



Ref: Sectl/X/002

21st September, 2015

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: 014021

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,

Sub: Intimation under Clause 31(d) of the Listing Agreement

In terms of Clause 31(d) of the Listing Agreement with the Stock Exchanges, please find enclosed herewith the certified true copy of the Minutes of the Proceedings of the 95th Annual General Meeting of India Power Corporation Limited held on Friday, the 11th day of September, 2015 at the Registered Office of the Company situated at Plot X1- 2 & 3, Block EP, Sector V, Salt Lake City, Kolkata-700 091 for your information & records.

Yours faithfully
For India Power Corporation Limited

(Prashant Kapoor)
Company Secretary & Compliance Officer



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

T : +91 33 6609 4300 / 08 / 09 / 10 , F : +91 33 2357 2452

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

T : (0341) 6600452 / 454 / 455 / 456 / 457, F : (0341) 6600452

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





MINUTES OF THE PROCEEDINGS OF THE 95TH ANNUAL GENERAL MEETING OF INDIA POWER CORPORATION LIMITED HELD ON FRIDAY, THE 11TH DAY OF SEPTEMBER, 2015 AT THE REGISTERED OFFICE OF THE COMPANY SITUATED AT PLOT XI- 2 & 3, BLOCK EP, SECTOR V, SALT LAKE CITY, KOLKATA-700 091 WHICH COMMENCED AT 11.00 A.M. AND CONCLUDED AT 12.15 P.M.

PRESENT**Directors**

Shri Hemant Kanoria (DIN: 00193015)	Chairman & Non-Executive Director; Chairman- Shareholders' / Investors' Grievance and Stakeholders' Relationship Committee & Corporate Social Responsibility Committee
Shri Amit Kiran Deb (DIN: 02107792)	Chairman- Audit Committee & Member-Nomination & Remuneration Committee
Shri Asok Kumar Goswami (DIN: 03331661)	Whole-time Director
Shri Debi Prasad Patra (DIN: 00067269)	
Shri Jyoti Kumar Poddar (DIN: 00690650)	
Shri Sunimal Talukdar (DIN: 00920608)	
Shri Tantra Narayan Thakur (DIN: 00024322)	

Company Secretary

Shri Prashant Kapoor
(ACS 15576)

Chief Executive Officer

Shri Shrirang Bhalchandra Karandikar

Chief Financial Officer

Shri Laxmi Narayan Mandhana

Auditors

Shri H. K. Verma, Partner (Membership No.: 055104), M/s. Lodha & Co., Chartered Accountants
(ICAI Firm Registration No. 301051E)

Shri H. M. Choraria of M/s. H. M. Choraria & Co., Practising Company Secretaries (FCS No.: 2398;
CP No.: 1499), Secretarial Auditor

Scrutiniser

Ms. Tanvee Srivastava, authorised representative of Shri Mohan Ram Goenka of M/s. MR & Associates Practising Company Secretaries (CP No. 2551), was present by invitation in the capacity of the Scrutiniser for remote e-voting and voting at the venue of the Annual General Meeting (AGM).

Certified True Copy**India Power Corporation Limited****Prashant Kapoor****Company Secretary & Compliance Officer**

Members/ Proxies

Number of Members present in the Meeting, either in person or through proxy:

- In person: 140 Members representing 1,29,002 Equity Shares Rs. 1/- each were present in person at the Meeting.
- In Proxy: 3 valid proxies representing 4,31,26,750 Equity Shares of Rs. 1/- each were duly received and were present at the Meeting.

Inspection Documents

The Register of Directors' and Key Managerial Personnel and their Shareholding maintained under Section 170 of Companies Act, 2013, Register of Contracts or Arrangements in which Directors' are interested maintained under Section 189 of the Companies Act, 2013, Secretarial Audit Report issued by the Secretarial Auditor, Proxy Register with all the valid proxies registered and all other inspection documents as mentioned in the Notice convening the 95th AGM were kept at the Meeting and remained accessible and open to inspection by the Members during the continuance of the Meeting.

Chairman : Shri Hemant Kanoria, Chairman of the Board took the Chair in terms of Article 72 of the Company's Articles of Association.

Quorum : The Chairman presided over the Meeting and after having ascertained that the Audited Accounts, Reports of the Board of Directors and Auditors as also the Register of Directors and Key Managerial Personnel and their Shareholding along with other inspection documents were on the table and after confirmation from the Company Secretary that Members more than the requisite quorum of fifteen (15) Members as per Section 103 of the Companies Act, 2013 were present, called the Meeting to order and formally commenced the proceedings of the Meeting at 11.00 A.M.

The Chairman extended a warm welcome to the Members present at the 95th Annual General Meeting (AGM) of the Company.

Welcome Address by Chairman: The Chairman thereafter introduced the Directors, Chief Executive Officer, Company Secretary and Chief Financial Officer of the Company present and also acknowledged the presence of the Statutory Auditor and the Secretarial Auditor at the Meeting.

The Chairman informed that Shri Sunil Kanoria (holding DIN 00421564), Shri Nand Gopal Khaitan (holding DIN 00020588), Shri Sundarshan Sihanunathan (holding DIN 01675195) and Smt. Dipali Khanna (holding DIN 03395440) could not attend the AGM due to their personal pre-occupation and they may therefore be excused.

The meeting thereafter commenced with the welcome address by the Chairman.

The Chairman delivered his annual speech to the Members giving the brief details on the Power Industry scenario of the Country during the year in retrospect and present scenario. He also mentioned about the Company's performance, financial highlights and future outlook of the Company. He stated that going forward, private sector players will become increasingly important across the entire value chain of power sector and that the Company is very well placed and equipped to take advantage of the opportunities.

The Chairman thereafter, expressed gratitude to all the Members and customers of the Company for the faith and unstinted support. He also expressed his gratitude for the guidance, cooperation and support provided by the Statutory Authorities, Banks and Financial Institutions.



**Voting**

The Chairman thereafter informed the Members that in compliance with the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014, substituted by the Companies (Management and Administration) Amendment Rules, 2015 and the provisions of Clause 35B of the Listing Agreement entered into with the Stock Exchanges, the Company being a listed entity and to ensure wider shareholders' participation in the decision making process, had extended remote electronic voting facility to its Members through National Securities Depository Limited (NSDL), to transact all the business set out in the Notice dated 8th August, 2015 convening the 95th Annual General Meeting from a place other than the venue of the Meeting i.e. remote e-voting.

The remote e-voting facility commenced from 8th September, 2015 (9.00 A.M. IST) to 10th September, 2015 (5.00 P.M. IST). During this period, Members of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of 4th September, 2015, cast their vote electronically.

The Chairman further informed that Shri Mohan Ram Goenka of M/s. MR & Associates, Practising Company Secretaries (Certificate of Practice No. 2551) was appointed by the Board of Directors of the Company as the Scrutiniser for conducting the voting process in a fair and transparent manner.

Further, Chairman added that pursuant to Clause 35B of the Listing Agreement, the Company, had enabled its Members, who had not casted their votes by availing the remote e-voting facility and who were present in the meeting, either personally or through proxies, to cast their votes at the end of the Meeting, by use of Ballot Paper, distributed in the Meeting.

Members who had cast their votes by remote e-voting prior to the Meeting were entitled to attend the Meeting, but not entitled to cast their vote again at the Meeting.

Notice

With the consent of the Members present at the Meeting, the Notice convening the 95th Annual General Meeting of the Company was taken as read.

Financial Statements and Auditors' Report

The Chairman stated that copies of the Audited Standalone and Consolidated Financial Statements for the financial year 31st March, 2015 together with the Report of the Board of Directors and the Auditors' Report have been posted and electronically delivered to all the Members of the Company through the permitted mode and these have been with the Members for sometime now.

He also stated that originals of these documents along with the Secretarial Audit Report were also available for inspection by the Members.

The Chairman informed the Members that there were no qualifications, observations, comments or other remarks on the financial transactions or matters which had any adverse effect on the functioning of the Company in the Auditors' Report and therefore, with the consent of the Members, the Auditors' Report on the Financial Statements of the Company for the financial year ended 31st March, 2015, was considered as read in terms of Section 145 of the Companies Act, 2013 and Clause 13.1 of Secretarial Standard-2 issued by the Council of the Institute of Company Secretaries of India and approved by the Central Government.

The Chairman thereafter informed the Members that there were two observations in the Secretarial Audit Report issued by Shri H M Choraria of M/s. H M Choraria & Co., Practising Company Secretaries and thereafter, invited Shri Choraria to read out his observations mentioned in Secretarial Audit Report for the financial year ended 31st March, 2015, at the Meeting.





At the request of the Chairman, Shri H M Choraria of M/s. H M Choraria & Co., Practising Company Secretaries, Secretarial Auditor of the Company, read the observations mentioned in the Secretarial Audit Report.

The Chairman thereafter drew attention of the Members on the said two observations as appearing in the Secretarial Audit Report for the financial year ended 31st March, 2015 and explained the present status of such observations to the Members present.

Chairman of
Audit Committee,
Shareholders'/
Investors'
Grievance and
Stakeholders'
Relationship
Committee &
Nomination &
Remuneration
Committee :

The Chairman informed the Members that Shri Amit Kiran Deb, Chairman of Audit Committee and also the Member of Nomination & Remuneration Committee of the Company having been authorised by Shri Nand Gopal Khaitan, Chairman of Nomination & Remuneration Committee of the Company to represent in his behalf and the Chairman, himself, also being the Chairman of Shareholders'/ Investors' Grievance and Stakeholders' Relationship Committee was present at the meeting to provide clarifications and answer queries, if any.

The Chairman informed the Members present that Member's question, query or clarifications, if any, on the Financial Statements of the Company for the financial year ended 31st March, 2015, will be taken up after all the Agenda Items of the Notice have been transacted and proceeded to transact the business as set out in the Item No. 1 to 10 in the Notice convening the 95th AGM.

The Chairman requested the Members present to Propose and Second the Resolutions as set out in the Notice dated 08th August, 2015 so that Ballot Voting can be conducted towards the end for those Members who could not cast their vote through remote e-voting.

During the course of the Meeting, on one occasion, the Chairman being interested in respect of Item No. 3 pertaining to the appointment of a Director in place of Shri Sunil Kanoria, who retires by rotation and being eligible, offers himself for re-appointment, entrusted the conduct of the proceedings to Shri Amit Kiran Deb, Disinterested Director, and resumed the Chair after such Item of business was transacted.

ORDINARY BUSINESS:

Resolution No.1: Ordinary Resolution

Adoption of the Audited Financial Statements (including Audited Consolidated Financial Statements)

"RESOLVED THAT the Audited Financial Statements (including Audited Consolidated Financial Statements) of the Company for the financial year ended 31st March, 2015, including the Balance Sheet as at 31st March, 2015, the Statement of Profit and Loss and the Cash Flow Statement for the financial year ended on that date together with the Reports of the Board of Directors and the Auditors thereon, be and are hereby received, considered and adopted."

Proposed by: Shri Manoj Kumar Gupta

Seconded by: Shri Gautam Nandy

Resolution No. 2: Ordinary Resolution

Declaration of Dividend for the financial year ended 31st March, 2015

"RESOLVED THAT pursuant to the recommendation of the Board of Directors of the Company at its meeting held on the 30th day of May, 2015, a dividend @ Rs. 0.05/- paisa (Five Paisa only) (i.e. 5%) per Equity Share of Rs. 1/- each fully paid up of the Company, be and is hereby approved and declared for payment to the Equity Shareholders of the Company representing the public category as per the shareholding pattern under Clause 35 of the Listing Agreement as on the record date."

Proposed by: Shri Radhey Shyam Sharma

Seconded by: Shri Madhu Sudan Dey



**Resolution No. 3: Ordinary Resolution**

Item No. 3 of the Notice convening the 95th AGM, being appointment of a Director in place of Shri Sunil Kanoria (holding DIN 00421564), who retires by rotation and being eligible, offers himself for re-appointment, in which Shri Hemant Kanoria, Chairman of the Company, being interested, requested Shri Amit Kiran Deb, Disinterested Director of the Company to conduct this Item of the Agenda.

Appointment of a Director in place of Shri Sunil Kanoria (holding DIN 00421564) who retires by rotation and being eligible, offer himself for re-appointment

"RESOLVED THAT Shri Sunil Kanoria (holding DIN 00421564), Director of the Company, who retires by rotation under Article 103 of the Articles of Association of the Company and being eligible offers himself for re-appointment, be and is hereby re-appointed as a Director of the Company, liable to retire by rotation."

Proposed by: Shri Sarbananda Gattani
Seconded by: Shri Manoj Kumar Gupta

Shri Amit Kiran Deb, Director of the Company thereafter requested Shri Hemant Kanoria, Chairman of the Company to once again take the Chair and continue to transact the business from the Agenda Item No. 4 of the Meeting.

Thereafter, Shri Hemant Kanoria, Chairman of the Company resumed the Chair.

Resolution No. 4: Ordinary Resolution

Ratification of appointment of M/s. Lodha & Co., as Statutory Auditors of the Company and to fix their remuneration

"RESOLVED THAT pursuant to the provisions of Sections 139, 141, 142 and other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modification(s) or re-enactment thereof for the time being in force) and the Rules framed thereunder (as amended from time to time), the Company hereby ratifies the appointment of M/s. Lodha & Co., Chartered Accountants, having ICAI Registration No. 301051E, as the Statutory Auditors of the Company, to hold office from the conclusion of this Annual General Meeting (AGM) till the conclusion of the Ninety Sixth AGM of the Company, on such remuneration as may be mutually agreed upon between the Board of Directors of the Company and the Auditors, plus service tax, as applicable and reimbursement of out-of-pocket expenses."

Proposed by: Shri Gautam Nandy
Seconded by: Shri Arup Kumar Das

SPECIAL BUSINESS:**Resolution No. 5: Ordinary Resolution**

Appointment of Shri Sundareshan Sthanunathan (holding DIN 01675195) as an Independent Director of the Company

"RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152 and other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modification(s) or re-enactment thereof for the time being in force) and the Rules framed thereunder (as amended from time to time), read with Schedule IV to the Companies Act, 2013 and the applicable provisions of Listing Agreement with the Stock Exchange(s), Shri Sundareshan Sthanunathan (holding DIN 01675195), who was appointed as an Additional Director (Non-Executive Independent Director) of the Company by the Board of Directors with effect from 13th October, 2014 and who holds office upto the date of this Annual General Meeting and in respect of whom the Company has received a notice in writing under Section 160 of the Companies Act, 2013, be and is hereby appointed as an Independent Director of the Company for a term of five consecutive years commencing from 13th October, 2014."

Proposed by: Shri Samrat Chatterjee
Seconded by: Shri Kashmir Lal Mallick



**Resolution No. 6: Ordinary Resolution****Appointment of Smt. Dipali Khanna (holding DIN 03395440) as an Independent Director of the Company**

"RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152 and other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modification(s) or re-enactment thereof for the time being in force) and the Rules framed thereunder (as amended from time to time), read with Schedule IV to the Companies Act, 2013 and the applicable provisions of Listing Agreement with the Stock Exchange(s), Smt. Dipali Khanna (holding DIN 03395440), who was appointed as an Additional Director (Non-Executive Independent Director) of the Company by the Board of Directors with effect from 31st March, 2015 and who holds office upto the date of this Annual General Meeting and in respect of whom the Company has received a notice in writing under Section 160 of the Companies Act, 2013, be and is hereby appointed as an Independent Director of the Company for a term of five consecutive years commencing from 31st March, 2015."

Proposed by: Shri Shyamal Kumar Shaw
Seconded by: Shri Arup Kumar Das

Resolution No. 7: Ordinary Resolution**Appointment of Shri Asok Kumar Goswami (holding DIN 03331661) as a Director of the Company**

"RESOLVED THAT Shri Asok Kumar Goswami (holding DIN 03331661), who was appointed as an Additional Director of the Company by the Board of Directors with effect from 15th September, 2014, in terms of the provisions of Section 161 of the Companies Act, 2013 and pursuant to the Articles of Association of the Company and who holds office upto the date of this Annual General Meeting and in respect of whom the Company has received a notice in writing under Section 160 of the Companies Act, 2013, be and is hereby appointed as a Director of the Company whose period of office shall not be liable to determination by retirement of Directors by rotation."

Proposed by: Shri Pradeep Kumar Singh
Seconded by: Shri Radhey Shyam Sharma

Resolution No. 8: Special Resolution**Appointment of Shri Asok Kumar Goswami (holding DIN 03331661) as a Whole-time Director of the Company**

"RESOLVED THAT pursuant to the provisions of Sections 196 and 197 and other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modification(s) or re-enactment thereof for the time being in force) and the Rules framed thereunder (as amended from time to time), read with Schedule V to the Companies Act, 2013, approval of the Company be and is hereby accorded for the appointment of Shri Asok Kumar Goswami (holding DIN 03331661), as a Whole-time Director of the Company for a period of five (5) years with effect from 15th September, 2014 on such terms and conditions including remuneration as set out in the Explanatory Statement annexed to the Notice convening this Meeting, provided that the remuneration payable to Shri Asok Kumar Goswami, shall not exceed the maximum limits for payment of managerial remuneration as provided under the Companies Act, 2013.

RESOLVED FURTHER THAT approval of the Company be and is hereby accorded to Shri Asok Kumar Goswami to continue as a Whole-time Director of the Company even after his attaining the age of seventy years in May, 2017.

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board of Directors (which term shall be deemed to include any committee of the Board) be and is hereby authorised to do all such acts, deeds and things and take all such steps as it may in its sole and absolute discretion deem necessary and to settle all questions, difficulties and doubts that may arise in relation thereto."

Proposed by: Shri Pradeep Kumar Singh
Seconded by: Shri S L Koley



**Resolution No. 9: Ordinary Resolution**

Appointment of Shri Jyoti Kumar Poddar (holding DIN 00690650) as a Director of the Company, liable to retire by rotation

"RESOLVED THAT in supersession of the resolution passed by the members of the Company at their Annual General Meeting held on 13th September, 2014 and pursuant to the provisions of Section 152 and other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modification(s) or re-enactment thereof for the time being in force) and the Rules framed thereunder (as amended from time to time), Shri Jyoti Kumar Poddar (holding DIN 00690650) in respect of whom the Company has received a notice in writing under Section 160 of the Companies Act, 2013, be and is hereby appointed as a Director (Non-Executive Non-Independent) of the Company, whose period of office is liable to determination by retirement of Directors by rotation.

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board of Directors (which term shall be deemed to include any committee of the Board) be and is hereby authorised to do all such acts, deeds and things and take all such steps as it may in its sole and absolute discretion deem necessary and to settle all questions, difficulties and doubts that may arise in relation thereto."

Proposed by: Shri Sandip Saha
Seconded by: Shri Dilip Kumar Das

Resolution No. 10: Ordinary Resolution

Ratification of re-appointment and remuneration payable to the Cost Auditors of the Company for the financial year 2015-16

"RESOLVED THAT subject to such guidelines and approvals as may be required from the Central Government, the re-appointment of M/s. Mani & Co., Cost Accountants, having Registration No. 000004, as the Cost Auditors of the Company, to audit the cost records maintained by the Company in respect of Electricity Industry for the financial year 2015 - 2016 at a remuneration not exceeding Rs.90,000/- (Rupees Ninety Thousand Only) per annum, plus service tax, as applicable and reimbursement of out-of-pocket expenses, be and is hereby ratified.

RESOLVED FURTHER THAT the Board of Directors of the Company, be and is hereby authorised to take such actions as may be necessary for implementing the above resolution."

Proposed by: Shri Manoj Kumar Gupta
Seconded by: Shri Arup Kumar Das

Question and Answer round : Thereafter, the Chairman invited the Members to offer their comments or seek clarifications, if any, on the Annual Report and Financial Statements or any of the items stated in the Notice convening the 95th AGM of the Company, if any. The Chairman requested the Members to be brief in their observations and announce their names and holding details before commencing their submissions.

The Members in general expressed satisfaction at the arrangements made for their reception and greeting at the venue of the AGM. Some of the Members present raised queries and made submissions on the Annual Report and Financial Statements. Amongst the more prominent observations made by the Members were those relating to the profitability and dividend payout during the year 2014-15, working of the Company and its future plans.

The Members present also expressed their satisfaction on the progress made by the Company, appreciated the quality of presentation and disclosure made in the Annual Report and Accounts of the Company. The Members also complimented the Management including the Company Secretary for adopting good Corporate Governance practices as well as excellent investor relation practices.





Upon the Members completing their submissions, the Chairman answered the relevant queries and submissions made by them and also briefed the Members about the current workings and new initiatives of the Company. The Chairman also thanked the Members for their keen interest in the affairs of the Company and expressing kind words of appreciation.

Voting at the AGM through Ballot Form

The Chairman thereafter thanked the Members for their active participation, continuous support and encouragement over the years and informed the Members that as per statutory requirements, voting by show of hands was not permitted at the General Meeting where e-voting had been offered to the Members and as per Section 108 of the Companies Act, 2013, read with Rule 20 of the Companies (Management & Administration) Rules, 2014, as amended thereof, Members who had not cast their vote through remote e-voting were provided with the facility of voting at the AGM venue through Ballot Form. For the purpose of voting at the AGM, the voting rights were reckoned as of Friday, 4th September, 2015 which was the cut-off date as per the Notice convening the 95th AGM and the Members, who had not cast their votes through remote e-voting facility, were allowed to cast their votes through Ballot Form at the venue of the 95th AGM.

The Chairman thereafter ordered for a Poll, available to the Members, who had not cast their votes through remote e-voting facility, on all Agenda items as stated in the Notice convening the 95th Annual General Meeting of the Company, duly proposed and seconded by the Members at the Meeting.

The Chairman thereafter informed that Ms. Tanvee Srivastava, Authorised Representative of the Scrutiniser appointed by the Company, shall be the Scrutiniser for the Ballot Voting to be conducted at the venue. He subsequently, requested the Authorised Representative of the Scrutiniser, to take charge from thereon and execute orderly conduct of voting through Ballot Form and to submit report thereon to Shri Asok Kumar Goswami, Whole-time Director of the Company or to the Company Secretary in the prescribed manner.

The Chairman thereafter informed that the voting results would be intimated to the Stock Exchanges in the format prescribed under Clause 35A of the Listing Agreement and the Scrutiniser's Consolidated Report on voting shall also be uploaded on the Company's website www.indiapower.com under the Investor Relations Section and on the NSDL's website www.evoting.nsdl.com and shall also be put up on the Company's Notice Board at its Registered Office as prescribed by the applicable Statute.

The Chairman authorised Shri Asok Kumar Goswami, Whole-time Director of the Company to declare the Consolidated Voting Results (including remote e-voting and voting by Ballot Form at the Venue) forthwith on receipt of the Scrutiniser's Consolidated Report.

The Chairman after informing that all the business of the 95th Annual General Meeting having been transacted, thanked the Members for their active participation, continuous support and encouragement over the years.

The Meeting concluded at 12.15 P.M. with a vote of thanks to the Chair.

The Resolutions as set out in Item No. 1 to 10 of the Notice convening the 95th Annual General Meeting have been duly passed with requisite majority and the Consolidated Voting Results (including remote e-voting and voting by Ballot Form at the Venue) have been recorded hereunder as part of the proceedings of the AGM.

Based on the tally of all the votes which were cast through remote e-voting and voting by Ballot Form at the venue of the AGM, Shri Mohan Ram Goenka of MR & Associates, Practising Company Secretaries (Certificate of Practice No. 2551), prepared and submitted the Scrutinisers' Consolidated Report dated 14th September, 2015 to Shri Asok Kumar Goswami, duly authorised by the Chairman in this regard, and the voting results as under :



Item No. 1 - Ordinary Resolution:

Adoption of the Audited Financial Statements (including Audited Consolidated Financial Statements) of the Company for the financial year ended 31st March, 2015, including the Balance Sheet as at 31st March, 2015, 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.

Particulars	No. of votes contained in						Percentage (%)
	Remote E-Voting		Ballot Form		Total		
	No.	Votes	No.	Votes	No.	Votes	
Assent	9	204431208	42	43231059	51	247662267	99.99 (approx.)
Dissent	1	230	8	788	9	1018	0.01 (approx.)
Total	10	204431438	50	43231847	60	247663285	100
Abstain / Invalid	0	0	1	1	1	1	-

Item No. 2 - Ordinary Resolution:

Declaration of dividend for the financial year ended 31st March, 2015 on the Equity Shares of the Company

Particulars	No. of votes contained in						Percentage (%)
	Remote E-Voting		Ballot Form		Total		
	No.	Votes	No.	Votes	No.	Votes	
Assent	10	204431438	50	43231847	60	247663285	100
Dissent	0	0	0	0	0	0	0
Total	10	204431438	50	43231847	60	247663285	100
Abstain / Invalid	0	0	0	0	0	0	0

Item No. 3 - Ordinary Resolution :

Appointment of a Director in Place of Shri Sunil Kanoria (holding DIN 00421564) who retires by rotation and being eligible, offers himself for appointment

Particulars	No. of votes contained in						Percentage (%)
	Remote E-Voting		Ballot Form		Total		
	No.	Votes	No.	Votes	No.	Votes	
Assent	8	204431108	50	43231847	58	247662955	99.99 (approx.)
Dissent	2	330	0	0	2	330	0.01 (approx.)
Total	10	204431438	50	43231847	60	247663285	100
Abstain / Invalid	0	0	0	0			-

Item No. 4 - Ordinary Resolution:

Ratification of the appointment of M/s. Ledha & Co., the Statutory Auditors of the Company and to fix their remuneration

Particulars	No. of votes contained in						Percentage (%)
	Remote E-Voting		Ballot Form		Total		
	No.	Votes	No.	Votes	No.	Votes	
Assent	8	204431108	50	43231847	58	247662955	99.99 (approx.)
Dissent	2	330	0	0	2	330	0.01 (approx.)
Total	10	204431438	50	43231847	60	247663285	100
Abstain / Invalid	0	0	0	0	0	0	-



**Item No. 5 - Ordinary Resolution:**

Appointment of Shri Sundareshan Sthanunathan [holding DIN 01675195], as an Independent Director

Particulars	No. of votes contained in						Percentage (%)
	Remote E-Voting		Ballot Form		Total		
	No.	Votes	No.	Votes	No.	Votes	
Assent	9	204431208	50	43231847	59	247663055	99.99 (approx.)
Dissent	1	230	0	0	1	230	0.01 (approx.)
Total	10	204431438	50	43231847	60	247663285	100
Abstain / Invalid	0	0	0	0	0	0	-

Item No. 6 - Ordinary Resolution:

Appointment of Smt. Dipali Khanna [holding DIN 03395440] as an Independent Director

Particulars	No. of votes contained in						Percentage (%)
	Remote E-Voting		Ballot Form		Total		
	No.	Votes	No.	Votes	No.	Votes	
Assent	9	204431208	50	43231847	59	247663055	99.99 (approx.)
Dissent	1	230	0	0	1	230	0.01 (approx.)
Total	10	204431438	50	43231847	60	247663285	100
Abstain / Invalid	0	0	0	0	0	0	

Item No. 7 - Ordinary Resolution:

Appointment of Shri Ashok Kumar Goswami [holding DIN 03331661] as a Director

Particulars	No. of votes contained in						Percentage (%)
	Remote E-Voting		Ballot Form		Total		
	No.	Votes	No.	Votes	No.	Votes	
Assent	9	204431208	50	43231847	59	247663055	99.99 (approx.)
Dissent	1	230	0	0	1	230	0.01 (approx.)
Total	10	204431438	50	43231847	60	247663285	100
Abstain / Invalid	0	0	0	0		0	-

Item No. 8 - Special Resolution:

Appointment of Shri Asok Kumar Goswami [holding DIN 03331661] as a Whole-time Director for a period of five years and fixing his remuneration

Particulars	No. of votes contained in						Percentage (%)
	Remote E-Voting		Ballot Form		Total		
	No.	Votes	No.	Votes	No.	Votes	
Assent	8	204431108	50	43231847	58	247662955	99.99 (approx.)
Dissent	1	230	0	0	1	230	0.01 (approx.)
Total	9	204431338	50	43231847	59	247663185	100
Abstain / Invalid	0	0	0	0	0	0	-



**Item No. 9 – Ordinary Resolution:**

Appointment of Shri Jyoti Kumar Poddar [holding DIN 00690650] as a Director, liable to retire by rotation

Particulars	No. of votes contained in						Percentage (%)
	Remote E-Voting		Ballot Form		Total		
	No.	Votes	No.	Votes	No.	Votes	
Assent	7	204431008	50	43231847	57	247662855	99.99 (approx.)
Dissent	3	430	0	0	3	430	0.01 (approx.)
Total	10	204431438	50	43231847	60	247663285	100
Abstain / Invalid	0	0	0	0	0	0	-

Item No. 10 – Ordinary Resolution:

Ratification of re-appointment and remuneration payable to M/s. Mani & Co., Cost Accountants, the Cost Auditors for financial year 2015-16

Particulars	No. of votes contained in						Percentage (%)
	Remote E-Voting		Ballot Form		Total		
	No.	Votes	No.	Votes	No.	Votes	
Assent	9	204431208	50	43231847	59	247663055	99.99 (approx.)
Dissent	1	230	0	0	1	230	0.01 (approx.)
Total	10	204431438	50	43231847	60	247663285	100
Abstain / Invalid	0	0	0	0	0	0	-

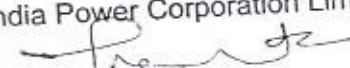
It was noted that based on the Consolidated Voting Results of remote e-voting and voting by Ballot Form at the venue of the AGM, all the Resolutions from Item No. 1 to 10 as set forth in the Notice dated 8th August, 2015 convening the 95th Annual General Meeting of the Company have been passed with requisite majority and have been deemed to be passed on the date of the 95th AGM i.e., the 11th day of September, 2015.

Place: Kolkata
Date: 19th September, 2015


CHAIRMAN
DIN: 00193015
19.9.2015

Certified True Copy

India Power Corporation Limited


Prashant Kapoor
Company Secretary & Compliance Officer