

Ref: Sectl/X/002

19th July, 2017

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: Notice of the 97th Annual General Meeting

Pursuant to Regulation 30 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, please find enclosed herewith a Notice convening the 97th Annual General Meeting of the Company scheduled to be held on Saturday, the 12th day of August, 2017 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 information and records, please.

Yours faithfully
for India Power Corporation Limited


(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 : pr@indiapower.com, Web : www.indiapower.com



INDIA POWER CORPORATION LIMITED

CIN: L40105WB1919PLC003263

[Formerly DPSC Limited]

Registered Office: Plot 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 97TH ANNUAL GENERAL MEETING

NOTICE is hereby given that the **Ninety Seventh Annual General Meeting** of the Members of India Power Corporation Limited (formerly DPSC Limited) will be held at its Registered Office at **Plot X1 - 2 & 3, Block EP, Sector V, Salt Lake City, Kolkata – 700 091** on **Saturday, the 12th August, 2017 at 11:30 a.m.** to transact the following business:

ORDINARY BUSINESS

1. To receive, consider and adopt the Audited Financial Statements (including Audited Consolidated Financial Statements) of the Company for the financial year ended 31st March, 2017, including the Balance Sheet as at 31st March, 2017, 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 a dividend for the financial year ended 31st March, 2017 on the Equity Shares of the Company.
3. To appoint a Director in place of Shri Jyoti Kumar Poddar (holding DIN 00690650), who retires by rotation and being eligible, offers himself for 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 139(8) and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), M/s. S. S. Kothari Mehta & Co., Chartered Accountants, (Firms Registration No. 000756N), be and are hereby appointed as Statutory Auditors of the Company to fill the casual vacancy caused by the resignation of M/s. Lodha & Co., Chartered Accountants (Firm Registration No: 301051E);

RESOLVED FURTHER THAT M/s. S. S. Kothari Mehta & Co., Chartered Accountants, (Firms Registration No. 000756N), be and are hereby appointed as Statutory Auditors of the Company to hold the office from 17th July, 2017 until the conclusion of this Annual General Meeting (97th) of the Company, on such remuneration as may be mutually agreed upon between the Board of Directors of the Company and the Auditors, plus taxes as applicable and reimbursement of out-of-pocket expenses.”

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

“RESOLVED THAT pursuant to provisions of Sections 139, 141, 142 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), M/s. S. S. Kothari Mehta & Co., Chartered Accountants, (Firms Registration No. 000756N), be and are hereby appointed as Statutory Auditors of the Company to hold office for a period of five 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 subject to ratification of the appointment by the Members at every Annual General Meeting, on such remuneration as may be mutually agreed upon between the Board of Directors of the Company and the Auditors, plus taxes, as applicable and reimbursement of out-of-pocket expenses.”

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

“RESOLVED THAT pursuant to the provisions of Sections 152, 161 and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force), Shri Raghav Raj Kanoria (holding DIN 07296482), who was appointed as an Additional Director by the Board of Directors 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.”

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

“RESOLVED THAT pursuant to the provisions of Section 196, 197, 198 and 203 read with Schedule V and all other applicable provisions of the Companies Act, 2013 (Act), if any and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force), Articles of Association of the Company, recommendation of Nomination & Remuneration Committee and the approval of the Board of Directors, consent of the Company be and is hereby accorded to the appointment of Shri Raghav Raj Kanoria (holding DIN 07296482) as Managing Director of the Company, for a period of 5 years with effect from 1st June, 2017 i.e. from 1st June, 2017 to 31st May, 2022, whose period of office shall be liable to retire by rotation, on terms and conditions as recommended by the Nomination & Remuneration Committee based on the Nomination & Remuneration Policy and other terms and conditions as set out in the Agreement entered into between the Company and Shri Raghav Raj Kanoria, a copy of which is placed before the meeting and the terms of which are set out briefly herein below:

a) Salary:

In the scale of ₹ 7,00,000/- to ₹ 15,00,000/- (Rupees Seven Lacs only to Rupees Fifteen Lacs only) per month with authority to the Board to fix the salary within the abovementioned scale from time to time after taking into account the recommendations of Nomination & Remuneration Committee within a ceiling of ₹ 15,00,000/- (Rupees Fifteen Lacs only) per month. The annual increments will be merit-based and take into account the Company's performance. The present salary of Shri Raghav Raj

Kanoria is fixed at ₹ 7,00,000/- (Rupees Seven Lacs only) per month w.e.f 1st June, 2017.

b) Commission:

1% (One per cent) of the net profits of the Company as per Audited Profit and Loss Account per year or such other amount as may be decided by the Board in its absolute discretion upon recommendation of the Nomination & Remuneration Committee, for each financial year (or part thereof), subject, however, that the total remuneration (i.e. Salary, Commission and Perquisites) in any one financial year shall not exceed the limits prescribed from time to time under Sections 196, 197, 198 and other applicable provisions of the Companies Act, 2013 read with Schedule V to the said Act, as may for the time being be in force.

c) Ex-gratia:

Ex-gratia payment of 1 (One) month's salary per annum or such other higher sum as may be decided by the Board of the Company.

d) Perquisites:

In addition to the aforesaid, Managing Director shall be entitled to the following perquisites:

i) Housing:

Fully furnished residential accommodation or house rent allowance at the rate of 60% (sixty percent) of salary or such other suitable amount as may be decided by the Board of Directors.

Expenses pertaining to gas, electricity, water and other utilities will be borne / reimbursed by the Company.

Company shall provide such furniture and furnishings as may be required by the Managing Director.

ii) Medical Reimbursement:

Reimbursement of actual medical expenses incurred in India and / or abroad and including hospitalization, nursing home and surgical charges for self and family.

iii) Leave Travel Concession:

Reimbursement of actual travelling expenses, for proceeding on leave, once in a year in respect of self and family.

- iv) **Club Fees:**
Reimbursement of membership fees for clubs in India and / or abroad, including admission and life membership fees.
- v) **Personal Accident Insurance:**
Payment of premium in respect of one Personal Accident Insurance Policy.
- vi) **Contribution to Provident Fund, Superannuation Fund and Annuity Fund:**
The Company's contribution to Provident Fund or Superannuation or Annuity Fund as per the rules of the Company, applicable for senior executives of the Company or such higher contribution as may be decided by the Board.
- vii) **Gratuity:**
Entitled for Gratuity as per the rules of the Company.
- viii) **Leave:**
Entitled for leave with full pay or encashment thereof as per the rules of the Company.
- ix) **Entertainment Expenses:**
Entitled for reimbursement of entertainment and all other expenses incurred for the business of the Company as per the rules of the Company.
- x) **Other Perquisites:**
Subject to overall ceiling on remuneration prescribed in Schedule V to the Companies Act, 2013, the Managing Director may be given any other allowances, performance incentives, benefits and perquisites as the Board of Directors may from time to time decide.

Explanation:

Perquisites shall be evaluated as per Income Tax Rules, wherever applicable and in absence of any such rule, perquisites shall be evaluated at actual cost.

Company's contribution to Provident Fund or Superannuation or Annuity Fund, to the extent these either singly or together are not taxable under the Income Tax Act, gratuity payable as per the rules of the Company and encashment of leave at the end of his tenure, shall not be included in the computation of limits for the remuneration or perquisites aforesaid.

- e) **Amenities:**
 - i) **Conveyance facilities:**
The Company shall provide suitable conveyance facilities to the Managing Director as may be required by him.
 - ii) **Telephone, telefax and other communication facilities:**
The Company shall provide telephone, telefax and other communication facilities at the Managing Director's residence.
- f) **Overall Remuneration:**
The aggregate of salary, commission and perquisites payable to Shri Raghav Raj Kanoria, Managing Director, in any Financial Year shall not exceed the limits from time to time under Sections 196 and 197 and other applicable provisions of the Companies Act, 2013 read with Schedule V to the said Act as may be applicable for the time being in force.

If at any time, Shri Raghav Raj Kanoria, holds the position of a managerial person in two Companies, including any Subsidiary of the 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 Shri Raghav Raj Kanoria is a managerial personnel.
- g) **Minimum Remuneration:**
In the event of loss or inadequacy of profits in any financial year during the currency of tenure of service of the Managing Director, the payment of salary, commission, perquisites, and other allowances shall be governed by the limits prescribed under Part II of Schedule V to the Companies Act, 2013.
- h) Subject to the superintendence, control and directions of the Board, the Managing Director shall be in charge of the management of the affairs of the Company and he shall perform such duties and functions as would be commensurate with his position as the Managing Director of the Company and as may be delegated to him from time to time by the Board of Directors and Shareholders, except such matters which are specifically to be done by the Board of Directors under the Articles of Association of the Company or under the Companies Act, 2013 and the rules framed thereunder.
- i) The Managing Director shall not be paid any sitting fee for attending meetings of the Board of Directors or Committee(s) thereof.

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

RESOLVED FURTHER THAT the Board of Directors (hereinafter referred to as "the Board" which term shall be deemed to include any Committee thereof) be and is hereby authorised to alter and vary the terms and conditions of appointment authorised, at any time(s) and from time to time and in such manner as the Board may deem fit subject to the overall limits of remuneration specified by this resolution and the 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."

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

"RESOLVED THAT pursuant to the provisions of Section 188 and any other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Meetings of Board and its Powers) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and Regulation 23 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and in accordance with the Related Party Transaction Policy of the Company and subject to such approvals, consents, sanctions and permissions as may be necessary, consent of the Members of the Company be and is hereby accorded to one or more contract(s) / arrangement(s) / transaction(s) / agreement(s) entered into or to be entered into from

time to time, involving making investment(s) and/or providing any security(ies) / guarantee(s) in connection with loan(s) and/or any form of loan/borrowing and/or any sale/purchase/service contract(s)/transaction(s) and/or any transaction that may be decided by the Board of Directors (hereinafter referred to as "the Board" which term shall be deemed to include any Committee thereof) from time to time or a combination thereof, with Meenakshi Energy Limited (formerly known as Meenakshi Energy Private Limited) (MEL), being a related party, as defined under the relevant provisions of Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, in any financial year, on such terms and conditions as may be mutually agreed upon between the Company and MEL, for an aggregate amount exceeding the threshold limit of 10 (ten) per cent of annual consolidated turnover of the Company, however not exceeding a limit of ₹ 500 Crores (Rupees Five Hundred Crores only) during a financial year for the total value of all such transactions with MEL;

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."

8. 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 any other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Prospectus and Allotment of Securities) Rules, 2014, the Companies (Share Capital and Debentures) Rules, 2014 framed thereunder and all other applicable Rules, if any, 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 such other approvals as may be required from regulatory authorities from time to time, approval of the Members be and is hereby accorded to the Board of

Directors (hereinafter referred to as "the Board" which term shall be deemed to include any Committee thereof) to offer, issue and allot, secured and / or unsecured, listed and / or unlisted Non-Convertible Debentures (NCDs) and / or other debt securities, including Bonds, Commercial Papers (CPs), etc., on private placement basis, in one or more series/tranches, aggregating upto ₹ 1000 Crores (Rupees Thousand Crores only), whether rupee denominated or denominated in foreign currency, during the period of 1 (one) year from the date of this Annual General Meeting 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 NCDs and / or CPs and / or other 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 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 including for the purpose of determining terms of issue of NCDs and / or CPs and / or other debt securities 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

Registered Office:

Plot X1- 2 & 3, Block – EP, Sector – V,
Salt Lake City, Kolkata –700 091

Place: Kolkata

Date:17th July, 2017

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 an **Ordinary Resolution:**

"RESOLVED THAT pursuant to Section 148 and other applicable provisions, if any, of the Companies Act, 2013 and the Rules made thereunder, (including any statutory modification(s) or re-enactment thereof for the time being in force), the Company hereby ratifies the remuneration of ₹ 90,000/- (Rupees Ninety Thousand Only) plus service tax and actual out-of-pocket expenses payable to M/s. Mani & Co., Cost Accountants, having Firm Registration No. 000004, who are appointed as Cost Auditors to conduct the audit of cost records maintained by the Company for the Financial Year 2017-18;

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."

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

**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 ON A POLL INSTEAD OF HIMSELF/HERSELF AND SUCH PROXY NEED NOT BE A MEMBER OF THE COMPANY.

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 for his entire shareholding and such person shall not act as Proxy for any other Member.

2. 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 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.
3. Every Member entitled to vote at the meeting shall be entitled during the period beginning twenty-four hours before the time fixed for the commencement of the meeting and ending with the conclusion of the meeting, to inspect the proxies lodged, provided that not less than three days notice in writing of the intention to inspect is given by the Member to the Company.
4. The Explanatory 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 Director seeking appointment/re-appointment as required under Regulation 36(3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI (LODR) Regulations") and the Secretarial Standard on General Meetings forms part of Explanatory Statement and is also annexed.
5. **Pursuant to the provisions of Section 91 of the Companies Act, 2013 and Regulation 42 of the SEBI (LODR) Regulations, the Register of Members and Share Transfer Books of the Company will remain closed from Monday, 7th August, 2017 to Saturday, 12th**

August, 2017 (both days inclusive) for the purpose of declaration of Dividend.

6. M/s. C B Management Services (P) Ltd. of 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 of the Company.
7. Dividend for the financial year ended 31st March, 2017 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, 5th August, 2017 and to those whose names are furnished by the Depositories as Beneficial Owners as on that date.
8. 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.
9. 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.
10. Members who have not yet encashed their dividend warrants for the financial year ended 31st March, 2010 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 readily available for view by the Members on the Company's website i.e. www.indiapower.com.
11. Pursuant to the provisions of Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016 (including any amendments made therein) ('The Rules'), all shares in respect of which dividend has not been paid or claimed by the

shareholders for 7 (seven) consecutive years or more would be transferred to the Investor Education and Protection Fund (IEPF). The Company has sent reminder letters to the shareholders whose shares are proposed to be transferred to IEPF, relating to transfer of underlying shares and have also uploaded full details of such shareholders on its website www.indiapower.com.

12. Electronic copy of the Annual Report for the Financial Year 2016 – 17 and the Notice convening the 97th 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 /DPs for communication purposes. However, Members who have not registered their email IDs, shall be furnished with physical copies of the aforesaid Documents in the permitted mode. These documents have also been uploaded on the website of the Company.

Members who have not registered their e-mail addresses so far, are requested to register their e-mail addresses for receiving all communications including Annual Report, Notices etc. from the Company electronically.

13. In accordance with the provisions of Section 136 of the Companies Act, 2013, the Company will provide a copy of separate audited 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.

A Statement containing the salient features of the financial statements of Subsidiary Companies forms part of the Annual Report of the Company. The audited 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 website of the Company www.indiapower.com.

14. Members holding shares in physical form are requested to take immediate action to demat their shares to avail easy liquidity.
15. 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.

16. Members holding shares in single name and physical form are advised to make nomination in respect of their shareholding in the Company.

17. Non-Resident Indian Members are requested to inform RTA, immediately of:

- i. Change in their residential status on return to India for permanent settlement.
- ii. 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.

18. SEBI has mandated submission of Permanent Account Number (PAN) by every participant in the securities market. Members holding shares in electronic form are, therefore, requested to submit their PAN to their respective DPs. Members holding shares in physical form can submit their self-attested PAN to the Company/RTA.

19. All the documents referred to in the accompanying Notice and accompanying Explanatory Statement and the Statutory Registers shall be open for inspection, during business hours from 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.

20. 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 and 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.

21. Members desirous of obtaining any relevant information as regards the Accounts of the Company are requested to write to the Company at least 7 (seven) days prior to the date of the meeting so as to enable the Company to keep the information ready.

22. **A route map showing directions to reach the venue along with the prominent landmark for easy location is enclosed with this notice.**

23. **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 of the paid - up equity share capital of the Company as on the cut-off date i.e. Saturday, 5th August, 2017. 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 Shri Mohan Ram Goenka, Partner of M/s. MR & Associates, Company Secretaries (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, 9th August, 2017 (10:00 a.m.) and end on Friday, 11th August, 2017 (5:00 p.m.). 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 process for remote e-voting:
 - A. **In case a member receives an email from NSDL [for members whose email IDs are registered with the Company/RTA/Depository Participant(s)] :**
 - (i) Open email and open PDF file viz; **"India Power remote e-voting.pdf"** with your Client ID or Folio No. as password. The said PDF file contains your user ID and password/PIN for remote e-voting. Please note that the password is an initial password.
 - (ii) Launch internet browser by typing the following URL: **https://www.evoting.nsdl.com/**
 - (iii) Click on **Shareholder - Login**
 - (iv) Put User ID and password as initial password/ PIN noted in step (i) above. Click **Login**.
 - (v) Password change menu appears. Change the password/PIN with new password of your choice with minimum 8 digits/characters or combination thereof. Note new password. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
 - (vi) Home page of e-voting opens. Click on e-voting: **Active Voting Cycles**.
 - (vii) Select **"EVEN"** of **"India Power Corporation Limited"**.
 - (viii) Now you are ready for remote e-voting as Cast Vote page opens.
 - (ix) Cast your vote by selecting appropriate option and click on **"Submit"** and also **"Confirm"** when prompted.
 - (x) Once you have voted on the resolution, you will not be allowed to modify your vote.
 - (xi) 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. together with attested specimen signature of the duly authorised signatory(ies) who are authorised to vote, to the Scrutinizer through e-mail to goenkamohan@gmail.com with a copy marked to evoting@nsdl.co.in

B. In case a member receives physical copy of the Notice of meeting [for members whose email IDs are not registered or for members requesting physical copy]:

- (i) Initial password is provided as below/at the bottom of the Attendance Slip for the meeting

EVEN (E-Voting Event Number)	User ID	PASSWORD/PIN
Refer Attendance Slip		

- (ii) Please follow all steps from Sl. No. A(ii) to Sl. No. A(xi) above, to cast vote.

- h. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and remote e-voting user manual for Shareholders available under the Downloads section of NSDL e-voting website www.evoting.nsdl.com or call on toll free no.: 1800-222-990 or contact Shri Pradeep Kumar Singh, Deputy Manager (Secretarial), India Power Corporation Limited, Plot X1 - 2 & 3, Block EP, Sector V, Salt Lake City, Kolkata 700 091, Telephone (033) 6609 4308/09/10, e-mail:pradeep.singh@indiapower.com.
- i. If you are already registered with NSDL for e-voting then you can use your existing user ID and password/PIN for casting your vote.
- j. Any person, who acquires shares of the Company and becomes a Member of the Company after dispatch of the Notice and holding shares as of the cut-off date

i.e. Saturday, 5th August, 2017 may obtain the User ID and password by sending a request to NSDL at evoting@nsdl.co.in or to the Company at corporate@indiapower.com or to the RTA at rta@cbmsl.com. However, if you are already registered with NSDL for e-voting then you can use your existing User ID and password for casting your vote. If you forgot your password, you can reset your password by using "Forgot User Details/Password" option available on www.evoting.nsdl.com or contact NSDL on the toll free no.: 1800-222-990.

- 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 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 witnesses, not in the employment of the Company and shall make, not later than two days 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 Director authorised by him 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 website of the Company www.indiapower.com and on the website of NSDL, www.evoting.nsdl.com immediately after the declaration of result by the Chairman or a Director authorised by him in writing. Such results shall also be immediately forwarded to the Stock Exchanges where the Company's shares are listed.

Registered Office:

Plot X1- 2 & 3, Block – EP, Sector – V,
Salt Lake City, Kolkata –700 091

Place: Kolkata
Date:17th July, 2017

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

**Prashant Kapoor
Company Secretary & Compliance Officer**

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

Item No. 4 & 5

The Members of the Company at its 94th Annual General Meeting held on Saturday, 13th September, 2014 had appointed M/s. Lodha & Co. (Firm Registration No.: 301051E) as the Statutory Auditors of the Company to hold office from the conclusion of 94th Annual General Meeting till the conclusion of 99th Annual General Meeting of the Company to be held in the year 2019, subject to ratification of the appointment by the Members at every Annual General Meeting. M/s. Lodha & Co., Statutory Auditors vide their letter dated 14th July, 2017 have resigned as the Statutory Auditors of the Company, resulting into a casual vacancy in the office of Statutory Auditors of the Company.

The Board of Directors based on the recommendation of the Audit Committee and pursuant to the provisions of Section 139(8) of the Companies Act, 2013, have appointed M/s. S. S. Kothari Mehta & Co., Chartered Accountants, (Firms Registration No. 000756N), w.e.f 17th July, 2017 to fill the casual vacancy who shall hold office as the Statutory Auditors of the Company till the conclusion of 97th Annual General Meeting.

The Board of Directors based on the recommendation of the Audit Committee and pursuant to Sections 139, 141, 142 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014, recommended the appointment of M/s. S. S. Kothari Mehta & Co., Chartered Accountants, (Firms Registration No. 000756N), as Statutory Auditors of the Company to hold office for a period of 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 subject to ratification of the appointment by the Members at every Annual General Meeting, on such remuneration as may be mutually agreed upon between the Board of Directors of the Company and the Auditors, plus taxes, as applicable and reimbursement of out-of-pocket expenses.

The Company has received consent letter and eligibility

certificate from M/s. S. S. Kothari Mehta & Co., Chartered Accountants, (Firms Registration No. 000756N), to act as Statutory Auditors of the Company along with a confirmation that, their appointment, if made, would be within the limits prescribed under the Companies Act, 2013.

The Directors, therefore, recommends the Resolutions at item no. 4 & 5 to be passed as Ordinary Resolutions by the Members.

None of the Directors or Key Managerial Personnel (KMPs) 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. 6 & 7

The Board of Directors of the Company upon the recommendation of the Nomination & Remuneration Committee at its meeting held on 29th May, 2017 appointed Shri Raghav Raj Kanoria as an Additional Director of the Company w.e.f. 1st June, 2017 pursuant to the provisions of Section 161 of the Companies Act, 2013 and who holds office as such upto the date of this Annual General Meeting. He was also appointed as the Managing Director of the Company w.e.f. 1st June, 2017 for a term of five (5) years pursuant to the provisions of Sections 196, 197, 198 and 203 read with Schedule V to the Companies Act, 2013 and the Rules framed thereunder, subject to the approval of the Members and designated as a Key Managerial Personnel.

Shri Raghav Raj Kanoria, aged 27 years holds a Bachelors Degree in Commerce with experience in Power and Finance Industry. He is presently the Chairman of Infrastructure Committee of Indian Chamber of Commerce, Chairperson of East & North East Regional Council of the Indo-Canadian Business Chamber, Member of Task Force - Electricity Distribution, Government of Rajasthan and Managing Committee Member of Bengal Chamber of Commerce.

Shri Raghav Raj Kanoria does not hold by himself or for any other person on a beneficial basis, any shares in the Company. The directorships held by Shri Raghav Raj Kanoria are within the limits prescribed under the Companies Act, 2013.

Details of other Directorships and Committee positions held in such other Companies by Shri Raghav Raj Kanoria are given below:

Name of the other companies in which he is director (excluding Directorships in foreign companies)	Details of Committee positions held	
	Committee	Position
Meenakshi Energy Limited	Nomination and Remuneration Committee	Member
	Committee of Directors	Member
India Power Corporation (Bodhgaya) Limited	Audit Committee	Member
India Uniper Power Services Private Limited	NIL	
Indian Chamber of Commerce Calcutta	NIL	
The Indo-Canadian Business Chamber	NIL	
PL Solar Renewable Limited	NIL	
PL Sunrays Power Limited	NIL	

The Company has received a notice pursuant to Section 160 of the Companies Act, 2013 along with the amount of requisite deposit from a Member signifying his intention to propose the appointment of Shri Raghav Raj Kanoria as a Director of the Company.

The Company has received from Shri Raghav Raj Kanoria (i) consent in writing to act as Director in Form DIR-2 pursuant to Rule 8 of Companies (Appointment & Qualification of Directors) Rules, 2014 and (ii) intimation in Form DIR-8 in terms of Companies (Appointment & Qualification of Directors) Rules, 2014, to the effect that he is not disqualified under Section 164(2) of the Companies Act, 2013.

Considering his knowledge and experience and his strong execution rigor towards work and dedicated approach towards developing and expanding the business operations of the Company, the Board of Directors of the Company considers that the appointment of Shri Raghav Raj Kanoria as Managing Director of the Company is in the best interest of the Company.

The remuneration and other terms and conditions of Shri Raghav Raj Kanoria's appointment as Managing Director as set out in the resolution is subject to the approval of the Members. The Directors, therefore, recommend the Resolutions at item No. 6 & 7 to be passed as an Ordinary Resolution by the Members.

A copy of the Agreement entered into between the Company and Shri Raghav Raj Kanoria is available for inspection by the Members of the Company for inspection, during business hours from 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.

The relevant details as required under Regulation 36(3) of the Securities and Exchange Board of India (Listing Obligations and

Disclosure Requirements) Regulations, 2015 and the Secretarial Standard on General Meetings are contained herein above.

Shri Raghav Raj Kanoria may be deemed to be concerned or interested in the proposed Resolution in so far as it relates to his own appointment and Shri Hemant Kanoria, being a relative (Father) of Shri Raghav Raj Kanoria, may also be deemed to be concerned or interested in the proposed Resolution.

None of the other Directors or Key Managerial Personnel (KMPs) of the Company or their relatives other than Shri Raghav Raj Kanoria or his relatives (to the extent of their shareholding interest, if any, in the Company) are, in any way, concerned or interested, financially or otherwise, in the proposed Resolution.

Item No. 8

The provisions of Section 188(1) and any other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Meetings of Board and its Powers) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and Regulation 23 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 [SEBI LODR Regulations] requires a company to obtain prior approval of the Audit Committee for all Related Party Transactions and in case the transactions are material related party transactions (i.e. transactions that exceed 10% of the Annual Consolidated turnover as per the latest Audited Financial Statements), the approval of shareholders by way of ordinary resolution shall also be required.

Meenakshi Energy Limited (formerly known as Meenakshi Energy Private Limited) (MEL) a subsidiary company of your Company (w.e.f. 30th September, 2016) and a related party, as defined under the relevant provisions of Companies Act,

2013 and SEBI LODR Regulations is an Independent Power Producer that owns and operates 300 MW of coal fired plant and also owns 700 MW coal fired plant which is under construction in Nellore, Andhra Pradesh, so for funding its growth, it becomes imperative that the Company, being Holding Company, should fully support its expansion plan keeping in view the long term growth potential.

The details of the transactions entered into with MEL are provided in the Financial Statements of the Company for the financial year 2016-17 which were on arms length basis and in ordinary course of business. The transactions were also placed before the Audit Committee every quarter for their review pursuant to the applicable provisions of the Companies Act, 2013 and / or SEBI LODR Regulations.

The Company proposes to enter into transactions with MEL subject to the approval of the Audit Committee and the Board, wherever required, on such terms and conditions as may be mutually agreed upon between the Company and MEL within an annual limit and such transactions may qualify as material transactions. The approval of the Members is being sought for one or more existing contract(s)/ arrangement(s)/ transaction(s) / agreement(s) entered into by the Company with MEL and/or to be entered into from time to time for each of the consecutive financial years beginning 2017-18, within a threshold limit of ₹ 500 Crores (Rupees Five Hundred Crores Only) for each financial year, as a matter of abundant precaution.

The disclosures required to be provided under the provisions of the Companies Act, 2013 read with the Companies (Meeting of Board and its Powers) Rules, 2014 are given herein below for perusal of the Members:

Name of the Related Party and nature of relationship: Meenakshi Energy Limited (formerly known as Meenakshi Energy Private Limited) (MEL), being the Subsidiary Company as per the provisions of Section 2(76) of the Companies Act, 2013 and the SEBI LODR Regulations.

Name of the Director or Key Managerial Personnel who is related, if any: Except Shri Jyoti Kumar Poddar and Shri Raghav Raj Kanoria being Common Directors, none of the other Directors or Key Managerial Personnel are related except to the extent of their shareholdings, if any, in the Subsidiary Company.

Nature of relationship: Subsidiary Company as per the provisions of Section 2(87) of the Companies Act, 2013 and the SEBI LODR Regulations.

Nature, material terms, monetary value and particulars of the contract or arrangement: The proposed contract(s)/

arrangement(s)/transaction(s) involves making investment and/or providing any security(ies) / guarantee(s) in connection with loan(s) and/or any form of loan/borrowing and/or any sale/purchase/service contract(s)/transaction(s) and/or any transaction that may be decided by the Board from time to time or a combination thereof and on such terms and conditions as may be mutually agreed between the Company and MEL within the overall limits approved by the members.

Any other information relevant or important for the Members to take a decision on the proposed resolution: All related party contract(s)/arrangement(s)/transaction(s), if any, are generally carried out on arms length basis in the ordinary course of business on terms and conditions as mutually agreed between the Company and MEL.

In view of the compliance with statutory requirements required under Section 188 of the Companies Act, 2013 and SEBI LODR Regulations, approval of the members for entering into material related party transactions with MEL by the Company as described above, is being sought by way of Ordinary Resolution.

None of the Directors or Key Managerial Personnel and/ or their relatives, except Shri Jyoti Kumar Poddar, being a Common Director and Shri Raghav Raj Kanoria, Director of MEL (Son of Shri Hemant Kanoria, Director of the Company) and their relatives, are deemed to be concerned or interested in the Resolution. In compliance with the provisions of the SEBI (LODR) Regulations, all the related parties shall abstain from voting on the proposed resolution whether the entity is a related party to the particular transaction or not.

Item No. 9

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 (NCDs) and / or other debt securities, including Bonds, Commercial Papers, etc., in one or more series / tranches on private placement basis.

Sections 42 and 71 of the Companies Act, 2013 (the Act), read with the Companies (Prospectus and Allotment of Securities) Rules, 2014, the Companies (Share Capital and Debentures) Rules, 2014 and all other applicable Rules, if any, inter alia, deals with private placement of debt securities by a Company. The aforesaid Rules requires that in case of an offer or invitation to subscribe for securities (including Non-Convertible Debentures etc.) on private placement basis, the Company shall obtain previous approval of its shareholders 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 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, including but not limited to Non-Convertible Debentures, Commercial Paper, Bonds, etc., aggregating upto ₹ 1000 Crores (Rupees 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 said 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.

None of the Directors or Key Managerial Personnel (KMPs) of the Company either directly or through their relatives are, in any way, concerned or interested, whether financially or otherwise, in the proposed Resolution.

Registered Office:

Plot X1- 2 & 3, Block – EP, Sector – V,
Salt Lake City, Kolkata –700 091

Place: Kolkata

Date:17th July, 2017

Item No. 10

Pursuant to Section 148 of the Companies Act, 2013 the Company is required to have the audit of its cost records conducted by a cost accountant in practice. On the recommendation of the Audit Committee of Directors, the Board of Directors has approved the appointment of M/s. Mani & Co., Cost Accountants, having Registration No. 000004 as the Cost Auditors of the Company to conduct audit of cost records maintained by the Company for the Financial Year 2017-18, at a remuneration of ₹ 90,000/- (excluding applicable taxes and reimbursement of out-of-pocket expenses, if any).

Accordingly, consent of the Members is sought for ratification of the remuneration payable to the Cost Auditors of the Company for the Financial Year 2017-18.

The Board of Directors, therefore, recommends the Resolution to be passed as an Ordinary Resolution.

None of the Directors or Key Managerial Personnel (KMPs) 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
For India Power Corporation Limited**

**Prashant Kapoor
Company Secretary & Compliance Officer**

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

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

Name of Director	Shri Jyoti Kumar Poddar (DIN: 00690650)
Date of Birth	08.11.1961 (55 years)
Date of Appointment	29th January, 2010
Qualification	B. Com (Hons.)
Expertise in specific functional area	Shri Jyoti Kumar Poddar possess rich experience as an industrialist with interests in multifarious sectors like tea gardens, real estate and power. Shri Poddar has handled the entire Indian & Sri Lankan operations in solar business for Shell Solar Ltd., Netherland and is actively involved towards contributing to the green energy mission of the country by way of setting up solar photovoltaic cell manufacturing unit and other power projects in India. His area of specialization includes power sector, financial services industry and corporate management.
Directorship held in other Companies	<ol style="list-style-type: none">1. Meenakshi Energy limited (Formerly known as Meenakshi Energy Private limited): Whole – time Director2. India Power Corporation (Haldia) Limited3. India Power Corporation (Bodhgaya) Limited4. IPCL Power Trading Private Limited5. India Power Green Utility Private Limited6. Bhaskar Silicon Private Limited7. Environ Solar Private Limited8. Matsya Shipping & Ports Private Limited9. India Uniper Power Services Private Limited10. Gurr Johns India Private Limited
Chairman / Member of the Committees of the Board of Directors of the Company	Member of Audit Committee, Shareholders'/Investors' Grievance and Stakeholders' Relationship Committee, Nomination & Remuneration Committee, Corporate Social Responsibility Committee, Committee of Directors and Risk Management Committee
Chairman/Member of the Committees of the Board of Directors of other Companies in which he is a Director	Member - Corporate Social Responsibility Committee and Committee of Directors of Meenakshi Energy limited (Formerly known as Meenakshi Energy Private limited)
Shareholding in the Company	Nil
Inter-se Relation-ships between Director	None
No. of Board Meetings attended during the FY 2016-17 (Out of 5 (five) held)	5 (five)
Terms and conditions of Appointment or Re-appointment	Liable to retirement by rotation
Details of Remuneration sought to be paid and the Remuneration last drawn	Shri Jyoti Kumar Poddar is entitled to receive Commission (not exceeding the limits prescribed under the Companies Act, 2013) as may be approved by the Nomination & Remuneration Committee and / or the Board of Directors of the Company, from time to time and Sitting Fees (paid at the rate of ₹ 25,000/- for attending each meeting of the Board and ₹ 10,000/- for attending each meeting of the Committees thereof).

ROUTE MAP TO THE VENUE OF THE AGM



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INDIA POWER CORPORATION LIMITED

CIN: L40105WB1919PLC003263

[Formerly DPSC Limited]

Registered Office: Plot 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

ATTENDANCE SLIP

I/We hereby record my/our presence at the 97th Annual General Meeting of the Company being held on Saturday, 12th day of August, 2017 at 11:30 a.m. at the Registered Office of the Company: Plot X1-2 & 3, Block – EP, Sector – V, Salt Lake City, Kolkata – 700 091.

Regd. Folio/DP-ID & Client ID

Name and Address of the sole / first named Shareholder

Joint Holder(s)

Details of Shares held

Class of shares

Number of shares

Equity

Name of the Proxy (in BLOCK LETTERS)

Signature of the Shareholder/Proxy present

ELECTRONIC VOTING

EVEN
(E-Voting Event Number)

USER ID

PASSWORD/PIN

For E-voting Instructions kindly refer to the Notice of the 97th Annual General Meeting



INDIA POWER CORPORATION LIMITED

CIN: L40105WB1919PLC003263
Registered Office: Plot No. X 1- 2 & 3, Block-EP, Sector -V,
Salt Lake City, Kolkata – 700 091

Form No. MGT- 11 PROXY FORM

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

Name of the member(s):

Registered address:

E-mail Id:

Folio No/ Client Id: DP ID:

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

1. Name:..... E-mail Id:

Address:

Signature: or failing him

2. Name:..... E-mail Id:

Address:

Signature: or failing him

3. Name:..... E-mail Id:

Address:

Signature: or failing him

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 97th Annual General Meeting of the Company, to be held on Saturday, 12th day of August, 2017 at 11:30 a.m. at the Registered Office: Plot X1 - 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:

No	Ordinary Business	For	Against
1	To receive, consider and adopt the Audited Financial Statements (including Audited Consolidated Financial Statements) of the Company for the financial year ended 31st March, 2017, including the Balance Sheet as at 31st March, 2017, 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 a dividend for the financial year ended 31st March, 2017 on the Equity Shares of the Company.		
3	To appoint a Director in place of Shri Jyoti Kumar Poddar (holding DIN 00690650) who retires by rotation and being eligible, offers himself for re-appointment.		
Special Business			
4	Appointment of M/s. S. S. Kothari Mehta & Co., Chartered Accountants, (Firms Registration No. 000756N), as Statutory Auditors of the Company to fill the casual vacancy.		
5	Appointment of M/s. S. S. Kothari Mehta & Co., Chartered Accountants, (Firms Registration No. 000756N), as Statutory Auditors of the Company for a term of 5 years from the conclusion of 97th Annual General Meeting.		
6	Approval of the appointment of Shri Raghav Raj Kanoria (holding DIN 07296482) as a Director of the Company w.e.f 1st June, 2017.		
7	Approval of the appointment of Shri Raghav Raj Kanoria (holding DIN 07296482) as Managing Director of the Company for a term of 5 years w.e.f 1st June, 2017.		
8	Approval for Related Party Transactions in terms of provisions of Section 188 of the Companies Act, 2013.		
9	Approval for issue and allotment of secured and / or unsecured, listed and / or unlisted Non-Convertible Debentures and / or other debt securities, including Bonds, Commercial Papers etc., on private placement basis.		
10	Ratification of remuneration payable to the Cost Auditors for financial year 2017-18.		

Signed this Day of 2017

Signature of shareholder

Signature of proxy holder(s)

Note:

- This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Meeting.
- 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.

Affix
revenue stamp
of ₹ 1/-

If undelivered, please return to:

India Power Corporation Limited
Plot no. X1- 2 & 3, Block-EP,
Sector - V, Salt Lake City,
Kolkata - 700 091.
Telephone: +91 33 6609 4300/08/09/10
Fax: 033 2357 2452