



Ref: IPCL/SE/LODR/2024-25/9

23rd May, 2024

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
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 Postal Ballot, seeking approval of the Members of the Company for appointment of Independent Director

Pursuant to Regulation 30 of Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, we enclose herewith Postal Ballot Notice, for seeking approval of Members of the Company for the below **Special Resolution**:

Brief Description of Resolution
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Appointment of Mr. Suresh Chandra Gupta (DIN: 02922231) as an Independent Director of the Company for a term of 5 years commencing from 1st April, 2024.

The Company has circulated the Postal Ballot Notice, along with the Explanatory Statement pertaining to the above resolution, in electronic mode to those Members whose names appear in the Register of Members/list of Beneficial Owners maintained by the Company/Registrar & Transfer Agent/Depositories as on **Friday, 17th May, 2024 (Cut-off date)** and whose email address were registered with the Depository Participants or with the Company or its Registrar & Transfer Agent as on the Cut-off date. Members who have not updated their email addresses are requested to update their email addresses as per the instructions given in the enclosed Notice.

The remote e-voting will commence on **Friday, 17th May, 2024, at 09:00 a.m. IST** and will conclude on **Saturday, 22nd June, 2024, at 05:00 p.m. IST.**

The said Notice is also available on Company's website at www.indiapower.com

This is for your information and records.

Yours faithfully,
For India Power Corporation Limited

Raghav Raj Kanoria
Managing Director
DIN 07296482

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 **W:** www.indiapower.com



INDIA POWER CORPORATION LIMITED

CIN: L40105WB1919PLC003263

[Formerly DPSC Limited]

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

Tel.: + 91 33 6609 4300/08/09/10 Fax: + 91 33 2357 2452

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

POSTAL BALLOT NOTICE

NOTICE is hereby given to the Members pursuant to the provisions of Section 110 of the Companies Act, 2013 (“Act”) and the Rules framed thereunder read with the circulars issued by Ministry of Corporate Affairs dated 25th September, 2023 along with circulars dated 8th April, 2020, 13th April, 2020, 5th May, 2020, 13th January, 2021, 14th December, 2021, 5th May, 2022 and 28th December, 2022 (collectively referred to as “MCA Circulars”), Secretarial Standard on General Meetings issued by The Institute of Company Secretaries of India, Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”) 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 by voting through electronic means (“remote e-voting”) only.

In compliance with Regulation 44 of the Listing Regulations and pursuant to Section 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 vote forms part of this Notice.

The remote e-voting period will commence at 9.00 a.m. on Friday, 24th May, 2024 and will end at 5.00 p.m. on Saturday, 22nd June, 2024.

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 authorised in this regard and the results of the voting by Postal Ballot 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 remote e-voting process.

The proposed resolution along with the Explanatory Statement setting out the material facts relating thereto and the Notes is appended below:

- 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 and 152 and other applicable provisions, if any, of the Companies Act, 2013 (“Act”) and the Rules framed thereunder read with Schedule IV of the Act and the applicable Regulations of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“the Listing Regulations”) (including any statutory modification(s) or re-enactment thereof for the time being in force), the Articles of Association

of the Company, approval and recommendation of the Nomination and Remuneration Committee and that of the Board of Directors, Mr. Suresh Chandra Gupta (DIN: 02922231), who meets the criteria for independence under Section 149(6) of the Act and the Rules made thereunder and Regulation 16(1)(b) of the Listing Regulations, was appointed as an Additional Director (in the category of Independent Director) of the Company with effect from 1st April, 2024, 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 to hold office for a term of 5 (five) consecutive years commencing from 1st April, 2024 to 31st March, 2029, not liable to retire by rotation;

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board of Directors of the Company be and is hereby authorised to finalise, settle, execute and amend such documents/deeds/writings/papers/agreements as may be required and to do all such acts, deeds, matters and things, as it may in its absolute discretion deem necessary, proper or

desirable and to settle any question, difficulty or doubt that may arise in this regard and also to delegate to the extent permitted by law, all or any of the powers herein conferred to any of Director(s) or any Key Managerial Personnel or any other Officer(s) of the Company.”

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

Somesh Dasgupta
Whole-time Director
DIN - 01298835

Date: 14th May, 2024
Place: Kolkata

NOTES:

1. The Explanatory Statement pursuant to Section 102(1) of the Companies Act, 2013 (“Act”), setting out the material facts concerning the item of Special Business is annexed to this Notice. The relevant details of the Directors seeking appointment as required under Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”) and Secretarial Standard on General Meetings issued by The Institute of Company Secretaries of India is also annexed to this Notice.
2. 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 email address are registered with the Company / Registrar and Share Transfer Agent (“RTA”) / Depository Participants (“DPs”). The Notice has been uploaded on the Company’s website i.e. www.indiapower.com and will also be available on the websites of the Stock Exchanges i.e. National Stock Exchange of India Limited and Metropolitan Stock Exchange of India Limited at www.nseindia.com and www.msei.in respectively. The Notice will also be available on the website of National Securities Depository Limited (“NSDL”) at www.evoting.nsd.com.
3. 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 **Friday, 17th May, 2024 (cut-off date)** will be entitled to cast their votes.
4. **The detailed procedure for remote e-voting is provided in Annexure A to the Notes.** Remote e-voting will commence at 9.00 a.m. on Friday, 24th May, 2024 and will end at 5.00 p.m. on Saturday, 22nd June, 2024 after which remote e-voting will be blocked by NSDL. Any vote received after the end date will not be valid.
5. The voting rights of the Members shall be in proportion to the paid-up equity share capital of the Company as on the cut-off date i.e. Friday, 17th May, 2024.
6. 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 ipclpb2024@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.
7. 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 ipclpb2024@indiapower.com and / or rta@cbmsl.com.
8. Members holding shares in demat mode are requested to register / update their e-mail address with their respective DPs. Any such updation effected by the DPs will automatically reflect in the Company’s subsequent records.
9. Corporate / Institutional Members (i.e. other than individuals, HUF, NRI etc.) intending to authorize their representatives for the purpose of remote 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 by e-mail to goenkamohan@gmail.com with a copy marked to NSDL at evoting@nsdl.co.in. 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.
10. Members who need assistance in respect of remote e-voting, may contact Ms. Pallavi Mhatre, Senior Manager, NSDL and/or Mr. Amit Vishal, Deputy Vice President, NSDL at evoting@nsdl.com or call on toll free no.: 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 or contact Mr. Pradeep Kumar Singh, Deputy Manager (Secretarial), India Power Corporation Limited, Plot No. X1-2 & 3, Block-EP, Sector-V, Salt Lake City, Kolkata-700 091, Mobile No.: +91 98317 52502, Telephone: +91 33 6609 4300/08/09/10, E-mail: ipclpb2024@indiapower.com. Members may also email their queries if any, to the RTA at rta@cbmsl.com.

11. The Scrutinizer shall submit their Report to the person authorized in this regard, who shall countersign the same and declare the result of the Postal Ballot on or before 5.00 PM IST on Monday, 24th June, 2024. The declared Result along with the report of the Scrutinizer will be available on the Company's website i.e. www.indiapower.com and will also be forwarded to the Stock Exchanges where the Equity Shares of the Company are listed. The Result will also be placed on the website of NSDL i.e. www.evoting.nsdl.com.
12. The Resolution, if passed by requisite majority, will be deemed to be passed on the last date specified for remote e-voting i.e. Saturday, 22nd June, 2024. 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**

Somesh Dasgupta
Whole-time Director
DIN - 01298835

Date: 14th May, 2024
Place: Kolkata

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 no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 09, 2020 on “e-Voting Facility Provided by Listed Entities”, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Members are advised to update their mobile number and e-mail address 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 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>A. NSDL IDeAS facility:</p> <ol style="list-style-type: none"> 1. If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: https://eservices.nsdl.com/ either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the “Beneficial Owner” icon under “Login” which is available under “IDeAS” section, this will prompt you to enter your existing User ID and Password. 2. After successful authentication, you will be able to see e-Voting services under Value added services. Click on “Access to e-Voting” under e-Voting services and you will be able to see e-Voting page. Click on options available against Company name or e-Voting service provider i.e. NSDL and you will be re-directed to NSDL e-Voting website for casting your vote during the remote e-Voting period. 3. If you are not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select “Register Online for IDeAS” Portal or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp. <p>B. E-Voting website of NSDL:</p> <ol style="list-style-type: none"> 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. 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. 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 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.

Type of shareholders	Login Method
	<p>3. Shareholders/Members can also download NSDL Mobile App “NSDL Speede” facility by scanning the QR code mentioned below for seamless voting experience.</p> <p style="text-align: center;">NSDL Mobile App is available on</p> <div style="display: flex; justify-content: center; gap: 20px;">  App Store  Google Play </div> <div style="display: flex; justify-content: center; gap: 40px; margin-top: 10px;">   </div>
Individual Shareholders holding securities in demat mode with CDSL	<p>A. CDSL Easi / Easiest facility:</p> <ol style="list-style-type: none"> 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 www.cdslindia.com and click on login icon and New System Myeasi tab and then enter existing Username and Password. 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 evoting 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. 3. If the user is not registered for Easi/Easiest, option to register is available at CDSL website www.cdslindia.com and click on login & New System Myeasi Tab and then click on registration option. <p>B. E-Voting website of CDSL:</p> <ol style="list-style-type: none"> 4. Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN from e-Voting link in www.cdslindia.com 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 evoting is in progress and also able to directly access the system of all e-Voting Service Providers.
Individual Shareholders (holding securities in demat mode) login through their depository participants	<ol style="list-style-type: none"> 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. 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. 3. Click on options available against Company name or e-Voting service provider-NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period.

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 evoting@nsdl.com 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 helpdesk.evoting@cDSLindia.com or contact at 1800 22 55 33.

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*****.
a) 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*****.
a) 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.
 - b) Click on “Physical User Reset Password?” (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.
 - c) If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.co.in mentioning your demat account number/folio number, your PAN, your name and your registered address.
 - d) Members can also use the One Time Password (OTP) based login for casting the votes on the e-Voting system of NSDL.
 7. After entering your password, tick on Agree to “Terms and Conditions” by selecting on the check box.
 8. Now, you will have to click on “Login” button.
 9. After you click on the “Login” button, Home page of e-Voting will open.

Step 2: Cast your vote electronically 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 128554 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 ipclpb2024@indiapower.com and / or rta@cbmsl.com. The forms for updating the same are available at https://www.indiapower.com/wp-content/uploads/2021/12/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 (eg.: Driving License, Bank Statement, Election Identity Card, Passport, Aadhar Card) to ipclpb2024@indiapower.com and / or 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 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

The Board of Directors of the Company on the basis of the recommendation of the Nomination and Remuneration Committee had appointed Mr. Suresh Chandra Gupta (DIN: 02922231) as an Additional Director (in the category of Independent Director) of the Company for a term of five consecutive years with effect from 1st April, 2024 to 31st March, 2029, not liable to retire by rotation, subject to the approval of the Members of the Company.

Pursuant to Regulation 17(1C) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), Mr. Suresh Chandra Gupta shall hold office upto the date of next General Meeting or for a period of three months from the date of appointment, whichever is earlier.

Mr. Suresh Chandra Gupta is eligible to be appointed as an Independent Director for a term upto five consecutive years. The Company has received notice under Section 160 of the Companies Act, 2013 ("Act") proposing the candidature of Mr. Suresh Chandra Gupta as an Independent Director of the Company. Mr. Suresh Chandra Gupta 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 he meets the criteria of independence as provided under Section 149(6) of the Act and Regulation 16(1)(b) of the Listing Regulations. Further as per the declarations received by the Company, Mr. Gupta is not 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 Securities and Board of India or any such other authority.

In the opinion of the Board, Mr. Gupta 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 relevant details of Mr. Suresh Chandra Gupta as required under Regulation 36(3) of the Listing Regulations and the Secretarial Standard on General Meetings is annexed to the Notice.

Mr. Gupta possesses appropriate skills and capabilities required for the role of an Independent Director of the Company. Considering his rich and diverse experience in the civil service and extensive knowledge in the areas of general administration, policy making, financial management, strategy orientation, 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 1st April, 2024 till 31st March, 2029.

Copy of the letter of appointment of Mr. Suresh Chandra Gupta 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 to ipclpb2024@indiapower.com.

The Board of Directors, recommends the Resolution 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. Suresh Chandra Gupta and his relatives are, in any way, concerned or interested, whether financially or otherwise, in the proposed Resolution.

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

Somesh Dasgupta
Whole-time Director
DIN - 01298835

Date: 14th May, 2024
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 on General Meetings]

Particulars	Name of Director
	Mr. Suresh Chandra Gupta (DIN: 02922231)
Date of Birth	21st August, 1962
Date of Appointment on the Board	1st April, 2024
Qualification	<ul style="list-style-type: none"> ▶▶ Master of Public Management from National University of Singapore / Harvard Kennedy School as Lee Kuan Yew Fellow. ▶▶ M.Com. (Economic Administration), Rajasthan University ▶▶ L.L.B (Academic), B.Com.(Hons.), Rajasthan University ▶▶ PG Diploma in Public Administrative from Indian Institute of Public Administration
Profile	<p>Mr. Suresh Chandra Gupta is a retired Indian Administrative Service (IAS) officer of 1986 Batch. He has retired as Chief Secretary of Government of Sikkim after serving 36 years in IAS. Prior to this, he was Additional Chief Secretary, Home, Vigilance in Government of Sikkim. He also held Additional Charge of Finance, Development Commissioner, Tourism, Agriculture Production Commissioner.</p> <p>Mr. Gupta was posted in Government of India for more than 12 years at DS/Director and JS level. He has held the positions of Nominee Director on the Boards of Central PSEs like National Bank for Agriculture and Rural Development (NABARD), Rashtriya Chemicals and Fertilizers Limited (RCF), National Fertilizers Limited (NFL), Krishak Bharti Cooperative Limited (KRIBHCO) Fertilizers and Chemicals Travancore Limited (FACT), Hindustan Organic Chemicals Limited (HOCL) and Hindustan Insecticides Limited (HIL). He has served in all the four districts of Sikkim either as Collector or DDO. He has also worked in Finance, Planning and Development, Rural Development and Food Departments and served as MD, Sikkim Cooperative Milk Union. Prior to joining IAS, he has worked at IDBI, PNB, LIC and UTI.</p>
Expertise in specific functional area	General administration, policy making, financial management, strategy orientation.
Directorship held in other Companies	None
Names of Listed Companies from which the Director has resigned in the past three years	Not Applicable
Chairman / Member of the Committees of the Board of Directors of the Listed Companies	Not Applicable
Chairman / Member of the Committees of the Board of Directors of other Companies in which he is a Director	Not Applicable
Shareholding in the Company (including shareholding as a beneficial owner)	Nil

Particulars	Name of Director
Inter-se Relationships between Directors and Key Managerial Personnel	None
Number of Board Meetings attended during the financial year 2023-24	Not Applicable
Terms and conditions of Appointment	Appointment as an Independent Director of the Company for a term of five consecutive years with effect from 1st April, 2024 to 31st March, 2029 not be liable to retire by rotation.
Details of Remuneration sought to be paid	Mr. Suresh Chandra Gupta is entitled to Commission as may be approved by the Nomination and Remuneration Committee and/or the Board of Directors of the Company and Sitting Fees for attending meeting of the Board and the Committees thereof as fixed/may be fixed by the Board of Directors of the Company from time to time.

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

Somesh Dasgupta
Whole-time Director
DIN - 01298835

Date: 14th May, 2024
Place: Kolkata