

Ref: Sectl/X/002

13th September, 2014

**The Secretary,
National Stock Exchange of India Ltd.,**
Exchange Plaza, Plot No. C/1, G Block
Bandra Kurla Complex,
Bandra (E), Mumbai- 400 051.

The Secretary,
The Calcutta Stock Exchange Ltd,
7, Lyons Range,
Kolkata- 700 001.

**The Vice President
MCX Stock Exchange Ltd**
4th floor, Vibgyor Towers, Plot No C 62,
G Block, Opp. Trident Hotel, Bandra Kurla
Complex, Bandra (E), Mumbai- 400098.

Dear Sir,

**Ref: Clause 31 of the Listing agreement
Sub: Outcome of the 94th Annual General Meeting of the Company**

We would like to inform you that the 94th Annual General Meeting (AGM) of the Company has been duly convened and held on Saturday, 13th September, 2014 at the Registered Office: Plot X 1, 2 & 3, Block-EP, Sector-V, Salt Lake City, Kolkata-700091 at 11 A.M.

Please note that pursuant to Clause 35B of the Listing Agreement and the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014, the Company had extended e-voting facility to the Members of the Company in respect of business mentioned in the Notice dated 24th May, 2014 convening the 94th Annual General Meeting. The e-voting commenced on Sunday, 7th September, 2014 (10.00 a.m.) and concluded on Tuesday, 9th September, 2014 (6.00 p.m.).

Mr. Sandip Sarkar of S. Sarkar & Associates, Practicing Company Secretaries (Certificate of Practice no. 9483) was appointed as Scrutinizer by the Board of Directors for scrutinizing the e-voting process.

Six (6) Members holding 24,72,76,263 Equity Shares representing 90.72% of the total exercisable voting rights on the Paid up Equity Share Capital of the Company, have casted their votes electronically. Further, pursuant to provisions of Section 107 of the Companies Act, 2013 and vide MCA Circular No. 20/2014 dated June 17, 2014, the resolutions were not required to be put to vote either on show of hands or by poll.

NB



India Power Corporation Limited

CIN: L40105WB1919PLC003263

[formerly DPSC Limited]

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

Tel.: + 91 33 6609 4308/09/10, Fax: + 91 33 2357 2452

Central Office: Sanctoria, Dishergarh 713 333, Telephone: (0341) 6600454/457 Fax: (0341) 6600464

E: corporate@indiapower.com W: www.indiapower.com



The following resolutions have been passed unanimously, based on the Scrutinizer's Report dated 10th September, 2014 on e-voting -

1. Adoption of the Audited Statement of Profit and Loss for the year ended 31st March, 2014, the Balance Sheet as on that date and the Reports of the Board of Directors and the Auditors thereon.
2. Declaration of dividend @ Re. 0.05 (i.e. 5%) per Equity shares of Re.1/- each for the year ended 31st March, 2014.
3. Re-appointment of Shri Hemant Kanoria [holding DIN 00193015] as Director of the Company who retires by rotation and being eligible, offers himself for re-appointment.
4. Re-appointment of M/s. Lodha & Co., the Statutory Auditors of the Company to hold office until the conclusion of the Ninety Ninth Annual General Meeting.
5. Appointment of Shri Amit Kiran Deb [holding DIN 02107792] as Independent Director of the Company for a period of five consecutive years ending on 31st March, 2019.
6. Appointment of Shri Debi Prasad Patra [holding DIN 00067269] as Independent Director of the Company for a period of five consecutive years ending on 31st March, 2019.
7. Appointment of Shri Jyoti Kumar Poddar [holding DIN 00690650] as Independent Director of the Company for a period of five consecutive years ending on 31st March, 2019.
8. Appointment of Shri Sunirmal Talukdar [holding DIN 00920608] as Independent Director of the Company for a period of five consecutive years ending on 31st March, 2019.
9. Appointment of Shri Tantra Narayan Thakur [holding DIN 00024322] as Independent Director of the Company for a period of five consecutive years ending on 31st March, 2019.
10. Appointment of Shri Nand Gopal Khaitan [holding DIN 00020588] as Independent Director of the Company for a period of five consecutive years ending on 31st March, 2019.
11. Payment of 1% Commission to Non-Executive Directors of the Company.

15



India Power Corporation Limited

CIN: L40105WB1919PLC003263

[formerly DPSC Limited]

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

Tel.: + 91 33 6609 4308/09/10, Fax: + 91 33 2357 2452

Central Office: Sanctoria, Dishergarh 713 333, Telephone: (0341) 6600454/457 Fax: (0341) 6600464

E: corporate@indiapower.com W: www.indiapower.com

12. Borrowing of monies in excess of the prescribed limit in terms of Provisions of Section 180 (1) (c) of the Companies Act, 2013.
13. Creation of Charge/Mortgage/hypothecation in terms of Provisions of Section 180 (1) (a) of the Companies Act, 2013.
14. Ratification of re-appointment and remuneration payable to the Cost Auditors for financial year 2014-15.

The Copy of the Scrutinizer's Report dated 10th September, 2014 on e-voting is enclosed herewith for your information & record.

The requisite details as prescribed under Clause 35A of the Listing Agreement shall be submitted to the Exchanges within stipulated time.

Yours faithfully

India Power Corporation Limited

N Bagaria

(Nitin Bagaria)

Company Secretary



Encl: as above



India Power Corporation Limited

CIN: L40105WB1919PLC003263

[formerly DPSC Limited]

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

Tel.: + 91 33 6609 4308/09/10, Fax: + 91 33 2357 2452

Central Office: Sanctoria, Dishergarh 713 333, Telephone: (0341) 6600454/457 Fax: (0341) 6600464

E: corporate@indiapower.com W: www.indiapower.com

S.SARKAR & ASSOCIATES

Company Secretaries

4B Malanga Lane, Kolkata-700012

Mob: (+ 91) 9231699339, 7278563812.

Email: cssandip.sarkar@gmail.com

SCRUTINIZER'S REPORT

The Chairman
Board of Directors
India Power Corporation Limited
Plot No. X 1, 2&3,
Block-EP, Sector -V, Salt Lake City,
Kolkata - 700 091

Dear Sir,

Sub: Scrutinizer Report on e-voting pursuant to Section 108 of the Companies Act 2013, read with Rule 20 of the Companies (Management and Administration) Rules 2014.

1. We S. Sarkar & Associates, Company Secretaries, have been appointed as a scrutinizer by the Board of Directors of the Company pursuant to the above provision of the Companies Act, 2013 to scrutinize the electronic voting process and to ascertain the requisite majority on e-voting carried out for the below mentioned resolutions passed at the 94th Annual General Meeting of the Company to be held on 13th September of 2014.
2. The Company has appointed National Securities Depository Limited (NSDL), as a service provider to extend the facility of electronic voting to the members of the Company. M/s. C B Management Services (P) Ltd is the share transfer agent of the company. The service provider has accordingly provided the facility of e-voting through their web site www.evoting.nsdl.com
3. The management of the company is responsible to ensure the compliance with the requirements of the Companies Act 2013 and the related rules in relation to e-voting on the resolutions contained in the notice dated 24th May 2014 to the 94th Annual General Meeting of the Company. Our responsibilities as a scrutinizer is restricted to make a scrutinizer's report of the votes cast in favour or against the resolutions as stated, based on the report generated from the e-voting system generated by NSDL, the authorized agency engaged by the company to provide e-voting facilities.
4. Further to the above we submit our report as under:
 - a. The e-voting period remain opened from 10AM. 07.09.2014 To 6.P.M 09.09.2014 .
 - b. The members of the Company as on the cut-off date 08.08.2014 were entitled to vote on the resolutions.
 - c. The votes were unblocked on 10th September 2014 in the presence of two numbers of witnesses, who were not employee of the Company.



S.SARKAR & ASSOCIATES

Company Secretaries

4B Malanga Lane, Kolkata-700012

Mob: (+ 91) 9231699339, 7278563812,

Email: cssandip.sarkar@gmail.com

d. The details of the share holders who voted for or against the resolution that were put to vote, were generated from the e-voting website of NSDL and based on such report the details of the e-voting results are as under:

1. **Ordinary resolution:** To receive, consider and adopt the Audited Balance Sheet as at 31st March 2014 of the company and the statement of profit and loss as on that date together with the Reports of the Board of Directors and Auditors thereon.

Category	In-favour of the Resolution			Against the Resolution			Invalid votes	
	Number of Share Holders	No. of shares/ e-votes	Percentage of shares/ e-votes received	Number of Share Holders	No. of shares/ e-votes	Percentage of shares/ e-votes received	Number of Share Holders	No. of shares/ e-votes
Promoter and Promoter Group	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL
Public	6	247276263	100%	NIL	NIL	NIL	NIL	NIL
Total	6	247276263	100%	NIL	NIL	NIL	NIL	NIL

2. **Ordinary Resolution:** To consider and declare Dividend for the Financial Year ended 31st March 2014.

Category	In-favor of the Resolution			Against the Resolution			Invalid votes	
	Number of Share Holders	No. of shares/ e-votes	Percentage of shares/ e-votes received	Number of Share Holders	No. of shares/ e-votes	Percentage of shares/ e-votes received	Number of Share Holders	No. of shares/ e-votes
Promoter and Promoter Group	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL
Public	6	247276263	100%	NIL	NIL	NIL	NIL	NIL
Total	6	247276263	100%	NIL	NIL	NIL	NIL	NIL



S.SARKAR & ASSOCIATES

Company Secretaries

4B Malanga Lane, Kolkata-700012

Mob: (+ 91) 9231699339, 7278563812.

Email: cssandip.sarkar@gmail.com

3. **Ordinary Resolution:** To appoint a Director in place of Shri Hemant Kanoria (holding DIN 00193015) who retires by rotation and being eligible, offers himself for re-appointment.

Category	In-favour of the Resolution			Against the Resolution			Invalid votes	
	Number of Share Holders	No. of shares/ e-votes	Percentage of shares/ e-votes received	Number of Share Holders	No. of shares/ e-votes	Percentage of shares/ e-votes received	Number of Share Holders	No. of shares/ e-votes
Promoter and Promoter Group	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL
Public	6	247276263	100%	NIL	NIL	NIL	NIL	NIL
Total	6	247276263	100%	NIL	NIL	NIL	NIL	NIL

4. **Ordinary Resolution:** Appointment of M/s.Lodha & Co.,Chartered Accountants, , Auditor of the Company.

Category	In-favour of the Resolution			Against the Resolution			Invalid votes	
	Number of Share Holders	No. of shares/ e-votes	Percentage of shares/ e-votes received	Number of Share Holders	No. of shares/ e-votes	Percentage of shares/ e-votes received	Number of Share Holders	No. of shares/ e-votes
Promoter and Promoter Group	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL
Public	6	247276263	100%	NIL	NIL	NIL	NIL	NIL
Total	6	247276263	100%	NIL	NIL	NIL	NIL	NIL



S.SARKAR & ASSOCIATES

Company Secretaries

4B Malanga Lane, Kolkata-700012

Mob: (+ 91) 9231699339, 7278563812,

Email: cssandip.sarkar@gmail.com

5. Ordinary Resolution (Special Business): Appointment of Shri Amit Kiran Deb as an Independent Director.

Category	In-favour of the Resolution			Against the Resolution			Invalid votes	
	Number of Share Holders	No. of shares/ e-votes	Percentage of shares/ e-votes received	Number of Share Holders	No. of shares/ e-votes	Percentage of shares/ e-votes received	Number of Share Holders	No. of shares/ e-votes
Promoter and Promoter Group	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL
Public	6	247276263	100%	NIL	NIL	NIL	NIL	NIL
Total	6	247276263	100%	NIL	NIL	NIL	NIL	NIL

6. Ordinary Resolution (Special Business): Appointment of Shri Debi Prasad Patra as an Independent Director.

Category	In-favour of the Resolution			Against the Resolution			Invalid votes	
	Number of Share Holders	No. of shares/ e-votes	Percentage of shares/ e-votes received	Number of Share Holders	No. of shares/ e-votes	Percentage of shares/ e-votes received	Number of Share Holders	No. of shares/ e-votes
Promoter and Promoter Group	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL
Public	6	247276263	100%	NIL	NIL	NIL	NIL	NIL
Total	6	247276263	100%	NIL	NIL	NIL	NIL	NIL



S.SARKAR & ASSOCIATES

Company Secretaries

4B Malanga Lane, Kolkata-700012

Mob: (+ 91) 9231699339, 7278563812,

Email: cssandip.sarkar@gmail.com

7. Ordinary Resolution (Special Business): Appointment of Shri Jyoti Kumar Poddar as an Independent Director.

Category	In-favour of the Resolution			Against the Resolution			Invalid votes	
	Number of Share Holders	No. of shares/ e-votes	Percentage of shares/ e-votes received	Number of Share Holders	No. of shares/ e-votes	Percentage of shares/ e-votes received	Number of Share Holders	No. of shares/ e-votes
Promoter and Promoter Group	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL
Public	6	247276263	100%	NIL	NIL	NIL	NIL	NIL
Total	6	247276263	100%	NIL	NIL	NIL	NIL	NIL

8. Ordinary Resolution (Special Business): Appointment of Shri Sunirmal Talukdar as an Independent Director.

Category	In-favour of the Resolution			Against the Resolution			Invalid votes	
	Number of Share Holders	No. of shares/ e-votes	Percentage of shares/ e-votes received	Number of Share Holders	No. of shares/ e-votes	Percentage of shares/ e-votes received	Number of Share Holders	No. of shares/ e-votes
Promoter and Promoter Group	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL
Public	6	247276263	100%	NIL	NIL	NIL	NIL	NIL
Total	6	247276263	100%	NIL	NIL	NIL	NIL	NIL



S.SARKAR & ASSOCIATES

Company Secretaries

4B Malanga Lane, Kolkata-700012

Mob: (+ 91) 9231699339, 7278563812,

Email: cssandip.sarkar@gmail.com

9. Ordinary Resolution (Special Business): Appointment of Shri Tantra Narayan Thakur as an Independent Director.

Category	In-favour of the Resolution			Against the Resolution			Invalid votes	
	Number of Share Holders	No. of shares/ e-votes	Percentage of shares/ e-votes received	Number of Share Holders	No. of shares/ e-votes	Percentage of shares/ e-votes received	Number of Share Holders	No. of shares/ e-votes
Promoter and Promoter Group	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL
Public	6	247276263	100%	NIL	NIL	NIL	NIL	NIL
Total	6	247276263	100%	NIL	NIL	NIL	NIL	NIL

10. Ordinary Resolution (Special Business): Appointment of Shri Nand Gopal Khaitan as an Independent Director.

Category	In-favour of the Resolution			Against the Resolution			Invalid votes	
	Number of Share Holders	No. of shares/ e-votes	Percentage of shares/ e-votes received	Number of Share Holders	No. of shares/ e-votes	Percentage of shares/ e-votes received	Number of Share Holders	No. of shares/ e-votes
Promoter and Promoter Group	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL
Public	6	247276263	100%	NIL	NIL	NIL	NIL	NIL
Total	6	247276263	100%	NIL	NIL	NIL	NIL	NIL



S.SARKAR & ASSOCIATES

Company Secretaries

4B Malanga Lane, Kolkata-700012

Mob: (+ 91) 9231699339, 7278563812,

Email: cssandip.sarkar@gmail.com

11.Special Resolution (Special Business): To payment of commission to the Directors of the Company other than the managing director or whole-time director(s).

Category	In-favour of the Resolution			Against the Resolution			Invalid votes	
	Number of Share Holders	No. of shares/ e-votes	Percentage of shares/ e-votes received	Number of Share Holders	No. of shares/ e-votes	Percentage of shares/ e-votes received	Number of Share Holders	No. of shares/ e-votes
Promoter and Promoter Group	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL
Public	6	247276263	100%	NIL	NIL	NIL	NIL	NIL
Total	6	247276263	100%	NIL	NIL	NIL	NIL	NIL

12.Special Resolution (Special Business): To borrow money pursuant to section 180(1)(c) of the Companies Act 2013.

Category	In-favour of the Resolution			Against the Resolution			Invalid votes	
	Number of Share Holders	No. of shares/ e-votes	Percentage of shares/ e-votes received	Number of Share Holders	No. of shares/ e-votes	Percentage of shares/ e-votes received	Number of Share Holders	No. of shares/ e-votes
Promoter and Promoter Group	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL
Public	6	247276263	100%	NIL	NIL	NIL	NIL	NIL
Total	6	247276263	100%	NIL	NIL	NIL	NIL	NIL



S.SARKAR & ASSOCIATES

Company Secretaries

4B Malanga Lane, Kolkata-700012

Mob: (+ 91) 9231699339, 7278563812,

Email: cssandip.sarkar@gmail.com

13.Special Resolution(Special Business): To create mortgage on the assets of the company pursuant to section 180(1)(a) of the Companies Act 2013

Category	In-favour of the Resolution			Against the Resolution			Invalid votes	
	Number of Share Holders	No. of shares/ e-votes	Percentage of shares/ e-votes received	Number of Share Holders	No. of shares/ e-votes	Percentage of shares/ e-votes received	Number of Share Holders	No. of shares/ e-votes
Promoter and Promoter Group	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL
Public	6	247276263	100%	NIL	NIL	NIL	NIL	NIL
Total	6	247276263	100%	NIL	NIL	NIL	NIL	NIL

14.Ordinary Resolution(Special Business): Reappointment of M/s. Mani & Co., Cost Accountants, as Cost Auditors for the Financial Year 2014-15

Category	In-favour of the Resolution			Against the Resolution			Invalid votes	
	Number of Share Holders	No. of shares/ e-votes	Percentage of shares/ e-votes received	Number of Share Holders	No. of shares/ e-votes	Percentage of shares/ e-votes received	Number of Share Holders	No. of shares/ e-votes
Promoter and Promoter Group	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL
Public	6	247276263	100%	NIL	NIL	NIL	NIL	NIL
Total	6	247276263	100%	NIL	NIL	NIL	NIL	NIL

Thanking you,
For **S.SARKAR & ASSOCIATES**
Company Secretaries



(SANDIP SARKAR)

Proprietor

Membership No.-FCS-7524

CP.No-9483

Place : KOLKATA

Dated : 10.09.2014

