

POWER TRUST

Date: 14th February, 2018

The Managing Director
BSE Limited
Phiroze Jeejeebhoy Towers
Dalal Street
Mumbai- 400001

Dear Sir,

Subject: Notice of Offer for Sale (OFS) of upto 32,40,65,008 Equity Shares (“Shares”) of Re. 1 (Rupee One) each of DPSC Limited (now known as India Power Corporation Limited) (Scrip Code: National Stock Exchange of India Ltd: DPSC LTD; The Calcutta Stock Exchange Limited: 014021; Metropolitan Stock Exchange of India Ltd: DPSC LTD) by Power Trust through the Stock Exchange Mechanism pursuant to the Order dated 27th January, 2017 and 25th August, 2017 of Hon’ble High Court at Calcutta (the “OFS Notice”)

Pursuant to Clause 5(b) of the SEBI Circular No. CIR/MRD/DP/18/2012 dated July 18, 2012, as amended by circulars nos. CIR/MRD/DP/04/2013 dated January 25, 2013, CIR/MRD/DP/17/2013 dated May 30, 2013, CIR/MRD/DP/24/2014 dated August 8, 2014, CIR/MRD/DP/31/2014 dated December 1 2014, 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 (“SEBI OFS Circulars”) issued by Securities and Exchange Board of India (SEBI) pertaining to comprehensive guidelines on offer for sale through stock exchange mechanism, we wish to inform you that 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), a shareholder of **DPSC Limited** (now known as India Power Corporation Limited) (the “Company”), being the selling member proposes to sell upto 32,40,65,008 Shares of face value of Re. 1 (Rupee One) each representing approximately 20.54% of the post amalgamation paid up equity share capital (33.28% of the current paid up equity share capital) of the Company 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 (the “Court Order”) through Offer for Sale on the separate window provided by BSE Limited (the “BSE”) and the National Stock Exchanges of India Limited (the “NSE” and together with BSE, the “Stock Exchanges”) and in accordance with (i) SEBI OFS Circular (ii) the “Revised Comprehensive Modified Guidelines for Bidding in Offer for Sale (OFS) Segment” issued by the BSE through its Notice No. 20160218-33 dated February 18, 2016, Notice No. 20150702-28 dated July 2, 2015 and to the extent applicable the previous notices issued by the BSE in this regard, including Notice no. 20150122-30 dated January 22, 2015, Notice No. 20140902-33 dated September 2, 2014, Notice No. 20130129-23 dated January 29, 2013, Notice No. 20120727-26 dated July 27, 2012, Notice No. 201202228/30 dated February 28, 2012 and Notice No. 20120222/34 dated February 22, 2012, and (iii) the “Revised Scheme- Offer for Sale through Exchanges Platform” issued by the NSE 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 (the “Sale”/“Offer”).

The Offer shall be undertaken exclusively through Seller’s Broker named below on a separate window provided by the Stock Exchanges for this purpose.



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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The information required to be announced under Clause 5(b) of the Circular is set out below in tabular form. Other important information in relation to the Sale is set out below under the heading "Important Information", and the information included therein forms an integral part of the terms and conditions of the Sale. Brokers and prospective buyers are required to read the information included in this OFS Notice in its entirety along with the SEBI OFS Circulars.

Name of the seller	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)
Name of the company whose shares are proposed to be sold and its ISIN	Company Name: DPSC Limited (now known as India Power Corporation Limited) ISIN: INE360C01024
Name of the stock exchange where orders shall be placed	BSE and NSE
Name of the designated stock exchange	BSE
Date and time of the opening and closing of the offer	<p>For non-Retail Investors : <u>(15th February, 2018)</u> ("T day") The Offer shall take place on a separate window of the Stock Exchanges on the T day, commencing at 9:15 a.m. and shall close at 3:30 p.m. (Indian Standard Time) on the same day. On the T day, non-Retail Investors may indicate their willingness to carry forward their un-allotted bids to T+1 day (defined below) for allocation to them in the unsubscribed portion of Retail Category (defined below).</p> <p>Please note that only non-Retail Investors shall be allowed to place their bids on T day i.e. <u>(15th February, 2018)</u> only.</p> <p>Further, those non-Retail Investors who have placed their bids on T day and have chosen to carry forward their un-allotted bids to T+1 day, shall be allowed to revise their bids on T+1 day as per the OFS Guidelines.</p> <p>For Retail Investors (defined below): <u>(16th February, 2018)</u> ("T+1 day") The Offer shall continue to take place on a separate window of the Stock Exchanges on T+1 day, commencing at 9:15 a.m. and shall close at 3:30 p.m. (Indian Standard time) on the same day.</p> <p>Please note that only Retail Investors (defined below) shall be allowed to place their bids only on T+1 day.</p> <p>(T day and T+1 day, collectively referred to as "Offer Dates")</p>
Allocation Methodology	The allocation shall be at or above the Floor Price (defined below) on price priority basis at multiple clearing prices, in accordance with the OFS Guidelines except in case of Retail Investors (defined below), who shall have an option to bid at the Cut-Off Price (defined below).

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Minimum 10% of the Offer size shall be reserved for Retail Investors subject to the receipt of valid bids (the “**Retail category**”). The Stock Exchanges will decide the quantity of shares eligible to be considered in the Retail Category, based on the Floor Price (defined below) declared by the Seller. Unsubscribed portion of the shares reserved for Retail Investors shall be available for allocation to such non-Retail Investors who have chosen to carry forward their un-allotted bids to T+1 day. However, such non-Retail Investors are required to indicate their willingness to carry forward their un-allotted bids to T+1 day.

Bidders can bid under the Retail Category or the non-Retail Category. Indicative price for non-Retail Category shall be displayed separately, but there shall be no indicative price for the Retail Category. No single bidder other than Mutual Funds (defined below) and Insurance Companies (defined below) shall be allocated more than 25% of the Offer Shares (defined below).

Retail Category

“Retail Investor” shall mean an individual investor who places bids for shares of total value of not more than Rs. 2,00,000 (Rupees Two Lakhs) aggregated across Stock Exchanges (“**Retail Investor**”). Retail Investors may enter a price bid or opt for bidding at the “Cut-Off Price”. For this purpose, “**Cut-Off Price**” means the lowest price at which the Offer Shares (defined below) are sold, as determined on the basis of all valid bids received in the non-Retail Category on T day. Allocation to Retail Investors shall be made based on the Cut-Off Price.

If the value of bids across the Stock Exchanges from a Retail Investor exceeds Rs. 2,00,000 (Rupees Two Lakhs), then these bids will be considered as invalid. If bids across Retail/non-Retail category exceed Rs. 2,00,000 (Rupees Two Lakhs), then bids entered in retail category will be considered as invalid.

If the Retail category is fully subscribed, bids by Retail Investors below the Cut-Off Price shall be rejected.

Any unsubscribed portion of the Retail category shall, after allotment, be eligible for allocation to the un-allotted bids of such non-Retail Investors who have chosen to carry forward their bids to T+1 day. Such non-Retail Investors, choosing to carry forward their bid to T+1 day, are required to indicate on T day their willingness to carry forward their bid to T+1 day.

In case of oversubscription in the Retail Category, bids by Retail Investors at the Cut-Off Price shall be allocated on proportionate basis.

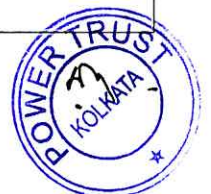
Non-Retail Category

Non-Retail Investors shall have an option to carry forward their un-allotted bids from T day to T+1 day. Non-Retail Investor choosing to carry forward their un-allotted bids to T+1 day are



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	<p>required to indicate their willingness to carry forward their bids. Further, such non-Retail Investors can also revise their bids on T+1 day in accordance with OFS Guidelines.</p> <p>The allocation to such non-Retail Investors (whose bids or a portion thereof remains un-allotted on T day) shall be at a price equal to the Cut-Off Price or higher as per the bids.</p> <p>A minimum of 25% of the Offer Shares (defined below) shall be reserved for mutual funds registered with SEBI under the Securities and Exchange Board of India (Mutual Funds) Regulations, 1996, as amended (“Mutual Funds”) and insurance companies registered with the Insurance Regulatory and Development Authority under the Insurance Regulatory and Development Authority Act, 1999 as amended (“Insurance Companies”), subject to receipt of valid bids at or above the Floor Price (defined below).</p> <p>In the event of any under subscription by Mutual Funds and Insurance Companies, the unsubscribed portion shall be available to other bidders in the non-Retail category.</p>
Total number of equity shares being offered in the offer	Upto 32,40,65,008 (Thirty Two Crores Forty Lakhs Sixty Five Thousand and Eight) equity shares of the Company of face value of Rupee 1 (Rupee One) each, representing approximately 20.54% of the post amalgamation paid up equity share capital (33.28% of the current paid up equity share capital) of the Company (the “Offer Shares”).
Maximum number of shares the seller may choose to sell over and above the offer shares	Nil
Name of the broker(s) on behalf of the seller	Intime Equities Limited (BSE: 0176; NSE: 06538)
Floor Price	<p>The floor price for the Offer shall be Rs. 30 (Rupees Thirty) per equity share of the Company.</p> <p>The Stock Exchanges are required to ensure that the Floor Price is immediately informed to the market.</p>
Retail discount	No discount is being offered to the Retail Investors.
Conditions for withdrawal of the Offer	The Seller reserves the right to not to proceed with the Offer at any time prior to the time of opening of the Offer on the T day. In such a case, there shall be a cooling off period of 10 trading days from the date of withdrawal before another offer for sale through Stock Exchange mechanism is made. The Stock Exchanges shall suitably disseminate details of such withdrawal.
Conditions for cancellation of the Offer	In the event (i) the aggregate number of orders received in the Offer at or above the Floor Price is less than the total number of Offer Shares; or (ii) of any default in settlement obligations, the Seller reserves the right to either conclude the Offer to the extent of valid bids received or cancel the Offer in full. The decision to either accept or reject the Offer shall be at the sole discretion of the Seller.



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<p>Conditions for participating in the Offer</p>	<ol style="list-style-type: none">1. Non-institutional investors shall deposit 100% of the bid value in cash up-front with the clearing corporation at the time of placing bids for the Offer.2. Institutional investors have an option of placing bids without any upfront payment. In case of institutional investors who place bids with 100% of the bid value deposited upfront, custodian confirmation shall be within trading hours. In case of institutional investors who place bids without depositing 100% of the bid value upfront, custodian confirmation shall be as per the existing rules for secondary market transactions and applicable SEBI circulars.3. Individual investors shall have the option to bid in the Retail Category and the non-Retail Category. However, if the cumulative bid value by an individual investor across both categories exceeds Rs. 2,00,000 (Rupees Two Lakhs), the bids in the Retail category shall become ineligible. Further, if the cumulative bid value by an individual investor in the Retail Category across the Stock Exchanges exceeds Rs. 2,00,000 (Rupees Two lakhs), bids by such investor shall be rejected.4. In respect of bids in the Retail category, margin for bids placed at the Cut-Off price, shall be at the Floor Price and for price bids at the value of the bid. Clearing Corporation shall collect margin to the extent of 100% of order value in cash, or cash equivalents, at the time of placing bids. Pay-in and pay-out for bids by Retail Investors shall take place as per normal secondary market transactions.5. Retail Investors may enter a price bid or opt for bidding at the Cut-Off Price.6. The funds collected shall neither be utilised against any other obligation of the trading member nor co-mingled with other segments.7. Modification or cancellation of orders :<ol style="list-style-type: none">a. Orders placed by Retail Investors (with 100% bid value deposited upfront) can be modified or cancelled any time during the trading hours on T+1 day.b. Orders placed by non-Retail Investors (institutional investors and by non-institutional investors), with 100% of the bid value deposited upfront can be modified or cancelled any time during the trading hours on T day and in respect of any un-allotted bids which they have indicated to be carried forward to T+1 day, orders can be modified on T+1 day, in accordance with the OFS Guidelines.c. Orders placed by institutional investors without depositing 100% of the bid value upfront cannot be cancelled. Further, such orders can be modified only by making upward revision in the price or quantity any time during the trading hours on T day and in respect of any un-allotted bids which they have indicated to be carried forward to T+1 day, orders can be modified (only by making upward revision in the price or quantity) on T+1 day in accordance with the OFS Guidelines.
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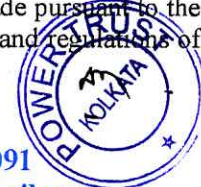
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	<p>In case of any permitted modification or cancellation of the bid, the funds shall be released/collected on a real-time basis by the clearing corporation.</p> <p>8. Bidder shall also be liable to pay any other fees, as may be levied by the Stock Exchanges, including Securities Transaction Tax (“STT”).</p> <p>9. Multiple orders from a single bidder shall be permitted.</p> <p>10. In case of default in pay-in by any bidder, an amount aggregating to 10% of the order value shall be charged as penalty from such bidder and collected from the broker. This amount shall be credited to the Investor Protection Fund of the Stock Exchanges.</p> <p>11. The equity shares of the Company other than the Offer Shares shall continue trading in the normal market. However, in case of market closure due to the incidence of breach of “Market wide index based circuit filter”, the Offer shall also be halted.</p>															
Settlement	<p>(i) Settlement shall take place on a trade for trade basis.</p> <p>(ii) The settlement schedule is set out below:</p> <p>A. For Retail Investors</p> <table border="1" data-bbox="742 936 1460 1003"> <thead> <tr> <th>Order Type</th> <th>Order Date</th> <th>Settlement Date</th> </tr> </thead> <tbody> <tr> <td>Retail</td> <td>T+1 day</td> <td>T+3 day</td> </tr> </tbody> </table> <p>B. For non-Retail Investors</p> <table border="1" data-bbox="742 1064 1460 1668"> <thead> <tr> <th>Order Type</th> <th>Order Date</th> <th>Settlement Date</th> </tr> </thead> <tbody> <tr> <td>Institutional Investors bidding without upfront margin</td> <td>T day</td> <td>T+2 day T+3 day – only in respect of such unallotted bids which the non-Retail Investors had indicated to carry forward to T+1 (if the Retail Category is undersubscribed)</td> </tr> <tr> <td>Non-Institutional and Institutional Investors bidding with 100% upfront margin</td> <td>T day</td> <td>T+1 day T+2 day – only in respect of such unallotted bids which the non-Retail Investors had indicated to carry forward to T+1 (if the Retail Category is undersubscribed)</td> </tr> </tbody> </table>	Order Type	Order Date	Settlement Date	Retail	T+1 day	T+3 day	Order Type	Order Date	Settlement Date	Institutional Investors bidding without upfront margin	T day	T+2 day T+3 day – only in respect of such unallotted bids which the non-Retail Investors had indicated to carry forward to T+1 (if the Retail Category is undersubscribed)	Non-Institutional and Institutional Investors bidding with 100% upfront margin	T day	T+1 day T+2 day – only in respect of such unallotted bids which the non-Retail Investors had indicated to carry forward to T+1 (if the Retail Category is undersubscribed)
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IMPORTANT INFORMATION

The Offer is personal to each prospective bidder (including individuals, funds or otherwise) registered with the broker of the Stock Exchanges who makes a bid (each, a “**Bidder**”) and neither the Offer nor this OFS Notice constitutes an offer to sell or invitation or solicitation of any offer to buy, to the public, or to any other person or class of persons requiring any prospectus or offer document to be issued, submitted to or filed with any regulatory authority or to any other person or class of persons within or outside India. The Offer is being made pursuant to the Court Order and in reliance on the OFS Guidelines, and subject to the guidelines, circulars, rules and regulations of

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the Stock Exchanges. There will be no “public offer” of the Offer Shares in India under the applicable laws in India including the Companies Act, 2013 as notified, and applicable, and as amended from time to time (the “Companies Act”) or in any other jurisdiction. Accordingly, no documents have been or will be prepared, registered or submitted for approval as a “prospectus” or an offer document with any Registrar of Companies in India and/or SEBI and/or the Stock Exchanges or any other statutory/ regulatory/ listing authority in India or abroad under the applicable laws in India, including the Companies Act, the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2009, as amended, and no such document will be circulated or distributed to any person in any jurisdiction, including in India.

The Bidders acknowledge and agree that any buy order or bid shall be made solely on the basis of publicly available information and any information available with SEBI or the Stock Exchanges, on the Company’s website or otherwise in the public domain, together with the information contained in this OFS Notice. Bidder should consult their own tax advisors regarding the tax implications to them of acquiring the Offer Shares.

The Offer is subject to further terms set forth in the contract note to be provided to the successful Bidders.

This OFS Notice is being issued pursuant to the Court Order for information purposes only and is neither an offer nor invitation to buy or sell nor a solicitation of an offer to buy or sell any securities, nor shall there be any sale of securities in any jurisdiction (“Other Jurisdiction”) in which such offer, solicitation or sale is or may be unlawful whether prior to registration or qualification under the Securities Laws of any such jurisdiction or otherwise. This OFS Notice and the information contained herein are not for publication or distribution, directly or indirectly, in or to persons in any Other Jurisdiction, unless permitted pursuant to an exemption under the relevant local law/s or regulation/s in any such jurisdiction. Prospective purchasers should seek appropriate legal advice prior to participating in the Offer. The Offer Shares have not been and will not be registered under the United States Securities Act of 1933, as amended (the “Securities Act”), or under the Securities laws of any state of the United States and may not be offered or sold in the United States (as defined herein) except pursuant to an exemption from, or in a transaction nor subject to, the registration requirements of the Securities Act and in accordance with any applicable state securities laws. The Offer Shares are being offered and sold only outside the United States in offshore transactions in reliance upon Regulation S under the Securities Act (“Regulation S”).

Prospective purchasers of Offer Shares are hereby advised that any resale of Offer Shares must be made in accordance with the registration requirements of the Securities Act or otherwise pursuant to an available exemption therefrom and in accordance with applicable state securities laws.

Except for the Seller’s Brokers, no broker may solicit bids for the Offer Shares or accept orders for bids for the Offer Shares from persons in the United States.

By submitting a bid in connection with the Offer, each broker will also be deemed to have read and understood this OFS Notice in its entirety and accepted and complied with the terms and conditions set out in this OFS Notice. In addition, each broker, except for the Seller’s Brokers, will be deemed to have represented that (a) it is located outside the United States, (b) it has not accepted an order to submit a bid in connection with the Offer from a person in the United States, and (c) none of it, its affiliates or any person acting on its or their behalf has engaged in any “directed selling efforts” (as defined in Regulation S) in connection with the Offer.

By submitting a bid in connection with the Offer or receiving any Offer Shares, each Bidder will be deemed to have (a) read and understood this OFS Notice in its entirety, (b) accepted and complied with the terms and conditions set out in this OFS Notice and (c) made the representations, warranties, agreements and acknowledgements set out below, as appropriate:

- It understands that the Offer Shares have not been and will not be registered under the Securities Act or under any state securities laws of the United States and are being offered and sold to it in offshore transactions in accordance with Regulation S.



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- (a) it was outside the United States (within the meaning of Regulation S) at the time the offer of the Offer Shares was made to it and it was outside the United States when its buy order for the Offer Shares were originated and (b) if it is a broker- dealer outside the United States acting on behalf of its customers, each of its customers has confirmed to it that such customer was outside the United States at the time the offer of the Offer Shares was made to it and such customer was outside the United States when such customer's buy order for the Offer Shares was originated.
- It did not submit a bid for the Offer Shares as a result of any "directed selling efforts" (as defined in Regulation S).
- It is buying the Offer Shares for investment purposes and not with a view to the distribution thereof. If in the future it decides to offer, resell, pledge or otherwise transfer any of the Offer Shares, it agrees that it will not offer, sell, pledge or otherwise transfer the Offer Shares except in a transaction complying with Rule 903 or Rule 904 of Regulation S or pursuant to any other available exemption from the registration under the Securities Act and in accordance with all applicable securities laws of the states of the United States and any other jurisdiction, including India.
- It is not an affiliate (as defined in Rule 501(b) under the Securities Act) of the Company or a person acting on behalf of an affiliate of the Company.
- Where it is submitting a bid as fiduciary or agent for one or more investor accounts, it has sole investment discretion with respect to each such account and it has full power to make the representations, warranties, agreements and acknowledgements herein.
- Where it is submitting a bid for one or more managed accounts it represents and warrants that it is authorised in writing by each such managed account to purchase the Offer Shares for each managed account and to make (and it hereby makes) the representations, warranties, agreements and acknowledgements herein for and on behalf of each such account, reading the reference to "it" to include such accounts.
- It agrees to indemnify and hold the Seller and Seller's Brokers harmless from any and all costs, claims, liabilities and expenses (including legal fees and expenses) arising out of or in connection with any breach of these representations, warranties or agreements. It agrees that the indemnity set forth in this paragraph shall survive the resale of the Offer Shares.
- It acknowledges that the Seller and the Seller's Brokers and their respective affiliates, and others will rely upon the truth and accuracy of the foregoing representations, warranties, agreements and acknowledgements and agrees that if any of such representations, warranties, agreements and acknowledgements is no longer accurate it will promptly notify the Seller.

Any resale or other transfer, or attempted resale or other transfer, of the Offer Shares made other than in compliance with the above- stated restrictions shall not be recognized by the Company.

This OFS Notice is not for release, publication or distribution, in whole or in part, in the United States of America, its territories and possessions, any state of the United States of America, or the District of Columbia (together, the "United States").

Please note that Promoters / Promoter Group entities of the Company will not be eligible to acquire shares under the Offer.

For and on behalf of
Power Trust


- Dipak Rudra
Trustee



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