -- |

\$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(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) |
|---|---|---|
| 14-05-2016 | 05-08-2016 & 10-09-2016 | 82 |





| 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* |
| 05-08-2016 & 10-09-2016 Audit Committee | All the members were present at the meeting | 14-05-2016 Audit Committee | 82 |
| * 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

- The composition of Board of Directors is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015.
- The composition of the following committees is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015
 - Audit Committee
 - Nomination & remuneration committee
 - Stakeholders relationship committee
 - 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: 04/10/2016

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.

**INDIA POWER****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: 04/10/2016

Place: Kolkata

