# POWER TRUST

**Annexure – II**

The Managing Director
National Stock Exchange of India Limited
Exchange Plaza
Bandra Kurla Complex
Bandra (E)
Mumbai-400051

Date: 13th February, 2018

Dear Sir,

Securities & Exchange Board of India (SEBI) has provided comprehensive guidelines on sale of shares through Offer for Sale (OFS) mechanism vide circular no. CIR/MRD/DP/18/2012 dated July 18, 2012, Circular no. CIR/MRD/DP/04/2013 dated January 25, 2013, Circular no. CIR/MRD/ DP/17/2013 dated May 30, 2013, to facilitate offer for sale of shares by promoters / non-promoters of companies through a separate window. In order to encourage retail participation in OFS, enable other large shareholders to use the OFS mechanism and to expand the universe of the companies to use this framework, SEBI has further modified the OFS framework vide Circular no. CIR/MRD/DP/24/2014 dated August 8, 2014 and CIR/MRD/ DP/32/2014 dated Dec 01, 2014 and CIR/MRD/ DP/12/2015 dated June 26, 2015, CIR/MRD/ DP/36/2016 dated February 15, 2016 and CIR/MRD/ DP/65/2017 dated June 27, 2017.

In view of the above We, Power Trust (established pursuant to the Scheme of Arrangement and Amalgamation sanctioned by Hon'ble High Court at Calcutta vide its Order dated 17th April, 2013, and Registered under the Indian Trusts Act, 1882), the Shareholder (Offerer) of DPSC Limited (now known as India Power Corporation Limited), are intending to make an Offer for Sale (OFS) of upto 32,40,65,008 equity shares (Shares) of the face value of Re. 1 each of DPSC Limited (now known as India Power Corporation Limited) through the Stock Exchange mechanism pursuant to the Order dated 27th January, 2017 and 25th August, 2017 of Hon'ble High Court at Calcutta in CA No. 347 of 2017, CA No. 565 of 2013 and in CP No. 206 of 2012.

In this connection, we wish to avail the Offer for Sale facility provided by the Exchange for offering shares based on the above SEBI guideline. We, therefore, request you to kindly allow us to use NSE screen based facilities and oblige. Please find attached details regarding Offer for Sale as enclosed in Annexure I.

POWER TRUST KOLKATA

Office: Plot No X-1, 2 & 3, Block-EP, Sector-V, Salt Lake City, Kolkata-700091
Tel.: + 91 33 6609 4300/08/09/10, Fax: + 91 33 2357 2452, E-mail: pt10052013@gmail.com

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We shall undertake to comply with all terms and condition of Offer for Sale (OFS) scheme mentioned in the Exchange Circular - "Revised Scheme - Offer for Sale through Exchanges Platform" issued by through its circular no. 10/2016 dated February 19, 2016, circular no. 29/2015 dated June 30, 2015 and to the extent applicable, the previous circulars issued by the NSE in this regard, including circular no. 6/2015 dated January 28, 2015, circular no. 44/2014 dated September 2, 2014, circular no. 52/2013 dated May 30, 2013, circular no. 0037/2013 dated January 31, 2013, circular no. 005/2013 dated January 30, 2013, circular no. 52/2012 dated August 2, 2012, circular no. 73/2012 dated February 24, 2012, and circular no. 2/2012 dated February 21, 2012 and any other circular issued by the Exchange or SEBI in this regards regard from time to time.

We shall ensure compliance with the requirements specified in the above SEBI circular and such other requirements as may be specified from time to time by Securities and Exchange Board of India (SEBI)

For providing the above mentioned services, we shall pay a sum of Rs. 7,77,757/- plus applicable taxes in advance to NSE.

We shall execute, sign, and subscribe, to such documents, papers, agreements, covenants, bonds and/or undertakings as may be required by NSEIL from time to time.

Thanking you.

Yours faithfully
For and on behalf of
**Power Trust**

**Dipak Rudra**
**Trustee**

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