



Ref: Sectl/X/002

2nd May, 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.

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

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.

Dear Sir,

Intimation under Clause 31(b) of the Listing Agreement.

In terms of Clause 31(b) of the Listing Agreement, we are forwarding herewith the Six copies of the Notice of Postal Ballot along with Postal Ballot Form seeking the consent of the shareholders by the way of Postal Ballot and E-Voting Process, in terms of Clause 35B of Equity Listing Agreement and Section 108 & 110 and other applicable provisions, if any, of the Companies Act, 2013 and rules made there under, for issue of Non-convertible debentures / commercial paper / bonds, etc., aggregating upto Rs. 500 Crores, on private placement basis. The e-voting shall be open from Monday, 4th May, 2015 (10 a.m.) and ends on Tuesday, 2nd June, 2015 (6 p.m.).

This is for your information and record, please.

Yours faithfully
India Power Corporation Limited

N Bagaria
(Nitin Bagaria)
Company Secretary



Encl: as above



India Power Corporation Limited
[Formerly DPSC Limited]

CIN - L40105WB1919PLC003263

Registered Office : Plot X1 - 2 & 3, Block EP, Sector V, Salt Lake City, Kolkata 700 091

P : +91 33 6609 4300/08/09/10 **F :** +91 33 2357 2452

Central Office : Sanctoria, P.O. : Dishergarh - 713 333, Dist. : Burdwan,

P : (0341) 6600 454/455/456/457 **F :** (0341) 6600464

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

Certified to be True Copy

INDIA POWER CORPORATION LIMITED

CIN : L40105WB1919PLC003263

[formerly DPSC Limited]

Regd. Office: Plot X1 - 2 & 3, Block EP, Sector V, Salt Lake City, Kolkata 700 091

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

Email: corporate@indiapower.com Website: www.indiapower.com

NOTICE OF POSTAL BALLOT AND E-VOTING

NOTICE PURSUANT TO SECTION 110 OF THE COMPANIES ACT, 2013 ("THE ACT") READ WITH THE COMPANIES (MANAGEMENT AND ADMINISTRATION) RULES, 2014 (AS AMENDED) AND OTHER APPLICABLE PROVISIONS, IF ANY, OF THE ACT (INCLUDING ANY STATUTORY MODIFICATION OR RE-ENACTMENT THEREOF FOR THE TIME BEING IN FORCE) AND CLAUSE 35B OF THE LISTING AGREEMENT WITH THE STOCK EXCHANGES

Dear Shareholders,

The Board of Directors of the Company on 24th April, 2015 resolved to seek the approval of the shareholders of the Company through postal ballot and e-voting process for the following special business:

Item No. 1: Issue of Non-Convertible Debentures / Commercial Paper / Bonds on private placement basis

In terms of Sections 42 and 71 of the Act and other applicable provisions thereof and the rules made thereunder, approval of the Shareholders is sought, by means of postal ballot and e-voting under Sections 108 and 110 of the Act read with the rules made thereunder, Clause 35B of the Listing Agreement with the Stock Exchanges and the relevant provisions of any other applicable laws, for issue of non-convertible debentures / commercial paper / bonds on private placement basis.

Accordingly, the proposed Resolution and an Explanatory Statement thereto are being sent to you along with a Postal Ballot Form for your consideration. Mr. Atul Kumar Labh, Practising Company Secretary of M/s. A. K. Labh & Co., Company Secretaries, holding CP No. 3238, has been appointed as a Scrutinizer for conducting the postal ballot and e-voting process (as mentioned hereinafter) in a fair and transparent manner.

You are requested to carefully read the instructions printed on the accompanying Postal Ballot Form along with the Notice and Explanatory Statement and return the Postal Ballot Form duly completed in the **postage pre-paid self-addressed envelope**, enclosed with this Notice, so as to reach the Scrutinizer on or before **6.00 p.m. on Tuesday, 2nd June, 2015**. Please note that any Postal Ballot Form(s) received after the said date and time will be treated as not having been received. No other form or photocopy thereof is permitted.

Electronic Voting (e-voting):

In compliance with Clause 35B of the Listing Agreement with the Stock Exchanges and Section 108 of the Act read with Companies (Management and Administration) Rules, 2014 (as amended), the Company is pleased to offer the option of e-voting facility to all the Shareholders of the Company to enable them to cast their votes electronically, instead of physical postal ballot form. For this purpose, the Company has obtained services of National Securities Depository Limited (NSDL). Please carefully read and follow the e-voting instructions printed in the Postal Ballot Form.

The shareholders who wish to vote by Postal Ballot Form (instead of e-voting) can also download the Postal Ballot Form from www.evoting.nsdl.com or www.indiapower.com.

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India Power Corporation Ltd.

N. Bagaria
Secretary

The Scrutinizer will submit his report after completion of the scrutiny to the Chairman or to any other person authorised by the Chairman. Results of the postal ballot and e-voting will be announced on Thursday, 4th June, 2015 at 4.00 p.m. at the Registered Office of the Company by the Chairman of the Company or by a person authorised by him in writing. The declaration / announcement of the results of the postal ballot and e-voting as stated above shall be deemed to be the declaration of results at a meeting of the members as per the provisions of the Companies Act, 2013 and the applicable rules thereunder. After the above declaration, the results will be communicated through Notice Board at the Registered Office of the Company, posted on the Company's website viz., www.indiapower.com, on the website of NSDL and will also be communicated to the Stock Exchanges, where the Company's shares are listed. The resolution will be considered to be passed on the date of announcement of results of the postal ballot and e-voting by the Chairman of the Company or by a person authorised by him in writing.

SPECIAL BUSINESS

Item No. 1: To consider and if thought fit, to pass, the following Resolution as a **Special Resolution**:

"RESOLVED THAT pursuant to the provisions of Sections 42 and 71 and other applicable provisions, if any, of the Companies Act, 2013 ("the Act") read with the Companies (Prospectus and Allotment of Securities) Rules, 2014, the Companies (Share Capital and Debentures) Rules, 2014 framed thereunder and all other applicable rules, if any, and other applicable Guidelines and Regulations issued by the Securities and Exchange Board of India, provisions of the Listing Agreement with the Stock Exchanges, or any other applicable law for the time being in force (including any statutory modification(s) or amendment thereto or re-enactment thereof for the time being in force) and subject to the provisions of the Articles of Association of the Company and such other approvals as may be required from regulatory authorities from time to time, approval of the members be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as "the Board" which term shall be deemed to include any committee thereof) to offer, issue and allot, secured and / or unsecured, listed and / or unlisted Non-Convertible Debentures ("NCDs") and / or other debt securities, including Bonds, Commercial Paper ("CP"), etc., on private placement basis, in one or more series/tranches, aggregating upto Rs. 500 crores (Rupees Five Hundred Crores Only), whether rupee denominated or denominated in foreign currency, during the period of 1 (one) year from the date of declaration of results of this postal ballot and e-voting, on such terms and conditions and at such times and at par or at such premium, as the Board may, from time to time determine and consider proper and most beneficial to the Company including as to when the said NCDs and / or CP and / or other debt securities be issued, the consideration for the issue, utilisation of the issue proceeds and all matters connected with or incidental thereto.

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board be and is hereby authorised to do all such acts, deeds, matters and things, and execute all such deeds, documents, instruments and writings, and take all such steps as it may in its sole and absolute discretion deem necessary including for the purpose of determining terms of issue of NCDs and / or CP and / or other debt securities and to settle all questions, difficulties and doubts that may arise in relation thereto."

By order of the Board of Directors
For India Power Corporation Limited

Kolkata
24th April, 2015

Sd/-
Nitin Bagaria
Company Secretary & Vice President (Legal)

Registered Office:
Plot X1 - 2 & 3, Block EP,
Sector V, Salt Lake City,
Kolkata 700 091

Certified to be True Copy
India Power Corporation Ltd.
N Bagaria
Secretary

Notes:

1. An Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 ("the Act") setting out the material facts is appended hereto.
2. This Notice is being sent to all the Equity Shareholders, whose names appear in the Register of Members / List of Beneficial Owners as received from the National Securities Depository Limited (NSDL) / Central Depository Services (India) Limited (CDSL) as on 24th April, 2015.
3. Resolution(s) passed by the shareholders through postal ballot and e-voting is deemed to have been passed at a General Meeting of the shareholders.
4. As per Section 110 of the Act, read with Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014 (as amended), notice may be served on the members through electronic means. Members who have registered their e-mail IDs with depositories or with the Company are being sent this Notice by e-mail and the members who have not registered their e-mail IDs will receive this Notice along with the Postal Ballot Form by permitted mode (i.e. by registered post / speed post or through courier).
5. Mr. Atul Kumar Labh, Practising Company Secretary of M/s. A. K. Labh & Co., Company Secretaries (CP No. 3238), has been appointed as the Scrutinizer for conducting the postal ballot and e-voting process in a fair and transparent manner in accordance with the provisions of the Companies Act, 2013 and the rules made thereunder.
6. A Postal Ballot Form and a postage pre-paid self-addressed envelope are attached to this Notice. The self-addressed envelope bears the address to which duly completed Postal Ballot Form is to be sent.
7. In compliance with the provisions of Sections 108, 110 and other applicable provisions, if any, of the Act, read with the relevant rules made thereunder and Clause 35B of the Listing Agreement with the Stock Exchanges, the Company has also extended e-voting facility as an alternate, for its members to enable them to cast their votes electronically. **The instructions for e-voting are mentioned in the Postal Ballot Form.** The Company has availed services of NSDL for the purpose of providing e-voting facility to the members.
8. The Members who do not receive the Postal Ballot Notice and Form may apply to the Company at corporate@indiapower.com to receive a duplicate thereof.
9. The Members desiring to exercise their vote by Postal Ballot are requested to carefully read the instructions printed in the Postal Ballot Form and record their assent (for) and / or dissent (against) to the listed item, by returning the same duly completed and signed in the attached postage pre-paid self-addressed envelope. However, Postal Ballot Form(s), if sent by courier or by registered post at the expense of the member(s) will also be accepted. The Postal Ballot Form(s) may also be deposited personally at the address given thereon. The duly completed Postal Ballot Form(s) should reach the Scrutinizer on or before **6.00 p.m. on Tuesday, 2nd June, 2015** to be eligible for being considered, failing which, it will be strictly treated as if no reply has been received from the member(s). Unsigned Postal Ballot Form(s) will be rejected.
10. **The e-voting shall be open from Monday, 4th May, 2015 (10 a.m.) and ends on Tuesday, 2nd June, 2015 (6 p.m.).** E-voting shall be disabled by the NSDL at 6.00 p.m. on 2nd June, 2015.
11. The Scrutinizer's decision on the validity of any Postal Ballot shall be final. He will submit his report, on 4th June, 2015, on the result of the voting by postal ballot and e-voting to the Chairman of the Company or to any person authorised by him, in writing.
12. The results of the voting by postal ballot and e-voting will be declared at the Registered Office of the Company at 4.00 p.m. on Thursday, 4th June, 2015 by the Chairman of the Company or by the person authorised by him in writing. The results along with Scrutinizer's Report will be posted on the website of the Company - www.indiapower.com, on the website of the NSDL and shall also be intimated to the Stock Exchanges on which the shares of the Company are listed. The date of declaration of postal ballot and e-voting results will be taken as the date of passing the resolution.
13. The Notice of Postal Ballot is also placed on the website of the Company www.indiapower.com and on the website of the NSDL.

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India Power Corporation Ltd.

N Bagaria
Secretary

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013 TO THE NOTICE OF POSTAL BALLOT AND E-VOTING FOR ISSUE OF NON-CONVERTIBLE DEBENTURES / COMMERCIAL PAPER / BONDS ON PRIVATE PLACEMENT BASIS

Item No. 1:

In order to augment resources inter alia, for financing capital expenditure and / or for general corporate purposes, the Company may offer or invite subscription for secured and / or unsecured, listed and / or unlisted Non-Convertible Debentures ("NCDs") and / or other debt securities, including Bonds, Commercial Paper ("CP"), etc., in one or more series / tranches on private placement basis.

Sections 42 and 71 of the Companies Act, 2013 (hereinafter referred to as "the Act"), read with the Companies (Prospectus and Allotment of Securities) Rules, 2014, and other applicable rules, if any, inter alia, deals with private placement of debt securities by a Company. Rule 14(2) of the said Rules requires that in case of an offer or invitation to subscribe for securities (including non-convertible debentures, etc.) on private placement basis, the Company shall obtain previous approval of its shareholders by means of a special resolution. Also, it further provides that in case of non-convertible debentures, it shall be sufficient if the Company passes the special resolution only once in a year, for all the offers or invitations for such debentures during the year.

Accordingly, consent of the members is sought for passing a Special Resolution as set out under this item of the Notice. This resolution enables the Board of Directors of the Company / its duly authorised Committee to offer or invite subscription for debt securities, including but not limited to non-convertible debentures, commercial paper, bonds, etc., aggregating upto Rs. 500 crores (Rupees Five Hundred Crores Only), whether rupee denominated or denominated in foreign currency, in one or more series or tranches, as deemed fit, from time to time within a period of one year from the date of declaration of results of this Postal Ballot and e-voting within the overall borrowing limits of the Company, as approved by the Members from time to time and as per the details specified in the said special resolution. The Board/its duly authorised Committee shall decide, inter alia, other terms and conditions for such fund raising.

None of the Directors, Key Managerial Personnel of the Company and their relatives are, in any way, except to the extent of their respective shareholding in the Company, concerned or interested, financially or otherwise, in the proposed special resolution. The Board recommends the resolution set forth for approval of the Members.

By order of the Board of Directors
For India Power Corporation Limited

Kolkata
24th April, 2015

Sd/-
Nitin Bagaria
Company Secretary & Vice President (Legal)

Registered Office:
Plot X1 - 2 & 3, Block EP,
Sector V, Salt Lake City,
Kolkata 700 091

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India Power Corporation Ltd.

N Bagaria
Secretary

INDIA POWER CORPORATION LIMITED

CIN : L40105WB1919PLC003263

[formerly DPSC Limited]

Regd. Office: Plot X1 - 2 & 3, Block EP, Sector V, Salt Lake City, Kolkata 700 091

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

Email: corporate@indiapower.com Website: www.indiapower.com

POSTAL BALLOT FORM

Postal Ballot No. _____

Sl. No.	Particulars	Details of Shareholder(s)
1.	Name(s) of Shareholder(s) including joint holder(s), if any, (in BLOCK letters)	
2.	Registered Address of sole / first named Shareholder (in BLOCK letters)	
3.	Registered Folio No. / DP ID & Client ID (applicable only to shareholders holding equity shares in demat form)	
4.	No. of Shares held	

I/We hereby exercise my/our vote in respect of the Special Resolution to be passed through postal ballot and e-voting for the business stated in the Notice dated 24th April, 2015 of the Company by sending my/our assent (for) or dissent (against) to the said Resolution (please refer Notice for full text of resolution) by placing a tick (✓) mark at the appropriate box below:

Item No. of the Notice	Brief Description	No. of Equity Share(s) for which votes cast	I / We assent (agree) to the Resolution (FOR)	I / We dissent (disagree) to the Resolution (AGAINST)
1.	Issue of Non-Convertible Debentures / Commercial Paper / Bonds, etc., on private placement basis			

Place :

Date :

**Signature of the Shareholder/
Authorised Representative****Particulars for E-voting**

E-voting Event Number (EVEN)	User ID	Password

Note: Please read carefully the instructions printed overleaf before exercising the vote.

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India Power Corporation Ltd.

N. B. Bhowmik
Secretary

INSTRUCTIONS

PROCESS FOR SHAREHOLDERS OPTING FOR VOTING BY POSTAL BALLOT

- (a) Shareholder(s) desirous to exercise vote by Postal Ballot should complete and sign this Postal Ballot Form and send it to the Scrutinizer, Mr. A. K. Labh, Practising Company Secretary, at the Registered Office of the Company at Plot X1 - 2 & 3, Block EP, Sector V, Salt Lake City, Kolkata 700 091, in the enclosed postage prepaid self-addressed envelope. Postage charges will be borne by the Company. However, envelopes containing Postal Ballots, if deposited in person or sent by courier or registered / speed post at the expense of the shareholder(s) will also be accepted.
- (b) The signature of the shareholder on this Postal Ballot Form should be as per the specimen signature furnished by National Securities Depository Limited (NSDL) / Central Depository Services (India) Limited (CDSL) in respect of shares held in the dematerialised form or registered with the Company, in respect of shares held in physical form. In case of joint holding, this Postal Ballot Form should be completed and signed by the first named shareholder and in his absence, by the next named shareholder.
- (c) In respect of shares held by corporate and institutional shareholders (companies, trusts, societies etc.), the completed Postal Ballot Form should be accompanied by a certified copy of the relevant Board Resolution / appropriate authorisation, with the specimen signature(s) of the authorized signatory(ies) duly attested.
- (d) A shareholder need not use all votes in the same manner.
- (e) **Completed Postal Ballot Forms should reach the Scrutinizer on or before 6.00 p.m. on Tuesday, 2nd June, 2015.** Postal Ballot Form(s) received after this date and time will be treated as if no reply has been received from the member(s).
- (f) Postal Ballot Forms which are incomplete or unsigned or defective in any manner are liable to be rejected. The Scrutinizer's decision in this regard shall be final and binding.
- (g) Shareholders seeking duplicate Postal Ballot Forms can write to the e-mail ID corporate@indiapower.com. Duly completed and signed duplicate Postal Ballot Form should, however, reach the Scrutinizer on or before 6.00 p.m. on Tuesday, 2nd June, 2015.
- (h) Shareholders are requested not to send any other paper alongwith this Postal Ballot Form.

PROCESS FOR SHAREHOLDERS OPTING FOR VOTING BY E-VOTING

1. Open the attached PDF file "IPCL e-voting pdf" giving your Client ID (in case you are holding shares in demat mode) OR Folio No. (in case you are holding shares in physical mode) as password, which contains your "User ID" and "Password for e-voting". Please note that the password is an initial password.
2. Launch internet browser by typing the URL <https://www.evoting.nsdl.com>
3. Click on "Shareholder - Login".
4. Put your User ID and password as initial password noted in step (1) and Click Login
5. Password Change Menu appears. Change the password with new password of your choice with minimum 8 digits/characters or combination thereof.
6. Home page of "e-voting" opens. Click on e-voting: Active Voting Cycles.
7. Select "EVEN" of (India Power Corporation Limited). Members can cast their vote online from Monday, 4th May, 2015 (10 a.m.) to Tuesday, 2nd June, 2015 (6 p.m.).
Note: e-Voting shall not be allowed beyond said time.
8. Now you are ready for e-voting as Cast Vote page opens.
9. Cast your vote by selecting appropriate option and click on "Submit" and also "Confirm", when prompted.
10. Institutional Shareholders (i.e., other than Individuals, HUF, NRI etc.) are also required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/Authority Letter etc. together with attested specimen signature of the duly authorised signatory(ies) who are authorised to vote, to the Scrutinizer Mr. A. K. Labh through e-mail at aklabhs@gmail.com with a copy marked to evoting@nsdl.co.in

Please note that:

- Login to 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 "Forgot Password" option available on the site to reset the same.
 - Your login ID and password can be used by you exclusively for e-voting on the resolutions placed by the companies in which you are a shareholder.
 - It is strongly recommended not to share your password with any other person and take utmost care to keep it confidential.
 - Please note that if you have opened 3-in-1 account with ICICI Group i.e. bank account and demat account with ICICI Bank Limited and trading account with ICICI Securities Limited, you can access e-voting website of NSDL through their website viz. www.icicidirect.com for the purpose of casting your votes electronically by using your existing User ID and password used for accessing the website www.icicidirect.com. Please note that in case you are not able to login through the ICICI Direct website, you can also access the e-voting system of NSDL by using your existing User ID and password for the e-voting system of NSDL.
11. In case of Shareholders receiving Postal Ballot Form by post and desires to cast vote electronically, may please use the User ID and initial password as provided in the Postal Ballot Form. Please follow the steps from Sl. No. (2) to (10) above, to cast vote.
 12. **If you are already registered with the NSDL for e-voting, then you can use your existing User ID and password for Login.**
 13. In case of queries, you may refer to the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available under the Downloads Section of NSDL's e-voting website www.evoting.nsdl.com or call NSDL on 022-24994600 for any further clarifications. You can also send your queries relating to e-voting to the e-mail ID corporate@indiapower.com.
 14. **The e-voting shall be open from Monday, 4th May, 2015 (10 a.m.) and ends on Tuesday, 2nd June, 2015 (6 p.m.)** E-voting shall be disabled by the NSDL at 6.00 p.m. on 2nd June, 2015.

OTHER INSTRUCTIONS

- (a) There will be one Postal Ballot Form / e-voting for every Client ID No. / Folio No., irrespective of the number of joint holders.
- (b) **Shareholders can opt only one mode of voting i.e. either by postal ballot or through e-voting.** In case you are opting for e-voting, then please do not cast your vote by physical ballot and vice versa. In case shareholders cast their vote both by postal ballot and e-voting, the votes cast through e-voting shall prevail and the votes cast through postal ballot will be treated as invalid.
- (c) Voting rights shall be reckoned on the paid up value of equity shares registered in the name of the Shareholders as on the cut-off date i.e. 24th April, 2015.
- (d) Voting rights in the postal ballot / e-voting cannot be exercised by a proxy. However, corporate and institutional shareholders shall be entitled to vote through their authorised representatives with proof of their authorization, as stated above.
- (e) The date of declaration of results of the Postal Ballot and e-voting, as stated in the Notice, i.e. 4th June, 2015, will be the date of the passing of the Resolution. The result will be announced by the Chairman or by a person authorised by him, in writing, at the Registered Office of the Company, will also be put up on the Company's website www.indiapower.com, on the website of NSDL and will also be advised to the Stock Exchanges where the Company's shares are listed.

India Power Corporation Ltd.
N. B. Bagan
Secretary