



Ref: IPCL/SE/LODR/2025-26/49

23rd February, 2026

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

**The Vice President**  
**Metropolitan Stock Exchange of India Ltd**  
Building A, Unit 205A, 2nd Floor,  
Piramal Agastya Corporate Park,  
L.B.S Road, Kurla West, Mumbai - 400 070  
Scrip Symbol: DPSCLTD

Dear Sir(s),

**Sub: Notice of Postal Ballot**

Pursuant to Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”), please find enclosed a copy of the Postal Ballot Notice of the Company dated 13th February, 2026 along with Explanatory Statement pursuant to the applicable provisions of the Companies Act, 2013 read with the Listing Regulations for seeking approval of the Members of the Company on the Resolution forming part of the Notice as a **Special Resolution**:

Sl. No.	Brief Description of Resolution
1	<b>Appointment of Mr. Naveen Prakash (DIN: 00059549) as an Independent Director of the Company for a term of 5 years commencing from 1st January, 2026.</b>

In compliance with the provisions of the General Circular Nos. 14/2020 dated April 8, 2020, 17/2020 dated April 13, 2020, read with other relevant circulars issued in this regard, the latest being General Circular Nos. 03/2025 dated September 22, 2025, issued by the Ministry of Corporate Affairs, Government of India (collectively referred to as “MCA Circulars”), this Notice is being sent only through electronic mode to those members whose e-mail IDs are registered with the Company / Depositories / Registrar and Share Transfer Agent and whose names are recorded in the Register of Members of the Company or in the Register of Beneficial Owners maintained by the Depositories as on **Friday, February 20, 2026** (“Cut-off date”). Accordingly, physical copy of the Notice for this Postal Ballot is not being sent to the Members.

The Company has engaged the services of National Securities Depository Limited (‘NSDL’) to provide remote e-Voting facility to its members. **The remote e-Voting period commences from 09:00 a.m. (IST) on Wednesday, February 25, 2026 and ends at 05:00 p.m. (IST) on Thursday, March 26, 2026.** The e-Voting module shall be disabled by NSDL thereafter. Please note that communication of assent or dissent of the Members would only take place through the remote e-Voting system.

The said Notice is also available on Company’s website at [www.indiapower.com](http://www.indiapower.com)

This is for your information and records.

Yours faithfully,  
**For India Power Corporation Limited**

**Dhananjay Karmakar**  
**Company Secretary**  
**FCS:6901**

**Encl: as above**

**India Power Corporation Limited**

**CIN: L40105WB1919PLC003263**

**[formerly DPSC Limited]**

**Registered Office:** Plot No. X1- 2&3, Block-EP, Sector -V, Salt Lake City, Kolkata – 700 091

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

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

**E: [corporate@indiapower.com](mailto:corporate@indiapower.com) W: [www.indiapower.com](http://www.indiapower.com)**

**INDIA POWER CORPORATION LIMITED**

CIN: L40105WB1919PLC003263

[Formerly DPSC Limited]

**Registered Office:** Centre for Excellence 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

**POSTAL BALLOT NOTICE**

**NOTICE** is hereby given to the Members pursuant to the provisions of Sections 108 and 110 of the Companies Act, 2013 (“**Act**”) and Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014 (the “**Rules**”) and Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“**Listing Regulations**”), Secretarial Standard-2 on General Meetings (“**SS-2**”) issued by The Institute of Company Secretaries of India, read with the guidelines prescribed by the Ministry of Corporate Affairs (“**MCA**”) for conducting postal ballot process through e-voting read with the circulars issued by MCA dated 22<sup>nd</sup> September, 2025 along with other MCA circulars dated 8<sup>th</sup> April, 2020, 13<sup>th</sup> April, 2020, 5<sup>th</sup> May, 2020, 13<sup>th</sup> January, 2021, 14<sup>th</sup> December, 2021, 5<sup>th</sup> May, 2022, 28<sup>th</sup> December, 2022, 19<sup>th</sup> September, 2024 (collectively referred to as “**MCA Circulars**”), and any other applicable law, rules and regulations (including any statutory modification(s) or re-enactment thereof for the time being in force), that the Resolution set out in the Notice is proposed to be passed through postal ballot (“**Notice**”) by voting through electronic means (“**Remote e-voting**”) only.

In compliance with Regulation 44 of the Listing Regulations and pursuant to Sections 108 and 110 of the Act read with Rules framed thereunder and the MCA Circulars, the manner of voting on the proposed resolution is restricted only to remote e-voting, i.e., by casting votes electronically instead of submitting postal ballot forms. The detailed procedure to cast the votes form part of this Notice.

**The remote e-voting period will commence at 9:00 A.M. on Wednesday, 25<sup>th</sup> February, 2026 and will end at 5:00 P.M. on Thursday, 26<sup>th</sup> March, 2026.**

The Board of Directors of the Company has appointed Mr. Mohan Ram Goenka, Partner, MR & Associates, Practicing Company Secretaries (Membership Number – 4515, Certificate of Practice Number – 2551) as the scrutinizer to conduct the Postal Ballot process in a fair and transparent manner. The scrutinizer shall submit his report to the person authorized in this regard and the results of the e-voting shall be announced and communicated in the manner provided

in this Notice. The Board of Directors of the Company has engaged National Securities Depository Limited (“**NSDL**”) as the agency to facilitate the e-voting process.

**The e-voting will not be allowed beyond the aforesaid date and time, and the e-voting module shall be disabled by NSDL immediately after 5:00 P.M. on Thursday, 26<sup>th</sup> March, 2026.**

The proposed resolution along with the Explanatory Statement setting out the material facts relating thereto and the notes form part of this Notice:

**1. Appointment of Mr. Naveen Prakash (DIN: 00059549) as an Independent Director of the Company.**

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

“**RESOLVED THAT** pursuant to the provisions of Sections 149, 150, 152 and 160 and other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) (“**Act**”) read with the Companies (Appointment and Qualification of Directors) Rules, 2014 read with Schedule IV of the Act, the provisions of Regulations 17, 25 and any other applicable regulations of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“**Listing Regulations**”) (including any statutory amendment(s), modification(s) or re-enactment(s) thereof for the time being in force), the Articles of Association of the Company, and on the recommendation of the Nomination and Remuneration Committee and approval of the Board of Directors (hereinafter referred to as the “**Board**”, which term shall be deemed to include any Committee constituted / empowered / to be constituted by the Board, from time to time, to exercise its powers conferred by this resolution), Mr. Naveen Prakash (DIN: 00059549), who meets the criteria for independence, as specified under Section 149(6) of the Act and the Rules made thereunder and Regulation 16(1)(b) of the Listing Regulations, who was appointed as an Additional Director with effect from

15<sup>th</sup> December, 2025, (in the category of Independent Director) of the Company, and in respect of whom the Company has received a notice in writing from a Member under Section 160(1) of the Act, be and is hereby appointed as an Independent Director of the Company, not liable to retire by rotation, to hold office for the first term of 5 (five) consecutive years commencing from 1<sup>st</sup> January, 2026 to 31<sup>st</sup> December, 2030.”

**“RESOLVED FURTHER THAT** the Board of Directors of the Company be and are hereby severally authorized to finalize, settle, execute and amend such documents/ deeds/ writings/papers/agreements, as may be required, and to do all such acts, deeds, matters and things, including but not limited to filing of requisite forms with the Registrar of Companies / Ministry of

Corporate Affairs, Stock Exchanges and other regulatory authorities, 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 the Key Managerial Personnel or any other Officer(s) of the Company to give effect to the above resolution.”

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

Date: 13<sup>th</sup> February, 2026  
Place: Kolkata

**Dhananjoy Karmakar**  
**Company Secretary**  
**FCS - 6901**

## NOTES:

1. In terms of Section 110 of the Companies Act, 2013, read with the Companies (Management and Administration) Rules, 2014, assent or dissent of the Members with respect of the resolution contained in the Postal Ballot Notice is sought through Postal Ballot (e-voting).
2. An Explanatory Statement pursuant to Section 102(1) of the Companies Act, 2013 (“Act”), setting out the material facts concerning the item of the Special Business is appended to this Notice. The relevant details of the director seeking appointment as required under Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”) and Secretarial Standards-2 on General Meetings issued by The Institute of Company Secretaries of India is also annexed to this Notice.
3. In compliance with the Circulars issued by Ministry of Corporate Affairs, this Postal Ballot Notice is being sent only through electronic mode to those Members whose names appear in the Register of Members/List of Beneficial Owners maintained by the Depository Participants as on **Friday, 20<sup>th</sup> February, 2026 (“Cut-off Date”)** and whose email addresses are registered with the Company / Company’s Registrar and Share Transfer Agent (“RTA”) / Depository Participants (“DPs”). The communication of assent or dissent by the Members on the item of business as set out in this Notice shall be done through e-voting only, i.e., casting of votes electronically.
4. The Notice has been uploaded on the Company’s website, i.e., [www.indiapower.com](http://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](http://www.nseindia.com) and [www.msei.in](http://www.msei.in) respectively. The Notice will also be available on the website of National Securities Depository Limited (“NSDL”) at [www.evoting.nsd.com](http://www.evoting.nsd.com).
5. Members whose names are recorded in the Register of Members of the Company or in the Register of Beneficial Owners maintained by the DPs on Cut-off Date will be entitled to cast their votes, through remote e-voting. A person who is not a Member on the Cut-off Date should treat this Notice solely for information purpose only.
6. The detailed procedure for e-voting is provided in Annexure A to the Notes. Remote e-voting will commence at **9:00 A.M. on Wednesday, 25<sup>th</sup> February, 2026** and will end at **5:00 P.M. on Thursday, 26<sup>th</sup> March, 2026** after which e-voting will be blocked by NSDL.
7. The voting rights of the Members shall be in proportion to the paid-up equity share capital of the Company as on **Friday, 20<sup>th</sup> February, 2026**, the Cut-off Date.
8. All documents referred to in the Notice and accompanying Explanatory Statement, will be available for electronic inspection without any fee by the Members from the date of circulation of this Postal Ballot Notice up to the end of the voting period. Members seeking to inspect such documents can send a request to [ipclpb2026@indiapower.com](mailto:ipclpb2026@indiapower.com) mentioning their name, folio no., Client ID / DP ID and the documents they wish to inspect with a legible self-attested copy of their PAN card attached to the e-mail.
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 [ipclpb2026@indiapower.com](mailto:ipclpb2026@indiapower.com) and / or [rta@cbmsl.com](mailto:rta@cbmsl.com).
10. Members holding shares in demat mode are requested to register / update their e-mail addresses with their respective DPs. Any such updation effected by the DPs will automatically reflect in the Company’s subsequent records.
11. Corporate / Institutional Members (i.e. other than individuals, HUF, NRI etc.) intending to authorize their representatives for the purpose of e-voting 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 through an email at [goenkamohan@gmail.com](mailto:goenkamohan@gmail.com) with a copy marked to NSDL at [evoting@nsdl.com](mailto:evoting@nsdl.com). Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) can also upload their Board Resolution / Power of Attorney / Authority Letter etc. by clicking on “Upload Board Resolution / Authority Letter” displayed under “e-Voting” tab in their login.
12. Members who need assistance in respect of e-voting, may contact Ms. Pallavi Mhatre, Senior Manager, NSDL and/or Mr. Amit Vishal, Deputy Vice President, NSDL at [evoting@nsdl.com](mailto:evoting@nsdl.com) or call on the toll free number: 022 – 4886 7000. Members may refer to the Frequently Asked Questions (FAQs) for e-voting User Manual for Shareholders available under the downloads section of NSDL’s e-voting website [www.evoting.nsd.com](http://www.evoting.nsd.com) or contact the Company at Telephone: +91 33 6609 4300/08/09/10, E-mail: [ipclpb2026@indiapower.com](mailto:ipclpb2026@indiapower.com). Members may also email their queries if any, to the RTA at [rta@cbmsl.com](mailto:rta@cbmsl.com).

13. The scrutinizer shall submit their report to any person authorized in this regard, who shall countersign the same and declare the result of the Postal Ballot after the conclusion of e-voting process on Thursday, 26<sup>th</sup> March, 2026. The declared Result along with the report of the Scrutinizer will be available on the Company's website i.e. [www.indiapower.com](http://www.indiapower.com) and will also be forwarded to the Stock Exchanges where the Equity Shares of the Company are listed. The results shall also be placed on the website of NSDL i.e. [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
14. The Resolution, if passed by requisite majority, will be deemed to be passed on the last date specified for

e-voting i.e. Thursday, 26<sup>th</sup> March, 2026. The resolution passed through the Postal Ballot shall be deemed to have been passed at a general meeting convened in that behalf.

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

Date: 13<sup>th</sup> February, 2026  
Place: Kolkata

**Dhananjoy Karmakar**  
**Company Secretary**  
**FCS - 6901**

## ANNEXURE A TO THE NOTES

### INSTRUCTION RELATING TO REMOTE E-VOTING

The process and manner for remote e-voting are explained below:

#### Step 1: Access to NSDL e-Voting system

##### I. Login method for e-Voting for Individual shareholders holding securities in demat mode

In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

It is strongly recommended not to share password with any other person and to take utmost care to keep the 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](http://www.evoting.nsdl.com) to reset the password.

Login method for Individual members holding securities in demat mode is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL	<p><b>A. OTP Based Login:</b></p> <p>For OTP based login you can click on <a href="https://eservices.nsdl.com/SecureWeb/evoting/evotinglogin.jsp">https://eservices.nsdl.com/SecureWeb/evoting/evotinglogin.jsp</a>. You will have to enter your 8-digit DP ID, 8-digit Client Id, PAN No., Verification code and generate OTP. Enter the OTP received on registered email id/mobile number and click on login. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period.</p> <p><b>B. NSDL IDeAS facility:</b></p> <ol style="list-style-type: none"> <li>1. If you are already registered for <b>NSDL IDeAS facility</b>, please visit the e-Services website of NSDL. Open web browser by typing the following URL: <a href="https://eservices.nsdl.com/">https://eservices.nsdl.com/</a> either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the "<b>Beneficial Owner</b>" icon under "<b>Login</b>" which is available under "<b>IDeAS</b>" section, this will prompt you to enter your existing User ID and Password.</li> <li>2. After successful authentication, you will be able to see e-Voting services under Value added services. Click on "<b>Access to e-Voting</b>" under e-Voting services and you will be able to see e-Voting page. Click on options available against Company name or <b>e-Voting service provider i.e. NSDL</b> and you will be re-directed to NSDL e-Voting website for casting your vote during the remote e-Voting period.</li> <li>3. If you are not registered for IDeAS e-Services, option to register is available at <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a>. Select "<b>Register Online for IDeAS</b>" Portal or click at <a href="https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp</a>.</li> </ol> <p><b>C. E-Voting website of NSDL:</b></p> <ol style="list-style-type: none"> <li>1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <a href="https://www.evoting.nsdl.com/">https://www.evoting.nsdl.com/</a> either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number held with NSDL), Password/OTP and a Verification Code as shown on the screen.</li> </ol>

Type of shareholders	Login Method
	<p>2. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on options available against Company name or <b>e-Voting service provider i.e. NSDL</b> and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period.</p> <p>3. Shareholders/Members can also download NSDL Mobile App “<b>NSDL Speede</b>” facility by scanning the QR code mentioned below for seamless voting experience.</p> <p><b>NSDL Mobile App is available on</b></p> <p>   </p> <div style="display: flex; justify-content: space-around; align-items: center;">   </div>
Individual Shareholders holding securities in demat mode with CDSL	<p><b>A. CDSL Easi / Easiest facility:</b></p> <p>1. Existing users who have opted for CDSL Easi / Easiest facility, they can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login Easi /Easiest are requested to visit CDSL website <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login icon and New System Myeasi tab and then enter existing Username and Password.</p> <p>2. After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the e-Voting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period. Additionally, there are also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers’ website directly.</p> <p>3. If the user is not registered for Easi/Easiest, option to register is available at CDSL website <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login &amp; New System Myeasi Tab and then click on registration option.</p> <p><b>B. E-Voting website of CDSL:</b></p> <p>4. Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN from e-Voting link in <a href="http://www.cdslindia.com">www.cdslindia.com</a> home page. The system will authenticate the user by sending OTP on registered Mobile and Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the e-Voting is in progress and also able to directly access the system of all e-Voting Service Providers.</p>
Individual Shareholders (holding securities in demat mode) login through their depository participants	<p>1. You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL / CDSL for e-Voting facility.</p> <p>2. After logging in, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature.</p> <p>3. Click on options available against Company name or e-Voting service provider-NSDL and you will be redirected to <b>e-Voting website of NSDL</b> for casting your vote during the remote e-Voting period.</p>

**Important note:** Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

Helpdesk for Individual Members holding securities in demat mode for any technical issues related to login through Depository i.e. NSDL and CDSL.

Login type	Helpdesk details
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at <a href="mailto:evoting@nsdl.com">evoting@nsdl.com</a> or call at 022 - 4886 7000.
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at <a href="mailto:helpdesk.evoting@cDSLindia.com">helpdesk.evoting@cDSLindia.com</a> or contact at 1800 21 09911.

## II. Login method for Members other than Individuals holding securities in demat mode and Members holding securities in physical mode.

### 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/ Member**’ 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 For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****.
b) For Members who hold shares in demat account with CDSL	16 Digit Beneficiary ID For example if your Beneficiary ID is 12***** then your user ID is 12*****.
c) For Members holding shares in Physical Form	EVEN Number followed by Folio Number registered with the Company For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001***.

5. Password details for Members other than Individuals 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 below.

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](http://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](http://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](mailto: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 on NSDL e-Voting system**

1. After successful login at Step 1, you will be able to see all the companies “EVEN” in which you are holding shares and whose voting cycle is in active status.
2. Select “EVEN” of **“India Power Corporation Limited”** which is **138621** to cast your vote during the remote e-Voting period.
3. Now you are ready for e-Voting as the Voting page opens.
4. 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.
5. Upon confirmation, the message **“Vote cast successfully”** will be displayed.
6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
7. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

### **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:**

1. Members holding shares in physical mode are requested to send scanned copy of signed request letter mentioning the 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) to [ipclpb2026@indiapower.com](mailto:ipclpb2026@indiapower.com) and / or [rta@cbmsl.com](mailto:rta@cbmsl.com). The forms for updating the same are available at [https://indiapower.com/#/investorrelations/shareholderinformation/commonsimplifiedformsinvestorservicepagefile?filename=Form\\_ISR-1\\_p.pdf](https://indiapower.com/#/investorrelations/shareholderinformation/commonsimplifiedformsinvestorservicepagefile?filename=Form_ISR-1_p.pdf)
2. Members holding shares in demat mode are requested to send scanned copy of signed request letter mentioning the DP ID and Client ID number (16 digit DPID + CLID or 16 digit beneficiary ID), along with legible scan copy of client master or copy of consolidated account statement, self-attested copy of the PAN card and self-attested copy of any document (viz.:. Driving License, Bank Statement, Election Identity Card, Passport, Aadhar Card) to [ipclpb2026@indiapower.com](mailto:ipclpb2026@indiapower.com) and / or [rta@cbmsl.com](mailto:rta@cbmsl.com). If you are an Individual Member holding securities in demat mode, you are requested to refer to the login method explained at step 1 (I) in Annexure – A i.e. **Login method for e-Voting for Individual shareholders holding securities in demat mode.**
3. Alternatively, Members may send an e-mail request to [evoting@nsdl.com](mailto:evoting@nsdl.com) for procuring user id and password for e-voting by providing the above mentioned documents.

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

### ITEM NO. 1:

#### **Appointment of Mr. Naveen Prakash (DIN: 00059549) as an Independent Director of the Company.**

The Board of Directors of the Company on the basis of recommendation of the Nomination and Remuneration Committee and subject to the approval of the Members of the Company had appointed Mr. Naveen Prakash (DIN: 00059549) as an Additional Director (in the category of Independent Director) of the Company in its Board Meeting held on 15<sup>th</sup> December, 2025. In the said Meeting, Mr. Naveen Prakash was also appointed as an Independent Director, subject to approval of the Members of the Company, for the first term of five consecutive years with effect from 1<sup>st</sup> January, 2026 to 31<sup>st</sup> December, 2030, not liable to retire by rotation.

Pursuant to Regulation 17(1C) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("**Listing Regulations**"), the Company shall ensure that the approval of the Members for appointment of Mr. Naveen Prakash is taken at the next General Meeting or within a period of three months from the date of appointment, whichever is earlier,

Mr. Naveen Prakash is eligible to be appointed as an Independent Director for the first term of five consecutive years.. The Company has received a notice under Section 160 of the Companies Act, 2013 ("Act") proposing the candidature of Mr. Naveen Prakash as an Independent Director of the Company.

Mr. Naveen Prakash has given his consent to act as an Independent Director of the Company and have furnished necessary declarations to the Board of Directors to the effect that:

- (i) He meets the criteria of independence as provided under Section 149(6) of the Act and Regulation 16(1)(b) of the Listing Regulations;
- (ii) He is neither disqualified to be appointed as a director under Section 164 of the Act nor is he debarred or disqualified from holding the office of a Director by virtue of any order passed by Securities and Exchange Board of India or any such other authority and;
- (iii) He is in compliance with Rules 6(1) and 6(2) of the Companies (Appointment and Qualification of Directors) Rules, 2014, with respect to his registration with the data bank of independent directors maintained by the Indian Institute of Corporate Affairs.

In the opinion of the Board, Mr. Naveen Prakash is independent of the management and fulfils the conditions specified under the Act and the Listing Regulations for appointment as an Independent Director of the Company.

The Nomination and Remuneration Committee and the Board of Directors are of the view that Mr. Naveen Prakash possesses appropriate skills and capabilities required for the role of an Independent Director of the Company, fulfils the criteria of Independence as specified under Section 149 of the Act and Regulation 16(1)(b) of Listing Regulations, as amended, from time to time, and is independent of the management. He holds a Masters in Development Management (MDM) from Asian Institute of Management, Manila, Philippines with Distinction, Masters in Business Administration (MBA) with Gold Medal and Bachelor of Science (BSc.) from the University of Allahabad. He also has Post Graduate Diploma in International Marketing & E-Business (DIMB). Mr. Naveen Prakash is a member of the Indian Administrative Service (IAS-Retd.) of 1987 batch of the West Bengal cadre. He has rich experience of 38 years in the public service through varied administrative assignments, serving both the West Bengal Government and the Government of India. He was working as an Additional Chief Secretary, Public Works Department at the time of his superannuation in August 2021. After this, he worked as Principal Advisor (Infrastructure) to the State Government, West Bengal for a year before being appointed as State Information Commissioner for a 3-year term. He also worked as an Additional Chief Secretary, Irrigation and Waterways Department for six years and also held charges of Agriculture and Water Resources Investigation and Development Departments in West Bengal from 2015 to 2021. The Board of Directors is of the opinion that it would be in the interest of the Company to appoint him as an Independent Director for a period of five consecutive years with effect from 1<sup>st</sup> January, 2026 till 31<sup>st</sup> December, 2030.

A copy of the letter of appointment of Mr. Naveen Prakash setting out the terms and conditions of appointment would be available for inspection without any fee by the Members during the e-voting period. Members seeking to inspect such document can send a request at [ipclpb2026@indiapower.com](mailto:ipclpb2026@indiapower.com).

Mr. Naveen Prakash shall be paid sitting fees and commission, as may be approved, from time to time, by the Board of Directors in accordance with the Remuneration Policy and Articles of Association of the Company.

The Board recommends Item no. 1 as set out in the Postal Ballot Notice to be passed as Special Resolution by the Members.

None of the Directors or Key Managerial Personnel of the Company, either directly or through their relatives, except Mr. Naveen Prakash and his relatives, are in any way, concerned or interested, whether financially or otherwise, in the proposed Resolution except to the extent of their shareholding, if any.

**The relevant details of Mr. Naveen Prakash as required under Regulation 36(3) of the Listing Regulations and the Secretarial Standards on General Meetings issued by the Institute of Company Secretaries of India are annexed to the Notice.**

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

**Dhananjoy Karmakar**  
**Company Secretary**  
**FCS-6901**

Date: 13<sup>th</sup> February, 2026  
Place: Kolkata

## DETAILS OF THE DIRECTOR SEEKING APPOINTMENT

[In terms of Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the Secretarial Standard-2 on General Meetings]

<b>Name of Director</b>	<b>Mr. Naveen Prakash</b>
<b>Category/Designation</b>	<b>Non-Executive, Independent Director</b>
<b>DIN</b>	<b>00059549</b>
Date of Birth	17 <sup>th</sup> August, 1961
Age (in years)	64
Date of Appointment on the Board	1 <sup>st</sup> January, 2026
Qualification	Masters in Development Management (MDM) from Asian Institute of Management, Manila, Philippines with Distinction, Masters in Business Administration (MBA) with Gold Medal and Bachelor of Science (BSc.) from the University of Allahabad. He also has Post Graduate Diploma in International Marketing & E-Business (DIMB)
Profile	<p>Mr. Naveen Prakash is a member of the Indian Administrative Service (IAS) of 1987 batch of the West Bengal cadre. He has rich experience of 38 years in the public service through varied administrative assignments, serving both the West Bengal Government and the Government of India. He was working as an Additional Chief Secretary, Public Works Department at the time of his superannuation in August 2021. After this, he worked as Principal Advisor (Infrastructure) to the State Government for a year before being appointed as State Information Commissioner for a 3-year term. He has also worked as an Additional Chief Secretary, Irrigation and Waterways Department for six years and have also held charges of Agriculture and Water Resources Investigation and Development Departments in West Bengal from 2015 to 2021.</p> <p>He worked in Government of India as Joint Secretary in the Ministry of Consumer Affairs, Food &amp; Public Distribution, between 2008 and 2012, Chief Vigilance Officer (CVO) of Steel Authority of India (SAIL) Ltd. between 2012 and 2015 and Director in the Ministry of Culture from 2000 to 2003. Before Joining Govt. of India in 2008, he worked as Special Secretary, Information Technology, Executive Director, West Bengal Industrial Development Corporation (WBIDC) and Special Secretary in the Home Department in the Government of West Bengal.</p>
Expertise in specific functional area	Rich experience of 38 years in the public service through varied administrative assignments, serving both the West Bengal Government and the Government of India including Business leadership, Government and International relationships, Corporate Governance
Directorship held in other Companies	Berry Alloys Limited
Names of Listed Companies from which the Director has resigned in the past three years	None
Chairman / Member of the Committees of the Board of Directors of the Listed Companies	Nil
Chairman / Member of the Committees of the Board of Directors of other Companies in which he is a Director	Nil
Shareholding in the Company (including shareholding as a beneficial owner)	None

<b>Name of Director</b>	<b>Mr. Naveen Prakash</b>
<b>Category/Designation</b>	<b>Non-Executive, Independent Director</b>
<b>DIN</b>	<b>00059549</b>
Inter-se Relationships between Directors and Key Managerial Personnel	None
Number of Board Meetings attended during the year	Nil
Terms and conditions of Appointment	Appointment as an Independent Director of the Company for a term of five consecutive years with effect from 1 <sup>st</sup> January, 2026 to 31 <sup>st</sup> December, 2030 not be liable to retire by rotation.
Details of remuneration last drawn by such person	Not Applicable
Details of Remuneration sought to be paid	Mr. Naveen Prakash is entitled to Commission as may be approved by the Members of the Company on the recommendation of the the Board of Directors of the Company and Sitting Fees for attending meeting of the Board and the Committees thereof, wherein he will become a Member, as fixed/may be fixed by the Board of Directors of the Company from time to time.
Justification for the appointment	As referred in the explanatory statement